

**THE COMPANIES ACT, 2013**

**MEMORANDUM OF ASSOCIATION**

**OF**

**RAJOO ENGINEERS LIMITED**

(Company Limited by Shares)  
(Incorporated Under Companies Act, 1956)

- I. The name of the Company is RAJOO ENGINEERS 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) MAIN OBJECT OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:**
    - (A. 1)** To carry on the business of manufacturers, traders, suppliers, commission gents, importers, exporters, stockiest, distributors and dealers of all kinds of plastic processing plants, briquetting plants and machineries.
    - (A. 2)** To carry on business of manufacturers, importers, exporters, dealers, merchant and commission agents of iron and steel castings, alloy casting, grey castings, graded castings, malleable castings, electric fans, electric motors, machine tools and spare parts used in the manufacture of all the said items.

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A):**

1. To purchase, acquire or otherwise take over as a going concern any company or partnership or proprietary concern dealing in and/or manufacturing any items mentioned hereinbefore.
2. To do experimentation, research and development activities in any of the above mentioned business or for any of the purpose stated above.
3. To undertake the other process involving production, experimentation of above products for other persons or parties or concerns whether corporate or incorporate and on contract basis or on commission basis and/or to do packing, repacking and advertising concerning the products of the company.
4. To enter into and execute any contract for the erection of plant, machinery, acquiring land, construction of factory building, sheds, godowns, offices, residential quarters and other buildings and appurtenances thereto necessary for the purpose of setting up and running the business of manufacture of any or all the things, articles, products and commodities stated above.
5. To enter into and execute contracts for the purchase of raw materials, stores necessary for the manufacture, packing, storage, sale, dispatch or for disposal of the goods manufactured and/or dealt with by the Company.
6. To establish laboratories and carry on analytical, experimental works or undertaking in relation to the object of the Company.
7. To repair, alter, remodel, clean, renovate, convert and prepare for resale and resell any goods from time to time belonging to the Company.
8. To enter into, execute, contracts for the purchase, acquisition, transfer of mining and/or forest lease of various materials necessary for the manufacture of products undertaken by the Company.
9. To own works erect, install, maintain, equip, repair, alter and/or otherwise handle or deal in and operate machinery, plants, factories, buildings, laboratories, engines, apparatus required and necessary for the purpose of Company's products and also to enter into foreign collaborations.
10. To acquire on such terms and conditions as may be thought fit and undertake the whole or any part of the business, properties and liabilities of any person, firm, corporation or company carrying on or proposing to carry on any business in India (or elsewhere throughout the world) which this company is authorized to carry on or which can be conveniently carried on by the company in connection with its own business which is deemed suitable for the purpose of this Company or which is capable of being carried on so as directly to benefit the Company.
11. To acquire an interest in amalgamation, enter into partnership or into joint venture arrangement, joint underwriting arrangement, coinsurance arrangement or any arrangement for sharing profit, union of interest, joint venture or reciprocal concession, or for co-operation, or for mutual assistance with any person, firm, corporation or company and to co operate in any way or take or otherwise acquire and hold shares, stock, debentures, debenture stock or securities, or to other

interest in, or lend money to, subsidize, guarantee the contracts of or otherwise assist any such person, firm, corporation or company and to hold and retain or sell, mortgage, with any shares, stock, debentures, debenture stock or securities.

12. To sell, exchange, let on rent, royalty, share of profit or otherwise surrender, grant, licenses, easement and other rights in, of and over and/or in other manager deal with or dispose of the whole or any part of the undertaking, properties, assets, rights, effects of the Company either together or in portions, for such considerations as may be thought fit and in particular fully paid or partly paid shares, stock, debentures, debenture stocks, or securities of any other company.
13. To lend and advance money, or give credit to any company, corporation, firm, or person, and on such terms as may seem expedient and in particular, but without prejudice to the said generality, to constituents, customers and others having dealing with the Company, and to guarantee the performances of the contracts or obligations of any company, firm or person, to guarantee the payment of the capital and principal of and interest or premiums payable on any stock, shares and securities of any company, firm or person whether having objects similar to those of this Company or not, to give all kind of indemnities to release or discharge any debt or obligations owing to the Company.
14. To borrow, or raise or secure the payments of money in such manner as the Company shall think fit, and in particular, but without prejudice to the said generality, by the issue of mortgages, debentures, stock, bonds, or obligations of the Company either redeemable or irredeemable or perpetual and as security for such mortgages, debentures, debenture stock, bonds or obligations or other money so borrowed to mortgages, pledge or charge the whole or any part of the property and rights, both presents and future of the Company or to transfer or convey the same absolutely or in trust and as incidental thereto, to convert powers of sale and other power as may be required.
15. To draw, make, accept, endorse, discount, negotiate, exercise and issue and to buy, sell and deal in bills of exchange, promissory notes, bill of lading and other negotiable or transferable instruments.
16. To open current, overdraft, loan, cash credit or deposit account or accounts with any bank, company or person.
17. To lend out, deposit, invest, and deal with moneys of the Company not immediately required in such manner and upon such terms as may from time to time be determined by the Directors.
18. To incur debt and obligations for the conduct of any business of the Company and to purchase or hire goods, materials or machinery on credit or otherwise for any business of the Company.
19. To receive money on deposit at interest or otherwise on such terms as may seem expedient, subject to provisions of the of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules and R.B.I. Directives for the time being in force.
20. To guarantee the repayment of the principal or of the payment of interest on any stock, shares, debentures, debenture stock, mortgages, loans, or other securities issued by or other contract of obligations of other company, corporation, firm or

