

MEMORANDUM OF ASSOCIATION

OF

RASI ELECTRODES LIMITED

AS PER PROPOSED AMENDMENT TO OBJECTS CLAUSE BY SPECIAL  
RESOLUTION TO BE PASSED AT THE ENSUING 26<sup>TH</sup>  
ANNUAL GENERAL MEETING SCHEDULED TO BE HELD ON  
29<sup>TH</sup> SEPTEMBER 2020 - PROPOSED AMENDMENT  
HIGHLIGHTED IN YELLOW COLOR

FOR RASI ELECTRODES LIMITED

  
B-POPATLAL KOTHARI  
MANAGING DIRECTOR



The Companies Act, 1956  
(1 of 1956)  
Company Limited by Shares  
MEMORANDUM OF ASSOCIATION  
OF  
RASI ELECTRODES LIMITED

- I. The name of the Company is "RASI ELECTRODES 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

1. To carry on the business of Manufacturers of and dealers in all kinds and classes of Welding electrodes, M.S & Stainless Steel.
2. To manufacture Metal Arc Welding Electrodes as per the Indian Standard Specifications.
3. They are grouped under six broad categories
  1. Mild Steel
  2. Low Alloy & High Tensile Steel
  3. Hard Facing
  4. Stainless Steel
  5. Non-ferrous Metals and
  6. Cast Iron

"4. To carry on the business of buying, selling, importing, exporting, transporting, storing, developing, promoting, marketing, supplying, trading, dealing in any manner all types of goods on wholesale or retail basis including groceries and staples of all kinds, branded snacks, food and other branded products, dairy and bakery products, beverages, personal care and convenience, clothing and garments, health and hygiene products, home care products, electrical & electronic products through establishment of sales, marketing and distribution outlets or e-commerce platform or other modes of supply or distribution or logistics support network in India and elsewhere either on own or joint venture, partnership or franchise basis."

THE ABOVE HIGHLIGHTED CLAUSE 4 IS PROPOSED TO BE INSERTED IN THE EXISTING MEMORANDUM OF ASSOCIATION OF THE COMPANY BY PASSING A SPECIAL RESOLUTION AT THE ENSUING 26<sup>TH</sup> AGM SCHEDULED TO BE HELD ON 29<sup>TH</sup> JUNE 2020.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS

1. To acquire and take over all or any part of business, Property, Plant & Machinery and any other assets and liabilities of any person, firm or company or any business which this company is authorised to carry on.
2. to carry on any other business whether manufacturing or otherwise, which may seem to the company capable of being conveniently carried on in connection with the above of calculate

directly or indirectly to enhance the value or rends profitable any of the company's properties or rights.

3. To acquire by purchase, lease, exchange or otherwise, lands, buildings, easements, any hereditaments of any tenure or description, any estate or interest there-in and any rights over, or connected with land and to retain the same for the purpose of the company's business.
4. To amalgamate with any company having object altogether or in part similar to those of this company.
5. To expand the company's activities by opening branches and/or by appointing agents in India and in any foreign country.
6. To start agencies, shop in different parts of India and elsewhere as the Board of Directors may decide for the sale and distribution of the products of the company or for the expansion of the business.
7. To supervise and control the business of any other company, or companies having objects similar to its own.
8. To enter into partnership or into any arrangement for sharing profits or losses, or into any union of interest, reciprocal concession or co-operation with any person or company carrying on or engaged in or above to carry on or engage in any business transaction which this company is authorised to carry on to benefit this company.
9. To purchase, take on lease, or in exchange hire or otherwise, acquire any immovable or movable property, machinery, plant, stock in trade, patent right and any rights which the company may think necessary with reference to any of these objects.
10. To sell, improve, manage, develop, exchange, lease, mortgage, dispose off or otherwise deal with all or any part of the property and right of the company.
11. To sell or dispose of any or all of the undertaking of the company or any part there-of for such consideration as the company may think it.
12. To promote any company or companies for the purpose of acquiring all or any of the property, rights, and liabilities of this company or for any other purpose to benefit this company.
13. To enter into any contracts, agreements or other dealing in the nature of technical collaboration or otherwise for the more efficient conduct of the business of the company and also arrange for purchase, or supply of machinery from any part of the world on credit or for cash or on deferred payment terms.
14. To pay all or any cost, charges and expenses, preliminary and incidental to the promotion, formation, establishment & registration of the company.
15. To invest and deal with the moneys of the company not immediately required upon, in such securities and in such manner as may from time to time be determined for implementing the main objects.
16. To lend & advance money or give credit to such persons and upon such terms and conditions as the company may think fit, provided the company shall not carry on business of banking within the meaning of Banking Regulation Act, 1949.
17. To undertaken and execute any trust, the undertaking of which may seem to the company desirable either gratuitously or otherwise.
18. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
19. To provide for the welfare of employees or ex-employees of the company and their families, dependents, either by grant or money, pension allowances, or in any other manner whatsoever.

