

UNDER THE COMPANIES ACT 2013

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION**

**OF**

**AZAD ENGINEERING LIMITED\***

- I. The name of the Company is **AZAD ENGINEERING LIMITED\***
- II. The Registered Office of the Company will be situated in the State of Telangana.
- III. **\*\*OBJECTS:**

**(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-:**

The object to be pursued by Company on its incorporation are:

1. To carry on the work of Mechanical and Electrical Engineers and to run a work shop to undertake and execute all types of mechanical and structural jobs of manufacture, general fabrication, erection of article, precision press parts, precision tools, dies, jigs, fixtures, pressure die castings and to buy, sell, import, export, manufacture, process , repair, convert take on lease or on hire, let on hire or otherwise deal in such products their raw materials, stores, packing material, by products, and allied commodities and articles, machinery ,stock, tools & implements.

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*\*Deletion of the word "Private" in the name of the Company pursuant to conversion of Private Company into Public Limited Company vide Special Resolution passed at Extra-ordinary General Meeting of the Members of the Company held on 14th July, 2023.*

2. To carry on the business of Iron and Brass founders, metal workers, tool makers, boiler makers, Iron and steel convertors, manufacturer of all types of Hardware items, metalergist, electrical, civil and mechanical engineers and production or manufacture and preparation of any other material which may be usefully combined with the engineering or manufacturing business of the Company.
3. To manufacture and fabricate all kinds of machinery, tools, paint and implements and to manufacture agricultural implements, material handling equipment, aviation equipments, cranes , compressors, mills and their auxiliaries, and carriages of all kinds.
4. To carry on the business of ferrous and non-ferrous metals, their alloys and their products to work as founders, casters, anncalers, galvanizers, electroplaters, cleaners Polishers, finishers and die-sink-ers mechanical and electrical engineers, manufacture of workshop, tools equipment and power presses sugar, textile, vanaspati, Oil, printing and paper machine plants, spare parts gadgets,. Cast iron, steel mellable G.I.black iron, brass and copper, pipes, and pipe fittings, tubes and tabular articles for domestic and industrial purpose, surgical tools, and equipments, rolling and wire drawings, sheet, flat and wire articles, embossing and pressing machinery, cycle parts motor car and their parts.
5. To carry on any business relating to the winning and working of minerals, the production and working of metals, the production, manufacture and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the Company or any contracts undertaken by the Company and either for the purposes only of such contracts or as an independent business.”

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**(B) MATTERS CONSIDERED NECESSARY IN FURTHERANCE OF OBJECTS SPECIFIED  
IN CLAUSE III (A) ABOVE**

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6. To act as merchants, or agents for the sale or purchases of all or any of the products or bi-products of any every such business of the materials used in the production of manufacture thereof.
7. To carry on any other business which may seem to the Company of being conveniently carried on in connection with or as ancillary to any business which the Company is authorise to carry on.

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*\*\*Amended vide special resolution passed by the shareholders in their Extra-Ordinary General Meeting held on 14<sup>th</sup> July, 2023*

*\*\*\*Re-numbered vide special resolution passed by the shareholders in their Extra-Ordinary General Meeting held on 14<sup>th</sup> July, 2023*

8. To apply for purchase or otherwise acquire, any patents, trade marks, brevets D invention, licences, concessions, and the like congering any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to the Company capable of being used for purposes of the Company calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired
9. To obtain from any Government or authority whosesoever any orders or licences, concessions, privileges and rights or other form statutory or official authority that may seem to the company conducive to the carrying into effect of any of the objects of the company and to exercise, utilize and comply with the same.
10. To purchase or otherwise acquire and undertake all or any part of business property and transactions and liabilities of any proprietary concern, partnership firm or Company carrying any business which this Company is authorised to carry on or possessed of property suitable for the purpose of this Company.
11. \*\*\*\* Subject to the Applicable provisions of Companies Act, 2013, to borrow or raise money or to receive money or deposit at interest or otherwise in such manner as to the Company may think fit from members, Directors, Banks, financial institutions and from public in general and in particular by the issue of debenture, perpetual or otherwise including debentures convertible into shares of this Company and in security of such money so borrowed raise or received to mortgage, pledge or charge the whole or any part of the property assets or revenue of the Company present or future, including uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase redeem or pay off any such securities
12. To lend money to and guarantee the performance of the contracts or obligations of any person or Company having dealings with the Company.
13. To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of, and deal with the shares, securities and evidences of indebtedness or of the right to participate in profits assets or other similar documents issued or to be issued by any Government authority, corporation or body or by any other Company authorised to carry on the same any similar business which this Company is authorised to carry on or transact calculated to assist or benefit this Company and any option or rights in respect thereof and to buy and sell foreign exchange.
14. To make, accept, endorse, discount, negotiate and execute and to buy, sell and deal in promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments subject to the banking regulation Act of 1949.

