

MEMORANDUM OF ASSOCIATION

OF

THE PHOENIX MILLS LIMITED

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I.	The name of the Company is THE PHOENIX MILLS LIMITED.	Name
II.	The Registered Office of the Company will be situated in the City of Bombay.	Registered Office
III	The Objects for which the Company is established are:	Objects of the company
	(a) To acquire and work the Mills and business lately purchased from the Britannia Mills Limited, and its Liquidators, and with a view there to enter into a certain Agreement in the terms of the draft agreement set forth in Schedule A to the Articles of Association which accompany these presents and to carry the same into effect with or without modification.	
	(b) To carry on all or any one or more of the business following, that is to say, to purchase, comb, prepare, spin, dye, bleach and deal in cotton, wool, jute, silk, flax, hemp and other fibrous substances and to weave or otherwise manufacture, buy and sell and deal in yarn, linen cloth and other goods and fabrics whether textile, frebled, netted or looped.	
	(c) To acquire by purchase, lease, exchange or otherwise any land, buildings, easements, rights, privileges, machinery, plant and stock-in-trade.	
	(d) To sell, improve, manage, develop, exchange lease, mortgage, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Company.	
	(da) To carry on the business and to own, acquire, construct, erect, renovate, maintain, run, take on lease, give on lease, let out, operate and manage shopping centers, malls, shopping arcades, theatres, auditoriums, stadiums, clubs, spas, resorts, holiday homes, sports, amusement and family entertainment centers or parks of all nature and kinds and types and to carry on the business of setting up of national and international sports and amusement parks in India or elsewhere and to purchase and/or otherwise acquire and equip any other sports or amusement centre, public or private parks.	
	(db) To carry on the business of developing, buying, selling and otherwise dealing in land properties (leasehold or freehold) and to erect, construct, maintain, alter and extend on the land or ground of the Company buildings, houses, offices, shops, garages, residential, commercial, industrial premises, godowns, sheds, warehouses, furnished or unfurnished, in India or abroad, including international educational institutions, boarding schools, old age homes, cinematic purposes, health farms, spas, meditation centers.	
	(dc) To own, manage, operate, carry on, acquire and sell the business in India or elsewhere of indoor sports including setting up of bowling alleys, entertainment arcades, video parlors, pool tables, rides, darts, simulated games, gymnasiums, health and fitness centers, billiard and snooker tables, badminton courts, squash courts, swimming pools, sauna baths, Jacuzzi centers, amusement parks, cinema theatres, family entertainment centers, hotels, clubs, restaurants and cafes, shopping arcades, fast food outlets, pubs, caterers and ice cream parlors.	
	*(dd) To carry on the business in India or abroad to take on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own, operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses,	

godowns, open platforms, refrigeration houses, stores and other similar establishments to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, stockiest, financier, auctioneer, importer, exporter, or otherwise or to provide services relating to warehousing and logistics business management, multimodal logistics operator, storage, transportation and such other related or similar warehousing and logistics support.

*(de) To provide public/ private warehousing and related services such as loading, cross docking, material handling, pick and pack operations, product labeling, packaging, re-packaging, inventory control, just-in-time inventory management, pallet exchange services, trucking, stretch and shrink wrapping, quality control, lot number control, import and export handling, containerization, and pool distribution.

*(df) To offer logistic solutions in supply chain management, providing services, to support and optimize the logistic solution and integrate the same into business processes and systems globally by providing real-time information, systems integration, distribution network design, marketing channel, distribution optimization simulation and asset planning, warehousing and offer distribution & transportation services like – route planning, carrier selection & management, inbound & outbound management, track & trace, order management, and materials management, Reverse Logistics like asset recovery, repairing services, reprocessing, disposal management, Inbound Logistics like component assembly, sequencing, kitting, line side delivery and International Logistics like custom clearance, freight forwarding, tax and tariff management.

*(dg) To operate data centres, including data processing and storage centres or providing management information, analysis, development accounting and business information, and providing data to corporates, institutions, individuals in India and abroad to carry on the business of gathering, compiling, processing, analysing, distributing, selling, publishing data and information and services and providing access to information regarding business and commercial operations and to provide data networks and related services, including but not limited to cloud services, managed services, business process outsourcing services, customer care centres, Security Operations Centre (SOC), Network Operations Centre (NOC), Remote IT Operations Centre (RIOC), customer relationship management, back office processing, data entry, IT services, multimedia services, internet based services, data centre management and consulting, interface services applications including all types of end to end integrated.

