

22<sup>nd</sup> September, 2020

To,  
**BSE Limited**  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai- 400001

**Scrip ID - KDML**  
**Scrip Code – 539788**

**Sub: Intimation of Alteration in Memorandum of Association (MOA) of the Company**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 read with Part-A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Shareholders of the Company in their 9<sup>th</sup> Annual General Meeting held on 16<sup>th</sup> September, 2020 have approved to Increase the Authorized Share Capital of the Company and consequential Alteration to Clause V of the Memorandum of Association of the Company.

Accordingly, the Memorandum of Association of the Company has been altered as follows:


Clause No.	Earlier Clause	Amended Clause
V	The Authorized Share Capital of the Company is Rs. 6,20,00,000/- (Rupees Six Crore and Twenty Lacs Only) divided into 1,24,00,000 (One Crore Twenty Four Lacs) Equity Shares of Rs. 5/- (Rupees Five Only) each with the rights and privileges attached thereto as specified from time to time in the Articles of Association of the Company.	The Authorized Share Capital of the Company is Rs. 11,50,00,000/- (Rupees Eleven Crores and Fifty Lakh only) divided into 2,30,00,000 (Two Crores Thirty Lakhs) Equity Shares of Rs. 5/- (Rupee Five Only) each.

We are submitting herewith Certified copy of Altered MOA of the Company for your information and record.

We request to take note of the same.

Thanking You,

Yours faithfully,  
For Khemani Distributors and Marketing Limited

  
Rekha Naraniwal  
Company Secretary



Encl: as stated

**Khemani Distributors & Marketing Limited**

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**(INCORPORATED UNDER THE COMPANIES ACT, 1956)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**KHEMANI DISTRIBUTORS & MARKETING LIMITED**

**The following Clauses comprised in this Memorandum of Association were adopted pursuant to members' resolution passed at the Extraordinary General Meeting held on December 10, 2015 in substitution for and to the entire exclusion of, the regulations contained in the existing Memorandum of Association of the Company.**

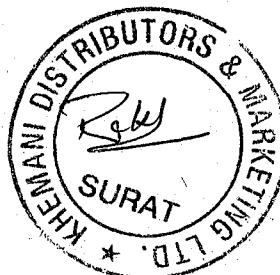
- I. The name of the company is **Khemani Distributors & Marketing Limited**
- II. The registered Office of the company will be situated in the state of Gujarat.
- III. The objects for which the Company is established are:

**(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ARE:**

1. To carry on in India and outside India, the business of distribution network and to act as traders, distributors, stockist, redistribution stockist, agents, commission agents, forwarding agents, marketing agents, indenting agents, dealers, brokers, producers, exchangers, processors, purchasers, sellers, suppliers, contractors, wholesalers, retailers importers and exporters, of all or any type of products or services of any description whatsoever as are incidental or conducive to the carrying on of all such business including consumer products, capital goods, agro products, real estate, fabrics, textile fabrics, garments, readymade garments, laces, materials, plastic and plastic products, leather products and all items of business, subject to applicable laws, for any Government or autonomous body or corporations, firms, company agents, canvassers, as marketing consultants, advisors, advertising agents and agents for promotion of sales of industrial, commercial or other interests of any person in relation to business of the Company and to invest and deal with the money of the company not immediately required, in such manner, as the company may deem fit to the attainment of main objects of the Company.

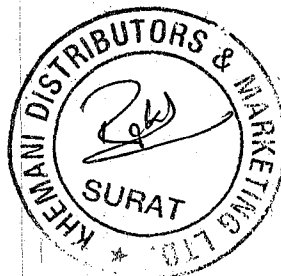
**(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY ARE:**

2. To acquire and undertake the whole or any part of the business, property or liabilities of any person, firm or body corporate, carrying on or proposing to carry on any business which the company is authorized to carry on or having property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
3. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside carrying on or engaged in or about to carry on or engage in any business or transaction, which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly



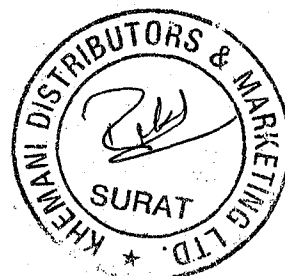
to benefit the company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for technical collaboration, technical know-how or for such other purpose that may seem calculated beneficial and conducive to the objects of the Company.

