

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

*Memorandum
and
Articles of Association
of*

YAJUR FIBRES LIMITED

YAJUR FIBRES LIMITED

Director

DIN: 06729238



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
Nizam Palace, 2nd MSO Building 2nd Floor, Kolkata, West Bengal, India, 700020

Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): U17100WB1980PLC032918

hereby certify that the name of the company has been changed from AMBICA CAPITAL VENTURES LIMITED to YAJUR FIBRES LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name SHINEUP INVESTMENT LIMITED.

Given under my hand at Kolkata this Eleventh day of March two thousand twenty-one.



UTTAM KUMAR SAHOO

Registrar of Companies

RoC - Kolkata

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

YAJUR FIBRES LIMITED

MIDDLETON STREET, KOLKATA, KOLKATA, West Bengal, India, 700071



YAJUR FIBRES LIMITED

[Signature]
Director

DIN: 06729238



सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Kolkata

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Corporate Identity Number: U17100WB1980PLC032918

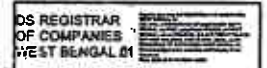
SECTION 13(1) OF THE COMPANIES ACT, 2013

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

The shareholders of M/s AMBICA CAPITAL VENTURES LIMITED having passed Special Resolution in the Annual/Extraordinary General Meeting held on 05-12-2020 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 Kolkata this Twenty eighth day of December Two thousand twenty.



Mohit Kumar

Registrar of Companies

RoC - Kolkata

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

AMBICA CAPITAL VENTURES LIMITED

MIDDLETON STREET, KOLKATA, KOLKATA, West Bengal, India, 700071



YAJUR FIBRES LIMITED

[Signature]

Director

DIN: 06729238

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पश्चिम बंगाल

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U67120WB1980PLC032918

मैसर्स SHINEUP FIBRES LTD.

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
SHINEUP FIBRES LTD.

जो मूल रूप में दिनांक सात अगस्त उन्नीस सौ अरसी को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
Shineup Investments Ltd

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप 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. नि. 507 (अ) दिनांक 24.6.1985 एस.आर.एन. A34302620 दिनांक 24/04/2008 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
AMBICA CAPITAL VENTURES LIMITED

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

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा कोलकाता में आज दिनांक चौबीस अप्रैल दो हजार आठ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, West Bengal

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U67120WB1980PLC032918

In the matter of M/s SHINEUP FIBRES LTD.

I hereby certify that SHINEUP FIBRES LTD. which was originally incorporated on Seventh day of August Nineteen
Hundred Eighty under the Companies Act, 1956 (No. 1 of 1956) as Shineup Investments Ltd 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 A34302620 dated 24/04/2008 the name of the said company is this day changed to AMBICA
CAPITAL VENTURES LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Kolkata this Twenty Fourth day of April Two Thousand Eight.



(DLBASISH BANDOPADHYAY)

कम्पनी रजिस्ट्रार / Registrar of Companies
पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
AMBICA CAPITAL VENTURES LIMITED.
2/1, RUSSEL STREET, CALCUTTA-71, CALCUTTA-71,
West Bengal, INDIA

YAJUR FIBRES LIMITED

[Signature]

Director

DIN: 06729238

CO.NO.21-32918



नाम में बदली के परिणामस्वरूप निम्न के लिये नया प्रमाण-पत्र
FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME

कम्पनियों के रजिस्ट्रार के कार्यालय में

[कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन]

In the Office of the Registrar of Companies, West Bengal

[Under the Companies Act, 1956 (1 of 1956)]

... .. के विषय में ।
IN THE MATTER OF... Shineup Investments Limited ...

यह एतद्वारा प्रमाणित किया है कि वित्तीय प्रकाशित विवरण मूलतः 19 के के दिन अधिनियम के अधीन और द्वारा किया गया था कम्पनी अधिनियम 1956 की धारा 21/22 (1) (क)/22(1) (ग) के नियमों के अनुसार आवश्यक संकल्प पारित कर चुकी है और समस्त आवश्यक केंद्रीय सरकार की लिखित अनुमतिकर्तव्य कार्य विभाग द्वारा प्रदान कर दी गई है ।

I hereby certify that Shineup Investments Limited, which was originally incorporated on day of August 1980 under the Companies Act, 1956 and under the name Shineup Investments Limited having duly passed the necessary resolution in terms of section 21/22(1)(c) of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

संशोधन निदेशक के तारीख 19 के पत्र में, द्वारा प्राप्त हो जाने पर उक्त कम्पनी का नाम इस दिन वित्तीय विवरण में नमूदा कर दिया गया है और यह प्रमाण पत्र उक्त अधिनियम की धारा 23 (1) के अनुसार में जारी किया जाता है ।
Registrar of Companies, West Bengal
letter No. ... dated 18.6.1991
the name of the said company is this day changed to... Shineup Fibres Limited Limited and this certificate is issued pursuant to section 23(1) of the said Act.

