

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
TUSALDAH LIMITED**

- I. The name of the company is **Tusaldah Limited****
- II. The Registered office of the company will be situated in **State of Maharashtra*****
- III. (a) The objects to be pursued by the company on its incorporation are:
 1. To sell, buy, import, export, deal in and manufacture readymade garments, made-ups, furniture covers, hosiery goods, embroidery articles, carpets, durries, shawls, drugget, mattresses, sweaters, jerseys, hats, felts, gloves, socks, chesters, scarfs from woolens, wool, silk, cottons, textile, cloth, synthetic fabrics, tapestry and curtain materials.
 2. To carry on the business or businesses of combing, darning, preparing, packing, bleaching, dyeing, coloring, processing, finishing, selling and buying or dealing in cotton, staple, silk and other fibrous and synthetic substances including waste and raw wool and wool tops.
 3. To undertake the business as general traders and merchants, and to invest, acquire, subscribe, purchase, hold, buy, sell, disinvest or otherwise deal in securities and export, import, deal in commodities, goods, things, contracts of all types, to deal in any agro-commodity and commodity market, commodity exchange, spot exchange, for itself or for others, transaction in the nature of hedging, spot trading, forward commodity contracts, rate swaps, commodity future/swaps, commodity options and in derivatives of all the agro related and other commodities, whether for the purpose of trading, investment, hedging, arbitrage, or any other purpose, whether in India or abroad and to undertake the activity of warehousing and processing as may be required for the aforesaid purpose(s).
 - *4. To carry on the business of marketing, advertising. Promoting of consumer goods including food products, FMCG Products, processed food products, and beverage including examples include non-durable goods such as packaged foods, beverages, toiletries, and other consumables. instant foods, vegetable and fast food, ready to food products, frozen foods, tinned foods, fats and protein, health products, baby food, dietetic food, food product additives, food supplements, food ingredients, fruit, fruit pulps, sausages, jams, dry fruits, mixed dry fruits, fruit products, cakes, pastry, pasta, pizza, burgers, patties, bakery product, cornflake, bread, biscuits, sweets, roti, canned food, packed food, milk, milk cream, powder and condensed milk, honey, ghee, juice and food stuffs and consumable products of every description for human consumption. To carry on in India or elsewhere the business as manufacture, processor, importer, exporter, distiller, refiner, fermenter, converter, bottler, distributor, preserver, packer, mover, consignor, seller, buyer, reseller, transporter, stockiest, agent, sub-agent, broker, supplier, indenter, concessionaire or otherwise to deal in all types of beverages, including soft drinks, soft drinks concentrates, syrups, effervescent drinks, aerated water, tea, coffee, mineral water, solvents, mixtures, by-products, intermediates & ingredients, whether made of natural of synthetic materials. To carry on the business of process, produce, Mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and outside India.
 - *5. To carry on the business of manufacturers, distillers and refiners of and dealers in methylated spirit, rectified spirit, power alcohol, molasses, sugar or any other material. To carry on the business of manufacturers, producing, processing, ageing, blending, rectifying, compounding, bottling, warehousing, storing, importing, exporting, buying, selling, distributing and dealing in all kinds of alcoholic and non-alcoholic beverages, including wines and spirits and all ingredients and byproducts thereof. To carry on

**Approved by members in Annual General Meeting dated 25th September, 2025, Subject to approval of Authorities.

**Pursuant to fresh certificate of incorporation dated 08th October, 2025 issued by Central Processing Centre, Manesar, the name of the Company has been changed from High Street Filatex Limited to Tusaldah Limited.

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business as brewers, distillers, manufacturers, traders, distributors, marketers, buyers and sellers, merchants, importers and dealers in wine, beer, ale, porter, stout, spirits, sugarcane juices, molasses, areated waters, liquors, and alcohol of all kinds whether intoxicating or not. To carry on the business of wines and spirit makers (beverages). brewers and distillers, traders, exporters, distributors, marketers, buyers and sellers and dealers of all kinds and types of wines, spirits and to sell or otherwise trade in all wines, spirits and alcoholic liquors and all alcoholic beverages.

- *6. To produce, manufacture, refine, prepare, process, purchase, sell, import, export or generally deal in bricks, sand, stone, marble, tiles, refractories, china wares, sanitary materials, pipes, tubes, tubular structures, cement, paints, adhesive, sheets, roofing, glass, furniture, fittings, electrical goods, water supply or storage equipment, floor polish, door closures, concrete mixtures, elevators, paints, hardware, pipe, fittings, lubricant oils, building materials, forest products and any other building or decorative materials made of cement, stone, timber, teak, board, fiber, paper, glass, rubber, plastic or other natural or synthetic substance or chemical. To produce, manufacture, refine, prepare, process, purchase, sell, import, export or generally deal in building materials including bricks and bricks allied products, prefabricated material, lime, plaster, iron, wood, timber, glass, plastics, and steel products, metals, concrete, artificial stone and materials of all other kinds.

