

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SHREYAS FABTECH LIMITED

1. The name of the company is **SHREYAS FABTECH LIMITED**.
2. The Registered office of the Company will be situated in the State of Maharashtra.
3. (a) **The objects to be pursued by the company on its incorporation are:**

To manufacture, produce, formulate, pack, repack, process, design, develop, assemble, install, improve, treat, alter, solder, weld, joint, cut, coat, manipulate, fabricate, mix, job work, purify, refine, use, acquire, engineer, smelt, maintain, repair, service, preserve, trade, market, distribute, promote, exhibit, hold, buy, sell, resell, import, export, merchant, advice, train and act as broker, agent, shipper, designer, representative, franchiser, consultant, collaborator, contractor, job worker, fabricator, liaisoner, stockist, dealer in any manner whatsoever in India or abroad all types, kinds, grades, specifications, descriptions, applications, modalities, fashions, including by-products of engineering products including metal pressing/ parts, steel fabrication, structure fabrication, general fabrication, parts of telecommunication towers, parts of weigh bridge, parts of wind mill, M.S. casting.

3. (b) **Matters which are necessary for furtherance of the objects specified in clause 3(a) are:**

1. To do the business as manufactures, processors, assemblers, erectors, converters, processors, fabricators, installers, suppliers, traders, stockiest, importers, exporters, designers, repairers, conveyors, escalators, fabricators, dealers, elevators, reconditioners, buyers, sellers, distributors, agents, job-workers of and to process, design, erect, install, repair, maintain, operate, deal, buy and sell, supply distribute and deal on wholesale or retail basis all types, kinds and levels of medical equipments, machines, scanners, accessories, tools, instruments, parts, accessories and spares thereof.
2. To take on lease, rent, hire, construct, build, establish, erect, promote, undertake, acquire, own, operate, equip, manage, renovate, recondition, maintain and run office, factory, workshop, service centre for all types of equipment, their parts, components in tune with furtherance of main object of the company.
3. To employ, engage, hire technical experts, technical staff, quality control and analysis professionals for processing and providing solutions in connection with main activity of the company.
4. To establish and maintain information system to provide reliable information exchange of knowledge, experiences, research findings, training standards, and innovations in the main object of company.



5. To edit, print, publish, distribute, sell the books, manuals, booklets, brochures, catalogues, journals, periodicals and Compact Discs (CDs), Video Compact Discs (VCDs), DVD useful in line with for promotion of main objects of the company.
6. To design, develop, maintain, operate, own, establish, host, provide, create websites, Portal Sites, software, applications, helpline, telephonic support, SMS support, Premium Web content, intelligent links, quality optimization & competitive search engine for promoting objects of the company and to offer online counseling and other services which is feasible by using internet or any other such international networks for furtherance of the main object of the company.
7. To seek recognition, collaborations and to do tie ups, joint ventures, franchise, affiliations, associations co-operations with institutions, bodies, governments, companies, corporate, individual in India and abroad for fulfillment of the objectives of the company.
8. To establish quality control department, research and development centers for scientific and technical research, experiments and tests of all kinds and to utilize and to exploit the result of the scientific and industrial researches and to get patent rights in respect of discoveries, inventions, improvements and processes developed by the company.
9. To take on lease, rent, hire, construct, build, establish, erect, promote, undertake, acquire, own, operate, equip, manage, renovate, recondition, maintain and run warehouses, godowns, storages, multi storage buildings, for carrying out the main object of the company in India or abroad.
10. To take over the management, supervision and control of the business or operations of any sole proprietary concern, firm, company or limited liability partnership firm having similar object.
11. 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 considered to be preliminary, including therein the costs of advertising, printing the stationery and expenses attendant upon the formation of agencies, branch offices.
12. To insure with any person or company against losses, damages, risks and liabilities of any kind, which may affect the Company and properties, assets, undertaking and belongings of the company, either wholly or partially as board of directors deem fit.
13. To appoint, establish trusts to hold securities on behalf of and to protect the interests of the company.
14. To acquire from time to time and to deal in all such stock and trade, goods, chattels and effects as may be necessary or convenient for business for the time being carried on by the company.
15. To repair, alter, re-model, clean, renovate, manipulate and prepare for re-sell any goods, materials from time to time belonging to the company.
16. To take part in the formation, supervision or control of the business or operations of any company or undertaking having similar objects, and for that purpose to act as an issue house, registrars and share transfer agents, financial advisers or technical consultants or in any other capacity, and to appoint and remunerate any Directors, Administrators or Accountants or other experts and agents.
17. To guarantee the payment of money and performance of contract or engagements entered into by any company or person, and to secure the payment of money and performance of any contracts



