भारत सरकार-कॉर्पोरेट कार्य मंत्रालय कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या :L85110MH1993PLC206012

मैसर्स VISHAL COTSPIN LIMITED

के मामले मे, मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स VISHAL COTSPIN LIMITED

जो मूल रूप में दिनांक सत्राह मई उन्नीस सौ तिरानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अतंर्गत मैसर्स VISHAL COTSPIN LIMITED

के रुप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रुप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं सा का नि 507 (अ) दिनांक 24.6.1985 एस आर एन A91388462 दिनांक 24/08/2010 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रुप में मैसर्स RODIUM REALTY LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा मुंबई में आज दिनांक चौबीस अगस्त दो हजार दस को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number: L85110MH1993PLC206012

In the matter of M/s VISHAL COTSPIN LIMITED

I hereby certify that VISHAL COTSPIN LIMITED which was originally incorporated on Seventeenth day of May Nineteen Hundred Ninety Three under the Companies Act, 1956 (No. 1 of 1956) as VISHAL COTSPIN 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 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A91388462 dated 24/08/2010 the name of the said company is this day changed to RODIUM REALTY LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Mumbai this Twenty Fourth day of August Two Thousand Ten .

(SUBHASH CHANDRA PINDIDEV CHUGA)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

महाराष्ट्र, मुंबई

Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता : Mailing Address as per record available in Registrar of Companies office: RODIUM REALTY LIMITED

Plot No. 636, 501, X'cube,, Off New Link Road, Andheri (West), Mumbai - 400053,

Maharashtra, INDIA

BEFORE THE COMPANY LAW BOARD CHENNAI BENCH

COMPANY PETITION NO. 1029/17/CB/2010

PRESENT: SMT. LIZAMMA AUGUSTINE, MEMBER

IN THE MATTER OF THE COMPANIES ACT, 1956, SECTION 17

AND

IN THE MATTER OF M/S. VISHAL COTSPIN LIMITED

M/s. Vishal Cotspin Limited A Company registered under the Companies Act, 1956 and having its registered office at 104, 1st Floor, 2nd main 4th Cross, Gavipuram Extn, Basavanagudi, Bengaluru – 560 019

.... PETITIONER.

PARTIES PRESENT: Shri. Aashish Kumar Jain, Practicing Company Secretary and Authorised Representative of the petitioner Company.

ORDER

The petitioner Company has presented this petition under Section 17 of the Companies Act, 1956 (hereinafter referred to as 'the Act') to this Bench for confirmation of the alteration to the Situation Clause of the Memorandum of Association of the Company as approved by the Special Resolution passed in accordance with section 192A read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 on 29.01.2010.

2. The Petitioner Company was incorporated as a public Company limited by shares in the State of Karnataka in the year 1993 to carry on the business of spinners, double, weavers, bleachers, dyers, printers, mercers and hosiers in cotton, wool, jute, silk, tereline, terri-cotton, linen and all other synthetic and other fibrous materials and to purchase, comb, prepare, spin, weave, bleach, dye, print, mercerize or otherwise manufacture and deal in wool, cotton, silk and all other goods and fabrics, whether trebled, knotted or looped, kapas, hamp, jute, rags, yarns, necessary or useful in processes for treatment of any or all of the above purposes etc., The corporate office of the Company is situated in the State of

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Maharashtra and the majority of the present business activities are being supervised and substantially conducted from the corporate office. Therefore, it has been decided to shift the registered office of the Company from the State of Karnataka to the State of Maharashtra and the shifting would enable the Company to carry on its activities more economically and efficiently. Hence this petition.

Taking into consideration the contents of the petition and the affidavit filed in support thereof, submissions made by the Authorised Representatives of the petitioner Company and the Registrar of Companies, Karnataka, Bangalore's report dated 02.07.2010 and noting that the Company has duly complied with the provisions of Regulation 36 of the Company Law Board Regulations, 1991:

THIS BENCH DOTH ORDER

that the alteration in clause II of the Memorandum of Association of the Petitioner Company as approved by the Special Resolution passed in accordance with section 192A read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 on 29.01.2010 as setforth in Schedule hereto, be and the same is hereby confirmed subject to the condition that the interest of no employee working at the Registered office of the Company shall adversely be affected either by way of transfer or retrenchment or otherwise.