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\*\*\*\*Amended vide special resolution passed by the shareholders in their Extra-Ordinary General Meeting held on 14<sup>th</sup> July, 2023

15. To borrow or raise or secure the payment of money for the purpose of the Company's business in such manner and on such terms and with such rights, powers and privileges as the Company shall think fit and in particular by the issue of or upon bonds debentures, bills of exchange, promissory notes or other obligations or securities of the Company and with a view thereto mortgage and charge the undertaking and all or any of the immovable and movable property present or future and all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay off any such securities.
16. To issue and deposit any securities which the Company has power to issue by way of mortgage or charge to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligation of the Company.
17. To purchase, take on lease or exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, basements, rights, licences, secret processes, inventions, machinery, plant, stock in-trade and any immovable and movable property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
18. To elect, construct, lay down, acquire, enlarge, alter and maintain, work, manager or control any road, reservoirs, water courses, buildings works and machinery necessary or convenient in the opinion of the Company for the business of the Company or to contribute to or otherwise assist or take part in the erection, construction, laying down, enlargement, alteration, maintenance, working management or control thereof.
19. To enter into partnership or any arrangement for having profits, union of interests, or co-operate with, assist or subsidize any person or Company carrying on or proposing to carry on any business within the objects of this Company or capable of being conducted so as directly or indirectly benefit this Company and to acquire, hold and deal with shares and securities of any such Company.
20. To pay for any property or rights acquired by the Company either in cash or by the allotment of fully or partly paid shares of this Company with or without preferred or deferred rights in respect of dividend or repayment of capital or by any securities which the Company has power to issue partly in one mode and partly in another and generally on such terms as the Company may determine.
21. To accept payment for any property or rights sold or otherwise disposed of or dealt with the Company, either in cash, by installment or otherwise or otherwise or in shares of any Company having objects similar to those of the Company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or in debenture, stock or other securities of any Company or corporation, or by mortgages or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, deal with or dispose of any consideration so received.
22. To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of shares or debenture capital or other securities of the Company in or about the formation or promotion of the company or the conduct of its business and to pay the preliminary expenses of the Company.
23. To sell, improve, manage, develop, turn to account, exchange, let on rent royalty, shares

of profits, salami or otherwise mortgage, grant licences, easements, options, and other rights of and in any other manner deal with or dispose of the undertaking of the Company or any part thereof or all or any of the assets and property for the time being of the Company and for any consideration, whether in cash or in shares (fully or partly paid) debentures, debenture stock or other interest in or securities of any Company having objects altogether or in part similar to those of this Company.

24. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press by circulars by purchase and exhibition of works of art or interest or in parts similar to those of this Company.
25. To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or in directly the objects or interests of this Company and to acquire and hold shares, stock or securities of and guarantee the payment of the dividends or capital of shares or stock or the interest or principal of any securities issued by or any other objection of any Company promoted by this Company or in which this Company may interested.
26. To subscribe or guarantee money for any national, charitable, benevolent for general public or useful object or fund or for any exhibition or for any purpose which in the opinion of the Board of Directors may be likely directly or indirectly to further the objects of the company or the interests of its members.
27. To distribute among the members in specie any assets or property of the Company in the event of its winding up.
28. To do all or any of the above things in any part of the world and either as principals agents, trustees, contractors, or otherwise alone or in conjunction with other and either by or through agents, sub-contractors, trustees or otherwise.
29. To grant funds, annuities, pensions, allowances, gratuities and bonus to employees or ex-employees (including Directors and substitute Directors) of the Company or the relations, connections or dependents of any such persons and to establish, support or contribute towards associations, institutions, clubs, schools, funds and trusts (religious, scientific, educational, provident or otherwise) which may be considered calculated to benefit any such persons or the public or otherwise advance the interests of the Company or the public or otherwise of its members and to establish and contribute to any scheme for the purchase of by trustees of shares in the Company to be held for the benefit of the employees to enable them to purchases shares in the Company and to formulate and carry in to effect any scheme for sharing the profits of the Company with its employees or any of them and to subscribe or guarantee money for charitable or benevolent objects for any exhibition or for any public, general or useful object or earmark portion of the profits of the Company or create a fund or funds for any such objects or purposes.
30. To do all such other things as are incidental or conducive in the opinion of the Board of Directors to the above objects or any of them.
31. To amalgamate with any person or Company whose objects and business are similar to those of this Company, whether by sale or purchase (for fully or partly paid shares or otherwise) of all the shares or stock of any such other Company or in any other manner.

