

**THE COMPANIES ACT, 2013**  
**AND**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**THAAI CASTING LIMITED**

**I. The name of the Company is THAAI CASTING LIMITED**

**II. The registered office of the Company will be situated in the State of Tamil Nadu.**

**III. The objects for which the Company is established are:**

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

1. To carry on business to manufacture, produce, process, excavate, quarry, melt, mould, roll, commercialize, cold, clean, cure, treat, mix and manipulate alloy, special steels, stainless steel, cold and hot rolled steel, all types of materials required for manufacture of alloy, tool and special steels, steel casting fabricating, smelting, rolling and forging, steel and alloy steel billets and all kinds and sizes of re-rolled sections, i.e., flats angles, rounds, T. Iron, squares, hexagons, octagons, rails, joints, channels, steel strips, sheets, plates, deformed bars, plain and cold twisted bars, bright bars, shafting's and steel structure.
2. To manufacture and deal in bars, rods, plates, sheets, utensils, vessels, etc. of any kind or description of copper, brass, zinc, lead, metal, iron, steel and any other kind of ferrous or non-ferrous metal, and rolling works; and produce all types of dies, moulds, jigs, bearings, fixtures, nuts, screws, pumps, rollers cases, shafts, lathes, grinders, axes, spades, and other tools casting of all description and types, whether of steel, iron, copper, bronze, lead, zinc, aluminium, or any other ferroys or nonferrous metal or alloys.
3. To act as broker, importer, exporter, buyer, seller, stockists, distributor, contractor, supplier, metallurgists, engineer, collaborator, job worker, or otherwise deal in alloys, metal, waste, scrap, foils, powders, flakes, strips, sheets, wires made up of steel or copper or any other material whether coated, uncoated, perforated, printed, embossed or insulated and produce all types of sections, varieties, strengths, specifications, descriptions, dimensions, and shapes of steel products, including bars, angles, tubes, pipes and blanks thereof, hollow bars, containers, stranded wires, cables, cordage, ropes, plaited bands, insulated electric wires & cables, electrodes and to do all incidental acts and things necessary for the attainment of the above objects.
4. To carry on the business and process of die casting mouldings, melting, aluminizing, anodizing, shredding, soldering, wiredrawing, beading, boring, drilling, filling, electroplating, nickel plating, metal spraying, welding, lining, threading, screw cutting, punching, grooving, fitting assembling, painting, finishing, and other jobs and processes related thereto.





5. To carry on the business and process of Induction Hardening that is used for the surface hardening of steel and other alloy components.

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

1. To carry on in India or elsewhere the business to manufacture, assemble, design, develop, display, fabricate, market, buy, sell, resell and to act as contractor, supplier, engineer, collaborator and to do all incidental acts and things necessary to the attainment of main objects.
2. To enter into contracts, agreements and arrangements with any other company for carrying out, by such other company on behalf of the Company, of any of the Objects for which the Company is formed.
3. To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the same.
4. To enter into partnership or into any arrangements for sharing profits, cooperation, amalgamation, union of interest, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorized to carry on, and to lend money to, guarantee the contracts of, or otherwise assist any person, firm or company and to place, take or otherwise assist any such person, firm or company and to place, take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
5. To enter into arrangement with any Government or Authority, Central, State, Municipal, Local or Foreign or Public body or otherwise any person.
6. To receive money on deposit with interest or otherwise and to lend money with or without security to such person, firm or company 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 contracts by any such person, firm or company but the company shall not do any banking business as defined in the Banking Regulation Act, 1949.
7. To invest and deal with the money of the company not immediately required upon such securities and in such manner as may from time to time be determined,
8. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on, or possessed of property or rights suitable for any of the purposes of the company, and to conduct, make or carry into effect any arrangements in regard to the winding up of the business of any such persons, firm or company.
9. To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in India or abroad, any Trademarks, Patents, Patent rights, copy rights, concessions, formulae, licenses, designs, and the like conferring any exclusive or non-exclusive or limited right of use, or any secret or other information as to any invention, process, or privilege which may seem capable of being used for any of the purpose of the company, to use, exercise, develop, under, or grant licenses or privileges in respect or otherwise to turn to

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the account the property rights, or information, use or license so acquired, and to subsidize, take part in or assist in any researches likely to prove beneficial to the company.