person, including (without prejudice to the said generality) bank overdrafts, bills of exchange and promissory notes.

21. To enter into any combination or arrangement with any other person, firms or companies and to subscribe to any trade or other association.
22. To apply for and become member of any Company, Association, Society or body corporate having any objects similar or likely directly or indirectly to promote the interests, of the Company.
23. To make donations to any person, company association or for an object likely directly or indirectly to promote the interest of the Company.
24. To encourage the discovery, investigation and inventions and experiments which may seem capable of being used for or in connection with, the business which the Company is hereby authorized to carry on.
25. To pay out of the Company's funds the costs, charges and experiences incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of another Company which may be promoted by this Company in India or any other country.
26. To take or otherwise acquire and hold shares in any other company having objects all together or in part similar to those of this company.
27. To purchase, take on lease or on rent, or otherwise acquire any immovable or movable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant and stock, trade and either to retain any property so acquired for the purpose of the Company's business or to turn the same to account as may seem expedient.
28. To construct, improve, maintain, develop, work manage, carry out or control any buildings, factories or works, or any road ways, branches or sidings, bridges, wells, reservoirs, stores, chaws and other buildings for the business of the Company which may seem calculated directly or indirectly to advance the Company's interest, take part, to contribute, to subsidize or otherwise assist or take part in the construction, improvement, maintenance, development, working management, carrying out or control thereof.
29. To apply for purchase or otherwise acquire any patents, brevet de-invention licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention 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, exercise, develop or grant licenses in respect of otherwise turn to account the property, rights or information so acquired.
30. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical researches, experiments and to undertake and carry on with all scientific technical researches, experiments and tests of all kinds and to promote studies and research both scientific and technical investigations and inventions by providing, subsidizing,

endowing or assisting laboratories, workshops, libraries, lectures, meetings and conference and by providing for the remuneration of scientific or technical professors or teachers and by providing for the awards of exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, tests and invention of any kind that may be considered likely to assist any of the businesses which the Company is authorized to carry on.

31. To establish branches or appoint agencies for or in connection with, any of the objects of the Company. The Company may open its subsidiary offices, show-rooms, sale depots, any where in India or Abroad.
32. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, television, cinema or any improvement thereto by circulars by purchase and exhibition or works and/or art or interest by publication of books and periodicals and by granting prizes, rewards and donations.
33. To establish and support or aid in the establishment and support of association, institution, funds, trusts and conveniences calculated to benefit the employee or ex employees of the Company, or its predecessors in business or the dependents or connections of such persons and to grant pensions and allowances and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general useful object.
34. To enter into any agreement with any of the Governmental authorities Supreme, 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 authority all rights, concessions and privileges which the company may think it desirable to obtain, and to carry out, exercise and to comply with any such arrangements, rights, privileges and concessions.
35. To enter into partnership or into any arrangements for sharing profits or losses or for any union of interest, joint venture, reciprocal concession or co-operation with any person or persons who are either members of the Company or otherwise or Company or Companies carrying or engaging or about to carry on or engage in or being authorized to carry on or engage in any business or transactions capable of being conducted so as directly or indirectly to benefit this Company.
36. To establish or maintain or procure the establishment and maintenance of any Provident Fund of any contributory or non-contributory pension or Superannuation Fund and gratuity fund and to grant donations, pensions, allowances, gratuities, benefits or emoluments and bonus to persons who are or were at any time in the employment or service of the company or of any company which is or has been a subsidiary of the company or who are or at any time Directors of the company or such other companies as aforesaid and the wives, widows, and children or any such persons and other dependent upon them or connected with them, and to provide school, reading rooms, places and recreation and to subscribe to sick or benefit clubs or societies, or otherwise as the company shall think fit for the benefit of such persons and to establish and support or aid in the establishment or support of association, institutions, funds, trusts and conveniences calculated to benefit any such persons and to grant pensions and allowances and to make payment towards insurance and to make donations, to such persons and in such cases as they deem expedient.

