

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF
CHEMTECH INDUSTRIAL VALVES LIMITED

(New Set of Memorandum of Association as per companies Act, 2013 has been adopted by passing Special Resolution in Annual General Meeting held on 29/09/2017)

- I. The name of the Company is 'CHEMTECH INDUSTRIAL VALVES LIMITED'
- II. The Registered Office of the Company will be situated in the state of Maharashtra i.e. under the jurisdiction of the Registrar of Companies, Mumbai in the state of Maharashtra.
- III. 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:
 1. To carry on business as manufactures in engineering goods, machinery, valves, chemical processing and all kinds of processing equipments and industrial valves also to manufacture and get manufactured, buy, sell, distribute, import ,export and deal with stop valves, safety valves, reducing valves, stop and non- return valves, globe valves, wedge gate valves, non return (check) valves, feed check valves, water level gauges, parallel slide valves, ball valves, butterfly valves, stainless steel corrosion resistant valves, cast iron valves, self – lubricating taper plug valve, air valves, gun metal valves and diaphragm valves cast carbon steel valves, steel non return valves, automatic isolated valves, taper plug valves, boiler mountings, and accessories, pipe fittings.
 2. **To design, develop, manufacture, assemble, fabricate, get manufactured on job-work or sub-contract basis, produce, process, finish, test, inspect, install, commission, maintain, service, repair, overhaul, refurbish, modernise, buy, sell, import, export, distribute and otherwise deal in, whether on own account or on behalf of others, all kinds of mechanical, electrical, electro-mechanical, hydraulic, pneumatic and motorised products, equipments, assemblies, sub-assemblies, components, spares and accessories; fabricated equipments and fabricated structures of every description (including pressure vessels, tanks, heat exchangers, piping spools, skids, platforms, supports, frames, enclosures and allied fabrications); and cast, forged, machined and heat-treated equipments, components and structural items of all grades, sizes, materials and specifications, whether of ferrous or non-ferrous origin, for supply to steel plants, power plants, oil & gas, petrochemical, chemical, fertiliser, cement, sugar, pharmaceutical, semiconductor, Data Centre, HVAC, water and wastewater treatment, mining, infrastructure, EPC, defence and any other industrial, commercial or institutional sectors, in India and abroad.

Harsh Pradeep Badkur
Chairman and Managing Director
DIN: 00676715



Puneet Pradeep Badkur
CFO & Whole-time Director
DIN: 07803209

*Amendment pursuant to the Special Resolution passed at the Extra-Ordinary General Meeting of the members held on February 13, 2024, for increasing the authorised share capital to Rs. 16 Crores, and the Special Resolution passed at the Annual General Meeting of the members held on September 11, 2024, for further increasing the authorised share capital to Rs. 20 Crores.

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3. **To design, develop, manufacture, fabricate, get manufactured, assemble, install, commission, buy, sell, distribute and otherwise deal in all types of products, equipments, components, assemblies, structures, support structures, mounting systems, balance-of-plant items and allied items required for renewable energy projects of every kind, including solar energy, wind energy, hydro (including small and micro hydro), biomass, biogas, waste-to-energy, green hydrogen, energy storage and such other renewable and sustainable energy projects as may from time to time be recognised, in India and abroad.

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

1. To Partner with companies which provide information and services in the area of quality management.
2. To avail funds from Banks/ Venture Capitalists/ Investor/ Local/ International Individuals/ Corporates as a Loan and/ or as a Capital.
3. To guarantee the due performance and discharge by committees, guardians, executors, administrators, trustees, attorneys, brokers and agents, of their respective duties and obligations.
4. To promote and enter into a collaboration agreement or agreements with any company or companies in India or elsewhere, for the purpose of acquiring all or any of the property, rights and liabilities.
5. To acquire, purchase, takeover and /or amalgamate business or undertakings of companies or firms which under existing circumstances, from time to time, may conveniently or advantageously be combined with the business of the Company, to amalgamate or merge with companies whose business are so acquired, purchased or taken over and/or to enter into any agreement with the object of acquisition of such undertaking and/or business.
6. To acquire and deal with any property real or personal, to erect any buildings or other constructions necessary for the business of the Company.
7. To take part in the formation, supervision or control of the business or operations of any company or undertaking and for that purpose to act as an issue House, Registrars and share Transfer Agents, or in any other capacity and to appoint and remunerate any directors, administrators or accountants or other experts or agents.
8. To receives money on deposit other than public deposit at interest or otherwise for fixed periods, and to lend money on any terms and may be thought fit and particularly to customers or other persons or corporations having dealings with the Company. The Company shall not carry on any business of banking as defined by the Banking Regulation Act, 1949, or any statutory modification thereof.
9. To sell, let on lease or on hire, mortgage, exchange assign, grant licenses for or otherwise dispose of or deal with property, assets or undertaking of the Company or any part thereof,

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for such consideration as the Company may think fit and to sell, improve, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company on such terms and conditions as the Company may determine.

