



**Memorandum of Association
&
Articles of Association
of
Precot Limited
(formerly Precot Meridian Limited)**



सत्यमेव जयते
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
1st Floor, Avinashi Road Civil Aerodrome Post,, Coimbatore, Tamil Nadu, India, 641014

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

Corporate Identification Number (CIN): L17111TZ1962PLC001183

I hereby certify that the name of the company has been changed from PRECOT MERIDIAN LIMITED to PRECOT LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name PREMIER COTTON SPINNING MILLS LIMITED.

Given under my hand at Coimbatore this Fourteenth day of December two thousand twenty.



C S GOVINDARAJAN

Registrar of Companies

RoC - Coimbatore

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

PRECOT LIMITED

SF NO.559/4, D BLOCK,4TH FLOOR, HANUDEV INFO PARK, NAVA INDIA
ROAD,UDAIYAMPALAYAM, COIMBATORE, Coimbatore, Tamil Nadu, India, 641028



MEMORANDUM OF ASSOCIATION OF

PRECOT LIMITED

(Formerly known as Precot Meridian Limited)

- I. The name of the Company is PRECOT LIMITED *
- II. The Registered Office of the Company will be situated in the State of Tamil Nadu.
- III. The objects for which the Company is established are:
 1. To carry on all or any of the following businesses, namely, cotton and fibre spinners and doublers, flax, hemp and jute spinners, linen manufacturers, flax, hemp, jute and woolen merchants, wool combers, worsted spinners, woolen spinners, cotton ginners, cotton, fibre and yarn merchants, worsted stuff manufacturers, bleachers and dyers and makers of vitriol, bleaching and dyeing materials, and to purchase, gin, comb, prepare, spin, dye and deal in kappas, cotton, flax, hemp, jute, wool, silk and other fibrous substances and to weave or otherwise manufacture, buy and sell and deal in cloth, linen and other goods and fabrics, whether textiles, felted netted or looped.
 2. To carry on all or any of the businesses of silk mercers, silk weavers, cloth manufacturers, hosiers, carpet makers, importers and wholesale and retail dealers of and in textile fabrics of all kinds.
 3. To wash, clean, purify, scour, bleach, dry, iron, colour, dye, disinfect, renovate and prepare for use all articles of wearing apparels, household, domestic and other linen, cotton, fibre and woolen goods and clothing and fabrics of all kinds.
 4. To carry on in all or any of their branches all or any one or more of the following businesses, that is to say, the business of manufacturers, producers, importers, exporters, merchants, brokers and wholesale and retail dealers of and in all kinds of dyes, dye-stuffs, chemicals, drugs paints, varnishes, colours, industrial pharmaceuticals and other preparations, articles, compounds, ingredients, and products or other goods of any description, whether analogous to any of those above enumerated or not.
 5. To purchase, take on lease or otherwise acquire, land, buildings, plant, machinery, tools etc., for the purpose aforesaid and to construct, erect, and equip mills, factories, offices, dwellings and to work the same.
 6. To cultivate, buy, sell and deal in raw or finished cotton, wool, jute, silk and other fibrous substances and to prepare, spin, clean, press and pack the same and sell materials so manufactured.
 - 6A. to plant, cultivate, grow, produce and raise all varieties of cotton, paddy, millets, sugarcane, coconut, and other agricultural produce and fruit trees on the lands owned by the Company or taken on lease and generally to carry on agricultural and horticultural operations and for the purpose, purchase, take on lease or in exchange or otherwise acquire estates, farm and any land with right of way and other privileges, easements and concessions.
 - 6B. To carry on the business of Hotels, caterers, confectioners, manufacture or deal in beverages and vinegars and deal in cigarettes, alcohols, liquors, cigars, match lights, matches, refrigerators, air conditioners, refrigerating chambers and apparatus relating thereto, borrow and / or acquire all know-how from and enter into all arrangements with Governments or Government Companies or other agencies within or with out the country, deal in all kinds of fuel such as coal, coke, wood, wood-dust, petroleum and petroleum products, leather and rubber products.