4. To advance, deposit or lend money, securities and property (not amounting to the business of banking as defined under the Banking Regulations Act, 1949) to or with such persons, firms or bodies corporate as the Company may think fit and in particular to customers and others having dealing with the Company and on such terms as may seem expedient and to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents and to guarantee performance of any contract by any such person.
5. To guarantee the payment of money secured by or payable under or in respect of bonds, debentures, debenture stock, contracts, mortgages, charges, obligations and other securities of any company or any authority, Central, State, Municipal, Local or otherwise or of any person whatsoever, whether, incorporated or not incorporated and to transact all kinds of guarantee business and to further transact all kinds of trusts and agency.
6. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part of the undertaking of the company or any land, business, property, rights or assets of any kind of the company or any share of interest therein respectively, in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the company.
7. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments and to open an account or accounts with any scheduled bank or banks and to pay into and to withdraw money from such account or accounts.
8. To subscribe to, become a member of, subsidize and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the company and to procure from and communicate to and such association, such information as may be likely to further the objects of the company.
9. To purchase or otherwise acquire and sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose of and deal in real and personal property and rights of all kinds and in particular, mines, quarries, land, buildings, hereditaments, business concerns and under-takings, debenture-stocks, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licenses, stocks, shares, securities, bonds, policies, book debts, and claims, privileges and chose-in-action of all kinds, including any interest in real or personal property and any claims, against such property or against any persons or company and to carry on any business, concern or undertaking so acquired in connection with the business of the company.
10. To buy, acquire, sell, trade, assign, dispose of or otherwise deal in share, securities, debentures, bonds of any company, government or institution having objects altogether similar or in part similar or different to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
11. To carry on the business of buyers, sellers, dealers, distributors, consignees, consignors, traders, importers, exporters of every kind of vegetable, agricultural produce of the soil, to prepare, manufacture and render marketable any such property or produce and to sell, dispose of and deal in aforementioned items, either in its



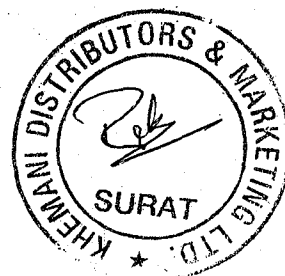
prepared, manufactured or raw state, either wholesale or retail and to carry on the business of dairy products and acquire, purchase, maintain animals and dairy farms.

12. To carry on the business of buyers, sellers, dealers, distributors, consignees, consignors, traders, importers, exporters, manufacturers, processors, printers, bleachers, carders, knitters, dyers, texturizers, twistors, doublers, coners, crimpers, combers, balers of all types, kinds, descriptions of agricultural commodities, yarns, clothes, fabrics, textiles, linen whether made from silk, art-silk, cotton, rayon, viscose, acrylic, nylon, polyester, poly-propylene, jute, hemp, or other natural or artificial fibers, and the business of all descriptions in POY, PFY, slitting, embroidery, jari making and butta cutting and to carry on business of ready-made garments with or without the accessories, thereto such as scarves, belts, socks, ties bow-ties blazers, fashion wear and to act as shippers, indenting agents, of all companies whether domestic or foreign and open franchise stores and outlets throughout the world and to conduct all or any of the several operations connected with the purchase, sale, packing, warehousing, and transshipment of merchandise and goods.
13. To carry on the business of manufacturing of and dealers in dyes and dye-stuffs, insecticides, chemicals, pesticides, spirit, alkalis, acids, drugs, tannings, essences, liquid and solid petroleum products and gases, medicines, plaster of paris, gypsum, plasters, pickles, jams, tea, coffee, chutneys, disinfectants, fertilizers, salts, foodstuffs, colours, paints, glass, gums, minerals, and aerated waters, compositions, cements, sagol, oils, pigments, varnishes, compounds, abrasives, organic or mineral intermediates, quill pens, masala, tooth paste, brushes, soap, stationery, office equipments, and washing material, toilet requisites and preparations perfumes, proprietary articles of all kinds, laboratory and scientific furniture, equipment, apparatus and materials and to manufacture and deal in containers, packing materials, for all or any of the aforesaid material and articles.
14. To undertake, or otherwise deal in any type of packing materials either of yarn, polythene, paper, jute, metal hessian, wood, plastic, containers, tin boxes, boxes, plastic, containers, fiber glass as may be required in connection with Company's business.
15. To undertake or otherwise deal in machineries, machine parts, raw materials, fibers, fibrous substances, chemicals, machine tools, stores, parts, components and their accessories and all other metals and engineering products as may be required in connection with Company's business.
16. To carry on in the Union of India or elsewhere business as investors, brokers, indenting agents, consultants, advisors, underwriters, shipper, merchant, commission agents, financiers and also business as buyers and sellers and distributors and dealers of all kinds of produce and merchandise.
17. To carry on business of timber growers, timber merchants and saw mill proprietor and to buy, sell, grow, prepare for market, manipulate, and to deal in timber, wood, coal and fuel of all kinds and to manufacture and deal in wooden articles of all kinds in manufacture of which timber or wood is used and to purchase, erect, run, maintain, oil mills, rice mills, flourmills, dal mills, ginning mills, spinning mills, pressing mills.
18. To carry on and undertake the business of financial reconstructions, amalgamations, mergers, acquisitions, holdings, de-mergers, refurbishing, renovating, re-organizing of or alignments of hotels, motels, restaurants, eating houses, refreshment rooms, cafes, apartment hotels or units or entities irrespective of whether they are companies or corporations or other bodies corporate or not and to invest, subscribe, purchase, hold, sell, divest or disinvest, or otherwise deal into shares, securities, stocks, debentures, debenture stocks, bonds, commercial papers, acknowledgements, deposits, notes,