or engagements entered into by this Company, and to discharge any debt or otherwise, obligation of or binding upon this Company by mortgage or charge upon all or any part of the undertaking, property and rights of the Company (either present or future or both), including its uncalled capital or by the creation of issue of debentures, debenture stocks or other securities or by any other means.

18. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, or any person, firm or company that may seem conducive to the Company objects or any of them, and to obtain from any such Government, authority, person, firm, or company any rights, privileges, charter, contracts, licenses, and concessions which the Company may think fit and desirable to obtain, and to carry out exercise, and comply therewith.

19. To purchase, take on lease or in exchange, hire or otherwise, acquire any immovable or movable property and rights or privileges which the Company may think necessary or convenient for the purposes of its main business and, in particular, land, buildings, easements, machinery and plant and either to retain any property, so acquired for the purposes of the Company business or to turn the same to account as maybe expedient.

20. To exercise all or any of its corporate powers, rights and Privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.

21. To sell, lease, grand licenses, easements and other rights over and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company.

22. To let on lease or on hire-purchase system or to lend or otherwise dispose of any immovable or moveable property belonging to the Company.

23. To pay out of the funds of the Company all expenses which the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital debentures and other negotiable or transferable instruments including brokerage and commissions for obtaining applications for or taking placing or underwriting or procuring the under-writing of shares, debentures or other securities of the Company.

24. To draw, make, accept, endorse, discount, execute and issue bills of Exchange, promissory notes, bills of lading, warrants, or securities.

25. To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patents, rights, brevets invention, trade mark, designs, licenses, concession and the like conferring any exclusives or non-exclusives or limited right to their use, or any secret or other information as to any brevets any invention which may seem capable of being used for any of the purposes of the company or the acquisition of and to use, exercise, develop or grant licenses, in respect of on otherwise turn to account the property, rights, or information so acquired, and to expend money in experimenting upon and testing or improving any such patents, inventions or rights.



26. To receive money on deposit other than public deposits or loan and borrow or raise money in Such manner as per the provisions of section 73 read with Companies (Acceptance of Deposits) Rules, 2014 along with exemptions, exceptions, modifications, adaptations thereon and in particular by the issue of secured debentures, or debenture-stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets or undertaking of the Company (both present and future), including its 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 or limited liability partnership firm or of any obligation undertaken by the Company or any other person or company or limited liability partnership firm as the case and to accept unsecured loans from directors, promoter and their relatives, Security Deposit from employees as per applicable provisions of Companies Act, 2013, RBI Act, 1934 and Rules and Regulations made there under along with exemptions, exceptions, modifications, adaptations thereon.

27. To advance money or to give credit to such persons or companies or limited liability partnership firm and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contractor obligation and the payment of money of or by any such persons or companies or limited liability partnership firm.

28. To appoint dealers distributors, agents, sub-agents, sub-contractors contractors, liaison officers, attorneys and persons as the office bearer of every designation, descriptions and trade and technical experts, foremen and skilled and unskilled labour for any of the purpose of the business of the Company.

29. To apply for, promote and obtain the registration or other recognition of the Company for the purpose of the Company's business, and to apply or join in applying to any Parliament, Local Government, Municipal or other authority or body for any acts of Parliament, laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's objects.