*(dh) To build and operate third party multi tenanted data centre buildings – delivering rack space and associated utility infrastructure with or without added managed services to customers for the purpose of data hosting, hosting servers / storage / software applications / websites, ERP systems, SaaS applications, etc.

*(di) To undertake, assist, promote, conceive, design, build and construct, establish, setup, develop, takeover, run, manage, maintain and operate schools, educational institutions, study centres and similar institution or organisation or establishments.

*(dj) To undertake, assist, promote, conceive, design, build and construct, establish, setup, develop, takeover, run, manage, maintain and operate hospitals, medical centres, healthcare and research centres and similar institution or organisation or establishments.

(e) To erect, purchase or take on lease or otherwise acquire any mills, or works machinery and any other real and personal property appertaining to the goodwill of and any interest in the business of spinning or manufacturing cotton or other fibrous substances.

**** Inserted vide Special Resolution passed at the Annual General Meeting dated September 20, 2022.***

- (f) To carry on any other business whether manufacturing or otherwise which may seem in the opinion of the Directors capable or being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (g) To acquire and undertake the whole or part of the business property and liabilities of any person or Company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of this Company.
- (h) To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction which this Company is authorised to carry on or engage in or any business or transaction which may seem capable of being conducted so as directly or indirectly to 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.
- (i) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company shall construe to be preliminary including therein the costs of advertising, commission for underwriting, brokerage, printing and stationery and the expenses attendant upon the formation of agencies and local boards.
- (j) Upon any issue of shares, debentures or any other securities of the Company, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by issue of shares, debentures or other securities of the Company by the granting of options to take the same or in any other manner allowed by law.
- (k) To purchase, take on lease or otherwise acquire for the purpose of the Company any estates, lands, building, easements or other interests in real estates and to sell, let on lease or otherwise dispose of or grant rights over any real property belonging to the Company.
- (l) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any buildings, offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the Company.
- (m) To apply for and take out purchase or otherwise acquire any patents, patent rights or inventions, copyrights or secret processes, which may be useful for the Company's objects and to grant licenses to use the same.
- (n) To manufacture, buy, sell and generally deal in any plant, machinery, tools, colours, chemicals, goods or things of any description.
- (o) To let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company shall determine. To enter into such arrangements as the Company may think proper with the Bombay Improvement Trust or any other Public Authority in Bombay for building chawls and tenements on the property of the Company or on the property of others and to let the same either to the employees of the Company or to others and upon such terms as the Company may think proper.
- (p) To draw, accept and make and to endorse, discount and negotiate bills of exchange and promissory notes and other negotiable instruments.
- (q) To borrow or raise money by the issue of debentures, debenture stock (perpetual or terminable) bonds, mortgages or any other securities founded or based upon all or any

of the property and rights of the Company including its uncalled capital or without any such security and upon such terms as to priority or otherwise as the Company shall think fit.

- (r) To receive money on deposit with or without allowance of interest thereon.
- (s) To advance and lend money on such security as may be thought proper or without taking any security therefore.
- (t) To invest the money of the Company not immediately required in such manner other than in the shares of this Company as may be determined.
- (u) To acquire by subscription, purchase or otherwise and to accept and take hold or sell shares or stock in any Company, society or undertaking the objects of which shall either in whole or in part be similar to those of this Company or such as may be likely to promote or advance the interests of this Company.
- (v) To establish agencies in India and elsewhere for sales and purchase and to regulate and discontinue the same.
- (w) To provide for the welfare of persons in the employment of the Company and the wives, widows and families of such persons by building or by contributing to the buildings of chawls or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing to Provident and other funds and providing or subscribing towards places of instruction and recreation and hospitals, dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to form, subscribe to or otherwise aid benevolent, religious, scientific, national 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.
- (x) To subscribe or contribute to charitable, benevolent, scientific, literary, medical, educational, national, political, public or any other useful institutions, funds, objects and purposes or for any exhibitions, or industrial fair or display.
- (y) To sell, dispose of or transfer the business property and undertaking of the Company or any part thereof for any consideration, which the Company may seem fit to accept.
- (z) To create any Reserve Fund, Sinking Funds, Insurance Fund or any other Special Fund, whether for depreciation or for repairing, improving or maintaining any of the property of the Company, or for any other purposes conducive to the interests of the Company.
- (aa) To place, to reserve or to distribute as divided or bonus among the members, or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium on shares or received 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.
- (bb) To distribute any of the property of the Company amongst the members in specie or kind.
- (cc) To do all or any of the matters hereby authorized either alone or in conjunction with, or as factors, trustees or agents for any other companies or persons or by or through any of them.
- (dd) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.
- (za) To carry on the business of Producing, Buying, Selling, Trading, Distributing,

