

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME ON CONVERSION
TO PUBLIC LIMITED COMPANY

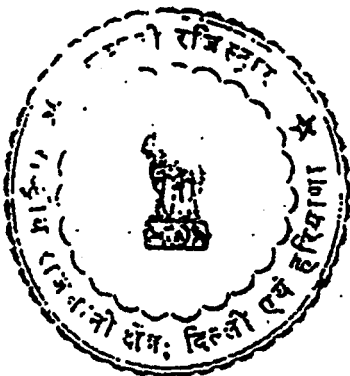
COMPANY NO. 55-26607.....

In the Office of the Registrar of Companies, Delhi & Haryana,
(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF BHARTIYA INTERNATIONAL PRIVATE LIMITED

I hereby certify that BHARTIYA INTERNATIONAL PRIVATE LIMITED which was originally incorporated on SEVENTH day of JANUARY One Thousand Nine Hundred and EIGHTY SEVEN under the Companies Act, 1956 (Act 1 of 1956) under the name BHARTIYA GALECHA INDUSTRIES PRIVATE LIMITED having duly passed the necessary Special Resolution on 18.1.94 in terms of Section 31/21 read with Section 44 of the Companies Act, 1956, the name of the said Company is this day changed to BHARTIYA INTERNATIONAL LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at NEW DELHI this TENTH day of MAY One Thousand Nine Hundred and Ninety FOUR.



(Handwritten Signature)
A.W. ANSARI
ADDL. REGISTRAR OF COMPANIES
NCT OF DELHI AND HARYANA

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME

COMPANY NO. 55-26607

In the Office of the Registrar of Companies, Delhi & Haryana
(under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF.....BHARTIYA GALECHA INDUSTRIES PRIVATE LIMITED.....

I hereby certify that.....BHARTIYA GALECHA INDUSTRIES PRIVATE LIMITED.....

..... which was originally incorporated onSEVENTH.....
day ofJANUARY..... One Thousand Nine HundredEIGHTY SEVEN.....

under the Companies Act, 1956 (Act 1 of 1956) under the name.....BHARTIYA GALECHA.....

INDUSTRIES PRIVATE LIMITED..... having duly passed the necessary resolution in

terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government
signified in writing having been accorded thereto under Section 21 read with Government of
India, Department of Company Affairs Notification No. G.S.R. 507(E) dated 24-6-1985 by

Registrar of Companies, Delhi & Haryana, New Delhi vide letter No. 21/55-26607/11058

dated 25.5.93..... the name of the said Company is this day changed to

BHARTIYA INTERNATIONAL PRIVATE LIMITED..... and this Certificate

is issued pursuant to Section 23(1) of the said Act.

Given under my hand at NEW DELHI this.....NINETY.....

day ofJULY..... One Thousand Nine Hundred and Ninety THREE.

V. S. Gadali
(V.S. GADALI)

REGISTRAR OF COMPANIES,
DELHI AND HARYANA





वाक्य सं. 31 ई. धार.

Form 1

निगमन का प्रमाण-पत्र

Certificate of Incorporation

सं. 26607 _____ का सं. 1908
No. 26607 _____ of 19... 86-87

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज भारतीय गलीचा इण्डस्ट्रीज प्राइवेट लिमिटेड

कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that **BHARTIYA GALECHA INDUSTRIES PRIVATE LIMITED**

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता. 17 पौष, 1908 को दिया गया।

Given under my hand at **NEW DELHI** this **SEVENTH** day of **JANUARY**.. One thousand nine hundred and **EIGHTY SEVEN**



[Handwritten signature]
7/1/87

। सूरज कपूर ।
कम्पनी रजिस्ट्रार
(SUGRAJ KAPOOR)
Registrar of Companies
DELHI & HARYANA



सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

Block No. 6, B' Wing, 2nd Floor Shastri Bhawan 26, Chennai, Tamil Nadu, India, 600034

Corporate Identity Number: L74899TN1987PLC111744

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State

M/s BHARTIYA INTERNATIONAL LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Delhi to the Tamil Nadu and such alteration having been confirmed by an order of Regional Director bearing the date 21/06/2016.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at Chennai this First day of August Two thousand sixteen.



Vineet Rai
Authorizing Officer - RoC
Registrar of Companies
RoC - Chennai

Mailing Address as per record available in Registrar of Companies office:

BHARTIYA INTERNATIONAL LIMITED

56/7, Nallambakkam Village (Via Vandalur), Chennai, Chennai, Tamil Nadu,
India, 600048



SC. Jee Brothers



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Delhi

4th Floor, IFCI Tower, 61, Nehru Place, New Delhi, Delhi, INDIA, 110019

Corporate Identity Number : L74899DL1987PLC026607.

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The share holders of M/s BHARTIYA INTERNATIONAL LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 06/04/2015 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Delhi this Twenty Eighth day of April Two Thousand Fifteen.