SCHEDULE

II. The registered office of the Company will be situated in the State of Maharashtra.

(LIZAMMA AUGUSTINE) -MEMBER

DATED THIS THE 6 DAY OF JULY 2010.

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MEMORANDUM OF ASSOCIATION OF

RODIUM REALTY LIMITED

(Incorporated under the Companies Act, 1956, Company Limited by Shares)

- I. The name of the Company is RODIUM REALTY LIMITED
- II. The registered office of the Company will be situated in the State of Maharashtra.
- **III.** The objects for which the Company is established are the following:

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

- 1. To carry on the business of spinners, doublers, weavers, bleachers, dyers, printers, mercers and hosiers in cotton, wool, jute, silk, tereline, terricotton, linen and all other synthetic and other fibrous materials and to purchase, comb, prepare, spin, weave, bleach, dye, print, mercerise or otherwise manufacture and deal in wool, cotton, silk and all other goods, and fabrics, whether trebled, knotted or looped, kapas, hamp, jute, rags, yarns, necessary or useful in processes for treatment of any or all of the above purposes.
- 2. To purchase or acquire comb, prepare, spin, dye, print, knit, finish and process and deal in flex, hamp, jute, woollen, cotton and silk and other synthetic and fibrous substances and to weave or knit or otherwise manufacture or get manufactured, buy and sell and deal in linen, cloth, yarn, manufacture fibrous products and other goods and fabrics, whether textile, felted, netted or looped.
- 3. To carry on the business of manufacturing, bleaching, dyeing, printing and selling cotton yarn and/or staple fibre, cloth and other fabrics made from raw cotton, jute, wool, synthetic and other-suitable materials and generally to carry on the business of spinning and weaving mill proprietors in all their branches.
- 4. To carry on or to be interested in all or any of the business of cotton spinners and doublers, flex, hemp, jute and wool merchants, wool combers, worsted spinners, woolen spinners, yarn merchants, worsted stuff manufacturers, bleachers, and dyers and makers of vitriol bleaching and dyeing materials and to purchase comb, prepare spin, dye and deal in flex, hemp, jute, wool, cotton, silk and other fibrous substances, and to weave or otherwise manufacture, buy and sell linen, cloth and other goods and fabrics, whether textile, trebled, knitted or looped or otherwise.
- 5. To carry on the business of real estate and to purchase, develop, construct, build, erect, demolish, re-erect, alter, repair, re-model, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale, or working the same, sell, rent out, lease, license, let, transfer or otherwise deal in or dispose off any movable and immovable properties, any real or personal estate including lands

(agricultural and non-agricultural), mines, buildings, factories, mills, houses, flats, apartments, residential premises, suites, cottages, bungalows, shops, offices, showrooms, hyper markets, departmental stores, super markets, shopping malls, discount stores, specialty stores, shopping outlets, convenience stores, townships, clubs, industrial sheds, commercial complex, multiplex entertainment complexes including cinemas, theatres, family entertainment and amusement centres, food courts, restaurants, hotels and tourism related industries, cold storage, sports health units, holiday resorts and other buildings and works of public utility and to otherwise carry on the business as developers, builders, contractors, architects, engineers, supervisors, decorators, designers, values, surveyors, consulting engineers and offer consultancy services of all kinds pertaining to real estate.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

- 1. To enter into agreements and contracts with Indian or Foreign individuals, Companies or other organizations for technical, Financial or any other assistance for carrying out all or any of the objects of the Company.
- 2. To establish and maintain any agencies and branches in India or any part of the world for the conduct of the business of the Company or for the sale of any materials or things for the time being at the disposal of the Company for sale.
- 3. To advertise and adopt means of making Known the business activities of the Company or any articles or goods traded or dealt in by the Company in any way as may be expedient including posting of bills in relation there to and the issue of circulars, books, pamphlets and price lists and conducting competitions, exhibitions, use of audio, video channels, demonstrations and the giving of prIzes, rewards and donations subject to section 293A of the Companies Act, 1956.
- 4. To apply for, purchase or otherwise acquire and protect, prolong and renew trademarks, trade names, designs, secret processes. patents, patent rights, "BREVETS 'D' INVENTION", licenses, protections and concessions which may appear likely to be advantageous or useful to the Company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions, or rights, which the Company may acquire or propose to acquire or develop.
- 5. To enter into any agreements with any Governments.
- 6. To enter into any agreements with any Governments or State Authority, Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or State Authority, any rights, privileges and concessions, grants which may seem conducive to the Company's objects or any of them.