(*Alteration was approved by the shareholders through postal ballot on 19th November, 2020)

- 6C. To carry on the business of sheep-breeding, poultry farming, dairy-farming, bee-keeping and trading in silk filature and live-stock in all its branches to achieve the objects of the Company conveniently and economically.
- 6D. To carry on the business of national and international tourists, agents, organisers and contractors and engage in public transport by land, water and / or air and deal in automobiles of all kinds and engage in services connected therewith.
- 6E. To deal in, engage in and manufacture radio, and deal in television, gramophone, gramophone records, cinematograph and photographic apparatus, musical instruments, devices, accessories, appliances, materials and other requisites therefor, all metals like tin, copper, iron, lead and bullion and amalgams and articles made therefrom.
- 6F. To manufacture and deal in and supply all perfumeries, soaps, face powders, ointments, hair dyes, cosmetics, toilets, and generally engage in departmental stores.
- 6G. To acquire by concession, grant, purchase, barter, lease, license or otherwise either absolutely or conditionally and either solely or jointly with others, any lands, buildings, easements, way leaves, privileges, rights, licenses, powers and concessions and in particular any water rights or concessions for the purpose of obtaining motive power, and any machinery, plant, utensils, goods, trade marks and other movable and immovable property of any description which the Company may think necessary or convenient for purposes of its business or which may seem to the Company capable of being turned to account.
- 6H. To enter into partnership or into any arrangement for share of profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise, with any Government, Local Body, authority, person, persons, or company carrying on or engaged in or about to carry on or engaged in or in any business or transaction capable of being conducted so as, directly or indirectly or benefit the Company and to take or otherwise acquire shares and securities of any such Company and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- 6I. To enter into any arrangements, financial or otherwise with any Government or State or authorities municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or State or authority any rights, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise, and comply with any such arrangements rights privileges and concessions.
- 6J. To carry on any scientific research or other research which may be of benefit to the Company, to establish, conduct and carry on any educational or other institution and research or such other activities for the attainment of the above objects.
- 6K. To generate, consume, purchase, sell, supply and distribute Electricity by erection / installation of wind or hydel or thermal or solar or atomic or by any other power sources in India or elsewhere and to install / erect transmission equipments, feeder lines, sub-stations etc. in connection therewith.
- 6L. To carry on the business of leasing and hire purchase and to acquire / to provide on lease or to provide on hire purchase basis all types of movable and immovable properties including land, buildings, plant and machineries, vehicles and all consumer, commercial and industrial items required for manufacturing, processing, transportation, trading, commercial and service businesses.
- 6M. To carry on the business of manufacture, assemble, buy, sell, market, import, export, service, repair or otherwise deal in textile machineries, equipments, textile components, spares and accessories, industrial machineries, machine tools, accessories, and implements of all kinds.

- 6N. To carry on the business of manufacture, process, buy, sell, market, import, export, service, repair or otherwise deal in all kinds and varieties of plastics, polyethylene, polyester, polypropylene, PVC, Indian and synthetic rubber, by products of plastic and rubber, Plastic/ rubber in combination with any other metallic or non-metallic substance and all kinds and varieties of consumer, commercial and industrial goods required by textiles, electrical, electronic, automobile, engineering, chemical, transport, service and other industries.
60. To acquire by purchase, lease, exchange, hire or otherwise develop or operate lands, buildings and hereditaments of any tenure or description including agricultural land, mines, quarries, tea or coffee, gardens, farms, orchards, groves, plantations and any estate or interest therein and right over or connected with land and buildings so situated and develop or turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, re-constructing, altering, improving, decorating, furnishing and maintaining hotels, rooms, flats, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, offices, hostels, gardens, swimming pools, playgrounds, buildings work and conveniences of all kinds and by leasing, hiring, or disposing the same.