मेरे हस्ताक्षर से यह तारीख को दिया गया ।

Given under my hand at Calcutta 18th day of June 1991.
(One thousand nine hundred ninety-one)



... ..
AASH. Registrar of Companies
West Bengal.

* यहाँ पर कम्पनी का पुराना नाम लिखिए जो कि तबसे ही से पूर्व था ।
* Here give the name of the Company as existing prior to the change.
* यहाँ पर अधिनियम (अधिनियमों) का नाम लिखिए जिनके अधीन कम्पनी का मूलतः रजिस्ट्रीकरण और निगमन किया गया था ।
* Here give the name of the Act(s) under which the Company was originally registered and incorporated
वे ० एच ० सी ० ७
S. C. 7

Certified True Copy.
SHINEUP FIBRES

Director.

YAJUR FIBRES LIMITED
Director
DIN: 06729238



Form I.R.

No. 32918 of 1980

CERTIFICATE OF COMMENCEMENT OF BUSINESS
Pursuant of Section 149 (3) of the Companies
Act, 1956.

I hereby certify that the "Shineup Investments Limited" which was incorporated under the Companies Act, 1956, on the Seventh day of August, 1980 and which has this day filed a duly verified declaration in the prescribed form that the conditions of section 149 (1) (a) to (d)/149 (2) (a) to (c) of the said Act, have been complied with, is entitled to commence business.

Given under my hand at CALCUTTA this
Fifteenth day of September, One thousand
nine hundred and Eighty.



Sd/- S. C. Basu
Registrar of Companies
West Bengal.

YAJUR FIBRES LIMITED

[Signature]
Director

DIN: 06729238



Form I.R.

Certificate of Incorporation

No. 32918 of 1980.

I hereby certify that "Shineup Investments Limited" is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at CALCUTTA this Seventh day of August, One thousand nine hundred and Eighty.



Sd/- S. C. Basu
Registrar of Companies
West Bengal.

YAJUR FIBRES LIMITED

[Signature]
Director
DIN: 06729238

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

OF

YAJUR FIBRES LIMITED

- I. The name of the Company is **YAJUR FIBRES LIMITED**
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- III. A. The main object to be pursued by the Company on its incorporation are :
 1. To carry on the business of cotton spinners, and doublers, flax hemp and jute spinners, linen manufacturers, flax, hemp, jute and wool manufacturers, wool combers, worsted spinners, yarn merchants, bleachers and dyers, printers and makers of vitriol, bleaching and dyeing materials and to comb, prepare, spin, dye and deal in flax, hemp, jute, wool, cotton, silk and other fibrous substances and all blending thereof or otherwise manufacture, buy and sell and deal in fabrics whether textile, felted, nettled or looped.
 2. To carry on the business as manufacturers, processors, producers, assemblers, spinners, weavers, twiners, bleachers, exporters, importers, shippers, agents, representatives, traders, dealers, stockiest, distributors and otherwise deals in jute and jute goods including jute mattings, jute carpets, jute yarn, jute twinning, jute wool, cotton and other textiles, cotton, yarn and cotton products, wool wool yarn and woollen goods, handicrafts, piece of arts, beautification materials made in jute, wool and cotton, polypropylene, polyethylene, coir and other natural and synthetic fibres or strips or materials.

