

**VTM LIMITED**

(Incorporated under the Indian Companies Act, 1913)

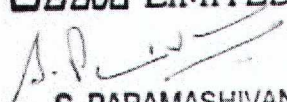
Registered Office: **SULAKARAI,**

**VIRUDHUNAGAR-626 003.**

VIRUDHUNAGAR DIST.

**MEMORANDUM  
and  
ARTICLES OF ASSOCIATION**

As Amended to 11<sup>th</sup> June 2012

for **VTM LIMITED**  
  
**S. PARAMASHIVAN**  
(Company Secretary)

Company Number  
LT77YITNT946PLC003270



**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME**

In the office of the Registrar of Companies, Tamil Nadu, Chennai-6  
(Under the Companies Act, 1956 (I of 1956))

IN THE MATTER OF\* **VIRUDHUNAGAR TEXTILE MILLS LIMITED** \*\*\*

I hereby certify that **VIRUDHUNAGAR TEXTILE MILLS LIMITED** \*\*\*

which was originally incorporated on **TWENTYSEVENTH** day of **JULY** 1946

under\*\* Companies Act, 1956/1913 and under the name

\*\*\* **VIRUDHUNAGAR TEXTILE MILLS LIMITED** \*\*\*

having duly passed the necessary resolution on **25.10.2004**..... in terms of Section 21/22 (1) (e) / 22 (1) (b) / 44 / 43A (4) / 31 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded hereto in the Ministry of Finance, Department of Company Affairs, Registrar of Companies, Chennai,

Letter No. **18-03270/S.21/2004** dated **18.11.2004**

the name of the said company in this day changed to

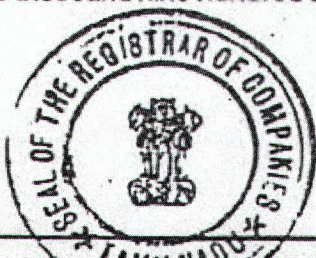
\*\*\* **VTM LIMITED** \*\*\*

and this Certificate is issued pursuant to Section 23(1)/44/43A(4)/31 of the said Act.

Given under my hand at CHENNAI this **EIGHTEENTH** Day of **NOVEMBER**

Two thousand **FOUR** **TWENTYSEVENTH** **KARTIKA**

One thousand nine hundred and **TWENTY SIX** (Saka)



*(Signature)*  
**(V. SWAMIDASON)**  
ASST. Registrar of Companies  
Tamil Nadu, Chennai

- \* Here give the name of the company as existing prior to the Change.
- \*\* Here give the name of the Act(s) under which the company was originally registered and incorporated.

(TRUE COPY)

# CERTIFICATE OF INCORPORATION

No. 109 OF 1946-1947

I hereby certify that 'Vinuchuragar Textile Mills Limited' is this day incorporated under the Indian Companies' Act 1913; (Act VII of 1913) and that the Company is Limited.

Given under my hand at Madras, this Twenty-Seventh day of July, One Thousand Nine Hundred and Forty - Six.



(Sd.) P.C. MATTHAN,  
Assistant Registrar of  
Joint Stock Companies.

