

THE COMPANIES ACT, 2013
COMPANIES LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
***SHIV TEXCHEM LIMITED**

1. The name of the Company is "SHIV TEXCHEM LIMITED"
2. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.
3. The objects for which the Company is established are: -

A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To Carry on the business of manufactures, buyers, sellers, dealers, commission agents, importers, exporters and distributors of dyes and dye intermediates, all type of textiles, organic and inorganic chemicals, chemicals compounds and element (Solid, liquid and gaseous) heavy and fine chemicals, chemicals of nature, chemicals, components, chemical products, textile, chemicals, chemical auxiliaries, any type of chemicals and any other product.

B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE :-

2. To carry on the business as traders in plant, machinery apparatus, utensils and accessories used for chemical industry.
3. To process, import, export, buy, sell, distribute and or otherwise deal in paints varnishes, finishes, lacquers, insulation materials and coating composition enamels, nitro-cellulose paints (motor body paints) and refined deodorised hydrogenated oils, mineral oils, fats, essential oils, aromatic chemicals, chemical products, soaps and their by-products.
4. To carry on business as importers, and exporters, or dealers and brokers in and buy, sell, make advances upon or otherwise trading in ferrous and non-ferrous metals, plywood, computers and peripherals, marbles, plastics and molding, chemicals materials relating to the object to the company.
5. To carry on business as consultants or advisors and to undertake research work in the field of chemical, computers and electronics including piles plant designs, erection and operation.
6. To mortgage and charge the undertaking and all or any of the moveable or real property of the Company whether present or future and all or any of the uncalled capital for the time being of the Company.

*** Altered vide Special Resolution passed at Extra Ordinary General Meeting held on June 11, 2024**



7. To borrow or raise money, at interest or otherwise in such manner as the Company may think fit and in particular, by the issue of debentures or debenture-stock, perpetual or otherwise including debentures or debenture-stock convertible into shares in this as any other company or companies or perpetual annuities and in security of any such money so borrowed, raised or received to mortgage, hypothecate, pledge or charge the whole or any part of the property assets or revenue of the. Company, present or future including its uncalled capital by special assignment or otherwise and to transfer or convey the same absolutely or in trust and to give the lenders power of the same and other power as may seem expedient and to purchase, redeem, exchange, vary, extend or pay off and from time to time reissue any such securities. But the Company shall not do any Banking business, as defined in the Banking Relations Act, 1949 and subject to the provisions of Section 58A of the Companies Act, 1956 and Reserve Bank of India directives.
8. To secure the payment of any money borrowed or raised or owing or the performance of obligations incurred by the Company by the creation and issue of redeemable or irredeemable perpetual debenture bonds, debenture-stock payable to bearer or otherwise or by mortgages, charges, or other securities, and to further secure of collaterally secure any securities of the Company by a Trust Deed or otherwise and to confer upon the trustees of any such Trust all such powers of managements and realization and also such powers of supervision, control, vote and otherwise as the company may consider expedient.
9. To issue any share or securities which the Company has power to issue fully or partly paid up as the whole or part of the purchase price of any property acquired by the Company or in consideration of services rendered to the Company or for other valuable consideration.
10. To amalgamate or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint ventures, reciprocal concession or otherwise, with any person, firm or company carrying on or engaged in any business or transaction which this Company is authorised to carry on or engaged in, and to lend money to guarantee the contracts of or otherwise assist or subsidise any such person, firm or company and to take or otherwise acquire share and securities of any such company, and to sell, hold, reissue, with or without guarantee or otherwise deal with the same and to give to any person, firm or company special rights and privileges in connection with control over this Company, and in particular the rights or nominate one or more Director of the Company.
11. To enter into any agreement or arrangements with any authorities, Government, Municipal, Local, Railway, Steamship Companies or otherwise that may seem conducive to this Company's objects or any of them and to obtain from any such authority any rights, monopolies, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
12. To purchase, take over, otherwise acquire for cash or to exchange or otherwise all or any part of the undertaking, any business, goodwill, property, rights, assets or liabilities of any company or persons carrying on or about to carry on any business which this Company is authorised to carry on and so that any business may be purchased as from a past date on the following that the profit derived therefrom and from the assets employed therein down to the date of actual purchase may be treated as profits of the Company and dealt with on that footing whether the Company was or was not in existence at the time when such profits were actually earned and to pay for the same by shares, debentures, bonds, cash or otherwise.



13. To promote, establish, form, organize and to register or to aid, assist in the promotion, establishment, formation, organisation and registration of any other company for the purpose of purchasing or otherwise acquiring, working or otherwise dealing with all acquiring, working or otherwise dealing with all or any part of the business or undertaking or any assets or liabilities of the Company or any property in which the Company is interested or for any other purpose with power to assist any such company by paying or contributing towards the preliminary expenses or providing the whole or part of the capital by taking or subscribing for shares preferred, ordinary or deferred therein or by lending money thereto or partly in one mode and partly in another.
14. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose whatsoever conducive to the interest of the Company.
15. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or other institution or objects or for any exhibition.
16. To incur debts and obligation for the conduct of any business of the Company and to purchase or hire goods, material or materials or machinery to credit or otherwise for business or purpose of this Company.
17. To insure with any person or company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partly.
18. To place, to reserve or to distribute as bonus shares 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 debentures issued at a premium by the Company any moneys received in respect of forfeited shares and moneys arising from the sales by the Company for forfeited shares.
19. To refer or agree to refer any claims, demands, disputes, or any other question by or against the Company or in which the Company is interested or connected and whether between the Company and the member and members or his or their representative or between the Company, and third party to arbitration in India or at any place outside India and to observe and perform and to deal, acts, deeds, matters and things to carry out or enforce the awards.
20. To distribute any of the property of the Company specie among the members, subject to the provisions of the Companies Act, in the event of winding up.
21. To lend or advance or give on credit moneys either on such terms as may seem expedient, and to guarantee the payment of moneys or the performance of any contract or other obligation by any other company or person whether a member of the Company or otherwise.
22. To remunerate, whether, by fixed sum or commission or participation in profits or partly income in one way and partly in another, the officers, employees and the Directors of the Company or any parties for services rendered or to be rendered or in placing as assisting to place any share in the Company's capital or any debentures, debenture-stock or other securities of the Company in or about the formation or promotion of the Company or the conduct of its business or activities.