37. To remunerate the Directors and employees or servants or any agent for the company and others out of or in proportion to the returns or profits of the company, or of any particular business carried on by it, as the Directors may think fit.
38. To pay commission to any person, firm or company in consideration of his or their subscribing or agreeing to subscribe whether absolutely or conditionally for any shares of or in which this company may be, or about to be interested.
39. To give any person, firm or company subscribing or procuring or contracting to procure subscription for the capital or debentures on rendering financial or other assistance to this company, or any company, corporation or undertaking in which this company may be interested in substitutions of or in addition to, any other form of remuneration, the right to subscribe for and receive allotment of any of the shares of other securities for the time being un-issued of this company upon such terms as the company may think expedient or the right to underwrite at specified commission any shares or debentures to be offered at any future time by the company for subscription, whether within a specified time or generally.
40. To employ or otherwise acquire or engage the services of technical experts, engineers, consultants, foreman, mechanic and skilled and unskilled labour for any of the purposes of the business of the company.
41. To establish, donate, contribute, subscribe, promote, support, or aid or otherwise assist or guarantee money to charitable, benevolent, religious, scientific, national, public or other institutions, funds or objects or for any public, general objects.
42. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Funds or any other special Fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the company or for any other purpose conducive to the interests of the company.
43. To distribute among the members in specie or in kind or to gift in favour of any person, firm, body corporate or institution any property of the company or any proceeds of sale or disposal of any property of the company so that no distribution amounting to a reduction of capital or of dividend be made except on conformity with requirements of law for the time being in force.
44. To refer, agree to refer any claims, demands, disputes or any question by or against the company, or in which the company is interested or concerned, and whether between the company and the member or members or his or their representatives or between the company and third party to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
45. To distribute among the members in specie, any property of the company or proceeds of sale or disposal of any property of the company in the event of its winding up subject to the provisions of The Companies Act, 2013.
46. To procure the incorporation, registration or other recognition of the company in any country, state or place and to establish and regulate agencies for the purpose of the company's business and to apply or joint in applying to any Parliament, Government, Municipal or other authority or body, for any rights or privileges that may seem conducive to the company's objects or any of them, and to oppose any proceedings or application which may seem calculated directly to prejudice the company's interest.

47. To pay satisfied or compromise any claims made against company in respect of any contract entered into by company which may be deemed expedient to pay, satisfy or compromise.
48. To underwrite, acquire, take up and hold shares, stock, debentures, debenture stock, bonds, obligation, securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country and debentures, debenture stock, bonds, obligations, and securities issued or guaranteed by any Government, Sovereign Rural, Commissioner, Public Body or Authority Supreme, Municipal, Local or otherwise whether at home or abroad.
49. To promote or joint in the promotion of any company or companies for the purpose of acquiring all or any of the properties rights and liabilities of this company or for any other purpose which may seem directly or indirectly calculated to benefit this company, and to underwrite shares and securities therein. The company may promote wholly owned or partly owned companies, firms.
50. To undertake and execute any trust the undertaking of which may seem to the company desirable and gratuitous.
51. To insure the whole or any part of the property of the company either fully or partially to protect and immediately the company from liability or loss in any respect either fully or partially and also to insure and protect and indemnify any part or portion thereof either on mutual principle or otherwise.
52. To enter into arrangement for technical collaboration and/or other form of agreements including capital participation with foreign or Indian manufacturer of products which the company is empowered to manufacture or of any products manufactured or proposed to be manufactured or processed by the company and to pay for such technical assistance or collaboration, royalties or other fees in cash or by allotment of equity or other capital of the company credited as paid up or issue of debenture stock.
53. To pay for any property or rights acquired by the company or services rendered or to be rendered to the company, either in cash or in fully paid or partly paid shares of the company, and that either with or without preferred rights in respect or dividend or repayment of capital or by any stock, debentures, debenture stock or other securities which the company has power to grant or issue or partly in one mode and partly in another, and generally on such terms as the company may approve.
54. To do all or any of the above things in all or any of state of India, and/or in any part of the world, and either as principals, agents, contractors, trustees, or otherwise and by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others.
55. To carry on either as manufacturers, importers, exporters, traders, consignees, consignors, principals, owners, agents, or factors and either whole sale or retail all or/and of the business following that is to say any Oil Stoves, Electric Stoves, Pressure Stoves, Gas Stoves, Machinery of all kinds and description, Electric goods, Rubber, goods, Pipes, and Pipe fittings, Rubber materials of all kinds, Oil Seals, Rubber valves, Rubber bush, Iron and Steel, Ferrous and non-ferrous articles, Hardware products and all types of foundry work and business in all