10. To amalgamate with any other company or companies having objects altogether or in part similar to those of this company.

11. To assist any company, financially or otherwise by issuing or subscribing for, or guaranteeing the subscriptions and issue of capital, shares, stock, debentures, debenture stock or other securities to take, hold or deal in shares stocks and securities of any such company notwithstanding that there may be liability thereon.

12. Subject to the provisions of the Companies Act, 2013 and the rules made thereunder 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, bonds or other securities issued at premium by the Company.

13. To open one or more accounts of any kind with any Bank or Banks and to draw, accept, make and or discount and negotiate promissory notes, hundies, bills of exchange, bills of lading and other negotiable instruments connected with the business of the company.

14. To incur debts for the conduct of any business of company and to purchase or hire goods, material or machinery on credit or otherwise for any business or purpose of the company.

5. To borrow or raise money on interest or otherwise in such manner as the company may think fit (without doing banking business within the meaning of the Banking Regulation Act, 1949) and in particular by the issue of debenture or debenture stock convertible into shares of this or any other company, or perpetual annuities and in security of any such money so borrowed; raised 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 its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust except uncalled capital and to give the lenders, powers of sale and other powers as may seem expedient and to purchase, redeem, or pay off any such securities,

16. To sell or in any other manner deal with or dispose of the undertaking or property of the company or any part thereof for such consideration as the company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of this company.

17. To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any part of the property, rights and connections of the company.

18. To create any Depreciation Fund, Reserve Fund, Sinking Insurance Fund, or any other Special Fund, whether to provide for depreciation or for repairing, improving, extending or maintaining any of the property of the company, or for any other purpose conducive to the interest of the company.

19. To train or pay for training in India or abroad of any of the Company's employees or officers or any candidates in the interest of or in furtherance of the Company's objects and to establish training facilities for providing education and training to the Company's employees and other people.





20. To provide for the welfare of the Directors, Trustees and Employees or ex Directors, ex-Trustees and ex-Employees of the company and the wives, widows and families of the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, by grants of money, pensions, allowances, houses or other payments or by creating and from time to time subscribing or contributing to provident funds or other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of interactions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company may think fit and to subscribe or contribute or otherwise to assist or guarantee money to charitable, benevolent, religious, scientific, national, or other institutions and objects which shall have any moral or other claim to the support or aid by the company either by reason of locality of operation or public and general utility or otherwise.

21. To distribute any of the property of the company among the members inspecie or kind on the company being wound up.

22. To adopt such means of making known the products or business carried on by the company as may seem expedient, and in particular by advertising in the press, by circular or purchase or exhibition of works of art and interest, and publications of books and periodicals and by granting prizes, awards and donations.

23. To lend money either with or without security and generally to such persons and upon such terms and conditions as the company may think fit subject to the provisions of Companies Act, 2013 read with rules made thereunder.

24. To refer any claims, demands, disputes or any other 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 representative or between the Company and third parties to the 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.

25. To accept gifts, bequests, donation from members and others and to make gifts to members and others of money, assets and properties of any kind subject to the provisions of the Companies Act, 2013.

26. To do all or any of the above things and all, such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them, in any part of the world, as principal agents, contractors and/or otherwise, and by or through trustees, agents or otherwise and alone or in conjunction with others subject to law of land inforce.

27. To purchase, or tenancy or in exchange hire, take options over or otherwise acquire any estate or interest whatsoever and to hold, develop, plan, improve, work, cultivate, deal with, and turn to account concessions, grants, decrees, licenses, privileges, claims, options, property, real or personal, or rights of powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the company.

28. To negotiate and/or enter into agreements and contracts with individuals, companies, corporations and such other organizations, foreign or Indian, for obtaining or providing technical, financial or any such other assistance for carrying out all or any of the main objects of Company and also for the purpose of





activating, financial participation and for technical collaboration and to acquire or provide necessary formulae and patent rights for furthering the main objects of the Company.

9. To acquire, buy and purchase stocks in trade, trademarks and such other movable and immovable properties of all description, to achieve the main objects of the Company.

30. To enter into any contracts and/or agreements with any Government or Government authority, municipal, revenue, local or otherwise, which may seem conducive to the main objects of the Company and obtain from any such Government or Government authority any rights, privileges and concessions which may appear desirable to be obtained and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.

31. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertaking or any assets, properties or rights which the Company possesses or acquire.