(b) *Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

1. To buy, sell, manufacture, repair, alter and exchange, let or hire, export, import, and deal in all kinds of articles and things which may be required for the purpose of any of the main business in this Memorandum contained or which may seem capable of being profitably dealt with in connection with any of the said business covered in the main object.
2. To invest in, subscribe for, purchase or otherwise acquire and sell, dispose of, exchange, hold and deal in shares, stocks, bonds, debentures, debenture-stock, public securities or other securities issued by any authority, Central, State Municipal, Local or otherwise and to invest in immovable and other properties.
3. To advance, deposit, securities and property (not amounting to be business of banking as defined under the Banking Regulations Act, 1949) to or with such persons, firms or bodies corporate as the company may think fit and in particular to customers and others having dealing with the Company and on such terms as may deem expedient
4. To guarantee the payment of money secured by or payable under or in respect of business of the Company.
5. To purchase or otherwise acquire and sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose off and deal in real and personal property and rights of all kinds and in particular mines, quarries, land, building, hereditaments, business concerns and undertakings debenture-stocks mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licenses, stocks, shares, securities, bonds, policies, book debts, and claims, privileges and choose in-action of all kinds, including any interest in real or personal property and any claims, against such property or against any persons or company and to carry on any business, concern or undertaking so acquired in connection with the business of the company.
6. To receive money, securities, valuables of all kinds on deposit or safe custody (not amounting to the business of banking as defined under the Banking Regulation Act. 1949) and to borrow or raise money in such manner as Company shall think fit and in particular by issue of debentures or debenture-stocks (perpetual or otherwise) and to secure the repayment of any money so borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other company or body corporate of and any obligation undertaken by the Company or any other person or Company, as the case may be. Subject to the provision of the Companies Act 2013 and the Rules framed thereunder and directions issued by Reserve Bank of India from time to time as may be applicable.
7. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.
8. To invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit to the attainment of the main objects of the company.
9. To communicate with chambers of commerce and other mercantile and public bodies throughout the world and concern and promote measure for the protection of the trade, industry and person engaged therein.

*** (Altered by Special Resolution passed at the Extra Ordinary General Meeting of the Shareholders of the Company held on February 18, 2025)**

10. To subscribe to, become a member of, subsidize and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate to and such association, such information may be likely to further the objects of the Company.
11. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and manage any buildings, offices, factories, mills, ships, machinery, engines, water-works, gas work, bridges, wharves, reservoirs, roads, tramways, railways, branches or sidings, electric power, heat and light supply works, Telephone works, hotel, clubs, restaurants, baths, places of worship, places of amusements, pleasure grounds, park, gardens, reading room, stores, shops, dairies and other works and conveniences which the company may think directly or indirectly conducive to its objects and connected with the main line of business which the company will carry on or advance the interest of the company and to contribute or otherwise assist or take part in the construction, maintenance, development, working control and management thereof and to join with any other person or company doing any of these things.
12. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the company.
13. To vest any real or personal property rights or interest acquired by or belonging to company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.
14. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business.
15. To apply for purchase or otherwise acquire, protect and renew in any part of the world, patents, licenses, concession, patent rights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to their use, any secret or other information regarding any invention or research which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use develop or grant license in respect thereof or otherwise turn to account the right of information so acquired and to expend money in experimenting upon, testing or improving any such patents, rights or inventions.
16. To acquire and undertake the whole or any part of the business, property or liabilities of any person, firm or body corporate, carrying on or proposing to carry on any business which the company is authorized to carry on or having property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
17. To enter into any arrangements with any Government or any Authority, supreme, municipal, local or otherwise that may seem beneficial to any of the Company's object and to apply for, promote and obtain any Act of Parliament, privilege, concession, license or authorization of the Government or any other authority local or otherwise for enabling the company to carry on any of its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such Act, privilege, concession, license or authorization.
18. To pay for any rights or property acquired by the Company and to remunerate any person, company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
19. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside or carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for technical know-how or for such other purpose that may seem calculated beneficial and conducive to the object of the Company.
20. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the rights liabilities and properties of the company or for any other purpose which may seem directly calculated to benefit the Company and to place or guarantee, the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies.
21. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose off the whole or any part of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share of interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
22. To establish and equip laboratories and carry on analytical experimental and other work or undertaking and search in relation to the objects of the Company.
23. To pay any premium or salaries and to pay for any property, rights or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation of or for the business, of the company or for services rendered or to be rendered by any person, firm or body corporate

in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any debentures, debentures-stocks or other securities of the Company or otherwise either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully-paid up or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company.

24. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company and to take into consideration and to approve and confirm all acts, deeds and things that may be done or entered into with any person, firm or body corporate by the promoters of the company and further to enter into any agreement, arrangement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
 25. To adopt such means of making known the product, business and interest of the Company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase construction and exhibitions of work of art or general interest, by publication of books and by granting prizes, rewards and donations subjects to the provisions of law.
 26. To procure the company to be registered or recognized in any part of the world outside the Union of India.
 27. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pension, allowance, emoluments, bonus, profit, sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the company or is allied to or associated with the company or any such subsidiary or who are or were at any time Directors or officers of the Company or any of such other company as aforesaid and the wives, widows, families, dependents or connections of any such person and to provide for the welfare of all or any of the aforesaid person from time to time by subscribing, subsidizing or contributing to any institutions, associations, funds, clubs, trusts profits sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and to make payment to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
 28. To aid pecuniarily or otherwise any association, body or movement having for its objects any solution, settlement or surmounting of industrial labour problems or the promotion of industry or trade.
 29. To subscribe in or donate to or guarantee money for national philanthropic, benevolent, public, general or useful object, fund or organization, association or institution or for any exhibition or for any purpose which may be likely directly or indirectly to further the object of the Company or the interest of its members subject to the provisions of the Companies Act, 2013
 30. To make arrangements with persons engaged in any trade, business or profession for the concession to the company's members, ticket-holders and their friends, of any special rights, privileges and advantages and in particular in regard to the supply of goods.
 31. On winding up of the company, to distribute all or any of the property of the company amongst the members in specific or in kind or proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law and subject to Companies Act. 2013.
 32. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, attorney, agents or otherwise and either alone or in conjunction with other and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India as elsewhere in the world and to undertake the management of any company or companies having objects altogether or in part similar to those of the Company.
 33. To carry on the business of transport and any other business whether being conveniently be carried on in connection with the objects in this Memorandum contained on in connection with the objects in this Memorandum contained or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights of which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property real or personal belonging to the Company or in which the Company may be interested
- IV. The liability of the member(s) is limited.
- #V. The Authorised Share Capital of the Company is Rs. 8,50,00,000/- (Rupees Eight Crores Fifty Lacs Only) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each and 3,50,000 (Three Lacs Fifty Thousand) Preference shares of Rs. 100/- (Rupees One Hundred Only) each. With power to increase, modify and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may determined under the provisions of the Companies Act 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

(Altered by Special Resolution passed at the Extra Ordinary General Meeting of the Shareholders of the Company held on February 18, 2025)

We the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names :-

Sl. No.	Signature, Name, Description, Addresses and Occupation of the Subscribers	No. Equity Shares taken by each subscriber	Signature, Name, Address, Description and Occupation of Witness
1.	Sd/- (Shreechand Sethia) S/o Shri Jethmal Sethia 19-A, Sarat Boss Road, Calcutta - 700020 Business	11 (Eleven)	I witness signatures of all the subscribers Sd/- (Nitin Bhandari) S/o Shri N. S. Bhandari 35, Keshav Nagar, Hawa Sadak, Civil Lines Jaipur - 302006 Chartered Accountant
2.	Sd/- (Rajkumar Sethia) S/o Shreechand Sethia 19-A, Sarat Boss Road, Calcutta - 700020 Business	11 (Eleven)	
3.	Sd/- (Prabhat Sethia) S/o Shreechand Sethia 19-A, Sarat Boss Road, Calcutta - 700020 Business	11 (Eleven)	
4.	Sd/- (Prashant Sethia) S/o Shreechand Sethia 19-A, Sarat Boss Road, Calcutta - 700020 Business	11 (Eleven)	
5.	Sd/- (Mohan Lal Sharma) S/o Ram Niwas Sharma 78, Tagore Nagar, Kartarpura 22 Godam, Jaipur Business	1 (One)	
6.	Sd/- (Dilip B. S.) S/o. Shri B.S. Pillai B-140, Nandpuri Colony Ext. Hawa Sarak, Civil Line, 22 Godam, Jaipur Business	1 (One)	
7.	Sd/- (Nalin Bhandari) S/o Shri N. S. Bhandari F-35B, Sector-27, Noida Service	1 (One)	

Total No. of Equity Shares subscribed : 47 (Forty Seven only)

Dated the 12th day of May, 1994

Place - Jaipur