accessories and spare parts whether akin or adaptable or not to the nature of the business aforesaid.

56. To carry on the business of manufacturing, selling and otherwise dealing in Flash lights, Lamps-ware, Stoves and spares, batteries of all types, Electric accessories, Flash lights, Bulbs, Electrical instruments, and appliances and Chemicals, Paints, Pigment and Varnishes, Perfumery makers, and dealers in proprietary articles of all kinds and Electrical Dyes and chemicals, building materials, plastics, leather goods, hardware items, Iron and Steel materials, Mill Gin stores, Iron and steel rods, wire rods, Bolts, Nuts, Nails, wires of all kinds, plants of all kinds, machineries, Tools, Instruments, Rolling mills, smelting works, Ropes of all kind, Textile mills, Power station, Automobiles, plywood, planks, Furniture, Automobile parts, Cycle parts, Machinery parts, Mechanical, Electrical, Electrical and Metallurgical Engineers in all their branches, Metal works, Boiler makers, Smithy, Wood workers, Building painters and gas makers, packing materials of all kinds, polyethylene bags, wooden boxes, household articles of all types, all forms of accessories, fittings, contrivances and equipments. All sorts and kinds of resins, waxes, shellac, lacquers and similar and like materials and adoption of processes, methods for means including Blow molding, Injection molding, extrusion, vacuum forming, vacuum mechanizing, hot melt coating, rubber chemicals, plastic and resinous materials adhesive, composite surface achievements, coating resins, drugs and pharmaceuticals, chemicals, solvent, marine chemicals, synthetic chemicals and all types of industrial chemicals and in all substances, apparatus capable of being used in any such manufacturing or business as aforesaid.
57. To manufacture, buy, sell, exchange, alter, install, work, improve, export and otherwise deal in all kinds of plant, machinery, wagons, rolling stock, tools, apparatus, utensils, commodities, substances, materials necessary, useful or convenient for carrying on engineering industry.
58. To employ own purchase, take on hire or otherwise acquire, vessels, boats and all other vehicles for carrying on the business of transportation of goods, animals and passengers in all parts of the world.
59. To carry on business of electricians, electrical engineers and manufacturers and/or suppliers of all kind of electrical machinery and electrical apparatus for the purpose of the generation, transmission, distribution and testing of electrical and automatic power. To manufacture and deal in machineries for heat, light and power generation.
60. To provide on rent or lease machineries, properties, land, offices, office equipments, furniture, vehicles, and such other movable and immovable properties acquired by the company.
61. To undertake the custody and warehousing of merchandise, goods and materials and to provide special storage facilities according to requirements.
62. To manufacture or deal in all kinds of paper, board and pulp and containers such as tin-cans, glass jars, bottle, paper boxes or other types of containers and packages, suitable for the packing and preservation industry and to utilize waste materials in the process of manufacturing the said containers for making suitable by products there from.
63. To carry on the trade or business of iron master, mechanical engineers, steel makers, iron and steel converters, colliery proprietors, coke manufacturers, mineral



smelters and refiners, engineers, tin-plate makers and iron founders, brass foundries, boiler makers, mill wrights, water works engineers, machinists and smiths in all their respective branches.

