

(UNDER THE COMPANIES ACT, 2013)



MEMORANDUM

OF

ASSOCIATION

OF

GANESHA ECOSPHERE LIMITED



COMPANY LIMITED BY SHARES

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, उत्तर प्रदेश एवं उत्तराखण्ड

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L51109UP1987PLC009090

मैसर्स GANESH POLYTEX LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
GANESH POLYTEX LIMITED

जो मूल रूप में दिनांक तीस अक्टूबर उन्नीस सौ सत्तासी को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
GANESH POLYTEX LIMITED

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. का. नि 507 (अ) दिनांक 24.6.1985 एस.आर.एन B22304380 दिनांक 07/10/2011 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
GANESHA ECOSPHERE LIMITED

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

सह प्रमाण-पत्र कानपुर में आज दिनांक सात अक्टूबर दो हजार ग्यारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Uttar Pradesh and Uttarakhand

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L51109UP1987PLC009090

In the matter of M/s GANESH POLYTEX LIMITED

I hereby certify that GANESH POLYTEX LIMITED which was originally incorporated on Thirtieth day of October
Nineteen Hundred Eighty Seven under the Companies Act, 1956 (No. 1 of 1956) as GANESH POLYTEX 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 B22304380 dated 07/10/2011 the name of the said company is this day changed to
GANESHA ECOSPHERE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Kanpur this Seventh day of October Two Thousand Eleven.

Valid
Digitally signed by
Registrar of Companies
Uttar Pradesh and
Uttarakhand

Registrar of Companies, Uttar Pradesh and Uttarakhand

कम्पनी रजिस्ट्रार, उत्तर प्रदेश एवं उत्तराखण्ड

*Note: The corresponding form has been approved by SANJAY BOSE, Assistant Registrar of Companies and this certificate has been
digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and
Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

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

GANESHA ECOSPHERE LIMITED
VILGEE RAIPUR RANIA, KALPI ROAD,
KANPUR DEHAT - 209304,
Uttar Pradesh, INDIA



Co. Ho. 20-09090



कारबार प्रारम्भ करने में मिलने योग्य-पु
Certificate for Commencement of Business
कम्पनी अधिनियम, 1956 की धारा 149 (3) के अन्वय में
Pursuant of Section 149 (3) of the Companies Act, 1956

मैं एतद्वारा प्रमाणित करता हूँ कि.....

जो कम्पनी अधिनियम 1956 के अधीन तारीख..... को निगमित की गई थी
और जिसने धारा विहित प्रारूप में सम्बन्ध स्वीकृत प्रमाणित घोषणा प्रारम्भ कर दी है कि उक्त
अधिनियम की धारा 149 (1) (क) से लेकर (घ) तक/ 149 (2) (क) से लेकर (ग) तक
की शर्तों का अनुपालन किया गया है, कारबार प्रारम्भ करने की हकदार है।

I hereby certify that the GANESH POLYTEX LIMITED.....

which was incorporated under the Companies Act, 1956, on the 30th.....
day of October..... 19 87 and which has this day filed a duly
verified declaration in this prescribed form that the conditions of section 149-
(1) (a) to (g)/149 (2) (a) to (c) of the said Act, have been complied with is
entitled to commence business.

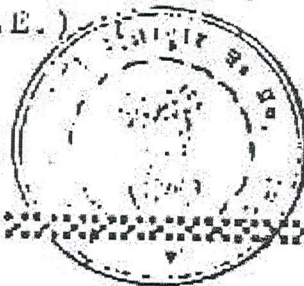
द्वारा हस्ताक्षर से यह तारीख.....को

से दिया गया।

Given under my hand at Kanpur

this 12th day of Oct.....
hundred and Eighty Eight.....

23rd Chaitra 1909 (S.E.)



(S. P. TAYAL)

कम्पनी एजिडर

उ० प्र० कानपुर

Registrar of companies

U. P. KANPUR

फै० एम० सी०-10
J. B. C.-10

R. K. Printers-6-87





प्रारूप भाई-भारत

Form I. B.

निर्माण का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

नाम.....का है

No.....5090.....of 19..87.....

