

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JOHN COCKERILL INDIA LIMITED

- I. ⁱ The name of the Company is JOHN COCKERILL INDIA LIMITED.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The Objects for which the Company is established are:
 - A) ⁱⁱ THE OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
 1. To carry on the business of manufacturing Equipments for flat products including Cold Rolling Mills, Reversing Cold Mills, Tandem Cold Mills, Skin Pass Mills, Hot Rolling Mills, modernisation and special equipment for cold / hot strip mills, Slitting Lines, Continuous Casting Machines, Tube Mills, Galvanising Lines, Continuous Annealing Lines, Color Coating Lines, Electrolytic Cleaning Lines, Tension Levelling Lines, Strip Pickling Lines, Acid Regenerations Plants, Processing Lines, and various combinations and allied products including mechanical, Electrical, Electronic and turnkey jobs and for the purpose, to purchase, establish or help in establishment of concern for the purpose of manufacturing procuring or arranging by whatsoever means for treating, refining, manipulating, crushing, milling, reconditioning, manufacturing, electrowinning or preparing for market such articles, commodities and services.
 2. To carry on the business of equipment audit, overhauling and shutdown jobs, annual equipment maintenance contracts, servicing of third party equipment, training and knowledge transfer, remote online services, revamping and modification of the technology, performance and productivity related services for the products offered by the Company, and to undertake all activities that are incidental or ancillary thereto, including but not limited to : (a) partnering with third party operators and service providers for the

operation / maintenance / availing / provision of such services; (b) levying fees / charges for providing such services; and to develop and sell / license technology and relevant applications.

3. To carry on the business of providing Automation solutions, Gauge Control Systems, Management Information System, Mill Management System, Steering System, Thickness Gauge, X-Ray & Isotopes for the products offered by the Company and allied products and services including mechanical, Electrical, Electronic and turnkey jobs for all types of industries and for the purpose, to purchase, establish or help in establishment of concern for the purpose of manufacturing, procuring or arranging by whatsoever means for treating, refining, manipulating, crushing, milling, reconditioning, manufacturing, electrowinning or preparing for market such articles and commodities.
4. To carry on the business of site development for greenfield and brownfield industrial facilities and for this purpose to manufacture or trade in industrial parts, components, equipment, leakage testing machines, leak testers, special purpose machines, hydraulic press and services related to industrial project management, engineering (EPCM) and a vast range of specialised services for industrial greenfield projects, industrial plants, factories, installation, relocation, shifting, refurbishment of any machinery, services including but not limited to mechanical, electrical, plumbing services, retooling works and services across all the industries through combination of project-management expertise, engineering and event-based architecture with the help of technology and innovation, provide customised training programs to help the customers develop a highly trained work force jobs and for the purpose, to take on hire, rent or acquire, purchase any plant, engines, machinery, tools as referred to above from any person or body or association.
5. To render consultancy, advisory, liaisoning and supervisory services in respect of matters related to objects mentioned above to any company, corporation, body corporate, industry, firm, association, body of individuals, institution, concern, government, public or local authority, trust, research and development centres or any other person.

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

6. To manufacture, import, export, buy, sell, let or hire, exchange,

alter, improve, manipulate, prepare for market, and or otherwise deal in or distribute all kinds of plants, machineries, machine parts, tools, apparatus, utensils, necessary or convenient for carrying on any of the specified business.

7. To conduct and carry on business of rolling, re-rolling, casting, welding, extruding, stretching, reducing, forging, pressing, drawing, machining, grinding, processing, working or finishing in any manner of all kinds of metals and alloys.
8. To carry on business of trading, designing and rendering advisory services in respect of machineries including Cold Rolling Mills, Hot Rolling Mills, Slitting Lines, Continuous Casting Machines, Tube Mills, Mini Galvanising lines, Engineering goods and allied products including Mechanical Electricals, Electronics and turnkey jobs. And to carry on any of the aforesaid business either as principals or as agents on behalf of others.
9. To purchase or otherwise acquire and undertake the whole or any part of any interest in the business, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any other Company or Corporation, partnership body, person or persons carrying on, or having ceased to carry on any business which the Company is authorized to carry on, upon such terms and subject to such stipulations and conditions and at or for such price or considerations (if any) in money, shares, monies worth or otherwise as may deem advisable.
10. To pay share in the profit of the Company or commission to brokers, agents or any other Company, firms or persons, including the servants of the Company as may be thought fit.
11. To mortgage, hypothecate, pledge all or any of the property, whether movable or immovable and other valuable securities of the Company. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign, cheques, drafts, promissory notes, bills of exchange, hundies, debentures, bonds, bills of lading, receipts or railway warrants, and all other negotiable or transferable instruments.
12. To undertake analytical and scientific research work related to the business of the Company and to establish or subsidize or aid research laboratories and experiment or workshops.
13. To deal in all by-products manufactured in the carrying out of all or