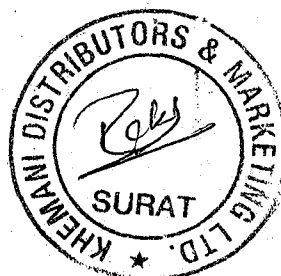


obligations, put and call, derivatives or other instruments now in vogue or that may hereafter be invented or used in respect of hotel, motel, restaurant, resort or apartment hotel company or companies, corporation or corporations, unit or units or any other statutory body in India or abroad (subject to the applicable rules), provided that the company shall NOT engage into the Banking Business as defined under the Banking Regulation Act, 1949 and Non-Banking Financial Company activities as defined under Section 45IA of the Reserve Bank of India Act, 1934.

19. To carry on process of casting, forging, welding, fabricating, rolling, pressing, forming, reducing, drawing, extruding, grinding, processing and finishing of materials, alloys, steel and production, manufacture and trading and dealing in such manufactured, processed, products and goods manufactured wholly and partly from lime.
20. To manufacture, assemble, process, trade, buy, sell, or otherwise deal with all kinds of ferrous and non-ferrous metals and metal wares, polishes, paints and articles of plastic, bakelite, nylon, natural and synthetic rubber, fiber, plastic and other man-made chemicals and parts thereof.
21. To adopt such means of making known the product, business and interests of the Company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase, construction and exhibitions of work of art or general interest, by publication of books and by granting prizes, rewards and donations subject to the provisions of law.
22. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable properties and any rights or privileges which the company may think necessary or convenient for the purpose of its business which the Company is authorized to carry on.
23. To pay any premiums or salaries and to pay for any property rights or privileges acquired by or services rendered to Company either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully paid up or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company.
24. To promote any other company for the purpose of acquiring all or any of the property of this Company or advancing directly or indirectly any objects or interests thereof and to take or otherwise acquire and hold shares in any such company and to guarantee the payment of any debentures or other securities issued by any such Company.
25. Subject to Section 58A of the Companies Act, 1956 and rules framed thereunder and directions issued by the Reserve Bank of India from time to time to borrow or raise money on loan with or without interest or receive deposits for the purpose of Company by promissory notes, bills of exchange, and other negotiable instruments or by mortgage, charge by hypothecation or pledge or by debentures or by debenture-stock perpetual or otherwise including debentures, debenture-stock, convertible into shares of this Company charged upon by or any of the company's property and assets both present and future, movable and immovable, including its uncalled capital upon such terms as the Directors may deem expedient or in such other manner with or without security or otherwise and to lend money to customers and others having dealing with the company to guarantee performance of contracts, agreements by such persons and including all deeds, writings and assurance for any of the aforesaid purposes or to arrange bank guarantee for performance of contracts, agreements by any such persons and including all deeds, writings and assurance for the customers with or without security on commission or otherwise, Provided the Company shall not carry on Banking business as provided in the Banking Regulation Act, 1949.



