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## MEMORANDUM OF ASSOCIATION

OF

VIVAA TRADECOM LIMITED

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**Certified to be true**

**For, Vivaa Tradecom Limited**

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MITESH  
JAYANTIL JAYANTILAL  
ADANI ADANI  
AL ADANI Date: 2024.10.28  
12:13:04 +05'30'

**Mitesh Jayantilal Adani**

**(Chairman & Managing Director)**

**DIN: 03279695**

**THE COMPANIES ACT, 2013**

**Table A as notified under Schedule I of the Companies Act, 2013 is applicable to the Company**

**[COMPANY LIMITED BY SHARES]**

**MEMORANDUM OF ASSOCIATION<sup>1</sup>**

**OF**

**VIVAA TRADECOM LIMITED<sup>2</sup>**

- I. The Name of the Company is “VIVAA TRADECOM LIMITED”.
- II. The Registered Office of the Company will be situated in the State of Gujarat.
- III. **(a) The Objects to be pursued by the Company on its incorporation are<sup>34</sup>:**
  1. To carry on in India or elsewhere the business of manufacturing, processing, producing, washing, dyeing, ginning, pressing, spinning, weaving, crimping, texturising, carding, bleaching, combing, doubling, finishing, calendering, sizing, colouring, printing, mercerizing, reeling, winding, throwing, embroidering, blending, sorting, garneting, stretching, drying, drawing, cutting, improving, buying, selling, reselling, importing, exporting, transporting, storing, fabricating, developing, marketing, or supplying, and to act as broker, trader, agent, C & F agent, distributor, representative, consultant, collaborator, adatia, stokist, liasioner, job worker, export house or otherwise to deal in all types of textile goods, dress materials, fabrics, cloths, yarns, such as nets, matting, hosiery, plastic clothes, water proof fabrics, pavliners, limitation leather and rubber cloths, tents, durries, newar, ropes, rugs, furnishing cloths, tapestries, curtain cloths, blankets, carpets, carpet backing, gloves, laces, terry fabrics, velvet, georgette, gabardine, pashminas, home textiles, floor cloths, twid, stechlon, patto, canvas, khaddar, denim, stone wash, suitings, shirting, sarees and other similar items made on powerloom, handloom or mill by manmade or natural materials like cotton, flax, hemp, linen, wool, nylon, viscose, ramie, polyester, silk, artsilk, rayon, jute, staple fibres, cashmilon, filaments, terecotton, monofilaments, multifilaments, acrylics, polynosic, polypropylene, polymide, polymethane, cellulose, dropping, spun or other fibrous substances or any combination thereof available at present and as

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<sup>1</sup>New set of the Memorandum of Association has been adopted by passing a Special Resolution in the Extraordinary General Meeting of Members held on 2<sup>nd</sup> December, 2022.

<sup>2</sup>The name of the Company has changed from “Anantrath Infracon Private Limited” to “Vivaa Tradecom Private Limited” and consequent to conversion from Private Limited Company to Public Limited Company, to “Vivaa Tradecom Limited” by passing Special Resolutions in the Extraordinary General Meetings of Members held on 6<sup>th</sup> September, 2012 and 14<sup>th</sup> December, 2022, respectively.

<sup>3</sup>The Object Clause [III(a)] was altered by passing a Special Resolution in the Extraordinary General Meeting of Members held on 15<sup>th</sup> June, 2012.

<sup>4</sup>The Object Clause has been altered by passing a Special Resolution in the Annual General Meeting held on 30-09-2024

may be invented in future and to do all incidental acts and things necessary for the attainment of the foregoing objects.