any of the objects of the Company.

14. To act as technical consultants in India and abroad for industries trade commerce and to supply products or equipments, designs, process or such things deemed to be necessary for giving the technical know-how.
15. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation joint venture or reciprocal concession, or for limiting competition with any individual, person or Company.
16. To enter into all sorts of internal and / or external foreign collaborations, technical assistance, financial or commercial arrangements including export market survey, study of market conditions in India or outside India for fulfillment of any objects herein contained.
17. To establish or promote or concur in establishing or promoting any other Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company.
18. To pay promotes of the Company preliminary expenses and other incidental expenses for the promotion of the Company and / or allot shares for consideration without cash partly or wholly towards such expenses.
19. To open bank accounts of all nature including overdraft accounts and to operate the same.
20. To draw, make, accept, endorse, discount, negotiate, execute, and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
21. Subject to provisions of the Companies Act, 2013 and Reserve Bank of India directives, to receive money on deposit or loan and borrow or raise in such a manner as the Company shall think fit, and in particular by the issue of 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 (both present or future) of the Company including its uncalled capital and also by a similar mortgage, charged on lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any other person or Company as

the case may be, but shall not carry on the business of Banking as defined in the Banking Regulation Act, 1949.

22. To invest and deal with the monies of the Company not immediately required in any manner.
23. To open branches, sub-offices, depots and multiple shops in India or outside India and to appoint agents, stockists, distributors, sub-distributors and brokers to procure orders, market or sell the products of the Company or the goods of any other firm or Company in which this Company may be dealing.
24. To sell or otherwise dispose of the undertaking of the Company or any part thereof for such consideration as the Company shall think fit and in particular for shares, debentures or other securities issued or to be issued by the purchaser whether body corporate or not.
25. To acquire the whole or any part of the undertaking and assets of any business within the objects of the Company and any lands, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purchase to undertake the liabilities of any Company, association, partnership or person.
26. To acquire and secure membership, seat or privilege either in the name of the Company or its nominee or nominees in and of any association, exchanges, market, club or other institution in India or in any part of the world for furtherance of business, trade or industry.
27. To purchase, hold, take on lease or exchange or mortgage and give on mortgage, hire or otherwise acquire and hold in any moveable or immovable property including land, building, houses, flats, bungalows, sheds, offices, godowns, licences, any right, interest and privileges therein or let them out on rent.
28. To insure any of the persons, properties, undertakings, contracts, guarantees or obligation or profits of the Company of every nature and kind in any manner whatsoever.
29. To refer any dispute, claim or demand by or against the Company to arbitrators and to secure and perform the award.
30. To create any depreciation fund, reserve fund, development fund, sinking fund, insurance fund or any special or other fund, whether for depreciation of or repairing, improving, extending or

maintaining any of the properties of the Company.

31. To establish and maintain or 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 are or were at any time in the employment or service of the Company, or any Company which is subsidiary of the Company or is 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 of any such other Company as aforesaid, and the wives, widows, families, dependents of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other Company aforesaid.
32. To enter into any arrangements with any government or authority that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any privileges, licenses and concessions, which the Company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concession.
33. To apply for, secure, acquire by grant, legislative enactments, assignments, transfer, purchase or otherwise and to exercise, carry out, and enjoy any charter, license, power, authority, franchise, concession, right or privileges, which any government or authority or any corporation or other public body may be empowered to grant and to pay for and in aid contribute towards carrying the same into effect.
34. To apply for, promote, and obtain any statute, order, regulation or other authorisation or enactment and to oppose any bills, proceedings or applications.
35. To donate or gift in case or in kind for any national, charitable, benevolent, public purposes for promotion and growth of national economic and for discharging social and moral responsibilities of the Company to the society or to any institution, club, society, research association, university, college or in favour of any

government or any public institution(s) or organization(s) or person(s).