Signature valid
Digitally signed by
Debasish Bandopadhyay
DN: cn=Debasish Bandopadhyay,
Date: 2015.04.28
10:10:29 GMT+05:30

DEBASISH BANDOPADYAY
Registrar of Companies
Registrar of Companies
Delhi

Mailing Address as per record available in Registrar of Companies office:
BHARTIYA INTERNATIONAL LIMITED
E-52 NEW MANGHLAPURI MANDI ROAD MEHRAULI, NEW DELHI - 110030,
Delhi, INDIA



THE COMPANIES ACT, 2013
PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
BHARTIYA INTERNATIONAL LIMITED

- I. The name of the Company is BHARTIYA INTERNATIONAL LIMITED.
- II. The registered office of the Company will be situated in the State of Tamil Nadu within the jurisdiction of Registrar of Companies, Chennai.
- III. The objects for which the Company is established are

(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION

1. To carry on the business of producing, developing, manufacturing, processing, re-processing, converting, researching, developing, refining, preparing, blending, purifying, piping, dyeing, retailing, formulating, acquiring, dealing in, buying, selling, storing, importing & exporting, acting as commission agents, quality controllers, marketing agents for all kinds of:
 - a. Textiles and textile products, yarns, cotton yarn, spun, synthetic, polyester, acrylic, dyed yarn, combed, gassed & mercerized yarn, silk, wool, knitted fabric, fibers, dyes, cloth, leather and leather garments, leather products including belts, wallets, bags and others, all kinds of footwear, PU and PU products, synthetic and man-made fibers, furs, readymade garments, cushions, pillows, mattresses, canvas, terry towels, terry products, bath robes, terry cloth, shearing cloth and derivatives, by-products, intermediates and mixtures thereof.
 - b. Paper and paper products including but not limited to writing & printing paper, maple the paper, Kraft paper, bond paper, glace paper, pulp, paper and pulp based products, wood based paper, packing materials, card board, printing inks and derivatives, by-products, intermediates and mixtures thereof.
 - c. Chemicals, fertilizers, phosphates, heavy chemicals, agro chemicals, acids, sulphuric acid, gaseous, liquid or solid chemicals, organometallic chemicals, organic and inorganic chemicals, synthetic chemicals, pesticides, fungicides, insecticides, fine & specialty chemicals, industrial chemicals, petro chemicals, spirits, inks, alkalis, alcohols, acetic acid, ethyl acetate, acetic anhydride, butyl acetate, catalyst & reagents, chlorides, caustic soda, plastics, methanol melamine, gases (industrial or otherwise), petroleum, petroleum products, oils, oil wells, vegetable oils, vanaspati oil, refineries, fuels, coal, coal tar products, lubricants, lubricating compositions, soaps, detergents, paints, colors, varnishes, resins, fats, perfumes, essences, cosmetics, drugs, pharmaceutical products and derivatives, by-products, intermediates and mixtures thereof.

- d. Biotech, cultivation, growing, sowing, seeds ,floriculture, horticulture, tissue culture, herbs, shrubs, gardening, crops, cash crops, hybrids, vegetables and other agricultural products and plants, including raising of plants & herbs, nursery through tissue culture, agricultural houses, gardens, agricultural equipment, irrigation equipment & farm equipment, bee-keeping, mushroom farming, purification, rabbit farming, fishery farming, pig farming, poultry farming, cattle farming and all other allied activities even with the application of latest technologies.
 - e. Generation of electricity, power, steam or other energy sources and accumulation and usage thereof for running Company's own factories, plant & machinery and to dispose of any surplus thereof to any other company, firm or person for any purposes and on such terms & conditions and in such manner as the Company thinks fit and expedient.
 - f. Any type of goods or merchandise of any description whether manufactured by the Company or not and to deal in all type of industries.
2. To manufacture, produce, cultivate , process, re-process, prepare, bale, double, cure, comb, blend, spin, weave, gin, pack, bleach, dye, print, tuft, buy, sell, store, import, export, finish, scour, size and otherwise deal in all kinds, descriptions and grades of cotton, silk, linen, nylon, rayon, jute, hemp, flax, silk, wool, yarn, hair, coir, sisal fiber and fibrous substances, wool hair, carpets, druggist ,rugs, floor coverings, linen, cloth, textile, fabric, felted, netted, looped or flocked, staple fiber, synthetic fiber and all other fibers, allied products, bye-products and substitutes for or any of them. To carry on the business of manufacturing machinery or providing consultancy or to render designing and engineering services and provide technical know-how to run and maintain plants and machinery for manufacture of all or any of the above types of goods, material and raw materials *thereof*.
 3. To manufacture, cultivate , plant, grow, process, repair, can, refine, contain, bottle, buy, sell, import, export, warehouse, and deal in all kinds, descriptions or grades of, agricultural products, foods, eggs, poultry , vegetables, health and instant foods, cereals, fruit, juices, beverages, coffee, tea, tonics, restoratives , pulses, and aerated or mineral waters and food stuffs, consumable provisions, confectionery items, condensed milk, and to purchase, manufacture, produce, boils, refine, prepare, import, export, sell and generally deal in sugar, sugar-candy, jiggery, sugar beet, sugarcane, molasses, syrups, malady, alcohol, and all sugar products and/or bye-products and in connection therewith to acquire, construct, operate factories for the manufacture of sugar or any of its products or bye-products and acquire or manufacture machinery for any of the above purposes.
 4. To carry on the business of consultants, advisors, agents, assemblers, dealers, distributors, developers, resellers, retailers, repairers, installers, buyers, sellers, lesser, importers, exporters of software and other products related to information technology such as computer systems, mini computers, micro computers, peripherals, business machines, computer software, hardware, networking, programmable systems, microprocessors, computer based systems, systems for online applications, connectivity , telecommunication & internet based systems and to establish, maintains, conduct, provide, procure, or make available services