30. To amalgamate, merge or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, license of reciprocal concession or for limiting competition with any person or persons or company or companies carrying on or engaged in, or about to carry on or engage in, or being authorized 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.

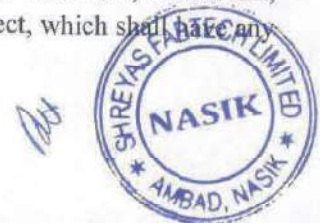
31. To open bank accounts of all nature, including overdraft account, and to operate the same and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and the other negotiable or transferable instruments, and to deal with all documents mercantile or otherwise, in the ordinary course of business.

32. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund or any other Special Fund, whether for repairing, improving, extending or maintaining any of the property of the Company, or for any purpose conducive to the interests of the Company

33. To indemnify, reimburse officers, Directors and employees of the Company against proceedings, cases, damages, claims and demand in respect of anything done or ordered to be done for any loss, damages or misfortune, which shall happen in the execution of their duties.



34. To appoint Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested and to remunerate Managing Directors, Whole time Directors, Directors and other Officers of the Company, as decided by the Board of Directors, from time to time.
35. To invest any of the surplus money and funds of the Company, from time to time, with Government or in debentures or other securities for money issued by or on behalf of any Municipal body or of any Corporate body established in India under the authority of any Act or legislature established in India or in shares or securities or fixed deposits, or by way of loans on interest in any of the local banks or with any firms, companies or banks in such other securities, as may, from time to time, be determined by the Directors, and from time to time, sell or vary all such investments, and to execute all assignments, receipts and documents that may be necessary in that behalf.
36. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-annuation funds for the benefits of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or who are or were at any time Directors or Officers of the Company, or and the wives, widows, families and dependants of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance the interest and well-being of the Company, or an make payments to or towards the insurance of any such person as aforesaid, either alone or in conjunction with any such other Company as aforesaid and to establish agencies, branches, or appoint representatives in India and elsewhere for furtherance of the business of the Company, and regulate and discontinue same.
37. To undertake and execute any trusts the undertaking of which may seem to the Company desirable and either gratuitous or otherwise.
38. To expend money in experimenting upon and testing, and in improving or seeking to improve, and giving publicity to and placing upon the market any products, which the Company may acquire or propose to acquire and to employ experts to investigate and examine into the conditions, prospects, values, charter and circumstances of any business, undertakings, and generally of any assets, property or rights.
39. To refer or agree to refer to arbitration, any claim, demand, dispute, legal proceedings or any other question, by or against the Company, or in which the Company is interested or concerned.
40. To incur debts and obligations for the conduct, and to purchase or hire goods, materials or machinery on credit or otherwise of the business of the Company.
41. To provide for the welfare of the directors, ex-directors, employees or ex-employees of the Company and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or by grants of money pensions, providing insurance, allowances, bonus or other payments or by creating, and from time to time, subscribing or contributing to provident or other associations, funds or trust, and by providing or subscribing or contributing towards places of instructions and recreation hospitals and dispensaries, medical attendance and other assistance, as the Company shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions, associations and object, which shall have any



moral or other claim to support or aid by the Company, either by reason or locality of operations or of public and general utility otherwise.

42. Subject to provisions of the Companies Act, 2013 to place, to reserve or to distribute as bonus shares among the members or otherwise, to apply, the Company may, from time to time, think fit, any monies received by way of premium on shares or debentures issued at a premium by the Company, and monies received in respect of forfeiture shares and moneys arising from the sale by the Company of forfeited shares.

4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

5. The share capital of the company is Rs.22,00,00,000/- (Rupees Twenty-Two Crore Only) comprising 2,20,00,000 (Two Crore Twenty Lakh Shares) of face value Rs.10/- (Rupees Ten Only) each.

Note:

1. *Clause 5 has been altered vide the Ordinary Resolution passed at the Extraordinary General Meeting of the members of the company held on July 28th, 2023.*
2. *Clause 5 has been altered vide the Special Resolution passed at the Extraordinary General Meeting of the members of the company held on August 25th, 2025.*