36. To give donations and to advance and lend to any person(s), institution(s), organization(s) on such terms and conditions and with or without interest or concessional rate of interest as may seem expedient for the fulfillment of the objects contained in the above clause.
37. To undertake, carry out, promote and sponsor or assist any programme for promoting the social, cultural and economic welfare of or the uplift of the public in any rural or backward area and to incur any expenditure on any programme of Rural Development and to assist execution and promotion thereof either directly or through and independent agency or otherwise without prejudice to the generality of the fore-going the terms "Programme for rural development", "Rural Area" and "Backward Area" shall have the same meaning as contemplated under the provision of the Income Tax Act, 1961 or any other law relating to rural or backward area development for the time being in force in order to implement any of the abovementioned objects or purposes and to transfer without consideration or at a fair or concessional value the ownership of any property of the Company to or in favour of any public institution(s) or organization(s) or person(s).
38. To accept gift, bequests, devices and donations from members and others and to make gifts to members and others in money, assets and properties of any kind.
39. To carry on the business of making available information concerning industrial, commercial or scientific knowledge experience or skill to be made available or provided to any enterprise inside or outside India.
40. To remunerate (by cash or otherwise or by other assets or by allotment or fully or partly paid shares credited as fully paid or paid up in any other manner) any persons, firms, associations or companies for services rendered or to be rendered in giving technical aid and advice, granting licenses 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 for procuring or agreeing to procure subscription whether absolutely or conditionally 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 any 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 interest thereon.

41. To provide for the welfare of shareholders, ex-shareholders, directors and ex-directors and employees of the Company and the wives, widows and for families, the dependents or connections of such persons by building or contributing to the building of houses dwellings or chawls or by grants of moneys, pensions, allowances, bonuses or other payments, or by creating and from time to time, subscribing or contributing or to provident fund and other associations, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreations, hospitals, and dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to subscribe or contribute for or otherwise to assist or to grant money to charitable and other trusts, whether private, public, discretionary, vested or specific, national or other institutions or objects, which shall have any moral or other claims to support or aid by the Company, either by reason of locality of operation, or of public or general utility or otherwise.
42. To do the above in all or any of the States in 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.
43. ^{iv} To promote the formation and mobilization of capital, to manage capital saving and investment, to undertake leasing, hire purchase, bill discounting business to purchase, finance, discount, rediscount bills of exchange, to act as a discount and acceptance house, to arrange acceptance or co-acceptance of bills, to lend, to negotiate loans, to transfer business of a Company established with the object of financing industrial enterprises within the meaning of the provisions of the Companies Act, 2013.
44. ^{iv} To invest the capital or other funds of the Company in the purchase or acquisition of or rights in movable and / or immovable properties, development of properties and to provide underwriting facilities and issue, acceptance and registration of all types of instruments or to finance their acquisitions by leasing or hire purchase, to promote or finance the promotion of joint stock

companies, to invest in or to underwrite or to manage the public issues and / or to trade in shares or other securities, to undertake portfolio management, advisory and counseling services, to finance / assist industrial and other enterprises in India and abroad, to undertake consultancy assignments factoring consumer financing and foreign exchange broking and securities dealings, etc.