of every kind including but not limited to information technology, commercial, statistical, financial, accountancy , medical, legal, management, educational, training, human resource development, engineering, communication, telecom, IT enabled services such as medical or legal transcription, call centers, knowledge and other technological, social or other services and to establish and run data processing/computer centers; provide data processing services including voice/automated interactive response systems , provide consultancy services and impart training in various disciplines of Information Technology; develop, market software packages as well as related items and to undertake turn-key projects/ assignments in India and abroad in Information Technology including development of software in India and abroad and to import, export or transmit data through any source in India and abroad either on its own or in collaboration with other businesses, to develop and design web sites, act as Internet service providers, provide all kinds of Internet and Internet related business including buying, selling, dealing, export, import in all kinds of goods and services, paying and accepting money through the Internet either on its own or in collaboration with other businesses.

5. To carry on the business of manufacturers, repairers, assemblers, dealers, buyers, sellers, lesser, importers, exporters of all types of electronic equipment's, electrical, systems and accessories such as multiplexing equipment's, radio link systems, supervisory and data acquisition system, analogue to digital trans multiplexing systems, radios, FM radio, broadcasting, man pack/transportable/ static radio, trans-receivers, radio tele printer, teletype systems, selective calling radio system, analogues systems , digital switching equipment, record chargers, compact discs, tape recorders, transistors, television sets, television tubes, telecommunication equipment's, communication equipment's, basic telephony services, cellular services, dish antennas, concentrators, telemetry, central monitoring and scanning systems , wire and cordless type telephones, mobiles, cellular, optical cable, networking, V-sets, electronic tele printer, facsimile, random access digital address systems , voice and telegraph coding systems , modems, power-line carrier equipment, tropospheric systems, scatter systems, automatic answering systems and to set up research and development laboratories in India and elsewhere for items dealt in.
6. To carry on the business of technical, investment, financial and management consultants and advisers; to deal in all types of financing, leasing and investment activities. To carry on the business of running of hotels, motels , schools, colleges, computer centers, educational institutions, hospitals, clinics and to provide all technical know-how and to arrange for licenses, patents, rights , concessions, from any government or other authority and to take part in the formation, supervision or control of the business and/or operations of any company/ institution/ organization/firm and to act as collaborators, partners, master franchisee, franchises, channel partner, value added partners, technology partners, authorized representatives , facility management representatives and to enter into any partnership, collaboration, joint ventures, strategic alliances, technical, financial, commercial collaboration, tie-up, arrangement with Indian and/or foreign companies, institutions, individuals, associations for mutual benefits.
7. To carry on the business of construction, civil engineering, industrial engineering, designing, architectural services and to erect, construct, develop, improve, lay

down, maintain, remove, enlarge, carry out, control and alter any buildings, plants, commercial sites, complexes, multiplexes, works or factories, sites, offices or any roads, ways, sub-ways, or other works and convenience, housing complexes, flats and to enter into any tie-ups and/or arrangements with any Indian or foreign company, firm, individuals or association of persons to carry out any construction projects jointly such as construction of bridges, dams, roads, ways, industrial buildings, commercial buildings or to provide technical knowhow or expertise for mutual benefits.