(Insertion of Sub-clauses 6K to 6O of Clause III was approved by the Shareholders in the Annual General Meeting of the Company held on August 25, 1995)

7. To purchase or otherwise acquire, erect, maintain, reconstruct and adopt any buildings, offices, workshops, mills, plant, machinery, accessories, and other things found necessary or convenient for the purposes of the Company.
8. To extend the business of the company by adding to, altering, or enlarging, all or any of the buildings, mills, factories, premises and machinery for the time being the property or in possession of the Company, also by erecting new or additional buildings on all or any of the lands for the time being the property or in possession of the Company, and also by expending from time to time, such sums of money as may be necessary or expedient for the purposes of improving, adding to, repairing or maintaining the buildings, machinery and property for the time being of the Company.
9. To purchase, take on lease or otherwise acquire lands in India or elsewhere and, in particular lands producing or to produce, cotton, jute or other fibre killos substances and also to grant concessions, claims, licenses of any descriptions of and over any such land, and, or to work, develop, improve and cultivate the same.
10. To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in India or elsewhere, and patents, patent rights, Brevet d' Invention licenses, trade marks, designs, protections and concessions which appear likely to be advantageous or useful to the company and to use and turn to account and to use and turn to account and to manufacture under or grant licenses or privileges in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
11. To acquire, and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying n or proposing to carry on any of the business which this Company is authorised to carry on and, as a part of the consideration for such acquisition to undertake all or any of the liabilities of such person firm or company or to acquire an interest in, amalgamate with or enter into partnership or into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
12. To improve, manage, cultivate, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.

13. To insure with any person or company against losses, damage, risks and liabilities of any kind which may affect the company either wholly or partially and, if thought fit, to effect any such insurance by joining or becoming a member of any mutual, protection or indemnity association, federation or society and to accept any such insurance or any part thereof for the account of the Company.
14. To open current or deposit accounts with any bank, or bankers, shroff or merchant and to pay into and draw money from such accounts.
15. To invest any of the funds and moneys of the Company from time to time in trust securities, or in shares or securities of a public or other company, or in fixed deposits or by way of loans on interest to any public company or bank and from time to time sell or vary any or all such investments and to execute all receipts and documents that may be necessary in that behalf.
16. To lend, advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, with a view to get service, or purchase materials, from such persons, firms or companies, and to give guarantees or become surety for any such persons, firm or companies.
17. Without doing business of banking as defined in the Indian Banking Companies Act, 1949, to borrow money on deposit repayable at fixed dates at interest for the purposes of financing the business of the Company on such terms as may seem expedient.
18. To raise or borrow money from time to time for any of the purposes of the Company, by bonds, debentures, or promissory notes, or by taking credits in accounts current, with any individual or firm, or with any bank or bankers, and whether with or without giving any security, goods or other articles, or by mortgaging or selling or receiving advances on the sale of any lands, buildings, machinery, goods or other property of the Company, or by such other means as the directors may in their own absolute discretion deem expedient.
19. For all or any of the purposes aforesaid, and for all other purposes of the Company, to draw, accept, endorse, negotiate and sell bills of exchange, with or without security also to draw and endorse promissory notes, and negotiate the same; also to take and receive advances of any sum or sums of money with or without giving security, and to advance any sum or sums of money upon or in respect of the purchase of raw materials or of any of the articles and things herein before enumerated or of any other articles and things necessary or useful for any of the purposes of the Company, upon such terms and securities as the directors may deem expedient.
20. To apply for, promote, and obtain any Act of Legislature or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modifications 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.
21. To enter into any arrangements with any Government or authority (supreme, municipal, local or otherwise) or any corporation, company, or person, that may seem conducive to attainment of the Company's objects or any of them and obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges and concessions, which the company may think, desirable, and to carry out, exercise and comply with any such charters, decrees right, privileges and concessions.
22. To act as agents or brokers for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the business of the Company through or by means of agents, brokers, sub-contractors or others.
23. To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of shares securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

