

Draft

**Memorandum and Articles
of Association of**

**PATTECH FITWELL
TUBE COMPONENTS LIMITED**



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

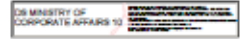
I hereby certify that PATTECH FITWELL TUBE COMPONENTS PRIVATE LIMITED is incorporated on this Twenty second day of August Two thousand twenty-two under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U28990GJ2022PTC134839.

The Permanent Account Number (PAN) of the company is AANCP1674M *

The Tax Deduction and Collection Account Number (TAN) of the company is BRDP06637B *

Given under my hand at Manesar this Twenty second day of August Two thousand twenty-two .



Digital Signature Certificate

PM MOHAN

ASST. REGISTRAR OF COMPANIES

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on www.mca.gov.in

Mailing Address as per record available in Registrar of Companies office:

PATTECH FITWELL TUBE COMPONENTS PRIVATE LIMITED
873/B/1 Road No. 1, Limbani Estate,, Near Getco Sub Station, GIDC,
Vadodara, Vadodara, Gujarat, India, 391243



* as issued by the Income Tax Department

Certificate of Incorporation Consequent upon conversion to Public Limited Company



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Ahmedabad
RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat, India, 380013

Corporate Identity Number: U28990GJ2022PLC134839

Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company

IN THE MATTER OF PATTECH FITWELL TUBE COMPONENTS PRIVATE LIMITED

I hereby certify that PATTECH FITWELL TUBE COMPONENTS PRIVATE LIMITED which was originally incorporated on Twenty second day of August Two thousand twenty-two under the Companies Act, 2013 as PATTECH FITWELL TUBE COMPONENTS PRIVATE LIMITED and upon an intimation made for conversion into Public Limited Company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the RoC - Ahmedabad vide SRN F26929166 dated 11.10.2022 the name of the said company is this day changed to PATTECH FITWELL TUBE COMPONENTS LIMITED.

Given under my hand at Ahmedabad this Eleventh day of October Two thousand twenty-two.



RAMESH CHANDRA MISHRA

Registrar of Companies

RoC - Ahmedabad

Mailing Address as per record available in Registrar of Companies office:

PATTECH FITWELL TUBE COMPONENTS LIMITED

Survey No.873/B/1, RD No: 1, Ansons Limbani Estate, Nr. GETCO
66K.V. Sub Station, G.I.D.C, Por, N.H-08, Vadodara, Vadodara,
Gujarat, India, 391243



The Companies Act, 2013

MEMORANDUM OF ASSOCIATION OF

PATTECH FITWELL TUBE COMPONENTS LIMITED*

(Formerly known as PATTECH FITWELL TUBE COMPONENTS, Partnership Firm)

[Company Limited by Shares]

1. The Name of the Company is **PATTECH FITWELL TUBE COMPONENTS LIMITED***.
2. The Registered office of the company will be situated in the state of Gujarat-GJ.
3. **[A] The objects to be pursued by the company on its incorporation are;**
 1. To carry on the business of importing and exporting of manufacturing and supply of all types of tube components (seamless and welded fittings in M.S., C.S., A.S., S.S, copper, brass and in all types of metals and all types of fabrication and engineering works etc. and to do any other business incidental thereto or any other business as may be mutually agreed upon among the partners from time to time.
- [B] Matters which are necessary for furtherance of the objects specified in clause 3(A) are;**
 1. To send any Director, employee or other person to any place in India or abroad for the purpose of obtaining training or knowledge in the techniques and methods of running or improving the business of the company or for the purpose of advancement or promotion of any of its objects, chattels, property, expertise or services of any nature.
 2. To carry out in any part of India and elsewhere all or any part of the objects of the Company and do all or any of the above things and either as principal, agent, factor, trustee, contractor or otherwise and by or through trustees or agents or otherwise and either alone or in conjunction with others.
 3. To enter into contracts, agreements, collaboration, and arrangements with any other person, firm, company or body corporate for the carrying out by such other person, firm company or body corporate, on behalf of the company of any of the objects for which the Company is formed.
 4. To take on lease, hire purchase or otherwise acquire, erect, construct, work, maintain, improve land, factories, building structure and facilities, test houses, laboratories, plants, machineries work, all other appliances, apparatus and conveniences required for the purpose of the Company.
 5. To take or otherwise acquire, and to hold shares, debentures, or other securities of any other Company, having similar objects.