8. To lend and advance money, give credit to any person or company, to give guarantee or indemnify for the payment/repayment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of money lent or advanced to, or the liabilities incurred by, any person, Financial Institution/Bank/Body Corporate/Govt. Department/Agency subject to the provisions of the Act.
9. To manufacture or help in the manufacturing of any spare parts, accessories, or anything or things required and necessary for the above mentioned business.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (A):-

1. To buy, sell, trade and deal in all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on any of the above business or usually dealt with by persons engaged therein.
2. To enter into agreement with any company or persons for obtaining by grant of licence or on other terms; formulae and other rights and benefits, technical information, know-how and expert guidance and equipment and machinery for the production and manufacture in India of the articles and things mentioned herein above and to arrange facilities for training of technical personnel by them.
3. To establish, provide, maintain and conduct or otherwise, subsidies research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kind and to promote studies and research both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing the remuneration to scientific and technical professors and teachers and by providing for the award, scholarships, prizes, grants and bursaries to students or independent students or otherwise and to encourage, promote and award studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which and Company is authorized to carry on.
4. To acquire by concession, grant, purchase, barter, lease, Licence or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets inventions, licences, protections and

concessions conferring and exclusive or limited rights to any inventions, secrets of other information which may seem necessary for any of the purposes of the Company and construct, maintain and alter any building or work, necessary or convenient for the purpose of the Company and to pay for such land, buildings, works, property or rights or any other property and rights purchased or acquired by or for the Company or otherwise and manage, develop, let on lease or for hire or otherwise dispose of or turn to account the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient.

5. To act as consultants in items being dealt with by the company in the matter of manufacturing, buying, selling, importing and exporting of raw material in their finished semi-finished or in their raw form.
6. To enter into any arrangement, with any government or authorities, municipal, local or otherwise or any person or company, in India or abroad, that may seem conducive to the object of the company or any of them and to obtain from any such government, authority persons or company any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of waterways, roads and highways, which the company may think desirable and carry out, exercise and comply therewith.
7. To apply for and obtain and order of Central/State or other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or any other purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests
8. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in any business or transactions which this company is authorized to carry on subject to section 391 to 394 of the Companies Act, 1956, and applicable provisions of Companies Act , 2013 to amalgamate with any other Company, having objects altogether or in part similar to those of this Company.
9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company or person, carrying on business which this Company is authorized to carry on or is possessed of right suitable for any of the purposes of this Company.
10. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as the Company may think conducive to the attainment of the above objects or any of them.
11. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this company and to transfer to any such company any property of this Company

and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and other securities in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum and to assist any such company and to undertake the management and secretarial or other work duties and business on such terms as may be arranged.

12. To open accounts with any bank or financial Institutions and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debenture and other negotiable or transferable instruments and to buy, sell and deal in the same.
13. Subject to Sections 73, 74, 75, 76, 179 and 180 of the Companies Act, 2013 read with applicable Rules made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the purposes of the company and at such time or times as may be thought fit, by promissory notes, bills of exchange, hundies, bills of lading, warrants or other negotiable Instruments or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as the Directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture stock perpetuity or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and, assets of the Company, both present and future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities, provided that the company shall not carry on the business of banking within the meaning of the Banking Regulations Act, 1949.
14. To invest in other than investment in company's own shares and deal with monies of the company not immediately required, in such shares or upon such securities or investments and in such manner as may from time to time be determined.
15. To lend and advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and other having dealings with the Company and to give guarantees or securities for any such persons, firms or companies as may appear proper or reasonable to the Directors, provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulations Act, 1949.
16. To sell, improve, alter, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the land, properties, assets and rights and the resources and undertaking of the Company, in such manner and on such terms as the Directors may think fit.
17. To remunerate any person or company for services rendered or to be rendered related to the formation or promotion of the Company or the conduct

of its business.

18. To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, workers welfare or for any other purpose conducive to the interest of the Company.
 19. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependent 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 fund and other association, institutions, funds or trusts and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the company shall think fit.
 20. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
 21. To procure the incorporation, registration or other recognition of the Company in the Country, State or place outside India and to establish and maintain local registered and branch places of the business in any part of the world.
 22. To adopt such means of making the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations or holding exhibitions.
- IV. Clause IV "The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them."
- IV. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five crores) divided into 2,00,00,000 (two crore) Equity Shares of Rs. 10/- each and 5,00,000 (five lacs) Preference Shares of Rs. 100/- each."

We, the several persons whose names and addresses are subscribed below, 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:

Sr. No	Name, Description, Addresses and occupations of subscribers	No. of Equity Shares taken by each subscriber	Signature of the subscribers	Signature of witness with address and occupation
1.	Snehdeep Aggarwal S/o Sh. C.L. Aggarwal 6/1, Sarvapriys Vihar, New Delhi - 110016 Business	1 (One)	Sd/-	I witness the signatures of the Subscribers Sd/- (ATUL MITTAL) Chartered Accountant C/o M/s. Sanjeev Chopra & Co. Chartered Accountants 2/2, Sarai Julena, Okhla Road, New Delhi - 110025
2.	Naresh Seth S/o Mr. D.D. Seth 6/1, Sarvapriys Vihar, New Delhi - 110016 Business	1 (One)	Sd/-	
		Total 2 (Two Equity Shares)		

Place: NEW DELHI Dated 15th day of DECEMBER, 1986