- 7. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or Company carrying on any business which this Company is authorised to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stock, debentures of any such person, firm or Company and to conduct or make, carry into effect any arrangement in regard to the w1nding up of the business of any such person, firm or Company,
- 8. To construct, acquire, establish, provide, maintain and administer factories, estates, generating installations, pipelines, garages, storages and accommodation of all kinds and descriptions in connection with the business of the Company.
- 9. To apply for tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction. erection, equipment, improvement, management, administration or control of works and conveniences and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
- 10. To buy, obtain on lease or otherwise acquire lands, buildings and other immovable properties necessary for carrying on the main objects and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the properties and the assets of the Company on such terms and conditions as the Company may think fit.
- 11. To amalgamate with any Company or Companies.
- 12. Subject to the provisions of the Companies Act, 1956, to incur or payout of the funds of the Company to the promo ten and others, if any, all the costs, charges, and expenses with respect to the promotion, formation, registration and establishment of the Company and all other expenses including interest on the funds invested by them at such rates as the Directors may deem fit and reimbursements of deposits, advance for purchases, expenses for negotiation, contracts and arrangements made prior to and in anticipation of the formation and incorporation of and commencement of business of the Company.
- 13. To take over, approve, adopt or ratify all steps taken and commitments made by the promoters' for the proposed business of the company prior to its incorporation and business commencement.
- 14. Subject to the provisions of the Companies Act, 1956, to remunerate (by cash or in kind or by the allotment of fully or partly paid up shares or by call or option on shares, debentures, debenture stock securities of this or any other Company or in any other manner whether out of the Company's capital, profits or otherwise to any persons or firm or Company for services rendered or to be rendered in introducing any property or business to the Company or for any other reason which the Company may think proper.

- 15. Subject to the Banking Regulation Act, 1949, and provisions of the Companies Act, 1956, to draw, make, issue, accept and to endorse, discount and negotiate promissory notes, bundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse keeper's certificates and other negotiable, commercial and mercantile instruments connected with the business of the Company.
- 16. To open accounts with any individual, firm or Company or with any bank or banks and to pay into and withdraw monies from such account or accounts.
- 17. Subject to the provisions of the Companies Act, 1956, to invest, apply for and acquire or otherwise employ monies belonging to, entrusted to or at the disposal of the Company upon securities and shares with or without security upon such terms as may be thought proper and from time to time vary such transactions in such manner as the Company may think fit.
- 18. Subject to the provisions of the Companies Act, 1956, to lend or deposit monies belonging to or entrusted to or placed at the disposal of the Company to such person or Company and in particular to customers and others having dealings with the Company or with or without security, upon such terms as may be thought proper and guarantee the performance of contracts of such person or Company but not to do the business of banking as defined in the Banking Regulation Act, 1949.
- 19. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles or services required for the purpose of the Company.
- 20. Subject to the provisions of the Companies Act, 1956, to borrow or raise money with or without security or to receive money or deposit at interest or otherwise in such manner as the Company may think fit and in particular by the issue of preference shares obtain loans from any financial institutions. Commercial Banks, debentures perpetual or otherwise, including debentures convertible into shares of this or any other Company and to offer as security for any such money so borrowed," raised or received, to mortgage, pledge or charge the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital and to purchase, redeem or payoff such securities.
- 21. To sell, mortgage, assign or lease and in any other manner deal with or dispose off the undertaking or properties of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other Company having objects altogether or in part similar to those of this Company.
- 22. To improve, manage, work, develop, alter, exchange. Mortgage, lease, turn to account, abandon or otherwise deal with all or any part of the properties, rights and concessions of the Company.