Exhibiting, Transmitting, Telecasting and Exporting Programs, produced in-house or taken on franchise, through various media including Video, Satellite, Direct to Home, Direct to Operator, Satellite Television, Cable Televisions, and Radio and to provide, install, operate and maintain, buy, sell, import, export, develop, discover, research, improve, relay, distribute, redistribute, transmit, receive, exhibit all kinds of communications, cable operations, wireless networking, wireless communication, telephonic communications, wave communications, under water communications, service network media, satellite communications including value added services such as interactive Television, Internet, E-Mail, V-Sat, Telephony, Video Shopping, Entertainment, Infotainment, Telescoping, E-commerce, Games, Data Transmission, Computer networking, Video conferencing and to establish links via. Satellite uplink and downlink through available reception systems.

- (zb) To carry on the business of dealers, general order suppliers, contractors, importers, exporters, merchants, stockiest, buyers, sellers, growers, agents, brokers, commission agents, and dealer, in cotton, jute, tea, coffee, rubber, oil, grains, pulses, seeds, vegetable products, cotton goods, jute goods, textiles, garments, yarn, synthetic goods, fibrous materials, mill stores, coal, chemicals, fertilizers, building materials, office appliances, domestic appliances furniture, decorative items, gift items, steel utensils, plastics goods, rubber items, pulp, paper, engineering goods, electrical items, electronics items, and cast iron items.
- (zc) To carry on in India and abroad the business to compound, mix, pack, formulate, condense, distill, rectify, sterilize, pasteurize, steam, evaporate, vapourise, cool, filter, commercialise, develop, treat, cure, refine, extract, operate, manipulate, prepare, purity, project, preserve, disinfect, turn to account and to act as agent, stockiest, distributors, consultants, collaborator, buyer, seller, exporter, importer, job-worker, vendor, contractor, supplier or otherwise to deal in all types of enzymes used in food, pharma, leather, bravery, textiles, diagnostic, bakery, biscuits, papers, starch, sugar, jute & other similar type of industries & enzymes used in pollution controlling effluent treatment system and also alcohol, organic, inorganic, industrial, laboratory, photographic, fine, biological, pathological, pharmaceutical and other chemicals, compound, drugs, formulations, preparations, acids, solvents, oils, solutions, derivatives, fluids, products, by products, residues, catalyst, reagents, mixture, concentrates, lumps, powder's granules.
- (zd) To lend and advance money or give credit with or without security to such persons or companies and on such terms as may seem expedient and to guarantee or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of guarantee business, trust and agency business and to receive money on deposit or loan and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien upon all or any of the property or assets of the Company (both present and future), including the uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company, of any obligation undertaken by the Company or any other person or company, as the case may be subject to Section 58A of the Companies Act, 1956 and relevant RBI directives.
- (ze) To carry on the business of manufacturers, buyers, sellers, dealers, commission agents, importers, exporters and distributors of chemicals of any nature, petrochemicals including lubricant, greases, petroleum jelly, wax impulsion, chemical compounds including oils, petroleum specialties, chemical products and intermediates, organic and inorganic chemicals, textile chemicals, dyes, pigments, colours, intermediates for synthetic, organic and inorganic dyestuffs, organic and mineral intermediates, chemical compounds and elements (solid and liquid), paints, varnishes, heavy and fine chemicals, rubber chemicals, sanitary chemicals, industrial, organic and inorganic chemicals, agricultural chemicals, photographic chemicals, laboratory chemicals, chemical for moulding materials, surface acting agents, adhesives and surface coatings, detergents, wetting out agents, natural and synthetic resins such as

alkyds, phenolics, urea, apoxy, acrylic and melamine, chemical auxiliaries for goods, ceramics, potteries, natural and synthetic fabrics papers.