45. ^v To carry on promotion business and to act as financial consultants, management consultants, issue brokers, sub-brokers, Registrar and Share Transfer Agents, Registrar to the Issues and provide, advice, services, consultancy in various fields like general administrative, commercial, financial, shares, legal, economic feasibility reports on projects, accountancy.
46. To build, construct, execute, carry out, run, establish, acquire, maintain, remodel, alter, develop, work, control, manage, take on lease, purchase or acquire, lay out, build, create, demolish, repair, under any terms and conditions in India or abroad, buildings, offices, townships, flats, houses, factories, warehouses, godowns, shops, estates, co-operative societies, clubs, theaters, water work, electric generating stations, roads, underground railroads, workshops, places, hotels, schools, hospitals, petrol pumps, restaurants, place of amusements, cremation and burial grounds, parks, gardens, libraries, reading rooms, pavilions, vehicles stands, garages, dairy farms, bridges, canals, wells and works which the Company may think appropriate and useful in this behalf.
47. To carry on business as manufacturers, processors, importers, exporters, producers, refiners and merchants of all kinds of synthetic adhesives, glues, bonning materials, epoxy resin compounds, coating materials, hardness, core binders, starches and modified starches, synthetic detergents and dyes and chemicals and drugs, and / or other things of any description whether ancillary to the forgoing or not.
48. To carry on the business in India of manufacturers, dealers, agents, importers, exporters, assemblers of :
 - (a) Plastic moulding powders, of high and low density polythene, polystyrene, PVC Powders, resins, compounds, acetage, rayon yarns, dyes benzyl, acrylic, buterate, nylon backlite, and such other varieties.
 - (b) Plastic laminatings of every kind and description.

- (c) Moulded articles of different moulding processes such as injection, blow vacuum forming, etc., processes
 - (d) Electrical, automobile and other articles or accessories from plastics, bakelites, nylon, polypropylene and other plastic group powders.
49. To carry on the business of manufacturing, buying, supplying, importing, exporting, and otherwise dealing in all kinds of industrial machinery, equipments, apparatuses, instrument and parts, thereof, including engineering, electrical chemical, paper manufacturing, textile and other machinery, plants, equipments, apparatuses, instruments and parts thereof and accessories, fittings, components and spare parts in respect thereof, implements, tools and hardware of all descriptions, alloys and ferrous and non-ferrous metals, special steels, engineering and electrical goods and products.
50. To manufacture, produce, use, buy and sell and otherwise deal or traffic in any or all packing cases, boxes, drums, containers, and packagings of all kinds made of wood, metal-plate, board paper, plastic, foamed plastics or any other materials and to carry on the business of lithographers, printers, embossers and decorators.
51. To design, manufacture, build, prepare, connect, treat, repair, clean, alter, assemble, store, ware-houses, buy, sell, import, export, exchange, take or let on hire and deal in :-
- (a) Machinery and plants of all kinds and description and all or any parts thereof or accessories there to in general and in particular machinery required for the purpose of agriculture, printing, petrochemicals, metallurgical and textiles, engineering or industry or any other purpose whatsoever.
 - (b) Tools, implements, wires, wire-netting, bolts and nuts, expanded metals and hardware of all kinds and description.
 - (c) Machinery and appliances and any or all parts thereof and accessories thereto connected with power production and power supply and of light, heat, sound including locomotive boilers steam and all engines, dynamos, motors, transformers, converters and insulators (solid or plastic insulating machines, switch gears, accumulators).

(d) Structural and wright Iron works of all kinds and description in general and in particular steel structure for building sheet warehouses, bridges, buildings, jetties, roofs, rallings.

52. To carry on in all its branches or producers, manufacturers, purchasers, processors, refineries, importers, exporters, sellers and dealers in cement, asbestos, aluminium, cement, Portland, cement lime and lime stone, kankar plaster, gypsum board, artificial stone and materials of every kind used in the manufacture thereof, writing clay, concrete, gravel, sand, sacks, bricks, tiles, building materials of all kinds and all materials alogous to or connected therewith and the business of mines metallurgists builders, contractors, quarry owners and to purchase and sell all materials, raw products or otherwise and all articles in any way connected with the said business and to acquire, erect, construct, establish, operate and maintain cement, factories, limestone, quarries, workshops and other works.

AND IT IS HEREBY DECLARED THAT :

(a) The word "Company" (save when used with reference to this Company) in the memorandum shall be deemed to include any partnership or other body or association or person whether incorporated or not and wherever domiciled.

IV. The liability of the members is limited.

V. ^{vi} The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 80,00,000 (Eighty Lacs only) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 2,00,000 (Two Lacs only) preference shares of Rs. 100/- (Rupees One Hundred Only) each, with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being in force with power to increase and reduce the capital of the Company and to attach thereto respectively any preferential rights, privileges or conditions as may be determined 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 in the regulations of the Company and allowed by law.