YAJUR FIBRES LIMITED


Director
DIN: 06729238

B. Matters which are necessary for furtherance of the objects specified in clause III(A):

1. To carry on the business of manufacturing, buying, selling, importing, exporting and dealing in cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fibre materials, yarn, cloth, linen, rayon and other goods or merchandise whether textile felted, netted or looped.
2. To acquire and take on lease all or any of the fixed assets, machinery, furniture, fixture, stores, stock of raw and finished materials, rights, privileges, etc. appertaining to business or any other factory to achieve the main objects of the Company.
3. To repair, alter remodel clean, renovate, convert manipulate and prepare for re-sale of any goods from time to time belonging to the Company.
4. To buy the purposes of the Company drums, barrels, packages, tanks and containers tubes, aerosol containers of every description from steel, tin and other metals and of such substances like wood, paper board, plastics as may furnished materials for such manufacturing in any of its branches.
5. To lend money either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit and also to invest the money of the Company not immediately required in such manner as from time to time may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulation Act, 1949.
6. To manufacture, import, export, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, substances, materials and things, necessary or convenient for carrying or any of the above specified business or proceedings, usually dealt in by persons engaged in the like business.
7. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the main objects of the Company.
8. To sell, improved, manage, work develop issue mortgage charge hypothecate deposit, by way of loan or otherwise dispose of turn to account of otherwise deal with all or any part of the property of the company whenever or however require.
9. To establish branches, showrooms, offices, shops, factories, in different parts of the country and provide for their administration by local office.
10. Subject to the provisions of the Act to amalgamate with any Company or Companies having objects altogether or in part similar to those of this Company.
11. To adopt such means of making known to the public the business of the Company as may seem expedient and in particular by advertising in the press, by circulars and by publication of books and periodicals.
12. To distribute any of the property of the Company in pieces among the members but no distribution amounting to a reduction in capital shall be made without the sanction, if any, for time being require by law.
13. To do all or any of the above things as principals, agents, contractors trustee or otherwise and by or through trustee, agents or otherwise and either alone or in conjunction with others and to establish agencies or branches for purpose of the Company's business in such places as may be considered necessary.
14. To borrow or raise or secure the payment of money in such manner as the company may think fit and in particular by the issue of bonds, debentures and debentures stock perpetual or otherwise, charged upon all or any part of the Company's property, both present and future, including its uncalled capital and to purchase, release or pay off any such securities.

YAJUR FIBRES LIMITED

-Director

DIN: 06729238

15. To enter into partnership or into arrangement for sharing the profits venture with any persons, Firms or Company carrying on or about to carry on any business which the company is authorized to carry on or any business capable or being conducted so as directly or indirectly to benefit this company and to acquire of joint in acquiring any such business.
16. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the company may think fit and in particulars for shares fully or partly paid debentures, debenture-stock (redeemable or perpetual) or securities, of any other company having objects altogether or in part similar to those of the company, and to distribute any such share, debentures, debenture-stock or securities amongst the members of this company and either by way of dividends or upon any return of capital.
17. To promote any other company for the purpose of acquiring all or any of the property and liabilities of this company or for any other purpose which may seem directly or indirectly calculated benefit this company, and to pay the costs charges and expenses, preliminary and incidental to the promoters, formation, establishment, regulation and advertising of any such company. Generally to do and perform all such acts and things as may for the time being be conducive or incidental to the attainment of above objects.
18. To apply for promote and obtain under any act or parliament, charter, privilege, concession, license of authorization of any Government, State of Municipality, Provisional Order or License from any authority for enabling the company or any effecting any modification of the constitution of the Company or for any other purpose which may seem calculated directly or indirectly to prejudice the interests of the Company.
19. To apply for Purchase or otherwise acquire and project, prolong and renew in any part of the world, any patents, patents rights, trade mark, designs, licenses, protections, concessions and the conferring of any exclusive or non exclusive or limited rights to their use of any secret or other information as to any invention, process or privilege which may seem capable for being used for any of the purpose 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 or privileges in respect of or otherwise turn to account the property, rights and information acquired.
20. To manage, land, building and other properties whether belonging to the company or not, and collect rents and Income, and to supply tenants and occupiers and others refreshments, attendance, light writing rooms, reading rooms, meeting rooms, electric convenience and other advantages.
21. To construct, enlarge, pull down remove or replace improve or develop and to work, manage and control any building, offices, factories, mills foundries refineries, furnaces, godown, warehouses, shops, machineries, engines, roadways, tramways, or the means of transport, sidings, bridge, reservoirs, dams, water-courses, watersystems, wharves, electric work, gas work, or works, operated by any other kind or power and also such other machineries, equipments, conveyance, works and conveniences which may be required for carrying on the business covered under foregoing paragraphs.
22. To confirm upon any encumbrances or trustee for any encumbrances of uncalled capital, such power or making and enforcing or vetoing the transfer of shares not fully paid-up as may be through fit.
23. To issue or guarantee the issue of or the payment of interest on the shares, debentures, debenture-stock or other securities or obligations of any Company or association.