के द्वारा प्रमाणित करता है कि आज.....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निर्माणित की गयी है और यह कम्पनी परिमित है ।

I hereby certify that GANESH POLYTEX LIMITED

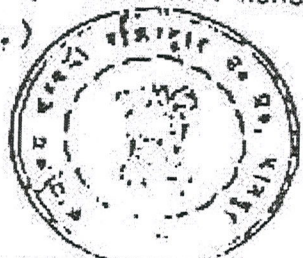
is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज मा.....का किया गया ।

Given under my hand at.....KANPUR.....this..30th.....

day of.....October.....one thousand nine hundred and eighty..seven

8th Kartika 1909 (S.E.)



(S. P. TAYAL)
कम्पनी निदेशक
उ.प्र. कांपुर
Registrar of companies
U. P. KANPUR

वे.प्र.सं.सं-1
J. S. C.-1

R. K. Prinsia-8-87



THE COMPANIES ACT, 2013
PUBLIC COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 1956)
MEMORANDUM OF ASSOCIATION

OF

GANESHA ECOSPHERE LIMITED

- I. The name of the Company is **GANESHA ECOSPHERE LIMITED**.
- II. The Registered office of the Company shall be situated in the State of Uttar Pradesh.
- III. **(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-**
 1. To carry on business as manufacturers, dealers, stockists, importers, exporters, suppliers and commission agents in polyester filament yarn, twisting, dyeing, fancy twisted and blended yarn of polyester, viscose, art silk yarn, and rayon yarn, including any other varieties of yarn, fibers and cloth, cotton man-made fibres other fibres, cotton, yarn, stamp yarn, man-made fibres yarn, other fibres yarn, cloth, powerloom cloth and handloom cloth and to carry on the business of agency and manufacturer's representative of all or any of the above items.
 2. To purchase or take on lease or otherwise acquire and establish ginning factories and process houses for processing, dyeing and bleaching of cloth and yarn.
 3. To receive goods for sale on consignment basis in respect of items mentioned in clause 1 above.



4. To carry on the business of manufacturers, producers, processors, jobbers, importers, exporters, buyers, sellers of and dealers in and as brokers, agents, stockists, distributors and suppliers of all kinds of fabrics and textiles, industrial fabrics, tapes, ropes, cords, twines, canvas, terry towels, durries, newar, parachutes, carpets, rugs, blankets, namdas, tarpaulin, linens, bed spreads, pillows, quilts, mattresses, upholstery and all other products prepared, manufactured, stuffed or made from any combination of nylon, polyester, acrylic, polyester staple fibre including recycled polyester staple fibre, rayon, silk, artificial silk linen, cotton, wool, jute and any other synthetic, artificial and natural fibre including fibre glass.
5. To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers of and dealers in and as brokers, agents, stockists, distributors and suppliers of all kinds of ready-made garments, surgical cotton, surgical bandages, lints, gauge, sanitary goods and other similar goods necessary for medical aid, hospital needs, as are made from or with cotton, nylon, silk, polyester, acrylics, jute, wool and other kinds of fibre by whatever name called or made under any process, whether natural or artificial and by mechanical and other means.
6. To manufacture, produce, process, recycle, buy, supply, sell, import, export or to act as stockists, commission agents, jobbers, dealers, brokers & agents or otherwise deal in all types of plastic products, virgin or recycled, whether primary, intermediate or in final form.

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

1. To carry on the above business either as proprietors or, partners in concerns under different trade names carrying on businesses or business similar to those of the above objects of the Company and to invest such fund or funds of the Company in such concern or concerns as may be required from time to time.
2. To take over, acquire and obtain the assets, business or goodwill or undertaking of any other company, person or firm or to arrive at an arrangement with or act in union with or to amalgamate with other Company having altogether or in part business similar to the above objects of the Company, subject to applicable provisions of the Companies Act, 2013.
3. To buy, sell, import and export and/or otherwise deal in all such plant, machinery, equipment, components, raw materials, stores, packing materials, as are necessary for manufacturing, treating, preparing, mixing, combining, extracting, distilling, sterilizing, recovering, refining, synthesizing and/or otherwise producing any of the aforesaid commodities.
4. To ratify and adopt agreements made or entitlements or licences received by the promoters for setting up the industry or for foreign collaboration either for technical know-how or for financial aids or in relation to import of machineries, equipment, spare parts, and raw materials relating to the aforesaid main objects of the Company.
5. To undertake and execute any contracts for works involving the supply or use of any of the above referred services, products or things.