**Memorandum of Association  
of  
VTM Limited**

- i) The name of the Company is "VTM LIMITED".
- ii) The Registered Office of the Company will be situated in the province of Madras.
- iii) The objects for which the Company is established are:-
  1. To carry on all or any of the businesses following in the province of Madras or in any other place in India or elsewhere, namely, cotton spinners and doublers, flax, hemp and jute spinners, linen manufacturers, flax, hemp, jute and wool merchants, worsted stuff manufacturers, coir makers, bleachers, printers, dyers, cleaners and packers of cotton and other materials and makers of vitriol bleaching and dyeing materials and to purchase, comb, prepare, dye and deal in cotton, flax, hemp, jute, wool, silk and other fibrous substances and to cotton cloth, wollen stuff and other goods and fabrics, whether textile, felted, netted or looped and to supply power.
  2. To purchase, take on lease or otherwise acquire any lands or buildings in the province of Madras, or in any other place in India or elsewhere and to work and construct on such lands or acquire any buildings, houses, factories, sheds or any other constructions, necessary or adopted to the working of spinning and weaving mills, cotton press, ginning factories, jute mills, coir factories to provide machinery, engines and apparatus requisite for the construction of such mills and factories and for the due and efficient working thereof to buy raw cotton, wool, jute, silk and other fibrous substances and to spin, weave and work and to clean, pack the same to sell the materials so manufactured and to do and perform all such acts and things as may be necessary or conducive to the attainment of the above objects or any of them.
  3. To purchase, take on lease or otherwise acquire in the province of Madras or in any other place in India or elsewhere, estates, plantations or other lands of freehold, leasehold or any other tenure and in particular lands, or estates producing or likely to or capable of producing cotton, flax, hemp, jute, silk, wool, coconut, coffee or other fibres, rubber, spices, tapioca, sugar, tea, tobacco or any other plants or produce, oil and minerals of any kind and also grants, licences, concessions, privileges, rights and authorities of any kind and in particular any partial joint or other interest therein and either absolutely, optionally or conditionally and work, develop, cultivate, turn to account or otherwise deal with such lands, estates, plantations, grants, licences, concessions, privileges, rights, authorities and interests.
  4. To carry on in the province of Madras or in any other place in India or elsewhere the business or trade of planters and cultivator of and dealers in cotton, flax, hemp, jute, silk, wool, coconuts, coffee and other fibres, rubber, spices, tapioca, sugar, tea, tobacco or any other product, and to carry on the business of mines, refiners and sellers and dealers in oil and other minerals of any kind.

5. To carry on and undertake the business of finance, trading, hire purchase, leasing and to finance, lease and hire purchase operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant and machinery and equipment that the company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and buildings, plant and machinery, equipment, ships, aircraft, automobiles, computers and all consumers, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used.
6. To plant, grow, cultivate, produce, sell and deal in tea, coffee, cardamom, spices, cocoa, chinchona, eucalyptus, coconuts, copra, arecanut, groundnut, cashewnut, rubber, pepper, jute, tapioca, tobacco, cotton, sugar-cane, paddy, all kinds of grains, cereals, pulses, fibres, vegetables, fruit trees, flowers, herbs and other produces and derivatives of the soil, to prepare, process, manufacture, cure, gin, press, mix, extract, convert, dry and render marketable any such produce, and to stock, buy, sell, import, export, dispose of and deal in any such produce and to stock, buy, sell in its prepared, processed, manufactured, cured, ginned, pressed, mixed, extracted, converted, dried or raw state.
7. To buy, purchase, acquire, reconstruct, develop, plot out, construct, build, erect, sell, lease, take on lease, mortgage or to take on mortgage, exchange, deal in or otherwise turn to account, property of all kinds and in particular lands, buildings, flats, easements of any tenure or free-hold in India or elsewhere for residential, Industrial or business purpose and generally to carry on the business of real estate developers and dealers.
8. To establish, maintain and operate air, shipping, road transport services (public and private) and all ancillary services and for this purpose as independent undertakings to purchase, take in exchange, charter, hire build, construct or otherwise acquire and to own, manage, and trade with steam sailing, motor, and other ships, aircrafts of all types, trawlers, drifters, tugs and vessels, motor buses and motor lorries and all other motor vehicles, with all necessary and convenient equipments, engines, tackle, gear furniture and stores or fractured shares or interest in ships, vessels, motor buses and motor lorries and other vehicles, including ships, to maintain, repair, fit or refit, improve, insure, alter, sell, exchange or let out on hire or hire purchase or charter or otherwise deal with or dispose of any of the ships, vessels, aircraft and vehicles, or any of the engines, tackle, gear, furniture, equipment and stores of the Company.
9. To purchase, take on hire, lease, exchange, or otherwise acquire, maintain, manage, superintend, improve, control and work, any movable or immovable property or rights and to erect, establish acquire in any manner, improve and work any buildings, offices, factories, workshops, mills, presses, houses, sheds, roads, water ways, jetties, docks, machinery, and other works of any kind which may appear to be suitable for the objects and purposes of the Company.