24. To pay all or any of the expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company and to pay the same, and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription for any shares, debentures, debenture-stock or securities of this Company.
25. To provide for the welfare of the employees and the ex-employees of the Company and the wives, widows and families of such persons by building or by contribution to the building of chawls by grants of money, pensions, allowances, bonus, or other payments and from time to time by creating and subscribing to provident and other funds and providing and subscribing towards schools, places of instructions and recreation, hospitals, dispensaries, medical and other attendance and other assistance as the company shall deem fit and to from, subscribe or otherwise aid benevolent, religious, scientific, national political or other institutions or objects which shall have any moral or other claims to support or aid by the Company by reason of the locality of its operation or otherwise.
26. To promote any other Company for the purpose of acquiring the whole or any part of the business or property or undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire or any part of the shares or securities of any such company as aforesaid.
27. Subject to the Provisions of section 78 of the Companies Act, 1956 to place to reserve or to distribute as dividend or bonus among the members or otherwise apply, as the Company may, from time to time, think fit any moneys received by way of premium on shares and on debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.
28. To create any reserve funds, sinking funds, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purposes conducive to the interest of the Company.
29. To sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in portion, for such consideration as the Company may think fit, and in particulars for shares, debentures, or securities of any Company purchasing the same.
30. To distribute among the members of the Company in kind any property of the Company, and in particulars, any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposal.
31. To procure the Company to be registered or recognised in any State, Dominion or Dependency and in any foreign country or place.
32. 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.
33. And generally to do all such acts, and things, as are incidental or conducive, to the attainment of all or any of the objects of the Company.
34. To carry on the business of civil, mechanical, electrical, agricultural, automobile and electronic engineers and manufacturers of engineering goods, automobile equipments and components, electronic equipments and components needed for all industries.
35. To acquire by purchase or otherwise and to carry on the business of estate owners, cultivators, planters, growers and manufacturers, of sellers and dealers in tea, coffee, cardamom, pepper, spices, rubber, gutta-percha and gums of every description, corn, cocoa, rice, oil copra, coconuts, sugar, plantations, cinchona, grains, paddy, cereals, cotton, silk, vegetable,

agricultural, Seri cultural and horticultural products and to manufacture, dispose of, buy and deal in the said products.

36. To manufacture sugar in all its branches, and to purchase, manufacture, produce, boil, refine, prepare, import, export, sell and generally to deal in sugar, sugarcandy, jaggery, sugar-beet, sugar-cane, baggasse, molasses, syrups, malage, alcohol, spirits and all sugar products such as confectionery, glucose, sugar-candy, canned fruit, golden syrup and aerated waters and/or by products such as baggasse, boards, paper pulp, paper, butyl alcohol, acetone, carbon-dioxide, hydrogen, potash, canvas and fertilisers and food products, generally and in connection therewith to acquire, construct, operate factories for the manufacture of sugar, or any of its products, or by-products and acquire or manufacture machinery for any of the above purposes.
37. To carry on the business of the manufacture, import, export, purchase, sale and as sales agents in fertilisers of all kinds including chemical and natural fertilizers and mixtures, thereof.
38. To carry on the business of the manufacturers of chemicals in all its branches, gas makers, carriers by land.
39. To carry on the business of manufacturers, processors, dealers, agents, importers, exporters, merchants, distributors and stockists of sulphuric acid and super phosphate.
40. To acquire and take over as a going concern any company or business and to amalgamate with any other company or companies.
41. To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company which purpose may seem directly or indirectly calculated to benefit this Company.
42. To undertake, carry out, promote and sponsor any programme of rural development intended for the betterment of the people living in rural areas and improving their moral, economic and social status, and, to incur any expenditure in the execution and promotion of such programmes, including the publication or literature, magazines, books and leaflets, organising seminars, granting of scholarships and awards and such other assistance and the transfer without consideration or at a concessional rate as the Directors may decide, or divesting the ownership of any property of the Company in favour of any public body, institution, or trust "recognised or approved by the Central or State Government or any authority authorised in that behalf or established under any law for the time being in force" engaged in such programmes.
43. To carry on all kinds of processing of flowers, floral extracts, plants, foilages, grasses and items of every description of forest produce, vegetables, fruits and products of the soil or forest and render marketable any such produce.
44. To carry on business as manufacturers, producers, agents, brokers, dealers, designers, exporters, importers, processors, traders of yarns and fabric (whether textile, felted, looped or otherwise) manufactured and/or processed from cotton, polyester, rayon or any other types of natural or manmade fibers or filaments of any base whether organic or inorganic or compounds or mixtures thereof, by physical, chemical or any other process or treatment now prevalent or as may be devised in future and of spinning, blending, combing, weaving, knitting, bleaching, processing, dyeing, printing, marking, stitching or otherwise of any other fabrics or finished articles thereof and of manufacturing the chemicals, dyestuffs, equipments, washing, bleaching and dyeing materials, raw materials, packing materials and all other requisites needed for all or any of the above purposes or the bye products which can be conveniently produced there from and to buy, sell, import, export, distribute, trade, stock, barter, exchange, pledge, make advances upon, speculate, enter into forward transactions or otherwise deal in all or any of the foregoing.