6. To buy, sell, refine, improve, manipulate, import, export or otherwise deal in any merchandise, commodities, raw materials, wholly or partly manufactured articles, things, wares, goods, produce products, necessary for or incidental to the manufacture, experimentation, manipulation and research in any of the above mentioned business or for any of the purposes of the Company.
7. To purchase, erect, improve, manage, develop or take on lease or otherwise any mills, factories, foundries, machinery and any other movable property or immovable property for the purposes of the Company.
8. To establish and maintain any agencies or branches in any part of the world for the sale of any materials, articles or things for the time being at the disposal of the Company or for sale or purchase of goods and materials required by the Company or its constituents or for other purposes and to appoint managers, brokers, canvassers, contractors and other persons for the purpose of the Company and to discontinue and discharge the same.
9. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, and exhibition of works of art or interest, by publication of books and periodicals or by granting prizes, rewards and donations, subject to applicable provisions of the Companies Act, 2013.
10. Subject to applicable provisions of the Companies Act, 2013 to borrow or raise or secure the payment of moneys or to receive moneys on deposit at interest or otherwise for any of the purposes of the Company and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures.
11. To lend money to such persons or companies and on such terms and conditions as may seem expedient and in particular to members of the staff, customers and others having dealings with the Company and to guarantee the performance of contract by any such persons or companies but not to carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
12. To invest surplus moneys with or without security and generally to make advances of sum or sums of money upon or in respect of for the purchase of raw materials, goods, machinery, stores or any other property, articles and things required for the purposes of the Company with or without security and upon such terms and subject to such conditions as the Company may think expedient.
13. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign, purchase, sell and otherwise deal in cheques, drafts, promissory notes, bills of exchange, hundies, debentures, bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments in connection with the business of the Company.
14. To remunerate any persons or firms or companies for services rendered or to be rendered in placing of any shares of the Company's capital or any debentures or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of any rights or property by the Company or the conduct of its business or otherwise in whatsoever respect and to provide for the payment of such remuneration in cash or by the issue of or allotment of shares,



debentures or other securities of the Company or by granting of options to take the same or by any other manner allowed by law.

15. To guarantee the payment or money secured by or payable under or in respect of bonds, debentures, contracts, mortgages, charges, obligations and other securities of any company or of any authority Central, State, Municipal, Local or otherwise, or of any other person whether incorporated or not incorporated and to transact all kinds of guarantee business and to further transact all kinds of trust and agency business in connection with the business of the Company.
16. Subject to applicable provisions of the Companies Act, 2013 to acquire, amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for technical collaboration, technical know-how or for such other purposes that may seem calculated to be beneficial and conducive to the objects of the Company.
17. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share or interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
18. To apply for, purchase or otherwise acquire, protect and renew in any part of the world patents, license, devices, processes, patent rights, trade marks, designs, formulae and the like conferring any exclusive or non-exclusive or limited right to their use, any secret or other information regarding any invention or research which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, develop or grant license in respect thereof, or otherwise turn to account the rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, rights or inventions.
19. To take into consideration and to approve and confirm and/or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any agreement or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
20. To pay out of the funds of the Company all expenses of and incidental to the formation, registration, advertisements, and establishment of this Company and the issue and subscription of the shares or loans or capital including brokerage and/or commission for obtaining applications for or placing or guaranteeing the placing of shares or any debentures and other securities of this Company and also all



expenses attending the issue of any circular or notice and the printing, stamping, circulating of Proxies and forms to be filled up by the members of the Company.