2. To carry on trade or business to manufacture, produce, buy, sell, import, export and otherwise generally deal in any kinds and description of tiles including ceramic, polished vitrified, glazed vitrified and unglazed tiles for domestic, commercial, industrial and outdoor applications for walls, floor and roofings, sewer pipes, drain pipes, concrete pipes and pipes of all descriptions and all kinds acidic, basic, high alumina, high silica, high grog and natural other and all other types, shapes and sizes of refractories and ceramics and all chemical formulations, organic or inorganic descriptions and categories for use in steel plants, mini-steel plants, furnaces, power houses and all kinds of industries, research, development and for any other use or purpose and for that purpose to set up all plants and machinery and related equipment including oil, fired or gas fired rotating calcining kilns and other ovens and to carry all business for the manufacture of all kinds and descriptions of refractories and ceramics, all kinds of bathware & sanitary wares (including bathware & sanitarywares made of plastic, fibre glass or any other synthetic products) glass and glasswares, china, terracotta, porcelain products, bricks, building material, vinyl, vinyl asbestos and solid vinylware, adhesive vinyl covebase, poles, blocks, lime, limestone, crockery, pottery, tablewares hotelwares, decorative wares, garden wares, earthenwares, stonewares, pressed wares tiles, pottery, pipes, insulators of all descriptions and/or products thereof and all kinds of cement (ordinary white coloured Portland alumina heat furnaces, silica), cement products.
3. To carry on the business as producers, manufacturers, factors, agents, dealers, processors, packers, carpenters, importers, traders of decorative laminates, industrial laminates, sheeting, PVC leather cloth sheets, synthetic resins and plastic of all kinds and types, acrylic sheets, polythelene coated paper, laminated compressed boards, silicon coated papers, decorative texturised coat, melamine formaldehyde moulding powder, phenolic melamine laminates, bonded and coated abrasives, silicon carbide crucibles, abrasive grains and all types, kinds, nature and size of laminated products, sheets, articles, materials of insulation, hard boards, compressed boards, wood flour, boards, sawdust boards, plywood, whether or not containing synthetic resins and/or other binding material whether material synthetic and/arsandwitch thereof, for industrial, commercial and domestic purposes/uses.
4. To carry on business of manufacturing, refining, preparing, trading, importing and exporting all kind and description of solid, liquid, chemical and bio fertilizers, micro nutrients, plant nutrients and to carry on any operation or processes of mixing, granulating different chemicals or fertilizers and for that purpose to carry out acquisition, creation, leasing of movable, immovable, intellectual and other properties, equipment, machinery, accessories, utilities, technology, know-how process etc.
5. To carry on the business of manufacturing, processing, distilling, compounding, formulating, acquiring, buying, selling, importing, exporting and dealing in all enzyme

products from animal, microbial, plant sources, vegetable and herb extracts, agricultural products including cattle feed, and all chemicals heavy or fine, organic, inorganic, biological or any other formulations, derivatives and compounds thereof from mineral origin or from other chemicals or from by-products or waste products of other trades and industries and other branded preparations and compounds, derivatives and formulations thereof and consumers products based thereon, pharmaceutical specialties, surgical specialties, cosmetics, germicides, detergents and acids.

6. To do manufacturing, producing, refining, processing, formulating, mix or otherwise acquire, own, hold, use, lease, mortgage, pledge, buy and sell, exchange, distribute, assign, transfer or otherwise dispose of, trade deal in and with, import or export any and all classes and kinds of agricultural chemicals, fertilizers, manures, their mixtures, bye-products and formulations, petrochemicals, industrial, industrial, and any chemicals, source materials, ingredients, mixtures, derivatives and compounds thereof and industrial and other preparations or products arising from or required in the manufacture, refining of any kind of fertilizers, manures, their mixtures and formulations and fats, dips, sprays, vermifuges, insecticides, germicides, fungicides, disinfecting preparations, fumigators, medicines and remedies for agricultural tree and fruit growing, gardening and other purposes or as remedies for human and animals and whether produced from vegetable, mineral, gaseous, animal and heavy chemicals, petrochemicals, fine chemicals and any and all classes and kinds of inorganic and organic chemicals, source materials, intermediates, ingredients, mixtures, derivatives and compounds thereof and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the preparation, formulation, mixtures or production of which any of the foregoing is used or required.
7. To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, cordials, and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals and allied products.
8. To carry on the business as manufacturers, processors, designers, buyers, sellers, exporters, importers and otherwise dealers in all kinds of packing cases, cartons, drums, crates, cans and containers of aluminium and other materials, card board containers, corrugated containers, wooden boxes, plastic containers, polythene containers, bottles, hollow wares etc., whether made of plastic or any manmade fibre, leather, wood, plywood, thermocol, particle board, corrugated paper, craft paper,