10. To buy, sell, manufacture, repair, alter, improve, exchange hire, import and export and deal in all works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business of the company or required by any customers of or persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any of the said business and to manufacture, experiment with, render marketable and deal in all products and residual and bye-products incidental to or obtained in any of the business carried on by the Company.
11. To carry on the business of merchants, warehousemen, storekeepers, importers, exporters, contractors, trustees, executors and administrators of interstate estates, mechanical and electrical engineers, manufacturers and agency in all branches in the province of Madras or in any other place in India or elsewhere.
12. To purchase, take on lease, hire or exchange or otherwise acquire or construct, maintain, repair, remodel or renew ships, vessels, boats, barges, country crafts, motor lorries, motor cars, tramways, railways, wagons and conveyances of all kinds whatsoever and to carry on any of the business of general carriers, railway and forwarding agents and warehousemen.
13. To acquire and undertake the whole or any part of the business, properties and liabilities of any persons or company carrying on or engaged in any business or possessed of any property suitable for the Company's purposes.
14. To apply for, purchase and otherwise acquire any patents, brevets d'invention, concessions, and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of purposes of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to use, exercise develop, grant licences in respect of, and otherwise turn to account the property, rights and information so acquire.
15. To enter into any contracts, agreements and arrangements with any Government or Authorities, supreme, municipal, local or otherwise which may seem conducive to the Company's objects or any of them and to obtain from any such Government or Authority any rights, privileges and concessions which may appear desirable to be obtained, and to carry out, exercise, and comply with any such contracts, agreements, arrangements, rights, privileges and connections and to oppose the grant of any such rights, privileges or concessions to others.
16. To be interested in, promote, and undertake the formation and establishment of such institutions, business or companies (industrial, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the Company and to act as Managing Agents and to carry on any other business (industrial, trading, manufacturing or other) which may seem to the Company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly to render any of the Company's property or rights for the time being profitable; and also to acquire, promote, aid, foster, subsidise or acquire interest in any industrial or other undertaking in India or elsewhere.

17. To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interest, reciprocal concession, co-operations, joint adventure or otherwise with any person or persons, firm or corporation or company carrying on or about to carry on or engaged in or about to engage in any business or transaction, which this Company is authorised to carry on or engage in, or any business undertaking or transaction which may seem capable of being carried on or conducted, so as to directly or indirectly benefit the Company; and to take or otherwise acquire and hold shares or stock or securities of any such Company and to subsidise or otherwise assist any such Company, firm or Corporation and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares or securities and to form, constitute or permit any other property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly beneficial to this Company.
18. To raise and borrow money and secure the payment of money by such means upon such terms and conditions and in such manner as may be determined and particularly by the creation or issue of bonds, mortgages, debentures, debenture-stock or other securities, either, perpetual or determinable, and charged specifically or by way of floating charge or otherwise upon all or any part of the undertaking, property and rights of the Company (either present or future or both), including its uncalled capital, or not entitled to any charge, and to redeem, purchase or pay off any such securities, and to remunerate any trustees appointed in connection with any such securities, and to issue any such securities at a discount, premium or otherwise, and in such manner as may be thought fit and with or without any special rights, privileges, or conditions as to redemption, surrender, drawings, allotment of shares, conversion into shares, attending and voting at meetings of the Company, appointment of Directors or otherwise and so that any such securities may be made assignable, free from any equities between the Company and any person or persons, and so that upon an issue of debenture-stock, debenture may, if thought expedient, be issued to trustee as part of the security.
19. To sell, improve, manage, develop, exchange, let (on lease or otherwise), mortgage and eitherwise dispose of, deal with and turn to account, all or any part of the undertaking, property and rights of the Company for such consideration as may be thought fit, and in particular for stocks, shares, debentures or securities of other companies.
20. To expend any of the moneys of the Company in exhibiting or otherwise advertising or making known the business, and products of the Company, and to make any arrangements for the payment of commission or sharing of profits with or otherwise remunerating any person or Company so advertising or making known such business or products.
21. To insure with any person or Company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partially.
22. To receive money on deposit at interest or otherwise, and to lend and advance money to such persons and companies and on such terms as may seem expedient but not to do the business of banking.