32. To appoint agents, sub-agents, dealers, managers, canvassers or representatives for transacting all or any kind of business which this company is authorized to carry on and to constitute agencies of the Company in India or any other country to establish offices and agencies in different parts of the world.

33. To acquire from any person, firm or body corporate or unincorporated, whether in India or elsewhere, technical information, know-how, processes, engineering and operating data, plans, layouts and blue prints useful for the design, erection and operation of plants, machineries or apparatus required for attaining the main objects of the Company and to acquire any grant or license and other rights and benefits in connection therewith.

34. To do other things ancillary to main business that may seem to the Company capable of being conveniently carried on in connection with the main objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights of which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property, real or personal, belonging to the Company or in which the Company may be interested and to do all or any of the above things, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with other and either through agents, sub-contractors, trustees or otherwise.

35. To sell, exchange, mortgage, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose off the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid-up, or securities of any other Company.

36. To pay for any rights or property services acquired by the Company and to remunerate any person, firm or body corporate for rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid-up in full or in part or otherwise.

37. To lend and advance money, out of own surplus fund of the Company not immediately required either with or without security and give credit to such persons (including government) and upon such terms and conditions as the Company may think fit but not amounting to banking business as defined under the Banking Regulation Act, 1949.

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38. To undertake commercial obligations, transactions and operations for achievement of the main objects of the Company.

39. To acquire and undertake, all or any part of the business, property and liabilities of any person, company, partnership firms, society or association of person carrying on or proposing to carry on any business which this company is authorized to carry on or possessed of property, suitable for the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company in India or outside India.

40. To procure affiliation to or registration or recognition of the company in or under the laws of any place in or outside India and to open branches of the Company at anyplace whether in India or outside India,

41. To form, incorporate or promote any company or companies, whether in India or outside India having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered.

42. Subject to the provisions of the Companies Act, or any re-enactment thereof for the time being in force, to amalgamate with company(s) or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, company or companies, carrying on or engaged, in or about to carry on or engage, in or being authorised to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.

43. To apply the assets of the Company in any way in or towards the extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including an association, institution or fund for the protection of the interest of masters, owners and employees against loss by bad debts, strikes, combinations, fire, accidents otherwise or for the benefit of any employee or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in connection with other persons or classes of persons and in particular or friendly, co-operative and other societies, reading rooms, churches, chapels, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any fund raised by public or local subscription for any purposes whatsoever.

44. To aid any association, body or movement having for an object of the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion to industry or trade.

45. To establish and maintain, procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who is or was at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is





☐ 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:

Subscriber Details					
S. No.	Name/Address, Description and Occupation	DIN/PAN/Passport number	No. of shares taken	DSC	Dated
1	ANANDAN SHEVAMI No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyruppu Kanchipuram India OCC: BUSINESS	10061358	10000 Equity, 0 Preference		09/06/2023
2	SIRAMULU ANANDAN 2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyruppu Kanchipuram India OCC: BUSINESS	02354202	600000 Equity, 0 Preference		09/06/2023
3	CHINRAJ VENKATESAN No.141 Kameswari Nagar 6th Street Guduvanchery Tamil nadu 603202 Nandivaram Kanchipuram India OCC: BUSINESS	10077788	100000 Equity, 0 Preference		09/06/2023
4	SRI RAMULU RAJASEKAR RAMAKRISHNAN No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyruppu Kanchipuram India OCC: BUSINESS	10063549	10000 Equity, 0 Preference		09/06/2023
5	SAMUNDESWARI No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyruppu Kanchipuram India OCC: BUSINESS	08817939	10000 Equity, 0 Preference		09/06/2023
6	YEDULIA REDDY ROSHAN Plot No.50/A1, 3rd Main Road Vanagaram Poonamallee Tamil Nadu 600095 Vanagaram Tiruvallur India OCC: BUSINESS	10063583	10000 Equity, 0 Preference		09/06/2023
7	RAJSEKAR KAVITHA No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyruppu Kanchipuram India OCC: BUSINESS	06956081	10000 Equity, 0 Preference		09/06/2023
Total shares taken:			750000 Equity, 0 Preference		

Signed before me					
Membership type of the witness (ACA/FCA/ACS/FCS/ACMA/FCMA)	Name of the witness	Address, Description and Occupation	DIN/PAN/Passport number/ Membership number	DSC	Dated
FCS	RABI NARAYAN PAL	APARAJITA, No.12 (Old No.122), Second Floor, First Sector, Sixth Street, K.K.Nagar, Chennai 600 078 OCC: PCS	4993		09/06/2023

I, Shri / Smt. \_\_\_\_\_ of \_\_\_\_\_ resident of \_\_\_\_\_ aged \_\_\_\_\_ years shall be the nominee in the event of death of the sole member.