26. To apply for the permits, licences, entitlements, quota rights from Government of India, from state Governments of union or from Foreign Governments or from any other persons or company to import and export, plant, equipments, spare parts, machinery and raw materials, dyes chemicals components, intermediates, tools and jigs, process material connected with the products and services of the company.
27. To appoint and employ agents, managers, artists, designers, technical advisors, and experts and constitute Attorney of the Company in India or in any other country whatsoever required for efficiently carrying out above objects of the Company.
28. On winding up of the company, to distribute all or any of the property of the company amongst the members in specie or in kind or proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law and subject further to Section 205 of the Companies Act, 1956.
29. To apply for, purchase or otherwise acquire, protect and renew in any part of the world, patent, licenses, concessions, patent rights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to their use, any secret or other information regarding any invention or research which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, develop or grant licenses in respect thereof or otherwise turn to account, the right of information so acquired and to expend money in experimenting upon, testing or improving any such patents, rights or inventions.
30. To open bank accounts of all nature including overdraft, cash credit, loan accounts and to operate the same and to draw, make, accept, endorse, discount, execute and issue promissory note, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments and to deal with all documents, mercantiles or otherwise in the ordinary course of business.
31. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
32. To enter into arrangement with any Government or Authority whether Municipal, Local or otherwise, that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government or authority, rights, concessions, privilege which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
33. To explore, examine opinions of experts, certificates, analysis, survey, plans, descriptions and information in relation to any property or rights which the Company may acquire or propose to acquire or become interested in or with a view to discovering properties or rights which the company may acquire or become interested in, and to engage in, employ, pay fees to retain the services of and send to any part of the world agents, explorers, experts, engineers, lawyers, counsel and others and to find out and despatch expeditions or making investigations of any nature whatsoever with a view to promote the Company's interests.
34. To pay out of the funds of the company, all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company and to take into consideration and to approve and confirm all acts, deeds and things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any agreement, arrangement or contract with the promoters and to reimburse them for all costs and expenses that may



be incurred by them in or in connection with the formation or promotion of the Company.

35. To pay for any rights or property acquired by the Company and to remunerate any person, company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
36. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments, bonus, profit sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the company or its predecessors in business or of any company which is a subsidiary of the company or is allied to or associated with the company or any such subsidiary or who are or were at any time Directors or Officers of the company or any of such other Company as aforesaid and the wives, widows, families, dependents or connections of any such persons and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidizing or contributing to any institutions, associations, funds, clubs, trusts, profits sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and to make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

IV The liability of the members is limited.

- V. \* The Authorized Share Capital of the Company is Rs. 11,50,00,000/- (Rupees Eleven Crores and Fifty Lakh only) divided into 2,30,00,000 (Two Crores Thirty Lakhs) Equity Shares of Rs. 5/- (Rupee Five Only) each.

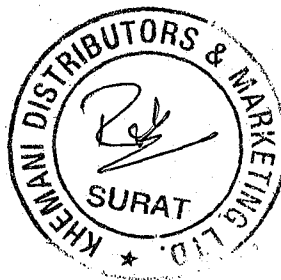
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*\* The Authorized Share Capital of the Company increased vide Ordinary Resolution in the Extra Ordinary General Meeting dated December 10, 2015.*

*\* The Authorized Share Capital of the Company got changed by consolidation of nominal value of Equity Share vide Ordinary Resolution in the Extra Ordinary General Meeting dated January 04, 2016.*

*\* The Authorized Share capital of the Company sub-divided from 1 Equity Shares of Rs. 10/- Each into 2 Equity Shares of Rs. 5/- Each by passing special resolution through Postal Ballot / E-voting process dated January 10, 2017.*

*\* The Authorized Share Capital of the Company has been increased vide an Ordinary Resolution in the 9<sup>th</sup> Annual General Meeting dated September 16, 2020.*



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, Descriptions, Addresses, Occupations and Signatures of Subscribers	Number of Equity Shares taken by each subscriber	Name, Description, Address, Occupation and Signature of Common Witness
1.	<p>Vijaykumar Mangaturam Khemani  S/o Mangaturam Khemani  302, Svayam siddhi Appt.,  Parlepoint,  Surat Gujarat  DIN 02227389  Occ: Business  Sd/-</p>	<p>50,000  (Fifty thousand only)</p>	<p>Pankaj Kumar Jain  S/o Vimal Chand  Lunia M-28, Super  Tex Tower,  Ring Road, SURAT Occ-  Chartered Accountant  Membership No. -  112020  Sd/-</p>
2.	<p>Amit Vijaykumar Khemani  S/o Vijaykumar Khemani  302, Svayam siddhi Appt.,  Parlepoint, Surat, Gujarat  PIN - 395 007  Occ: Business  DIN 02227413  Sd/-</p>	<p>50,000  (Fifty thousand only)</p>	
	<b>TOTAL</b>	<p>1,00,000  (One Lac)</p>	

Place: SURAT  
Date: 27-12-2010