glass or of other material, including high and low density polythene, polypropylene, plastic, P.V.C. chemicals, metals and other manmade fibrous material used in manufacture of all or any of the above products and raw materials used therefore.

9. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing, in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere. Also to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liaison, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.

**(b) Matters which are necessary for furtherance of the Objects specified in Clause III(a) are:**

1. To enter into any arrangement or agreements or contract with any person, association, firm, government entity, company or corporation whether in India or outside, for the technicians, or such other purpose that may seem beneficial and conducive to the objects of the Company.
2. To acquire and undertake all or any part of business, property, liabilities and rights of any person, firm, or Company carrying on any business which this Company is authorised to carry on or be possessed of property suitable for the purpose of the Company.
3. To enter into any agreement with Government or authority (supreme, local, municipal or otherwise) that may seem conducive to Company's objects or any of them and to obtain from any such Government or authority all rights, grants, concession and privileges, which the Company may think desirable to obtain in connection with its business and to carry out, exercise and comply with any such arrangement, rights, grants, privileges and concessions.
4. To design, develop, alter, exchange, deal either as principal, agents, let on hire, import or export, technical knowhow, machinery, instruments, equipments, chemicals, reagents, glassware, labware, assembling, components and such other parts specified above and ancillaries thereof.
5. To institute, conduct, defend, compound, and compromise any legal proceedings against or by the Company.
6. To remunerate any person, firm or Company for services rendered or to be rendered in the acquisition of property by the Company or conduct of its business.
7. Generally to purchase or take on lease, license or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects which the Company may think necessary or convenient with reference to any of these objects and capable of being profitable dealt in connection with and of the Company's property or right, for the time being.
8. To employ, expert to investigate and examine into the condition, prospect value, character and circumstances of any business concern and undertaking and generally of any assets property or rights proposed to be acquired by the company.

9. To sell, improve, manage, develop, exchange, lease, mortgage, dispose off, or otherwise deal in all or any part of the property and rights of the Company.
10. To open account or accounts with any individual, firm or company or with any Bank or Bankers, Financial institutions or shroffs and to pay into and to withdraw money from such account.
11. 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 money received by way of premium on shares or debentures issued at a premium by the Company and money arising from the sale by the Company of forfeited shares.
12. To undertake the study of consumer in Indian or foreign markets, and to co-operate with Trade Associations, Government Agencies.
13. To undertake research and development in lifesciences, biotechnology and allied activities for the sake of social upliftment and environmental health.
14. To establish, purchase and take on lease or otherwise acquire and run shops, showrooms, distributing centres, stores and depots at any place in India or abroad.
15. To acquire, purchase and take on lease all or any of the fixed assets, machinery, furniture, stores, stocks of raw and finished materials, privileges, quota rights, goodwill pertaining to any business to achieve the aforesaid objects.
16. To guarantee the performance of any contract or obligations of and the payment of money unsecured of and interest on, any debenture, stock or securities of any Company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the main objects of the Company and in the above context to act as securities.
17. Subject to the directions, as may, from time to time, be issued, whether by the Reserve Bank of India, or under the Companies Act, 2013, to borrow, raise or secure the payment of money, or to receive money on deposit other than public deposits, at interest or otherwise, for any of the purposes of the Company and, at such time and, from time to time, and, in such manner, as may be thought fit and, in particular, by the issue of debentures, or debenture-stocks convertible into shares of this or any other company or perpetual annuities, and as security for any such money so borrowed raised or received for any such debentures or debenture stocks so issued to mortgage, pledge or charge the whole or any part of the properties, assets, revenue and/or profits of the Company, present or future, including its uncalled capital, by special assignments or otherwise, or to transfer or convey the same absolutely or in trust, and to give the lenders powers of sale and other powers, as may seem expedient, and to purchase, redeem, or; pay-off any such securities, and also by a similar mortgage, charge or lien to secure and guarantee the performance by this Company or any other person, firm or company, as the case may be, provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
18. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other moveable or immoveable properties, with or without security, upon such terms, and, in such manner, as may be thought proper, and, from time to time, to vary