20. To purchase or otherwise acquire, settle, improve and cultivate forests, land and properties of any tenure whatsoever with a view to producing, cultivating, growing timber, bamboo or other wood.
21. To pay for any properties, rights or privileges acquired by the company either in shares of the company or party in cash or otherwise.
22. To subscribe contribute or grant money for any national charitable benevolent, public, general or useful object or found for any exhibition but not amounting to contribution to any political party under any circumstance.
23. To employ and/or engage engineers, mechanics, electricians, technicians as may be required for carrying on the business of the company.
24. To appoint agents, sub-agents, dealers & sub-dealers, distributors for selling the products manufactured and dealt with by the company.

### (C) THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED

1. To carry on all or any of the businesses as merchants, traders, commission gents, buying agents, selling agents, brokers, adatias, buyers, sellers, importers, exporters, dealers in collectors, manufacturers of or in any other capacity ad to import, export, buy, sell, barter, exchange, pledge, mortgage, advance upon or otherwise trade and deal in machinery, equipments, components, spare parts, goods, produce articles and merchandise of any kind whatsoever and without prejudice to the generality of the foregoing, foodgrains, cash crops, cotton, tea, jute, coffee, fruits, spices, milk, milk products, seeds, raw materials required by industries, semifinished products of industries and finished products of industries including machinery, equipment, chemicals, intermediated, electrical goods, textile yarns, garments, furniture, minerals, ores and oils as wholesalers or retailers on the basis of ready delivery or forward contracts or on commission basis.
2. To carry on all or any of the businesses and professions of providing services of all types including technical, administrative, marketing and other office services and providing services of technicians, scientist, artists, administrators, salesman, economists, accountants and of acting as recruitment agents, advertising agents, organizers of conferences, auctioneers, trustees, executors, administrators, attorneys, nominees and agents and of working as professional consultants of technical, financial, management, productivity, taxation, employment, investment, marketing, banking and economic problems and matters.
3. To carry on the business as financial and to undertake, carry out any such operations and transaction as an individual capitalist may lawful undertake and carry on except any business prohibited under any law.
4. To establish, purchase, sell take on lease, hire or otherwise acquire and work sugar and khansari factories, gur factories, chemical plants and works , solvent oil extraction plants, vegetable oil factories, distilleries, safe deposit vaults, textile mills, cotton mills, jute mills, power loom and handloom factories, sizing and processing works, dyeing and bleaching work, cotton ginning and pressing factories jute and other fiber presses, waste plants, cement factories, pharmaceutical and medical works, paints, pigments and varnish factories, paper and pulp mills, flour mills, rice, dal and oil mills, bakeries, forests, saw mills, board factories, plywood factories, tea or coffee gardens, furniture and cabinet making factories, ship and vessels building factories, ice factories, petrol pumps, fabricating shops, smelting shops,

forging shops, engineering items, electronic units, computer & its peripherals, petrochemical complex, waste conversion units, solar energy units, non-conventional energy units, power generating projects, products related to defence and other industrial undertakings, factories, works and plants.