45. To carry on the business as cotton and fibre spinners or and doublers, flax, hemp, and jute spinners, linen manufacturers, flax, hemp, jute and woolen merchants, wool combers, worsted spinners, woolen spinners, cotton spinners, cotton, fibre and yarn merchants, worsted stuff manufacturers, bleachers and dyers and maker of vitriol, bleaching and dyeing materials, and to purchase, gin, comb, prepare, spin, dye and deal in kappas, cotton, flax, hemp, jute, wool, silk and other fibrous substances and to weave or otherwise manufacture, buy and sell and deal in cloth, linen and fabrics, whether textile, felled, netted or looped.
46. To manufacture, buy, sell, export and deal in all manner and kinds of cotton and synthetic threads and yarns used in Textiles, Leather and other industries.
47. To carry on all or any of the businesses of silk mercers, silk weavers, hosieries, carpet makers, importers and wholesale and retail dealers of and in Textile fabrics of all kinds.
48. To wash, clean, purify, scour, bleach, dry, iron, colour, dye, disinfect, renovate and prepare for use all articles of wearing apparels, household, domestic and other linen, cotton, fibre and woolen goods and clothing and fabrics of all kinds.
49. To cultivate, buy, sell and deal in raw or finished cotton, wool, jute, silk, and other fibrous substances and to prepare, spin, clean, press and pack the same and sell materials so manufactured.
50. To run spinning mills, or any other factories for Pressing, Ginning, Carding, Combing, Scouring, Curing, Colouring, Vending, Spinning, Doubling, Mixing, Processing, Twisting, Throwing, Bleaching, Mercerising, Dyeing or for finishing of any textile in all description made from Cotton, Yarn, Rayon, Nylon, Wool, Silk, Synthetic fibres, Stable fibres, Jute, Hemp, Hessian, Linen and other manmade or Natural fibres.
51. To manufacture, buy, sell, import, export or otherwise deal in any Textile products including Cotton Yarn, blended yarn, sewing threads, knitted and woven fabrics and garments.

(Insertion of Sub-clauses 43 to 51 of Clause III was approved by the Hon'ble National Company Law Tribunal, Chennai, vide its Order dated September 18, 2017)

AND IT IS HEREBY DECLARED THAT THE WORD "COMPANY" in this clause shall except where it is used with reference to this Company, be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in India or elsewhere and the intention is that the objects set forth in any sub-clause of this clause shall not except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the same of the Company, and that none of such sub-clause or the objects therein specified or the power thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the Company shall have power to exercise all or any of the powers conferred by any part of this clause in any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 21,30,00,000/- (Rupees Twenty One Crores Thirty Lakhs Only) divided into 2,13,00,000 (Two Crores Thirteen Lakhs) Equity Shares of Rs. 10/- each.