IV. The liability of the members is limited.

***V.	<i>The Authorised Share Capital of company of ₹ 15,00,00,000 (Rupees Fifteen Crores) divided into 7,50,00,000 (Seven Crore Fifty Lakh) equity shares of face value of ₹2 each, with all the rights, privileges and conditions attached thereto as per the relevant provisions contained in this behalf and with power to increase or reduce the Share Capital of the Company.</i>
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***\*\*\*Sub-Division of Authorised Share Capital from ₹ 15,00,00,000/- (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crores and Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten) (Rupees Ten) each to ₹ 15,00,00,000 (Rupees Fifteen Crores) divided into 7,50,00,000 (Seven Crore Fifty Lakh) Equity Shares of Rs. 2/- (Rupees Two), vide Ordinary Resolution passed in Extra Ordinary General Meeting held on 12<sup>th</sup> September, 2023.***

***\*\*Increased in Authorised Share Capital from ₹ 10,00,00,000/- (Rupees Ten Crore ) divided into 1,00,00,000 (One Crores) Equity Shares of ₹ 10/- (Rupees Ten ) each to ₹ 15,00,00,000 (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crores and Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) by creation of additional 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- each, each ranking pari-passu in all respects with that class of existing Shares of the Company, vide Ordinary Resolution passed in Extra Ordinary General Meeting held on 25<sup>th</sup> October, 2022.***

***\*Reclassification of Authorised Share Capital from ₹ 10,00,00,000/- (Rupees Ten Crore ) comprising of ₹ 1,60,00,000 (Rupees One Crores and Sixty Lakhs) divided into 16,00,000 (Sixteen lakhs) Equity Shares of ₹ 10/- (Rupees Ten ) each & ₹ 8,40,00,000 (Rupees Eight Crores and Forty Lakhs) divided into 8,40,000 (Eight Lakhs Forty Thousand) Preference Shares of ₹ 100/- (Rupee Hundred) each to ₹ 10,00,00,000/- (Rupees Ten Crore ) divided into 1,00,00,000 (One Crores) Equity Shares of ₹ 10/- (Rupees Ten ) each.”, vide Special Resolution passed in Extra Ordinary General Meeting held on 25<sup>th</sup> October, 2022.***

***[The Company was incorporated on 14<sup>th</sup> September 1983 with Authorised Capital of ₹ 2, 50,000/- (Rupee Two Lakhs Fifty Thousand Rupees only), divided into 2500 (Two Thousand Five Hundred only) Equity Shares of ₹ 100/- (Rupees Hundred only) each.***

***The company authorised capital was ₹ 5, 00, 00,000/- (Five Crores Only) divided into 5, 00,000 (Five Lakhs) equity shares of Rs.100/- (Rupees Hundred only) each. Altered in Extra Ordinary General Meeting held on 25<sup>th</sup> June 2012.***

***The company The Authorized Share Capital was ₹5, 00, 00,000 (Rupees Five Crores Only) divided into 1, 60,000 (One Lakh Sixty Thousand Only) Equity Shares of ₹.100/- each (Rupees Hundred Only) and 3, 40,000 (Three Lakh and Forty Thousand Only) Preference Shares of ₹100/- each (Rupees Hundred Only) each. Altered in Extra Ordinary General Meeting held on 27<sup>th</sup> February 2014.***

***The Authorized Share Capital of was ₹10, 00, 00,000 (Rupees Ten Crores Only) divided into 1, 60,000 (One Lakh Sixty Thousand Only) Equity Shares of 100/- (Rupees One Hundred Only) each & 8, 40,000 (Eight Lakhs Forty Thousand Only) Preference Shares of 100/- (Rupees One Hundred Only) each. . Altered in Extra Ordinary General Meeting held on 05<sup>th</sup> January 2015.]***

We, the several persons whose names and addresses 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 our respective names.

S.NO.	Name, Address, Description and Occupation of Subscribers.	No. of Shares Taken by Each Subscribers.	Signature of Subscribers	Name, Address & Description of Witnesses
1.	Bajranglal Chopdar S/o. R.L.Chopdar  48,Srinivas Nagar, West.Hyderabad (Business)	100 (Hundred)	Sd/-	Witness to both the Signatures. (Atmaram Karwa) S/o. Meghraj Karwa Occ.Service R/o. 20-2-66, Kabootar Khana, Hyderabad-2
2.	K.P. Joy S/o. E.J. Francis  1-11-126, Jaya Villam, Begumpet, Hyderabad-500 016. (Business)	50 (Fifty)	Sd/-	
<b>Total Equity Shares</b>		<b>150 (One Hundred Fifty Only)</b>		

Place: Hyderabad  
Date: 22.08.1983