

MEMORANDUM OF ASSOCIATION
OF
FABINDIA OVERSEAS PRIVATE LIMITED

- (i) The name of the Company is "**FABINDIA OVERSEAS PRIVATE LIMITED**".
- (ii) The Registered office of the Company will be situated in the Union Territory of Delhi.
- (iii) The objects for which the Company is established are:

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

1. To acquire and take over as a going concern, the business, as carried on at New Delhi under the name and style of "FABINDIA INC" a Company incorporated in the United States of America and all or any of the assets and liabilities of the said "FABINDIA INC" used in connection with the said business, or belonging thereto, as per and in terms of the agreement to be made between the said "FABINDIA INC" of the one part and the Company on its incorporation of the other part to the said agreement.
2. ^ To carry on the business of designers, processors, manufacturers, exporters, importers, buyers, sellers, stockists, suppliers of wholesale and retail dealers in handloom fabrics, bedspreads, floor coverings, garments and handicrafts of all kinds and to provide all kinds of customization services.
3. To export from India, material, commodities, goods and articles whether raw, semi-manufactured or manufactured to all parts of the world.
4. # To deal and trade in all kinds of organic food products through our branches, depots, retail shops in India or any part of the world.
5. # To carry on all or any of the businesses of manufacturers, buyers, sellers and distributing agents and dealers in all kinds of personal care products including perfumes, creams, cosmetics, skin and hair preparations, soaps, oils, oleaginous and vaporous substances, beauty specialties, preparations and accessories of every description.
6. # To carry on all or any of the businesses of manufacturers, buyers, sellers and distributing agents and dealers in all kinds of home furnishing and giftware items, furniture, carpets, durries, mats, rugs etc. and provide all kinds of home solutions including customization services, interior design services through our branches, centers, retail shops in India or any part of the world.
7. # To manufacture, buy, sell, deal, exchange, alter, improve, prepare for market, import, export and otherwise deal in all kinds of brasswares, metal items, ivory goods, pottery items, leather items, handcrafted items, paintings, precious and semi-precious stones, jewellery of all kinds, artificial stones, accessories of all kinds and furnishing material.
8. # (**) To carry on all or any of the business of manufacturers, buyers, sellers, dealers and distributing agents of all kinds of Stationery items, learning aids, toys and printed material, including books, write ups, magazines, reports, leaflets, articles, periodicals, gift items and other related items.

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9. ^ To establish and operate restaurants, cafes or refreshment rooms and to buy, store, sell, deliver, home-deliver or supply all kinds of food items and drinks including but not **limited** to processed, semi-processed, un-processed and packaged food items belonging to various cuisines, bakery items, tea, coffee and other non-alcoholic beverages, either from the existing stores of the Company or from new stores which are to be set up for this purpose and to generally trade or deal in all kinds of food items.
10. ^ To establish and operate wellness centres, health centres, health clubs, yoga centres, fitness clubs and physical training centres and to provide advice, services and consultancy to individuals, industries, companies or enterprises, whether in India or abroad in various fields including but not **limited** to health, wellness, fitness, yoga and general well-being.
11. ^^To carry on the business of entertainment and event management including but not **limited** to organizing all kinds of events, recreations, indoor amusements, parties, kitty parties, craft melas, stage shows, exhibitions, fairs, birthday parties, corporate events, conferences, seminars, fashion shows, spiritual and social events, yoga sessions, team building programmes, adventure activities, exhibiting films, staging dramas, dances, musicals, and other entertainment, cultural and educational programmes, undertaking catering, banqueting, banquet hall rental services and establishing and operating kids zone comprising kids amusement activities, games, video games, play area, sports, competitions, dancing, skating and employing artists, entertainers, performers, sportsmen and other persons for the aforesaid purpose.