23. To guarantee the payment of money and the performance of contracts or engagements entered into by the Company or persons and to secure the payment of money and the performance of any contracts or engagements entered into by this or any other Company or persons, and to discharge any debt or other obligation of or binding upon this or any other Company or persons by a mortgage or charge upon all or any part of the undertaking, property and rights of the Company (either present or future or both), including its uncalled capital, or by the creation or issue of debentures, debenture stock or other securities or by any other means.
24. To draw, make, accept, indorse, seal, execute, negotiate, purchase, lend money upon, discount, hold and dispose of cheques, promissory notes, bills of exchange, drafts, charter parties, bills of lading, warrants and other negotiable documents and contracts, deed and other instruments and to cancel and vary any such instruments.
25. To assist any Company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of capital, shares, stock, debentures, debenture-stock or other securities and to take, hold and deal in shares, stock and securities of any Company not withstanding any liability that may be thereon.
26. To invest and deal with the money of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
27. To create any depreciation fund, reserve fund, insurance fund, sinking fund or any other special fund, whether for depreciation or repairs, replacement, improving, extending or maintaining any of the property of the Company or for any other purposes conducive to the interests of the Company.
28. To place, to reserve or distribute as dividend or bonus among the members or otherwise, to apply, as the Company from time to time may think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.
29. To distribute among the shareholders in specie any property of the Company, whether by way of dividend or upon a return of capital but so that no distribution amounting to a reduction of capital be made except with the sanction for the time being required by law.
30. To remunerate any parties for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital or any debentures, debenture-stock or other securities of the Company in or about the formation or promotion of the Company or the conduct of its business.
31. To pay for any lands, real or personal, immovable or movable estate or property, or assets of any kind acquired or to be acquired by the Company, or for any service rendered or to be rendered to the Company and generally to pay or discharge consideration to be paid or given by the Company in money or in shares (whether fully paid-up or partly paid-up) or debentures or debenture-stock or obligation of the Company or partly in one way and partly in another or otherwise howsoever with power to issue any shares either as fully paid-up or partly paid-up for such purpose.

32. To accept as consideration for the sale or disposal of any lands, real or personal, immovable estate or property or assets of the Company or in discharge of any other consideration to be received by the Company, money or shares (whether fully paid-up or partly paid-up) of any Company, or the debenture or debenture-stock or obligation of any Company or person or persons or partly one and partly any other.
33. To amalgamate with any other Company having objects altogether or in part similar to those of this Company.
34. To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith and to subscribe to any association or fund for any such purposes.
35. To pay all preliminary expenses of the Company and any Company promoted or formed by the Company and any Company in which this Company is or may contemplate being interested or to conduct with any persons, firms or Company, to pay the same and to pay commission to Brokers and others for underwriting, placing or selling or guaranteeing the subscription of any shares or debentures or securities of this Company or of any Company promoted by this Company and to pay the costs and expenses of or incidental to the winding up of any Company the whole or part of the property whereof is required by this Company or in which this Company is or may be interested.
36. To provide for the welfare of the employees or the ex-employees of the Company and the wives, widows and families or the dependants or connections of such persons, by building or contributing to the building of houses, dwellings or chawls, or by grants of money, pensions, allowances, bonus or other payments; or by creating and from time to time subscribing or contributing to Provident or other Associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospital and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, or other institutions and objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation or of public and general utility or otherwise and to make donations and subscriptions to political parties and funds.
37. To obtain any Act of any Legislature or order of any Government for enabling the Company to carry on any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.