such transactions and investments in such manner as the Directors may think fit, subject to the provisions of the Companies Act, 2013, and any other Law, for the time being, in force.

19. To borrow from any state financial corporations, Banks, companies firms or other financial institutions any term loan or other sums on such security and other charges as stipulated by the financial corporation or Banks with mortgage on all or any of the Company whether present or future or both.
20. To adopt such means of making known the products of the Company as may deem expedient and in particular by advertising in the press, by circular, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and dominations.
21. To take interest and promote and undertake the formation and establishment of such institutions and companies as may be considered to be conducive to the interest of the Company and also to promote subsidiaries.
22. To sell, lease, mortgage, or otherwise dispose-off property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stocks, debentures or securities or any other such Company having objects altogether or in part similar to those of this Company.
23. To employ/acquire technical experts, scientists, academicians, pharmacists, technocrats, consultants, engineers, mechanics, foremen, skilled and unskilled labour for the business of the Company.
24. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company or enter into any kind of restructuring including demerger or enter into partnership or into any arrangement for sharing or pooling of profits, amalgamation, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on any business or transaction which may seem capable of being carried on or conducted so as, directly or indirectly to benefit the Company.
25. To insure with any person or company against losses, damages, risk and liabilities of any kind which may affect the Company either wholly or in part directly or indirectly.
26. To enter into partnership, agreements or arrangements for sharing profits or any union of interest, joint venture, reciprocal concession or co-operation with any person or persons, company or companies carrying on or engaged in or about to carry on or engage in or being authorised to carry on or engage in any business or transaction which this company is authorised to carry on or engage in, or any business or transaction capable, of being conducted so as directly or indirectly to benefit the company.
27. To apply for, purchase or otherwise acquire and protect and renew in any part of the world, any design/trademarks/copyrights, patent rights, invention licenses, concessions and the like conferring any exclusive or nonexclusive or limited rights their use or any information as to any invention which may seem calculated directly or indirectly to benefit the company in connection with its business and to use, exercise, develop or grant licenses in respect of the information so acquired

and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.

28. To produce the registration or other recognition of Company in any country, state or place and to establish and to regulate agency for the purpose of the Company's business and to apply or join in applying to any parliament, Local Government, Municipal or other authority or body, Indian or foreign, for any Acts or Parliament Laws, objects or any of them and to oppose any proceedings or applications which may seem calculated directly/indirectly or to prejudice Company's interest.
29. To do all or any Company's business as principals, agents or the business as representative of any person, firm, company or corporation, having business or objects, altogether or in part similar to those of this company and to carry on the business of the company with foreign collaboration on terms and conditions subject to laws governing the same.
30. To invest in any, real or personal property rights or interest acquired by or belonging to the Company on behalf or for the benefit of the company but with the declared trust in favour of the company.
31. To carry on any business or branch of a business which this Company is authorised to carry on by means of or through the agency of any subsidiary or ancillary Company or companies and to enter into any arrangement with any such subsidiary company/companies for taking the profits or losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any other business or branch so carried on, and to appoint Directors or managers of any such company.
32. To take such steps as may be necessary to give the Company the same rights or privileges in any part of the world as are possessed by local companies or concerns of similar nature.
33. Subject to the provisions of the Companies Act, 2013, to make and/or receive donations, gifts, grants or income to or from such person, institutions or trusts, whether of cash or any other assets, As may be thought directly or indirectly to benefit the Company or Any of the objects of the Company or otherwise expedient, And also to remunerate any person or corporation introducing or assisting in the introduction, in any manner, the business to the Company, and to aid, pecuniarily or otherwise, any association, body or movement having for an object, the solution settlement or labour problems or troubles or the promotion of industry or trade.
34. To create depreciation fund, reserve fund, sinking fund, insurance fund, provident 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 any other such purpose whatsoever conducive to the interest of the Company.
35. To pay all costs, charges and expenses of and incidental to the promotion, registration and establishment of the Company.
36. To draw, accept, make, endorse, discount and negotiate promissory notes, cheques, hundies, bills of exchange, bill of lading and other negotiable instruments of all types in connection with the business of the company.