- 23. To provide for the welfare of the employees or ex-employees of the Company or their wives, families or dependants, relatives of such persons or building or contributing to the building of houses, dwelling places or grant of money, pensions, gratuity, bonus, payment towards insurance or other payment or by creating from time to time, subscribing or contributing to, adding or supporting provident funds or conveniences and by providing, subscribing or contributing towards places of instruction or recreation, hospitals and dispensaries, medical attendances and other assistance as the Company shall think fit.
- 24. Subject to the provisions of the Companies Act, 1956 and the Constitution of India, to subscribe or contribute or otherwise to guarantee money to charitable, benevolent, religious, scientific, educational or other institutions or any public, general or useful objects.
- 25. To distribute any of the properties of the Company amongst the members in specie or in kind consequent upon the winding up of the Company.
- 26. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.
- 27. To establish or promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any property, rights and liabilities of the Company or any other purpose which may seem directly or indirectly 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 such other Company.
- 28. To experiment and incur expenses, necessary for the purpose of improving on the present method and process of working the several business which the Company is authorised to carryon and to carryon research for improving, developing or effecting economy and greater efficiency in the process for the production, manufacture and working of or trading or dealing in the various substances, materials and articles and things or with any of the business for which the Company is established.
- 29. To carry on such incidental business whether manufacturing or otherwise that may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or 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 and to do all or any of the above things, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.

30. To invest or deal with the moneys of the Company not immediately required, in Government or other securities or shares in other companies or otherwise as may be thought proper and to vary, transpose or otherwise deal with such investments from time to time.

(C) THE OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE;

- 1. To carry on the business of manufacturers of and dealers in textile machinery of all kinds and descriptions including their components, parts and accessories and also to manufacture and deal in equipments, devices and components having application in textile industry.
- 2. To carry on the business of manufacturing, distribution and supplying of dresses ready made garments and wearing apparels made of cotton, wool, silk and synthetic kinds of textiles.
- 3. To carry on all or any of the business of manufacturers, importers and dealers in all types of rubber, leather, plastic, latex, celluloid, bakelite and similar goods and their accessories and fittings, including tyres, tubes, rolls, rollers, shoes and packaging items.
- 4. To carry on all or any of the business of manufacturers of and dealers, in importers, exporters of pulp and paper of all kinds and articles made from paper or pulp and materials used in the manufacture of treatment of paper, including packaging goods and materials such as bags cartons, containers and boxes whether made of paper, plastic or any other materials and pens, pencils and ball pens.
- 5. To carry on all or any of the business of manufacturers of, importers, exporters and dealers in, hirers and repairers of electrical machinery, equipment and appliances of all kinds and descriptions including motors, batteries, dynamos, bulbs, armatures, magnets, conductors, insulators, transformers, converters, switch boards, air conditioners, refrigerators, domestic appliances and electronic equipments including radars, computers, business machines, radios, television sets, tape recorders, gramaphones, records, tapes and telecommunication equipment and telephone equipment and their components and accessories, including transistors, resistors, conductors and coils.
- 6. To carry on business as general merchants and traders in goods and commodities, on ready or forward basis, commission agents, buying and selling, agents, brokers, importers, exporters and to act as manufacturers representatives.
- 7. To carry on the business of Civil Engineers, Contractors, Structural Engineers, property developers and real estate agents in all their branches and kinds and to carryon the business of manufacturers of and dealers in building and construction

- materials like cement, tiles, bricks, sanitary wares, furniture's, furnishings, electrical fittings and appliances.
- 8. To carry on the business of Iron and Steel Founders (Ferrous and nonferrous), steel makers, steel converters, tinplate makers, brass founders, white metallers, moulders, casters, spinners, rollers, steel and other metal fabricators, smelters, boiler makers, mill wrights, rod-millers, jappaners, fitters, wiredrawers, Enamelers, Electroplaters, painters, smiths, Wood workers, Welders, Braziers, Galvanisers, Plasters," Metallurgists and Printers.
- 9. To carry on the business of manufacturers of and or dealers in all kinds of chemicals, paints, fertilisers, pigments, alkalis, lime acids, alcohol, pesticides, insecticides, fungicides, weedicides and rodenticides.
- 10. To manufacture all types of plastic compounds and solutions and all, types of plastic equipment and parts such as pumps, fans, blowers, reinforced vessels and tanks, filters, special high temperature resisting tubes, plastic moulded articles, components and raw materials
- 11. To carry on the business of project consultants and service engineers in all the branches and kind and to undertake and execute turnkey projects and job orders of all kinds and description.
- 12. To carry on the business of manufacturers of and dealers in motors vehicles of all kinds and description and to generally carry on the business of transporters in all its branches and kinds.
- 13. To carryon the business of manufacturers of and dealers in, importers and exporters of computer hardware its components and accessories and to carryon the business of development and application software systems.
- 14. To carryon the business of hoteliers, restaurateurs, moteliers and to carry on the business of hospitality industry in all its branches and kinds
- 15. To carry on the business of agency business in all its branches and kinds.
- 16. To carryon the business of tanning and finishing of hides and skins and leathers and dealers of leathers of all types and description including the manufacture of and dealers in various leather items such as garments, upholstered furniture, briefcases, shoe uppers and other articles of all types and description made out of leather.
- 17. To carryon the business of Investment, leasing, Hire purchase financing and Finance Company in all its branches and kinds.