10. To draw, make, accept, endorse, discount, negotiable, execute and issue cheques, promissory notes, and bills of exchanges, bills of lading, and other negotiable or transferable instruments.
11. To negotiate loans, underwriting, contracts, mortgages, equality participation, cash credit, overdrafts and other financial facilities from banks, financial institutions, Government or Semi-Government bodies and others for the Company or for any companies, firms societies, and associations.
12. To procure the Company to be recognized in any foreign country or place, and to establish branches, agencies, showrooms, depots, sales and other offices or workshops in or outside India, and to discontinue and reconstitute any such branches, agencies.
13. To invest and deal with the moneys of the Company not immediately required, in such manner as may from time to time be thought fit, and to vary the investment of the Company.
14. To remunerate any person, firm or company for services rendered or to be rendered for placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company, or in or about the organization, formation or promotion of the Company or the conduct of the business, or for introducing business to the Company.
15. To invest in and deal with moneys of the Company and acquire, sell transfer, subscribe, hold, dispose off and otherwise deal in shares stocks, debenture stocks, bonds, land, building, properties, obligations, and securities issued or guaranteed by any company constituted or carrying on business in India or abroad, and debenture, debenture stocks, bonds, obligation and securities issued or guaranteed by any government, state, domination, sovereign- ruler, commissioner, public body or authority, municipal, local or otherwise, whether in India or abroad, or deposits with Banks or in any other investment or commodities or in any of the manner as may from time to time be determined.
16. To pay out of the funds of the Company, all expenses which the Company may lawfully pay with reference to the formation or registration of the Company, or issue of the shares of the Company, including brokerage and commissions for obtaining application for or taking, placing or undertaking or procuring the underwriting of the shares, debentures and other securities of the Company.
17. To pay for any property or rights, acquired by the Company, either in cash or fully or partly paid shares, or by the issues of securities, or partly in one mode and partly in another, and generally on such terms as may be determined.

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18. To make donations to any person, company or association, and subscribe or guarantee money for any national, international, charitable, benevolent, educational, public, general or other useful objects, activity, exhibition or trade show or for any purpose whatsoever which may be or appear to be conducive, directly or indirectly to the furtherance of the objects of the Company or the interests of its members or otherwise.
19. To create any depreciation fund, reserve fund, sinking fund, or any other special fund, whether for depreciation or repairing, improving, extending or maintaining any of the properties of the Company, or for any other purpose conducive to the interest of the Company.
20. 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, as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued by the Company, or any moneys received in respect of sale of forfeited shares.
21. To make advances of such sum or sums of money upon or in respect of or for the purpose of raw materials, goods machinery, stores or any other property, articles and things required for the purpose of the Company, upon such terms, with or without security, as the Company deem, expedient.
22. To apply for and become member of any company, association, society or body corporate having any objects similar to or identical with those of the Company, or likely, directly or indirectly, to promote the interests of the Company.
23. To pay all expenses of and incidental to or connected with the carrying on of any of the Company's objects into effect, and to make all proper payments and allowances in relation thereto, and adopt all acts and preliminary arrangements (including the execution of preliminary agreements) in reference to the same.
24. 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 in or debentures of the Company.
25. To accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to any specific purpose either conditionally or unconditionally, and to create any depreciation, sinking, reserve, insurance, redemption, profit equalization or other special fund.
26. To carry on business or branch of a business which the Company is authorized to carry on, by means or through the agency of any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for any business so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
27. To employ officers, clerks, agents, field officers, canvassers, branch officers, treasurers,

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auditors, laborers, and other servants and brokers or commission agents, and to pay or provide for the payment to them of such salaries, commission, brokerage or remuneration, as may be found fit, expedient, necessary or desirable.