The company has power to increase or reduce the capital and with liberty to divide the capital into several classes and to attach there to respectively such preferential rights, privileges, or conditions in such manner as may be permitted by the Companies Act and as the company deems fit and necessary.

(Alteration of Clause V was approved by the Hon'ble National Company Law Tribunal, Chennai, vide its Order dated September 18, 2017)

We the several persons whose names and addresses are hereunto subscribed, are desirous of being formed into a Company under Companies Act 1956, 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:

Name, Addresses and Signature of subscribers	Description and Occupation	Number of shares taken by each Subscriber
1. G K Devarajulu S/o. G Kuppuswamy Naidu, Shell House, Avanashi Road, Coimbatore (Sd.) G K Devarajulu	Business	150
2. V N Ramachandran S/o. K Narayanaswamy Naidu, 5 ATT Colony, Coimbatore (Sd.) V N Ramachandran	Business	500
3. N Damotharan S/o. K Narayanaswamy Naidu, 6/21, Race Course Road, Coimbatore (Sd.) N Damotharan	Business	500
4. L G Balakrishnan S/o. L R G Naidu, India House, Trichy Road, Coimbatore (Sd.) L G Balakrishnan	Merchant	150
5. N Rudrappan S/o K Narayanaswamy Naidu 252, Diwan Bahadur Road, R S Puram, Coimbatore (Sd.) N Rudrappan	Business	150
6. M Ramaswamy S/o K P Muthuswamy Chettiar, Race Course, Coimbatore (Sd.) M Ramaswamy	Banker	150
7. L G Varadarajulu S/o L R G Naidu India House, Trichy Road, Coimbatore (Sd.) L G Varadarajulu	Merchant	150
	Total Share	1750

Dated 30-May-1962

Name, Description, address and occupation of witness

N R Doraiswamy

S/o N Rangaswamy Naidu

Chartered Accountant

5/27, Huzur Road Coimbatore

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 1956)
ARTICLES OF ASSOCIATION OF
PRECOT LIMITED
(Formerly known as Precot Meridian Limited)

The following regulations comprised in these Articles of Association were adopted pursuant to members resolution passed at the Annual General Meeting of the Company held on September 05, 2017, in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

Interpretation

- I. (1) In these regulations—
- (i) “Act” means the Companies Act, 2013,
 - (ii) “Articles” means these articles of association of the Company or as altered from time to time.
 - (iii) “Board of Directors” or “Board”, means the collective body of the directors of the Company.
 - (iv) “Company” means Precot Limited.*
 - (v) “Rules” means the applicable rules for the time being in force as prescribed under relevant sections of the Act.
 - (vi) “seal” means the common seal of the Company.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
- (3) The regulations contained in the Table F of Schedule I of the Act, shall apply except to the extent, where specific provision is made in these Articles whether expressly or by implication.

Share capital and variation of rights

- II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.

(* Alteration of the name was approved by shareholders through postal ballot on 19th November 2020)

3. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:
 - (a) Equity share capital:
 - (i) with voting rights; and / or
 - (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and
 - (b) Preference share capital
4. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the company is being wound up, be varied with the consent in writing of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.

(ii) To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.
5. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
6. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
7. (i) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to -
 - (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
 - (b) employees under any scheme of employees' stock option; or
 - (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.

(ii) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

Alteration of capital

8. The company may, from time to time, by a resolution as prescribed by the Act -
 - (a) increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

9. Where shares are converted into stock, -
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
 - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage
 - (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
10. The company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, -
- (a) its share capital; and/ or
 - (b) any capital redemption reserve account; and/ or
 - (c) any share premium account; and/ or
 - (d) any other reserve in the nature of share capital.

