

THE COMPANIES ACT, 2013
MEMORANDUM OF ASSOCIATION
OF
VIBHOR STEEL TUBES LIMITED
(COMPANY LIMITED BY SHARES)

- I. The Name of the Company is “**VIBHOR STEEL TUBES LIMITED**”.
- II. The Registered Office of the Company will be situated in the state of Haryana i.e. within the jurisdiction of the Registrar of Companies Delhi.
- III. The objects for which the Company is established are :-
- (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION**
1. To carry on the business of manufacturers, assemblers, fitters, engineers, erectors, founder, smelters, refiners, makers, miners, workers, repairers, import and export agents, representatives, contractors and dealers, of and in forging casting of steel, stainless and special steels, alloys and ferrous and non-ferrous metals, autoparts tools and implements, dies,jigs, steel pipes and tubes and pipe fitting, iron and steel products, cast iron and steel and tubular structurals.
 2. To manufacture, produce, design, buy, sell, import, export or otherwise deal in all kinds of tubes, pipes, sheets, pipe fittings, components, accessories whether made of steel alloys, stainless steel, plastics or any other metal (ferrous and non-ferrous) or substance or material, and to act as and/or carry on the business of galvanisers, Jappeners, re-rollers, annealors electroplaters and to manufacture, produce, process, design, repair, convert, buy, sell, import, export, or otherwise deal in all such products, their by-products and allied commodities and deals in raw materials thereof.
 3. To carry on the business of manufacturers, processors, importers, exporters, of and dealers in all kinds of ferrous and non-ferrous metals means for any industrial or non-industrial use whatsoever and to carry on the business in cold or hot rolling, re-rolling, slitting, edge-mining, sheeting, stamping, pressing, extruding, forging, drawing, flattening, straightening, heat treatment of all kinds of steel and other metals or any other kind of steel and other metals or any other kind of strips, sheets, foils, tapes, wires, rods. Plates and any other sections, shapes or forms.
 4. To carry on business of all or any kind of iron and steel, founders, steel melters, steel makers, steel shapers and manufacturers, mechanical engineers and fabricators, contractors tool makers, brass founders, metal workers, manufacturers of steel, metal and malleable grey, casting including ferrous, non-ferrous, special and alloy steel, spring steel, forging quality, steel manufacturers, processors of all types of forged components and accessories alloys, nuts,bolts, steel rounds, nails tools, all types of hard-ware items, plat makers, wire drawers, tube manufacturers, galvanisers, Jappeners, re-rollers, annealors, enamellers and electroplaters and to buy, take on lease or hire sell, import, export, manufacture, process, repair, convert, let on hire, otherwise deal in such products, raw materials, stores, packing materials by products and allied commodities machineries, rolling, stock implements, tools, tensils, ground tools materials and conveniences of all kinds and generally to carry on the said business in all or any of its branches.

5. To carry on the business of manufacture of all types of steel tubes and stainless steel and pipes.

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

1. To accept stock or shares in or debentures. Mortgage debentures, or such other such securities or any other such company in payment for any services rendered or for any sale made to or debt owing from any such company in connection with the main business of the company.
2. To acquire all machineries, plants, stock-in-trade, trademarks and other movable and immovable properties of any description to achieve any of the main object of the company.
3. To acquire by concession, grants, purchase, licence or otherwise, lands, buildings and/or machinery, farms, water-rights and other works, privileges, rights and other editaments of all types in connection with main business of the company.
4. To erect upon the lands belonging to the company and upon any other such lands or property which may be taken on lease or licence by the company, factories building, houses and super structure as may be required for carrying out the main objects of the Company and in particular equip the said buildings and/or factories with machinery in connection with the main business of the company.
5. To improve, manage, develop, exchange, lease, mortgage, enfranchise and dispose of all or any of the property and rights of the Company.
6. To pay for any lands and immovable or movable estates and/or properties or assets of any kind acquired by the Company or for any services rendered or to be rendered to the company in connection with the main business and to pay or discharge any consideration to be paid or given by the Company in money or in shares whether fully paid-up or partly paid-up or debentures or obligations of the Company or partly in one and partly in another or otherwise however, with power to issue any shares either as fully paid-up or partly paid-up for such purposes.
7. To purchase, take on lease, or otherwise acquire in India or elsewhere any real or personal property, estates plantations and other such lands whether freehold, lease hold or such other tenure of all types for the purposes of the Company's business.
8. To aid particularly or otherwise, any association, body or movement having its object the solution, settlement or surrounding of industries or labour problems or troubles or the promotion of industry and trade.
9. To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise in connection with the main business of the Company.
10. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the company in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
11. To import, buy, exchange, alter, improve and manipulate all kinds of plant, machinery,

apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on the main object of the company.