YAJUR FIBRES LIMITED

Director

DIN: 06729238

24. To draw, make, accept, endorse, discount, execute and issue and negotiate bill of exchange, hundies, promissory notes, bills, bills of lading, warrants, debentures, and other negotiable and transferable instruments, Subject to the provisions of the law in force and rules framed there under and directives issued by R.B.I. for the time being, to receive money on loan and borrow, or raise money in such manner as the Company think fit, and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien on all or any of the property or assets of the Company (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 person or company or any obligation undertaken by the company or any other person or company as the case may be but not amount to banking business, as defined under the Banking Regulation Act, 1949
25. To enter into partnership or arrangement for sharing the profits or joint venture with any person, persons, firms or company carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefits this company to acquire or join in acquiring any such business, as covered by the object clauses.
26. To advance and to lend money not amounting to Banking upon such security as may be thought proper or without taking and security thereof.
27. To pay all or any expenses incurred in connection with the formation, promotion or incorporation of this company or any other company or of incidental to the winding up of the company the whole or the part of the property whereof is acquired by the company which the company may be interested.
28. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth.
29. To carry on net marketing, advertising through websites, promotional activities, channel establishments for its various products and services, providing secured payment processing, net commerce solutions for business to business, business to C011SLIMer.
30. To carry on the business of manufacture and otherwise deal in packing, packing requisites made of polythene and synthetic material, cartons made of card board, wood, glass or other material, rubber, metal, glass or plastic containers as also containers of any other material or substances.
31. 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 objects 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 carry out, exercise and comply therewith.
32. To apply for and obtain any order of Central/State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such 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.
33. 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.
34. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local i-registers and branch places of the main business in any part of the world.

MAJUR FIBRES LIMITED



Director

DIN: 06729238

35. To create any depreciation fund, reserve fund, sinking fund, provident fund, super-annuation fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company.
36. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of the Companies Act, 2013.
37. To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine
38. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.
39. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

IV. The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakh only) Equity Shares of Rs.10/- with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital into the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of the Company for the time being.

Note: (1) Increased from Rs.15,99,10,000 to Rs. 25,00,00,000 vide Ordinary Resolution passed through Extra Ordinary General Meeting held on December 14, 2024.

YAJUR FIBRES LIMITED



Director

DIN: 06729238

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

Names, Addresses, Description and Occupations of Subscribers	Number of Equity Shares taken by each Subscriber	Names, Address description & occupation of witnesses
1. Damodar Prasad Saraf S/o. Sri Banarsilal Saraf 250, Lake Town, B-Block, Calcutta - 700 055 Service	10 (Ten)	<p>Witness to all the Signatories:-</p> <p>Sd/- P. K. Mookherjee S/o. Late Kedar Nath Mookherjee Service 60, Bentinck Street, Calcutta - 700 069.</p>
2. Abhay Kumar Bhura S/o. Sri Hazarmal Bhura 250, Lake Town, B-Block, Calcutta - 700 055 Service	10 (Ten)	
3. Rajendra Prasad Surana S/o. Sri Dal Chand Surana 18, Hanapukur 1st Lane, Calcutta - 700 007 Service	10 (Ten)	
4.. Abhoy Chand Choraria S/o. Nirmal chand Choraria 36, Hariram Goenka Street, Calcutta - 700 007 Service	10 (Ten)	
5. Dilip Kumar Kahali S/o. Sri Satya Ranjan Kahali P.O. & Vill Ghoshpara, Bally, Dist. Howrah Service	10 (Ten)	
6. Dayanand Jha S/o. Sri Maharidra Jha 9, Sett Bagan Lane Calcutta - 700 006 Service	10 (Ten)	
7. Sajan Kumar Dhanuka S/o. Pannalal Dhanuka 36/37, Round Tank Lane Ramkrishnapur Howrah- 711 001	10 (Ten)	
Total Shares taken	70 (Seventy)	

YAJUR FIBRES LIMITED

Dated this 7th day of July, 1980

[Signature]
Director

DIN: 06729238