- (zf) To generate electrical power by conventional, non-conventional methods including coal, gas, lignite, oil, bio-mass, waste, thermal, solar, hydel, geo-hydel, wind and tidal waves.
- (zg) To promote, own, acquire, erect, construct, establish, maintain, improve, manage, operate, alter, carry on, control, take on hire/lease power plants, co-generation power plants, Energy conservation projects, power houses, transmission and distribution systems for generation, distribution, transmission and supply of electrical energy and buy, sell, supply, exchange, market, function as a license and deal in electrical power, energy to the State Electricity Board, State Government, Appropriate Authorities, licensees, specific industrial units and other consumers for industrial, commercial, agricultural, household and any other purpose in India and elsewhere in any area to be specified by the State Government, Central Government, Local Authority, State Electricity Board and any other competent authority in accordance with the provisions of Indian Electricity Act, 1910 and/or Electricity (Supply) Act, 1948 or any other statutory modifications or re-enactment thereof and rules made there under
- (zh) To carry on the business of dealers, stockiest, distributors and agents and to act as exporters, importers of brewers and malsters and to deal in mineral water, soft and hard drinks, spirit and wine merchants, and items made from agricultural based products.
- (zi) To carry on all or any of the businesses of hop merchants and growers, malt factors, corn merchants, wine and spirit merchants and importers, and distillers, coopers and bottlers, bottle makers, bottle stopper makers, potters, manufacturers of dealers in aerated and mineral waters, and other drinks licensed victuallers, hotel keepers, restaurant keepers, lodging house keepers, ice manufacturers and merchants, tobacconists, farmers, dairymen, yeast dealers, grain sellers and driers, timber merchants, brick makers, finings manufacturers, and isinglass merchants.
- (zj) To set up and /or carry on the business as brewers, distillers and manufacturers of and merchants and dealers in beer, ale, port, stout, wines, whiskies intoxicating or not produced from all kinds of ingredient, raw materials and/or malt, malt products, hops, yeast, essences, flavors, concentrates and so on.

** Inserted vide Special Resolution passed through Postal Ballot, the result of which were announced on 10th October 2005.*

IV The liability of the Members is limited.

**Liability
of
Members**

V *The Authorised Share Capital of the Company is ₹ 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 37,50,00,000 (Thirty Seven Crores and Fifty Lakhs) Equity Shares of ₹ 2/- (Rupees Two only) each with rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, with power to increase, decrease or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”

**[The Authorised Share Capital of the Company was altered by sub-dividing the equity shares of the face value of Rs. 100/- each into 10 equity shares of Rs. 10/- each vide Ordinary Resolution passed by the members at the 100th Annual General Meeting held on 30th September, 2005.*

The Authorised Share Capital of the Company increased from Rs. 12,00,00,000/- to Rs. 30,00,00,000/- divided into 3,00,00,000 equity shares of Rs. 10/- each vide Ordinary Resolution passed by the members at the 100th Annual General Meeting held on 30th September, 2005.

The Authorised Share Capital of the Company was altered by sub-dividing the equity shares of the face value of Rs. 10/- each into 5 equity shares of Rs. 2/- each vide Ordinary Resolution passed by the members by postal ballot results of which were declared on 31st January 2008.

The Authorised Share Capital of the Company increased from Rs. 30,00,00,000/- to Rs. 45,00,00,000/- divided into 22,50,00,000 equity shares of Rs. 2/- each vide Ordinary Resolution passed by the members at the Extra Ordinary General Meeting held on 8th June, 2012.

The Authorised Share Capital of the Company increased from Rs. 45,00,00,000/- to Rs. 49,00,00,000/- divided into 24,50,00,000 equity shares of Rs. 2/- each pursuant to Scheme of Amalgamation, sanctioned and approved by the Hon'able NCLT vide its order dated December 21, 2021.

The Authorised Share Capital of the Company increased from Rs. 49,00,00,000/- to Rs. 75,00,00,000/- divided into 37,50,00,000 equity shares of Rs. 2/- each vide Ordinary Resolution passed by the members at the 119th Annual General Meeting held on September 13, 2024.

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

Names of Subscriber	Description and Address of Subscribers	Number of Shares taken by each Subscriber	Witness to the Signature of each Subscriber
Dr. Sidney Smith	Mazagaon	One Hundred	Hormusjee M. Chichym
Sasson J. David	Merchant, Rampart Row	One Hundred	Hormusjee M. Chichym
Jamsetjee Ardaseer Wadia	Merchant, Wilderness Rd.	Fifty Only	Hormusjee M. Chichym
Goverdhandas Khatau	Merchant, Girgaon	One Hundred	Hormusjee M. Chichym
James H. Latimer	Merchant, Peddar Rd.	One Hundred	Hormusjee M. Chichym
S. B. Broacha	Broker, Khetwadi	One Hundred	Hormusjee M. Chichym
Nanabhai Cursetjji Bharucha	Broker. Grant Rd.	One Hundred	Hormusjee M. Chichym

Dated this day of January 1905.