5. To carry on the business as mechanical engineers, electrical, constructional, structural and civil engineers, government, military railway, public works general and civil contractors and order suppliers.
6. To purchase, taken on lease or otherwise acquire any mines, mining ground, mining rights grants, concessions and easements, and any lands buildings and hereditaments or other property necessary or convenient for the advantageous possession and use of mine or works for the time being owned or worked by the company or any interest therein respectively, and to explore, work, exercise, develop finance and tune to account the same to win, quarry, assay smelt, clean, refine, dress, amalgamate, manipulate and prepare for market ore, metal and mineral substance of all kinds, and generally to carry on the business of mining of all branches and for this purpose to buy, sell, manufacture and deal in minerals, metals, scraps, plants, machinery, employments, appliances, tools and other things capable of being used in connection with mining or metallurgical preparations or required by the workman and other employed by the company.
7. To carry on business of manufacturers of and dealers in chemical, pharmaceutical, medical, computers & peripherals, engineering goods, machine tools, textile goods, mining products, cosmetics, waste products, jewellery, garments, semi precious stones, industrial and other preparations and articles, compounds, cements, oils, paints, pigment and varnishes, drug, dyeware, paint and color grinders and makers of and dealers in electrical, photographic, surgical and scientific apparatus and materials.
8. To start, set up or execute research & development institutes & establishments.
9. To carry on all kinds of agency business, and to take part in the supervision, organisation or control of the business or operations of any other company, association, firm or person and to act as secretaries, agents, selling agents, buying agents, brokers, trustees or other officers and agents of any such or other company, association, firm or person, and in connection therewith to appoint and remunerate any directors, accountants, assistants and other officers or exporters for agents.
10. To carry on the business as planters, growers, farmers, dairyman, fruiterers, graziers, timber merchants, owners and workers of forests, confectioners, refreshment room and hotel proprietors, builders, engineers, contractors, carriers by land, water or air, merchants, importers, exporters buying and selling agents, whole sale and retail dealers, shipping agents, insurance agents, factors, brokers, underwriters, mercantile agents, procuring agents for governments and local authorities, general order suppliers, distributors, contractors, representative, sales organizers, capitalist, banking, underwriters, guarantors, concessionaires, trustees, guarantee brokers and nay kind of commercial financial and agency business.
11. To manage land, building and other properties, whether belonging to the company or not and to collect rents and income and to supply tenants and occupiers and other refreshments, attendance, light, waiting rooms & other advantages.
12. To undertaken and carry on all operations for financing hire purchase contracts for movable and immovable assets.
13. To carry on business of financiers, lend money with or without security to any persons, firms companies upon such terms and conditions as the company thinks fit.

14. To carry on business of underwriting new issues of share capital, debentures, stocks, bonds of convertible or otherwise and or to carry on business of issue house, managing administrating and participating in the new issues of any kind or nature.
15. To carry on the business of manufacturers, contractors, stockists, purchaser, sellers, agents, brokers, dealers and general order supplier in all kinds of mild alloy, stainless steel, machinery parts, cans, boxes, containers, bottle tops, crow corks, packages, packing material or pressed metal wares and articles made of any kind of metal or alloys, leather and leather products, paper products, products of rubber, plastics or glass or and refractory materials, yarn, nylon, jute products, synthetic fiber and allied products, timber, timber products sport, games and athletic requisites of different kinds, granites, spices.
16. To carry on any business capable of being conveniently carried on with other objects.
17. To undertake, purchase or otherwise acquire and dispose of and deal in share and debenture and other securities.
18. To manufacture import, export, buy, sell, exchange alter improve, manipulate, prepare for market & other deal in all kinds of plant, machinery apparatus, tools, utensils, substances material & things necessary or convenient for carrying on any business.

IV. The liability of the members is limited

V. **The Authorised share capital of the company is Rs. 8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.**

**(Amended as above by virtue of a Special Resolution passed at the Extraordinary General Meeting of the members of the company held on 30<sup>TH</sup> AUGUST 2014)**

We, the several persons whose names, addresses, descriptions and occupations 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 this company indicated against our respective names.

Sl. No.	Signature, Name, Address Description and Occupation Of the Subscribers	No. of Equity Shares taken by each subscriber	Signature, Name, Address Description and Occupation of the Witness
1.	Sd/- B. POPATLAL KOTHARI S/o. Bhoormal No.44, Strotten Muthia Mudali Street, Chennai – 600 079 Chairman & Managing Director <i>Business</i>	500 (Five Hundred)	Sd/- <b>DINESH KUMAR P.</b> 113, N.S.C. Bose Road, Chennai – 600 079 <i>Chartered Accountant</i>
2.	Sd/- R. RANJANA KOTHARI W/o. Ranjeet Kumar No.6, Nattu Pilliar Koil Street, Chennai – 600 001 Director	100 (One Hundred)	
3.	Sd/- P. MANJULA KOTHARI W/o. B. Popatlal Kothari No.6, Nattu pilliar Koil Street, Chennai – 600 001 Director	100 (One Hundred)	
4.	Sd/- T. VIMALA KOTHARI W/o. Tejraj No.24, Arumugam Street, Chennai – 600 079 Director	100 (One Hundred)	
	Total	800 (Eight hubdred only)	

Place : Madras  
Date : 02-02-1994