*Shri*





allied to or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or for any such other company as aforesaid, and the wives, widows, families and dependents of any such person, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interest in the well-being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid subject to the compliance of Central and State laws

46. To make experiments in connection with any business of the Company and to protect any inventions of the Company by letters-patent or otherwise.

47. To sell the undertaking and all or any of the property of the Company for cash, or for stock, shares or securities of any other Company or for other consideration.

48. To create any depreciation fund, reserve fund, sinking fund, 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.

49. To agree to refer to arbitration any dispute, present or future, between the Company and any other company, firm, Individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign law.

50. To place, to reserve or to distribute as dividend or bonus among the members, or otherwise to apply as the Company may from time to time think fit, any money received by way of premium by the Company, and any money received in respect of dividends accrued on forfeited shares and monies arising from the sale by the Company of forfeited shares or from unclaimed dividends.

51. Generally to carry on in a place or places in the world any trade or business, whether manufacturing or otherwise, subsidiary or auxiliary to, or which can be conveniently carried on in connection with any of the Company's objects.

**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.** The Authorized Share Capital of the Company is Rs. 32,50,00,000/-(Rupees Thirty Two Crores and Fifty Lakhs Only) divided into 3,25,00,000(Three Crores and Twenty Five Lakhs) equity shares of Rs.10(Rupees Ten Only) each.

**#1** The Authorised share capital of the company has been increased from Rs.75,00,000/- to Rs.25,00,00,000/- by passing special resolution by the Members of the Company at the Extra-ordinary General Meeting held on Friday, the 07th day of July, 2023.

**#2** The authorized share capital of the company has been proposed to be increased from Rs.25,00,00,000/- to Rs. 32,50,00,000/- subject to approval of shareholders in Extraordinary general meeting to be held on 01<sup>st</sup> day of August 2025.

*Handwritten signature*





☐ 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:

Subscriber Details					
S. No.	Name, Address, Description and Occupation	DIN / PAN / Passport number	No. of shares taken	DSC	Dated
1	ANANDAN SHEVAAMI No 2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC: BUSINESS	10061358	10000 Equity, 0 Preference		09/06/2023
2	SRIRAMULU ANANDAN 2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC: BUSINESS	02354202	600000 Equity, 0 Preference		09/06/2023
3	CHINRAJ VENKATESAN No.141, Kameswari Nagar 6th Street Guduvanchery Tamil Nadu 603202 Nandivaram Kanchipuram India OCC: BUSINESS	10077788	100000 Equity, 0 Preference		09/06/2023
4	SRI RAMULU RAJASEKAR RAMAKRISHNAN No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC: BUSINESS	10063549	10000 Equity, 0 Preference		09/06/2023
5	SAMUNDESWARI No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC: BUSINESS	08817939	10000 Equity, 0 Preference		09/06/2023
6	YEDULLA REDDY ROSHAN Plot No.50/A1, 3rd Main Road Vanagaram Poonamallee Tamil Nadu 600095 Vanagaram Tiruvallur India OCC: BUSINESS	10063583	10000 Equity, 0 Preference		09/06/2023
7	RAJSEKAR KAVITHA No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC: BUSINESS	06956081	10000 Equity, 0 Preference		09/06/2023
Total shares taken:			750000 Equity, 0 Preference		

Signed before me					
Membership type of the witness (ACA/FCA/ACS/FCS/ACMA/FCMA)	Name of the witness	Address, Description and Occupation	DIN / PAN / Passport number / Membership number	DSC	Dated
FCS	RABI NARAYAN PAL	APARAJITA, No.12 (Old No.122), Second Floor, First Sector, Sixth Street, K.K.Nagar, Chennai 600 078 OCC: PCS	4993		09/06/2023

I, Shri / Smt                      aged              years shall be the nominee in the event of death of the sole member, resident of                     

*Shri*