38. To procure the Company to be registered, legalized, domiciled or recognised in any country or place, and to procure its incorporation in a like character or as a society anonym or otherwise in any country or place and to carry on its business or any portion of its business and objects in any country or place.
  39. To carry on any other business which may seem capable of being conveniently carried on without prejudice to the business of the Company, or calculated directly or indirectly to enhance the value or render profitable any of the Company's property or rights.
  40. To do all or any of the above things in any part of the world and either as principals, agents, contractors, or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees, or otherwise and generally to carry on any business or effectuate any objects of the Company.
  41. To do all such other things as may be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them.
  42. And it is hereby declared that the word "Company" in this clause except when referring to this Company, shall be deemed to include any authority, partnership, or other body of persons, whether incorporated or not incorporated and whether domiciled in India or elsewhere; and the intention is that the objects set forth in each paragraph or sub-paragraph of this clause, shall, except where otherwise expressed in such paragraph or sub-paragraphs, be independent main objects and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or sub-paragraph or by the name of the Company.
  - \*43. To engage in the generation, selling and distribution of electrical energy, including thermal, solar, windmill and such other alternative and / or renewable sources of energy, either directly or in joint venture or in association with any other person, company, firms or body corporates, either for own use or for sale or distribution through electricity boards on such terms and conditions subject to and in accordance with the laws for the time being in force.
  - \*44. To set up plant and machinery and equipment either on out right purchase or on lease and to install all or any kind of machinery, apparatus or equipment for the purpose of generation, selling and distribution of electrical energy, including thermal, solar, windmill and such other alternative and/or renewable sources of energy and to sell the surplus power generated if any, in accordance with the relevant laws for the time being in force.
- \* Amended in the Extraordinary General Meeting dated 25.10.2004. (Passed by Shareholders by way of Postal Ballot).

**\*\*45(a)**To carry on the business of construction and operations of shops, shopping malls, Complexes and retailing outlets individually or in combination formats comprising shops, offices and / or units for commercial, retail or shopping purposes, residential houses, flats and all other types of residential accommodations, Office accommodations, multipurpose convention centres, exhibition and / or display platforms, arenas or spaces in whatsoever forms, theatres, art galleries, cafeterias, hotels, restaurants, parking spaces and to sell or give on rental, lease or on hire the shops, offices and other buildings residential or non-residential to such persons or organizations / legal entities as the Company may think fit and render services for maintaining and running such shopping malls, complexes, office accommodations, residential houses, flats and all types or buildings referred to above.

**\*\*45(b)**To acquire by purchase, exchange, lease hire purchase or by all or any other means and sell, and deal in vacant lands, real estate and other immovable properties constructed or semi-constructed buildings and other immovable property of the type referred to in Sub-Clause (a) above and to engage and retain architects civil and other engineers, designers, security personnel and other professionals in connection with the activities referred to in the preceding Sub-clause.

**\*\***Amended in the Extraordinary General Meeting dated 01.09.2005 (passed by Shareholders by way of Postal Ballot).

**\*\*\***(iv)The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 10,00,00,000/- (Ten Crore)Equity Shares of Re.1/- each.

**\*\*\***Amended in the Annual General Meeting dated 11.06.2012

The Company has power from time to time increase or reduce its capital and to issue any shares in the original or new capital as ordinary, preferred or deferred shares and to attach to any class or classes of such shares, any preference rights, privileges, priorities in payment of dividends or distribution of assets or otherwise over any other shares or to subject the same to any restrictions, limitations or conditions and to carry the regulations of the Company as far as necessary to give effect to the same and upon the sub-division of a share to apportion the right to participate in profits in any manner.

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 to our respective names.

Signature, Description and Address of Subscribers	Number of Shares taken by each Subscriber			Witness
	Pref. of Rs.100 Each	Ordy. of Rs.50 each	Defd. of Rs.5 each	
1. A.V. Thomas, Merchant 2/21, First Line Beach, Madras.	...	200	200	C.Shankaran Kutty Nair, Office Assistant, No.9,Sunkuar Agraharam Street, Chintadripet, Madras.
2. S. Jayaram Reddiar, Cotton Merchant, Virudhunagar.	...	100	...	
3. S.S. Natarajan Merchant, South Car Street, Virudhunagar.	...	100	100	
4. G.J. Devadason Company Manager 2/21, First Line Beach, Madras.	...	5	...	
5. T. Cummin (Major) Engineer, Connemara Hotel, Madras.	...	25	...	
6. P.K. Nair, Merchant, C/o. A.V. Thomas & Co. (India) Ltd., 2/21, First Line Beach, Madras.	...	5	...	
7. K. Rangaswami, "BETHEL" Company Director, 10, Alagappa Chetty Road, Vepery P.O., Madras.	...	100	...	
Total Shares Taken		535	300	

Dated at Madras, this 9th day of July 1946.