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

1. To act as agent, export agent and purchase and sale representative to stockists, producers, processing units and units engaged in village industries, home industries, cottage industries, small, medium and large industries and to assist, guide, co-ordinate and finance such of them as may, in the opinion of the Company, be having export potential.
2. To organise, operate, set up art galleries or art museums, conduct art exhibitions, dealing in all kinds of art works whether paintings, sculptures, engravings or bronzes, enamels, jewellery, gems, coins, medals, graphics, murals or of any other work of art for the attainment of the main objects of the Company.
3. # To distribute, any of the Company's properties amongst the members in specie or in any manner whatsoever, in the event of its winding up, subject to the provisions of Companies Act, 2013.
4. To procure the Company to be registered or recognised in any part of the world outside India.
5. To pay out of funds of the Company all the expenses which the Company may lawfully pay with respect to the formation and registration of the Company.
6. To enter into any arrangement with any government or authorities, supreme, municipal, local or otherwise or any person or Company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or Company any rights, privileges, charters, contracts, licenses and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

7. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
8. To act as general merchants for all kinds of commodities and to act as purchasing agents for foreign or Indian buyers on commission or any other basis and to do all or any thing connected with the business of the Company either in India or abroad.
9. To improve, manage, develop, grant rights or privileges in respect of, otherwise deal with all or any part of the properties and rights of the Company.
10. To open, maintain and control, branches, agencies, sub-agencies, depots, retail and wholesale shops in India or in any part of the world for the purpose of carrying on business of the Company and to discontinue the same if and when required.
11. To acquire and take over the whole or any part of the business, property, rights, concessions, patents and privileges from and liabilities of any person, firm, Company or any Government, Semi-Government, Quasi-Government, or Public Undertaking or Government owned Company or any authority supreme, local, municipal or otherwise carrying on any business which the Company is authorised to carry on or is possessed of Property suitable for the purpose and objects of the Company.
12. To employ experts or agents or to utilize the services of the director or employee of the Company in any part of the world and to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or rights, and if considered expedient to carry on all or any of the business carried on by the Company.
13. To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patents, patents rights, brevet d' invention, trademark, designs licenses, concessions and the like, conferring any exclusive or non-exclusive or **limited** rights to their use, or any secrets or other information's as to any inventions which may seem calculated directly or indirectly to benefit the Company, and to use excise, develop or grant license in respect of, or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
14. To purchase, take on lease or in exchanges hire or otherwise acquire, any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company and in particularly land, buildings, easements, machinery, plant and stock in trade.
15. To acquire, take over or amalgamate with any Company, body corporate, partnership, or other enterprise and with a view thereto to enter into the agreements or the required scheme of amalgamation, and to do all that is necessary to give effect to the said agreement or scheme.
16. To invest and deal with the money of the Company not immediately required, in such manner as the Company may deem fit.
17. To sell or dispose of the undertaking of the Company or any part thereof, in such manner and for such consideration as the Company may think fit and in particular for shares (fully or partly paid up) debentures, debenture-stock or securities of any other Company having objects similar to those of the Company whether promoted by the Company for the purpose or not.

18. To establish or support or aid in the establishment and support of association institutions, funds and trusts (either financially or otherwise) calculated to benefit and to grant pensions, allowances, gratuities and bounces and make payment towards insurance to employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to support or subscribe to any charitable, or other institutions, exhibitions, clubs, societies or funds.
19. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific and technical, investigations and inventions, by providing, subsidizing, endowing, or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the award of exhibition, scholarship, prizes and grants to students, or otherwise and generally to encourage, promote and reward studies, research investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
20. To remunerate any person or persons or Company either by a fixed sum or percentage of profits or commission by issue of fully or partly paid shares in the Company for the services rendered in formation or promotion of the Company.
21. Subject to any legislation for the time being in force to borrow or secure the payment of money in such manner as the Company may deem fit and including by the issue of debentures and debenture- stocks, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital and to redeem or pay off any such securities.
22. To acquire, store, purchase, import any kind of raw material, merchandise, appliances, goods or articles which may directly or indirectly be dealt in or pertain to the business of the Company.
23. To purchase, erect, construct, maintain, manage, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights and privileges which the Company may think desirable to acquire and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
24. To open, establish, run schools or colleges or institutions for instructions in art, textile, engineering, printing embroidery, knitting, tailoring or any other education to be conducive to the attainment of the objects of the Company, or any other objects for any other educational purpose and to obtain license and diplomas in that behalf or to grant such certificates of efficiency in any of the items of training and instructions that may be undertaken by the Company.
25. To enter into partnership or any arrangement for sharing profits, union of interest, cooperation, joint venture or otherwise with any person or persons or Company carrying on or engaged in any business or transactions (which the Company is authorised to carry on or engage in) or is capable of being conducted so, directly or indirectly to benefit the Company.
26. To promote any Company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
27. To appoint any person or Company as commission agents, selling or otherwise and to make the same act as such in conducting any part of the Company's business.