Buy-back of shares

11. Notwithstanding anything contained in these articles but subject to all applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

12. All general meetings other than annual general meeting shall be called extraordinary general meeting.
13. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

14. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
- (iii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Act.
15. The Chairperson of the company shall preside as chairperson at every general meeting of the company.

16. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
17. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
18. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
19. (i) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
 - (ii) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting -
 - (a) is, or could reasonably be regarded, as defamatory of any person; or
 - (b) is irrelevant or immaterial to the proceedings; or
 - (c) is detrimental to the interests of the Company.
 - (iii) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
 - (iv) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
20. (i) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:
 - (a) be kept at the registered office of the Company; and
 - (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.
- (ii) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above:

Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

Adjournment of meeting

21. (i) The Chairperson may, suo moto, adjourn the meeting from time to time and from place to place.
 - (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (iii) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

22. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
23. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.
24. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
25. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
26. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
27. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
28. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

29. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
30. An instrument appointing a proxy shall be in the form as prescribed in the rules made under the Act.
31. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

32. Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).
33. (i) The board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
- (ii) The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

34. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by a resolution passed by the Company in general meeting.
- (iii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them -
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.
35. The company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.
36. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
37. (i) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
38. (i) The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
- (ii) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
- (iii) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
39. (i) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
- (ii) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.
40. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from

time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

Proceedings of the Board

41. (i) The Board of directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
(iii) The quorum for a Board meeting shall be as provided in the Act.
(iv) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
42. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
(ii) In case of an equality of votes, the chairperson of the Board, if any, shall have a second or casting vote.
43. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
44. (i) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a chairperson of its meetings and determine the period for which he is to hold office.
(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairperson of the meeting.
45. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
(iii) The participation of directors in a meeting of the committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
46. (i) A committee may elect a Chairperson of its meetings, unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
47. (i) A committee may meet and adjourn as it thinks fit.
(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
48. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting

as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

49. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

50. Subject to the provisions of the Act, -
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
51. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

Registers

52. The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

The Seal

53. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one director and of the secretary or such other person as the Board may appoint for the purpose; and such director and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Accounts

54. (i) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

55. Subject to the applicable provisions of the Act and rules made thereunder -
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
 - (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
 - (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

56. (i) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.
- (ii) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.
- (iii) The Company may take and maintain any insurance as they may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.
57. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

This set of Articles of Association was adopted by the members through a Special Resolution at the Annual General Meeting held on September 05, 2017.

Name and Addresses	Description and Occupation	Signature of each of the subscriber
1. G K Devarajulu S/o. G Kuppaswamy Naidu, Shell House, Avanashi Road, Coimbatore	Business	(Sd.) G K Devarajulu
2. V N Ramachandran S/o. K Narayanaswamy Naidu, 5 ATT Colony, Coimbatore	Business	(Sd.) V N Ramachandran
3. N Damotharan S/o. K Narayanaswamy Naidu, 6/21, Race Course Road, Coimbatore	Business	(Sd.) N Damotharan
4. L G Balakrishnan S/o. L R G Naidu, India House, Trichy Road, Coimbatore	Merchant	(Sd.) L G Balakrishnan
5. N Rudrappan S/o K Narayanaswamy Naidu 252, Diwan Bahadur Road, R S Puram, Coimbatore	Business	(Sd.) N Rudrappan
6. M Ramaswamy S/o K P Muthuswamy Chettiar, Race Course, Coimbatore	Banker	(Sd.) M Ramaswamy
7. L G Varadarajulu S/o L R G Naidu India House, Trichy Road, Coimbatore	Merchant	(Sd.) L G Varadarajulu

Dated :30-May-1962

Place: Coimbatore

Name, description, address and occupations of each attesting witness:

N R Doraiswamy
S/o N Rangaswamy Naidu
Chartered Accountant
5/27, Huzur Road
Coimbatore

Signature of each attesting witness :
(Sd.) N R Doraiswamy