28. To grant donations, pensions, allowances, gratuities, benefits, emulations, and bonuses and provident fund, to persons employed by or formerly employed by or having dealings with the Company or of any company which is or has been a subsidiary of the Company, including the widows and children of such persons and others dependent upon them or connected with time; and to provide schools, reading rooms, places of recreation, and to subscribe to any institutions, clubs or societies, or funds, 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 associations, institutions, funds, trusts and conveniences calculated to benefit any such persons, and to great pensions and allowances, and to make payments towards insurance, and to make donations to such persons and in such cases as may seem expedient.
29. To provide for the welfare of employees or ex-employees of the Company and the wives, families, dependents or connections of such persons, by building or contributing to the building of houses, or dwellings, or by the grant of money, pensions, allowances, bonus or other payments, or by creating and from time to time subscribe or contributing to provident and other associations, institutions or funds or trusts.
30. To form subsidiary in India or elsewhere outside in India to invest in and acquire and hold, sell, buy or otherwise deal in shares, debentures and other securities of the said subsidiary company and to exercise and enforce all rights, powers and privileges conferred by or holding thereof and also to invest in and acquire and hold sell, buy or otherwise deal in shares, debentures, notes, obligation royalty, rights, evidences of indebtedness, certificates, interest, mortgages and securities in any form or type issued, created or guaranteed, by or for any other Company or body corporate or State or Central Government, Semi-Government, public, municipal or any other corporation, public body or authority, municipal, local or otherwise, financial institution, bank, association, firm, trust, partnership, society, entity, individual or otherwise howsoever, whether in India or elsewhere.
31. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
32. **To buy, sell, distribute, supply, import, export and otherwise deal in, whether as principals or as agents, on wholesale or retail basis, all kinds of goods, materials, products, commodities and bought-out items incidental to or connected with the Company's business, including but not limited to iron and steel and steel products, ferrous and non-ferrous metals and alloys, mechanical, electrical and hydraulic products, industrial equipments, spares, components, consumables and project-material supplies, and to undertake the supply of such goods and materials to other companies, contractors and project owners, as may be incidental to or in furtherance of the main objects of the Company.
33. **To form, promote, establish, incorporate, acquire, hold, invest in and subscribe to the shares, stocks, debentures, preference-stock, bonds, convertible instruments and other

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securities of one or more subsidiary companies, step-down subsidiaries, associate companies, joint venture companies or special purpose vehicles, whether incorporated in India or outside India; and to acquire, purchase, take over, amalgamate or merge with any other company, body corporate, firm, limited liability partnership, business or undertaking, whether by way of acquisition of shares, business, assets, undertaking, slump sale, scheme of arrangement or otherwise, in India or abroad; in each case for the purpose of carrying on, expanding, supporting or furthering any of the main objects of the Company as set out in sub-clauses (1), (2) and (3) above, and to provide financial, technical, managerial, administrative, marketing and other support to such subsidiary, associate, joint venture or acquired companies or undertakings, in accordance with the applicable provisions of the Companies Act, 2013, the Foreign Exchange Management Act, 1999, the Competition Act, 2002, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (to the extent applicable) and other applicable laws.

- IV. 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.
- V. *(A) The Authorised Capital of the Company is 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity shares of Rs. 10/- (Rupees Ten only) each with the rights, privilege and conditions attaching thereto as are provided by the regulations of the company for the time being, with power to increase and reduce the capital of the company, and to divide the shares in the capital for time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be dependent by or in accordance with the regulations 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 regulations of the company.
- (B) Minimum paid-up capital of the Company shall be Rs.5,00,000/- (Rupees Five Lacs) only.



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We, the several persons, whose names, addresses and description are subscribed hereunder are desirous of being formed into a company in accordance with and in pursuance of the provisions of this memorandum of association and we respectively agree to take the number of shares in the capital of the company set opposite of our respective names: -

Name, address, description and occupation of subscribers	No. of equity shares taken by each subscriber	Signature of subscriber	Name, address, description and occupation of witness
(1)	(2)	(3)	(4)
PRADEEP S. BADKUR S/o. Shikhharchand Badkur 802-B, Bhawani Tower I.I.T. Powai Bombay – 400076 Business	100 Equity Shares	SD/-	Witness to Both Parties: Dhannalal P. Jain S/o. Premchand C. Jain 1605, Inder Tower, Gokhale Road (S), Dadar Mumbai – 400028 Business
IGNATIUS I. DAVID S/O. CHITATAKARA DAVID Brag Gomes House, 1st floor, Room No. 11, Nawpada Road, Kurla Mumbai – 400072 Business	100 Equity Shares	SD/-	
	200 Equity Shares		

Place: Mumbai Date: 22/10/96

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