28. To issue debentures, stocks, bonds, obligations and securities, of all kinds and to frame, constitute and secure the same as may seem expedient with full power to make the same transferable by delivery or by instrument of transfer or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the Company or upon any specific property and right, present and future of the Company including if thought fit, uncalled capital or otherwise howsoever.
 29. To purchase, erect, construct, maintain, manage or take on lease or otherwise acquire, building, structures, apartments, flats, bungalows for the purpose of the residence of the Directors, Employees or Ex- Employees of the Company or the dependents of such persons and to grant loans, subsidies or otherwise help in the purchase, erection, construction, maintenance, management, taking on lease or acquisition of buildings, structures, apartments, flats, bungalows, by the Employees of the Company or the dependent of such persons and to sell such buildings, structures, apartments, flats and bungalows.
 30. To lend money to such persons or companies and on such terms as the Company may deem fit and in particular to customers of and others having dealings with the Company and to guarantee the performance of any contract by any such persons or companies.
 31. To do all or any of the above things in any part of the world either as principals, agents, trustees or otherwise and either alone or in conjunction with others and / or through agents, sub-contractors, trustees or otherwise.
 32. To do such other things as are incidental or conducive to the carrying out of the above objects.
- (iv) *** The liability of the members is **limited** to the extent of amount unpaid, if any, on shares held by them.
- (v) **## (**)** The Authorised Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 15,00,00,000 (Fifteen Crore only) Equity Shares of Rs. 1/- (Rupee One only) each”

**Inserted vide resolution passed in the Extraordinary General Meeting held on 15th November 2010.*

***Inserted vide special resolution passed in the Annual General Meeting of the Company held on 20th June, 09.*

****Inserted vide special resolution passed in the Annual General Meeting of the Company held on 30th September, 2015.*

Alterations made pursuant to special resolution passed on 09th October, 2015 by Postal Ballot process.

*## Authorised Share Capital increased from Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lacs Only) to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) pursuant to the Judgment pronounced by the Hon'ble High Court of Delhi vide Order dated 12th August, 2016, sanctioning the Scheme of Amalgamation and Arrangement between AHIPL Management Consulting **Private Limited** ("Transferor Company") with **Fabindia Overseas Private Limited** ("Transferee Company").*

^ Alterations made pursuant to Special Resolution passed on 10th October, 2016 by Postal Ballot process.

^^ Alterations made pursuant to Special Resolution passed on 19th August, 2017 by Postal Ballot process.

*## (**) Alterations made pursuant to Ordinary Resolution passed in Extra-Ordinary General Meeting of the Company held on June 08, 2021.*

We the several persons, whose names and address are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectfully agree to take the numbers of shares in the capital of the Company set opposite our respective names.

S. No.	Name, address and description of the subscribers	No. of shares taken by each subscriber	Signature of the subscribers	Name and address of Witness
1.	Mrs. Meena Chowdhury W/o Mr. Morad Chowdhury Business Executive IB-Mathura Road, Jangpura New Delhi	One Equity Share	Sd/-	I witness the Signature of both the subscribers Sd/- (Vikas Vig) S/o Shri Inder Dev Vig Chartered Accountant 120-B, Gujranwala Town, G.T. Road, Delhi
2.	Lt. Gen. Harkrishen Sibal S/o Diwan Chand Sibal Business Executive D-387, Defence Colony New Delhi	One Equity Share	Sd/-	
Total		Two Equity Shares		

New Delhi

Dated this 24th day of Nov 1976

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