23. To employ or otherwise appoint technical experts, engineers, mechanics, foremen, and skilled and unskilled labour for any or the purpose of the business of the Company.
24. To make pecuniary grants by way of donation, bonus, subscription, allowance, provident fund, gratuity, guarantee or otherwise to or for the benefit of persons, who are or have been employed by the Company or otherwise and widows, orphans and dependents of any such persons and to or in aid of association or funds for the benefit of any of those objects and to hospital and for other charitable or benevolent object or public institution.
25. To form, establish, promote, subsidise, aid, acquire, organise, or be interested in any company, or partnership for the purpose of acquiring by purchase exchange or otherwise, all or any of the property and liabilities of this Company or which may seem capable of being conveniently carried on in connection with may any of the objects of the Company.
26. To provide for the welfare of the Directors, Officers, Employees and ex-Directors, ex-Officers and ex-Employees of the Company and the wives, widows and families or the dependents or connection of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonus or other payment, or by creating and from time to time subscribing or contributing to provident or other associations, institutions, funds, or trusts, and by providing or by subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendants and other assistants 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 and objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
27. To remunerate (by cash or otherwise or by other assets or to remunerate by allotment of fully or partly paid up or in any other manner) any person, firm, association or company for services rendered or to be rendered in giving technical aid, and advice, granting licences or permission for the use of patents, trade, secrets, trademarks, processes and acting as trustees for debenture holders or debenture-stock holders of the Company or for subscribing or agreeing to subscribe subscriptions whether absolutely or conditionally or fu. procuring or agreeing to procure subscription whether absolute or conditional for any shares, debentures or debenture-stock, or other securities of the Company or for services rendered in or about the formation or promotion of the Company or for guaranteeing payment of such debenture- stock or other securities and any company promoted by this Company or introducing any property or business to the Company or in or about the conduct of the business of this Company or in or about the conduct of the business of this Company or interest thereon.
28. To sell, improve, manage, develop, exchange, lease, surrender, accept, surrender of lease, mortgage, change, repair, extend, maintain, assign, transfer, enfranchise, dispose of or turn to account, or otherwise deal with all or part of the property, undertaking, assets and rights of the Company on such terms and conditions as the Company may think fit and in particular for shares, debentures bonds or securities.
29. To seek foreign assistance or co-operation or collaboration for the purposes and to achieve the objects mentioned in this Memorandum and also to work out the objects as per this Memorandum jointly with foreign technicians and or firms, companies, interested in business of nature carried only by the Company, provided that the word 'Foreign' in this clause means outside the Union of India.



30. To do the above things either as principals, agents trustees, contractors or otherwise and by or through agents, sub-contractors, trustee or otherwise, and along with or in conjunction with others.
31. To erect, construct, lay down, enlarge, alter and maintain any buildings, works, and to manage, improve, alter, rebuild, adopt, develop and deal with or turn to account any property immovable or movable of the Company.
32. To apply for, purchase or otherwise acquire any patents, brevets d'inventions, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to may 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 and to use, exercise, develop or grant licenses in respect of or otherwise to turn to account or deal with the property rights or information so acquired.
33. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any persons, whomsoever, whether incorporated or generally or become surely for the performance of any contracts or obligations.
34. To obtain any Act of any legislature in India to establish the Company to carry out of its objects into effect and for effecting any modification of the Company's construction or for any other purpose as may be expedient, and to oppose any proceedings or applications which may seem calculate directly or indirectly to prejudice the Company.
35. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by circulars, by exhibitions, by publications of books and periodicals and by granting prizes, rewards and donations.
36. To purchase, acquire or otherwise obtain and to enter into all manner of technical, financial and or other collaboration agreements with any person firm, company or body corporate or local body or authority or Government of India, both Central as well as State or in any part of the world for the purchase of acquisition of technical knowledge, know-how, or any other secret technical or other information for the purpose of carrying on business and to sell, impart or otherwise disclose and to enter into all manner or technical, financial or other collaboration agreements with any person, firm, company or body corporate or local body or authority or Government of India, both Central, as well as state or Government of any country or in any part of the world for the sale imparting of or disclosing technical knowledge, know-how or any other secret, technical or other information owned and to passed by the Company.
37. To institute, conduct, defend, compound and legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and pay, satisfy or compromise any claim made against the Company or any of its officers notwithstanding that the claim may not be valid at law.
38. To sell or dispose of the undertaking 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 having objects altogether or in part similar to those of this Company
39. To payout of the funds of the Company all preliminary expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the



issue of its capital including brokerage and commission for obtaining application for or taking or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

40. To open any kind of account in any bank and to make, accept and endorse and execute promissory notes, bills of exchange and such other negotiable instruments of all types in connection with the main business of the Company.
4. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the share held by them.
5. (a) The Authorized Share Capital of the Company is INR 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of INR 10/- (Rupees Ten) each.
(b) The minimum paid up capital of the Company shall be Rs. 1,00,000/-. (Rupees One Lakh only).

**For and on behalf of
SHIV TEXCHEM PRIVATE LIMITED**



Vikas Pavankumar

Director

DIN: 00323118