** The name of the Company was changed from PATTECH FITWELL TUBE COMPONENTS PRIVATE LIMITED to PATTECH FITWELL TUBE COMPONENTS LIMITED vide Special Resolution passed by the Members in their Extra-ordinary General Meeting held on September 23, 2022.*

6. To establish branch of a business which this Company is authorized to conduct on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of business or branch 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.
7. To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interest, co-operation, joint venture, reciprocal concession or otherwise or amalgamate with any person or Company engaged in, or about to engage in business or transaction which the Company is authorized to perform or act on 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.
8. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or any Company conducting business which the Company is authorized to conduct or possessed of property suitable for the business of the Company.
9. To purchase, take on lease or otherwise acquire any land, grants, concessions and easement and hereditaments or other properties required for the attainment of the main objects of the Company.
10. 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 purchase and exhibition of works of art or interests, by publication of books and periodicals and by granting prizes and rewards.
11. To enter into any arrangement 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 rights, privileges, licences and concessions which the Company may consider necessary or desirable to obtain and exercise, use or comply with any such arrangements, rights, privileges or concessions.
12. To pay for any services rendered to the Company or for supply of technical know-how for acquisition of properties by the Company either in the shares of the Company or partly in shares and partly in cash or otherwise.
13. To issue and allot fully or partly paid shares in the capital of the Company in payment or part payment of any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company.
14. To amalgamate, enter into any partnership or acquire interest in the business of any other Company, person or firm conducting on or engaged in, or about to conduct on, engage in business or transaction included in the objects of the Company or enter into any arrangement for sharing profits or for co-operation, or for limiting competition or for sharing mutual assistance with any such person, firm or company or to acquire and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
15. To establish or promote or concur in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the properties, rights and liabilities of the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies.
16. To sell, lease, mortgage, hypothetical, transfer, let-out, exchange or otherwise deal with the undertaking of the Company or any property whatever, 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 companies having objects altogether or in part similar to those of this Company if thought fit to distribute the same among the shareholders of the Company subject to the provisions of the Companies Act, 2013.

17. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairs, improving, extending or maintaining any of the property or other assets of the Company or for redemption of debentures or redeemable preference shares or for any purpose whatsoever conducive to the interest of the Company.
18. To receive loan or borrow or raise money other than public deposits in such manner as the Company shall think fit without doing Banking business within the meaning of the Banking Regulation Act, 1949 and Rules or Regulations framed there under and in particular by the issue of debentures, debenture stocks (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 of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance of contracts or obligations undertaken by the Company or any other person on behalf of the Company as the case may be.
19. To invest the surplus funds in shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or running business in India or in any foreign country and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, Sovereign Rulers, Commissioners, public body or authority supreme, municipal, local or otherwise whether at home or abroad.
20. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
21. To spend money in experiments on and in improving or seeking to improve patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
22. To enter into arrangements and to take all necessary or proper steps with Government or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to undertake any negotiations or operations for the purpose of directly or indirectly conducting the objects of the Company or effecting any modification in the constitution of the Company for furthering the interest of its members and to oppose any such steps taken by any other company, firm or persons which may be considered likely directly or indirectly to prejudice the interest of the Company or its members and to promote or assist the promotion, whether directly or indirectly of any legislation which may appear to be in the interests of the company or its members and to promote or assist the promotion, whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from such Government authority or any company, any charters, decrees, rights, grants, loans, privileges or concessions which the company may think it desirable to obtain and exercise and comply with any such agreements, charters, decrees, rights, privileges or concessions.
23. To undertake and execute any trust whereof may seem desirable and the distribution amongst the beneficiaries, pensioners or other person entitled thereto, of any income, capital or annuity, whether periodically or otherwise, and whether in money or specie, in furtherance of any trust, direction, other obligation or permission.
24. To apply or acquire and hold any Acts of Parliament, Acts of any State, Legislature, privileges, monopolies, licences, concessions, patents or other rights, power or orders from the Indian Government and Parliament or from any State Government or any local or other

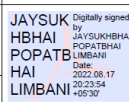
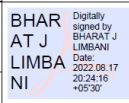
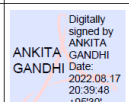
authority in any part of the world and to exercise, undertake and work any powers, rights or incorporate the Company as an anonymous or other society in a foreign country or state.

25. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pensions or superannuation funds for the benefit of and give or procure the giving of donations, gratitude, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the company, or who are or were at any time Directors or officers of the Company or their wives, widows, families and to subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and the well-being of the company and make payments to or towards the insurances of any such persons as aforesaid, subject to the provisions of the Companies Act, 2013.
 26. To open any kind of account including Current Account, Savings Bank Account, Overdraft, Loan, Cash Credits in any bank to make, accept, endorse, and execute promissory notes, bills of exchange and other negotiable instruments.
 27. To undertake and execute any trust, the undertaking of which may seem to the company desirable, and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the companies in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
 28. To aid, pecuniary or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles of the promotion of industry or trade.
 29. To make donations to such persons or institutions and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular, to remunerate any person or corporation introducing business to this Company, and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or other institutions, objects or for any public or and to establish and support associations, institutions, funds, trusts and convenience for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or the dependents, with such persons and in particular other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or in lump sum and to make payments towards insurance and to form, contribute to provident and other benefit funds of or for such persons, subject to the provisions of the Companies Act, 2013.
 30. To distribute among the members in specie and property of the Company, or any proceeds of sale or disposal of any property of the company, in the event of its being wound-up subject to the provisions of the Companies Act, 2013.
 31. To pay out of the funds of the Company all expenses incurred by the promoters, which the company may lawfully incur with respect to the preliminary expenses and other formation and registration expenses.
 32. To procure the recognition of the company under the laws or regulations of any other country and to do all acts necessary for conducting business or activity of the Company in any foreign country.
 33. To act as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with any other person or association.
 4. 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.
 5. The Authorised Share Capital of the Company is Rupees 12,50,00,000.00 (Rupees Twelve Crores Fifty Lakh Only) divided into 1,25,00,000 (One Crore Twenty-Five Lakhs) Equity Shares of Rupees 10.00 (Rupees Ten Only) each. (Refer Note 1)
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Note 1:

"Authorized Share Capital of the Company has been increased from Rupees 10,00,00,000.00 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rupees 10/- (Rupees Ten Only) each to Rupees 12,50,00,000.00 (Rupees Twelve Crores Fifty Lakh Only) divided into 1,25,00,000 (One Crore Twenty-Five Lakhs) Equity Shares of Rupees 10/- (Rupees Ten Only) each vide Special Resolution Passed in Extra-ordinary General Meeting held on [REDACTED]."

6. 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, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken	DSC	Dated	
1	Jaysukhbhai Popatbhai Limbani,S/o Popatbhai Limbani, R/o B-78, Girdhar Park, Near Makarpura Depot, Novino Tarsali Road, Vadodara - 390009, Occupation: Business	AJEPL7428A	1,588,21	Equity	 Digitally signed by JAYSUKHBHAI POPATBHAI LIMBANI Date: 2022.08.17 20:23:54 +05'30'	17/08/22
				Preference		
2	Bharatbhai Jivrajbhai Limbani S/o Jivrajbhai Limbani, R/o B-78, Girdhar Park, Near Makarpura Depot, Novino Tarsali Road, Vadodara - 390009, Tal-Vadodara, Dist.: Vadodara Occupation- Business	ACGPL3456M	3,768,97	Equity	 Digitally signed by BHARAT J LIMBANI Date: 2022.08.17 20:24:16 +05'30'	17/08/22
				Preference		
Total Shares taken			5,357,18	Equity		
				Preference		
Signed before Me						
Name		Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated	
ACS	Ankita Gandhi	Borivali East, Mumbai-400066, Occupation: Company Secretary in practice	66288	 Digitally signed by ANKITA GANDHI Date: 2022.08.17 20:39:48 +05'30'	17/08/22	