21. To promote, form and register and 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 property, undertaking, rights and liabilities of this Company or for any other purposes, which may seem directly or indirectly calculated to benefit this Company and to be interested in or take or otherwise acquire, purchase, hold, sell or otherwise dispose of shares, debentures and other securities in or of any such company or any other company for all or any of the objects mentioned in this memorandum and to subsidize or otherwise assist any such company and to undertake the management and secretarial or other works, duties and business of any such company on such terms as may be arranged.
22. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repaying, improving, expanding or maintaining any of the property of the Company or for any other purposes conducive to the interest of the Company or for any purposes whatsoever.
23. To subscribe for, purchase or otherwise acquire and hold shares, stocks, debentures or other interest in any other company having objects altogether or in part similar to those of this Company.
24. To distribute as dividend or bonus among the members or to place to reserve or otherwise to apply as the Company may from time to time 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 secured on forfeited shares or any moneys arising from the sale by the Company of forfeited shares.
25. To subscribe or contribute or otherwise to assist or guarantee moneys to charitable, benevolent, religious, scientific, public or any other useful institutions, subjects or purposes or for any exhibition, subject to the provisions of the Companies Act, 2013.
26. To obtain or help in obtaining any order or Notification of any Government or legislative authority for enabling the Company to carry on any of its objects, into effect or affecting 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.
27. To aid pecuniarily or otherwise any association, company, firm, person, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade and to contribute moneys within such limits as may for the time being be prescribed by law to scientific, charitable or public objects.
28. To pay, satisfy or compromise any claim made against the Company which it may deem expedient to pay, satisfy or compromise, notwithstanding that the same may not be valid in law or to refer any claims by or against the Company to arbitration and to challenge and perform the awards.
29. To provide for the welfare of the Directors, Ex-Directors and the employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or providing houses or flats or by contribution to



provident Fund and other associations, institutions, funds or trusts by contribution to pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other assistance and amenity as the Company may think fit.

30. To train in the Company's factories or to pay for training in other institutions in India or abroad any of the Company's Directors, employees or other candidates as the Directors think fit in the interest of and for the furtherance of the Company's business.
 31. To enter into agreements with employees, engineers, technicians, workmen, office staff, salesmen and any other persons having special knowledge of matters relating to business or conducting of business of the Company.
 32. Subject to the provisions of the Companies Act, 2013 to indemnify members, officers, Directors, promoters and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done for and in the interest of the Company or for any loss or damage or misfortune whatever which shall happen in execution of the duties of their office or in relation thereto.
 33. To distribute in specie during winding up any property and assets of the Company amongst the members.
 34. 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 acts and things as are incidental or conducive to the attainment of the objects of the Company specified under Clause III (A) above.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 55,50,00,000/- (Rupees Fifty Five Crore Fifty Lakh only) divided into 3,40,00,000 (Three Crore Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and 21,50,000 (Twenty-One Lakh Fifty Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred) 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 to our respective names.

| Sl. No. | Names, Address, Description and Occupation of each Subscriber | Number of Equity Shares taken by each Subscriber | Signature of Subscriber | Names, Address, Description and Occupations of witnesses |
|---------|---|--|--|--|
| 1. | Vishnudutt Khandelwal S/o Shri Gangaram Pujari 19/14B, Ramnarain Bazar, Kanpur. (Business) | 10 (Ten) | Sd/- | <p>Sd/- Shri V. K. Khanna B.Com., F. C. A. Chartered Accountant S/o Late Shri Hari Ram Khanna C/o V. K. Khanna & Co. Chartered Accountants 111-A/403, Ashok Nagar, Kanpur-208012</p> |
| 2. | Krishna Kumar Khandelwal S/o Shri Gangaram Pujari 52, Laxmi Market, General Ganj Kanpur. (Business) | 10 (Ten) | Sd/- | |
| 3. | Madhusudan Sharma S/o Shri Shree Ram Sharma 24/142, Patkapur, Kanpur. (Business) | 10 (Ten) | Sd/- | |
| 4. | Vimal Sharma W/o Shri S. S. Sharma 6 Hemkunt, New Delhi. (Housewife) | 10 (Ten) | Sd/- | |
| 5. | Nirmal Khandelwal W/o Shri Vishnudutt Khandelwal 19/14B, Ramnarain Bazar, Kanpur. (Housewife) | 10 (Ten) | Sd/- | |
| 6. | Sharad Sharma S/o Shri S. S. Sharma 52, Laxmi Market, General Ganj, Kanpur. (Business) | 10 (Ten) | Sd/- | |
| 7. | Rajesh Sharma S/o Shri S. S. Sharma 6, Hemkunt, New Delhi. (Business) | 10 (Ten) | Sd/- | |
| | TOTAL | | 70 (Seventy Equity Shares Only) | |

Place : Kanpur Dated : 20th Day of October 1987

CERTIFIED TRUE COPY
For GANESHA ECOSPHERE LTD.


(BHARAT KUMAR SAINI)
COMPANY SECRETARY