End Notes :

ⁱ *The word Private was deleted from the name of the Company under Section 43A(1A) of the Companies Act, 1956 w.e.f. July 1, 1992.*

The status of the Company was changed from Private Limited to Public Limited vide Special Resolution passed at the Extraordinary General Meeting held on October 21, 1993.

The name of the Company was changed to CMI FPE Limited vide Special Resolution passed at the Annual General Meeting held on September 19, 2008.

The name of the Company was changed to John Cockerill India Limited vide Special Resolution passed through Postal Ballot on March 17, 2020.

- ii *The heading of Part A of Clause III substituted and Sub-Clause 1 of Part A of Clause III amended and substituted and sub-clauses 2, 3, 4, and 5 inserted vide Special Resolution passed by the members of the Company through Postal Ballot on March 22, 2023.*
- iii *The heading of Part B of Clause III substituted and numbering in the sub-clauses renumbered vide Special Resolution passed by the members of the Company through Postal Ballot on March 22, 2023.*
- iv *Clause 43 and 44 inserted vide Special Resolution passed at the Annual General Meeting held on August 8, 1994.*
- v *The Objects in Part C of Clause III merged with Part B of Clause III and numbering in the sub-clauses renumbered vide Special Resolution passed by the members of the Company through Postal Ballot on March 22, 2023.*
- vi *Inserted vide Special Resolution passed at the Annual General Meeting held on September 22, 2000.*
- vi. *The Authorised Share Capital of the Company was Rs. 5,00,000/- at the time of incorporation and was modified from time to time by passing requisite resolutions at the meeting of the members. The details of the modified Authorised Share Capital since incorporation till date is stated hereinbelow :*

(Amount in Rupees)

<i>Date of modification</i>	<i>Equity Share Capital</i>	<i>Preference Share Capital</i>	<i>Total Authorised Share Capital</i>
<i>Original Share Capital at the time of incorporation</i>			
	<i>5,000 Equity Shares of Rs. 100/- each</i>		<i>5,00,000</i>
<i>Subsequent Modifications</i>			
<i>August 31, 1987</i>	<i>15,000 Equity Shares of Rs. 100/- each</i>		<i>15,00,000</i>
<i>April 22, 1988</i>	<i>30,000 Equity Shares of Rs. 100/- each</i>		<i>30,00,000</i>

<i>August 25, 1992</i>	<i>1,00,000 Equity Shares of Rs. 100/- each</i>		<i>1,00,00,000</i>
<i>March 31, 1993</i>	<i>Sub-division of face value of Rs. 100/- to Rs. 10/-</i>		<i>1,00,00,000</i>
<i>August 10, 1993</i>	<i>40,00,000 Equity Shares of Rs. 10/- each</i>		<i>4,00,00,000</i>
<i>August 8, 1994</i>	<i>80,00,000 Equity Shares of Rs. 10/- each</i>		<i>8,00,00,000</i>
<i>September 22, 2000</i>	<i>80,00,000 Equity Shares of Rs. 10/- each</i>	<i>2,00,000 Preference Shares of Rs. 100/- each</i>	<i>10,00,00,000</i>

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

Names, Address, Description and Occupation of the Subscriber and their signature	No. of Equity shares agreed to be taken by subscriber	Name, address, description and occupation of witness and his signature
<p>Sd/- Sri TILAK RAJ MEHTA S/O. Late D. M. Mehta Plot No. 7, Presidency Society North South Road No. 8 JVPD Scheme Bombay 400 054 Business.</p>	<p>100 (One hundred Equity Shares)</p>	<p>Sd/- Yogesh B. Mehta Chartered Accountants 34 B, 160 D. N. Road Fort Bombay 400 001</p>
<p>Sd/- Mrs. NISHI T. MEHTA W/O. Shri T. R. Mehta Plot No. 7, Presidency Society North South Road No. 8 JVPD Scheme Bombay 400 054 Business.</p>	<p>100 (One hundred Equity Shares)</p>	

Dated on : 22 February 1986