- **IV.** The liability of the members is limited.
- V. The Authorized Share Capital of the Company is Rs.13,00,00,000/- (Rupees Thirteen Crores Only) consisting of the following:
 - a) 60,00,000 (Sixty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each amounting to Rs. 6,00,00,000/- (Six Crore Only)
 - b) *70,00,000 (Seventy Lakhs) 6% Non-Cumulative Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 7,00,00,000/- (Seven Crore Only).

Note:

*Clause V(b) of Share Capital Clause stands amended as on March 11, 2020 as approved by Preference Shareholders in their EGM held on March 11, 2020 and as approved by the Equity Shareholders of the Company as on April 25, 2020 vide Special Resolution passed through Postal Ballot.

Share Capital clause amended vides Members' Resolution dated 02.08.2010.

We, the several persons whose names and addresses are subscribed hereunto, 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 C3.pital of the Company set, opposite to our respective names.

Sl. No.	Names, Addresses, Descriptions, and occupations of the subscribers with their signatures	No. of Equity Shares taken by each subscriber	Signature with Name, Address, Description & Occupation of Witness to the Signatures of the subscribers.
1.	Sd/- BALKISHAN BOOB S/o. Jaikishan Boob "Vishaldeep", 539, Akkithimman HaIli Shantinagar, Bangalore-560027 Business	10 Ten	Sd/- Narayan kannan S/p.Late. S. Narayan " NALAJA" C-4-269. 3 rd Main Road, Domlur II Stage, III Phase, Bangalore-560 071, Service.
2	Sd/- BHAGWANDAS BOOB S/o, Jaikishan Boob 68, Rajendra Gunj Raichur-584102 Business	10 Ten	
3	Sd/- RAMANUJDAS BOOB S/o, Jaikishan Boob 68, Rajendra Gunj Raichur-584102 Business	10 Ten	
4	Sd/- RAMNIVAS BOOB S/o. Jaikishan Boob "Vishaldeep", 539, AkkithimmanhaIli Shantinagar, Bangalore-560027 Business	10 Ten	
	C/F	40	

We, the several persons whose names and addresses are subscribed hereunto, 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 name s.

Sl. No.	Names, Addresses, Descriptions, and occupations of the subscribers with their signatures	No. of Equity Shares taken by each subscriber	Signature with Name, Address, Description & Occupation of Witness to the Signatures of the subscribers.
	C/F	40	
5	Sd/- NARAYANDAS BOOB S/o. Bhikulal Boob 54, Rajendra Gunj Raichur-584102 Business	10 Ten	d, se,
6	Sd/- INDARCHAND RANKA S/o, Hamirmal Ranka 11-2-29, M.G.Road, Loharwadi, Raichur-584101 Business	10 Ten	Sd/- Narayan kannan S/p.Late. S. Narayan " NALAJA" C-4-269. 3 rd Main Road, Domlur II Stage, III Phase, Bangalore-560 071, Service.
7	Sd/- S. VENKATAKRISHNAN S/o, P.K. Subramaniam, M.G.ROAD, Raichur-584101 Chartered Accountant	10 Ten	Sd/ S/p S/p C-4-2 Domlu Ba
	Total Number of Equity Shares Subscribed	70 Seventy	

Dated this Twelfth day of May, 1993, at Bangalore