64. To undertake the business of advertising, publicity, sales promotions, public relations, press relations and marketing in all their branches, kinds, types, and processes, mass communications, all types of consumer market, industrial, sociological and advertising research, graphic designing including product packing, exhibition, photography, printing and litho works.
  65. To carry on, manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether, steam, hydro or tidal, water, wind, solar, hydrocarbon fuel or any other form, kind or description.
  66. To formulate, promote, finance, aid, assist, establish, manage, control, own and operate Industrial Parks, Industrial Clusters, Sector Specific Industrial Parks, Manufacturing Zones which covers any nature of Industrial Parks, schemes, projects or programmes and to provide and develop infrastructure facilities including factory sheds, godowns, marketing facilities, warehouses, facilities of communications, generation & distribution of power, water drainage, housing, hospitals, institutions of health and education and other services of any description in order to promote and assist the rapid and orderly establishment, growth and development of industries and commerce in the State of Gujarat or in any part of India.
  66. Generally to do all such other matters and things as may appear to be incidental or conducive to the attainment of the above objects or any of them or consequential upon the exercise of its powers or discharge of its duties.
  67. Nothing in the forgoing clauses shall authorize the company to do any business which fall within the purview of the Banking Regulation Act, 1949 or The Insurance Act, 1938.
- IV. The liability of the Members is limited.
- V. The Authorised share capital of the Company is Rs.7,70,00,000/- (Seven Crores Seventy Lacs only) divided into 7,70,00,000 (Seven Crores Seventy Lacs only) Equity shares of Re.1/- (One) each.
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**Notes:-**

- (a) The Authorised Share Capital of the Company increased upto Rs. 7,70,00,000/- w.e.f. 13<sup>th</sup> April, 2013 in accordance with Scheme of Merger as approved by Hon'ble High Court of Gujarat. (The said Scheme came into effect from 13<sup>th</sup> April, 2013)
- (b) The Authorised share capital of the Company has been increased from Rs. 5,00,00,000/- (Rupees Five Crores Only) to Rs. 7,00,00,000/- (Rupees Seven Crores Only) by passing Resolution in Annual General Meeting of the members of the company held on 28<sup>th</sup> July, 2011.
- (c) The Authorised share capital of the Company has been increased from Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs Only) to Rs. 5,00,00,000/- (Rupees Five Crores Only) by passing Resolution in Annual General Meeting of the members of the company held on 10<sup>th</sup> August,2009.

- (d) The Clause V was amended by passing the Resolution in the Annual General Meeting of the Company held on 10<sup>th</sup> August, 2009. This is only Sub-Division of capital from Rs. 3,50,00,000/- divided into 35,00,000 (Thirty Five Lacs) equity shares of Rs. 10/- each to Rs. 3,50,00,000 (Rupees Three Crore Fifty Lacs) divided in to 3,50,00,000 (Three Crore Fifty Lacs) equity shares of Rs. 1 (Rupees One) each. There is no increase in authorised share capital of the Company.
- (e) The Authorised share capital of the Company has been increased from Rs. 2,00,00,000/- (Rupees Two Crores Only) to Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs Only) by passing Resolution in General Meeting of the members of the company held on 06<sup>th</sup> July, 1993.
- (f) The Authorised share capital of the Company has been increased from Rs. 2,00,000/- (Rupees Two Lacs Only) to Rs. 2,00,00,000/- (Rupees Two Crores Only) by passing Resolution in General Meeting of the members of the company held on 25<sup>th</sup> April, 1992.

We, the several persons whose names and addresses are subscribed are desirous of being formed in to a Company in pursuance of this Memorandum of Association and we respectively agree to take number of shares in the capital of the Company as set out opposite our respective names.

Name of Subscribers	Address Description and Occupation of the Subscribers	No. of Equity shares taken by each subscriber	Signature of Subscribers	Names and Signature of the Witnesses and their Addresses Descriptions Occupations
Rajesh Doshi S/o. Shri Nalalal Hirachand Doshi	'Vatsalya', Behind Sardarnagar, Manavadar. Business.	11 Eleven	Sd/- R. N. Doshi	All the four subscribers have signed before me.
Bipin Harilal Panchamiya. S/o. Shri Harilal Shamalji Panchamiya.	'Vatsalya', Behind Sardarnagar, Manavadar. Business.	11 Eleven	S/d- B.H. Panchamiya	Sd/-  D. K. Takwani  Dipak Takwani S/o. Shri Kantilal Takwani,
Nita Kishor Doshi W/o. Shri Kishor Nanalal Doshi	'Vatsalya', Behind Sardarnagar, Manavadar. Business.	11 Eleven	Sd/- N.K. Doshi	"MATRUCHHAYA" Station Road, Manavadar.
Khimji Parsottam Aghera S/o. Parsottam Lavji Aghera.	Sardargadh para, Manavadar. Business.	11 Eleven	S/d. K.P. Aghera	

Dated this 17<sup>th</sup> Day of October, 1986

Place: Manavadar