37. To train or pay for the training in India or abroad of any of the Company's officers, employees, directors or any candidate in the interest of or for the furtherance of the company's objects.
38. To make donations to such persons or institutions either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to provide for the welfare of the directors, officers, employees and ex-directors, ex-officers and ex-employees of the Company and wives, widows and families of the dependents.
39. To give to officers, servants or employees of the Company any share or interest in the profits of the Company's business or any branch thereof and whether carried on by means of or through the agency of any subsidiary/ ancillary Company or not and for that purposes to enter into any arrangements, the Company may think it.
40. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory provident, pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pension, allowances or employment or any other pecuniary aid to any persons who are or were at any time in the employment or service of the Company, or of any company, which is a subsidiary of the Company or is allied to or associated with the Company.
41. To provide residential and/or sleeping accommodation for workmen and in connection with to afford to such persons facilities and convenience for washing, bathing, cooling, reading and writing and for the purchase, sale and consumption of provision both liquid and solid and for the safe custody of goods.
42. 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 herein before set forth.

IV. The Liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs.8,00,00,000/- [Rupees Eight Crores only] divided into 80,00,000 [Eighty Lakh] Equity Shares of Rs.10/- [Rupees Ten only] each.<sup>567</sup>

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<sup>5</sup> Increased Authorised Share Capital from Rs.1,00,000/- to Rs.50,00,000/- by passing an Ordinary Resolution in the Extraordinary General Meeting held on 28<sup>th</sup> February, 2013.

<sup>6</sup> Increased Authorised Share Capital from Rs.50,00,000/- to Rs.5,00,00,000/- by passing an Ordinary Resolution in the Extraordinary General Meeting held on 10<sup>th</sup> November, 2022.

<sup>7</sup> Increased Authorised Share Capital from Rs.5,00,00,000/- to Rs.8,00,00,000/- by passing an Ordinary Resolution in the Annual General Meeting held on 30-09-2024

We, the several persons whose names and addresses are subscribed hereto, 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.	Names, addresses, descriptions, occupation and signature of subscribers	Number of Equity shares taken by each subscriber	Signature, name, address, description and occupation of the witness
1	<p>VIRAL J. MEHTA S/O JATENA MEHTA 802, VATSRAJ FLATS, OPP SHARADHA SCHOOL, JODHPUR VILLAGE ROAD AHMEDABAD-380015, BUSINESS. A. Virchhi</p>	<p>5000 (FIVE THOUSAND EQUITY SHARES ONLY)</p>	<p>Common witness for both subscribers Jyotirmay J. Chaudhary S/o Jyotirmay Chaudhary B-3rd Floor, Purnachandrabhai, opp. Omesh Hall, 7th, Ahmedabad, Ahmedabad-380009 Chartered Accountant M. J. Chaudhary M. J. 47846</p>
	<p>2 AESHA VIRAL MEHTA W/O. VIRAL J. MEHTA 802, VATSRAJ FLATS OPP. SHARADHA SCHOOL JODHPUR VILLAGE ROAD AHMEDABAD 380015 BUSINESS A. Virchhi</p>	<p>5000 (FIVE THOUSAND EQUITY SHARES ONLY)</p>	
		<p>10000 (Ten thousand only)</p>	

Place : Ahmedabad.

Dated this 14th day of April 2010.