12. To purchase, or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, let on hire, control and superintend any factories, plants, warehouses, workshops, sheds, office shops, stores, buildings, machinery, apparatus and houses, wharves, furnaces, crushing works and conveniences which may seem calculated directly or indirectly to advance the interest of the company and join with any other such person or company in doing any of this operation.
13. To establish and maintain branches, agencies or appoint representative in India or any part of the world for anyone or more objects of the Company and to regulate and/or discontinue the same.
14. To acquire and undertake and to work the whole or any part of the business, properties and liabilities of any person, firm or company carrying on any business which the company is authorised to carry on
15. To enter into agreement, partnership, or into any agreement either inside/outside India for sharing profits, union of interest, co-operation, joint venture reciprocal concession or for limiting competition 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 the company is authorised to carry on and take subscribe for or otherwise acquire shares, debentures and securities of any such company and to hold, sell, re-issue with or without guarantee or otherwise deal with the same.
16. To promote any firm, company or undertaking in India or abroad and to undertake take part in the formation management, supervision or control of the business or operations or projects of firm, company, body corporate, undertaking, person, institution, association, departments and services of the Government, public or local authorities, trusts and scientific research and development centers In India or abroad and for that purpose to act as consultants, administrators, agents or in any other capacity and to appoint and remunerate any Director, administrators, managers or accountants or other experts or agent.
17. To do all or any of the acts or things as mentioned in the main objects either as principals, contractors or otherwise and either alone or in conjunction with others.
18. To remunerate any firm, person or body corporate rendering services to the Company, including without limitation, in relation to the promotion or formation of the Company, either by cash payment or by allotment to him or them of shares and securities of the Company as paid -up in full or in part or otherwise.
19. To pay all costs, charges and expenses incurred or sustained in or about the formation, registration, promotion, incorporation, establishment and advertisement of the Company or which the Company shall consider to be preliminary including contracts entered into by the Company.
20. To enter into contracts or arrangements or other dealings for more efficient conduct of the business of the Company or any part thereof and also to enter into any arrangement with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company.

21. To buy, sell, repair, alter, improve, exchange, let on hire, import, export and deal in all works, products, materials, substances, articles and things capable of being used in any business which the Company is competent to carry on, or which may be required by any customer or person having dealings with the Company or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and otherwise deal in all products and services incidental to any of the businesses carried on by the Company.
22. To lease, sub-lease, hire, purchase, license or otherwise acquire and/or sell, dispose of, construct, alter, modify, develop or otherwise deal in any properties, factories, shades, offices, guest houses, employee accommodation, godowns, warehouses, or other structures for housing and carrying on the businesses of the Company or for its employees, clients or other persons or for any other persons or for any other purpose as the Board of Directors may think expedient for the benefit of the Company.
23. To enter into, undertake and execute contracts or other arrangements with any parties for any transactions, including the provision and supply or use of materials, machinery, equipment, articles or other products and/or services necessary for or otherwise required for or incidental to carrying out the objectives of the Company.
24. To recruit, train and develop staff, organize seminars, training programs and conferences for employees, customers and the general public.
25. To recruit, train and develop a pool of technical, managerial and administrative personnel including staff, employees, agents, for the Company or any subsidiary, affiliate or group companies or any other company, firm or other person, particularly where such companies, firms or persons are engaged in any business related to the business of the Company.
26. To employ, engage, appoint, retain or otherwise procure, suspend or terminate the services of professionals, consultants, engineers, design consultants, technicians, legal and financial advisors, or other experts and to imbibe innovation and modern management techniques in the functioning and businesses of the Company.
27. To retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, support staff and other employees and to remunerate them at such rates as may be thought fit.
28. To adopt such means of making known the processes and services provided by, or at the disposal of the Company, as well as properties, assets and effects of the Company as may seem expedient, in particular by advertising in the press and through billboards, hoardings, motion pictures, by broadcasting, telecasting or by publication of books, periodicals and any other material convenient to the Company, by participating in trade fairs, exhibitions and by granting prizes, rewards and donations.
29. To acquire, and possess the whole or part of the business assets, property, goodwill, rights and liabilities of any persons, society, association or company carrying on any business.
30. To appoint dealers, sub-dealers, agents, sub-agents, distributors, sole selling agents, sole concessionaries, either in India or any place in India, for the efficient conduct of the business of the Company, and remunerate them for their services.

31. To take and/or provide discounts or to approve other terms of payment or credit in relation to any sums owing to or due from the Company and to impose or agree to pay any interest thereon or to write off any such sums or parts thereof.
32. To pay for any property or rights acquired, either in cash, against debentures, or in fully or partly paid shares, or by the issue of securities, or by providing services and generally in such terms as may be determined and agreed upon.
33. To carry on research and development activities on all aspects related to the business and objects of the Company.
34. To undertake all types of technical, economic, and financial investigations and aid or assist or enter into partnership, joint ventures with any institution, university, company, partnership, firm or person or persons conducting such research or study and to subsidize, endow and assist workshops, libraries, meetings, lectures, and conferences and do such other acts to generally encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered to assist any of the businesses of the Company.
35. To identify projects, project ideas, to prepare profiles, project reports, and undertake market research, feasibility studies, pre-investment studies and investigation of industries on a micro and/or macro level and to render appropriate services, to identify scope and potential for economic and industrial development in any particular geographical area or location whether in India or abroad.
36. To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know-how, processes and operating data, plans, lay-outs and blue-prints required for any of the businesses of the Company and to pay remuneration thereof in any currency by way of lump-sum or installments or fees or royalties.
37. To develop and/or furnish to any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints required for any of the businesses of the Company and to obtain remuneration thereof in any currency by way of lump-sum or installments or fees or royalties or through any other arrangement.
38. To apply for, purchase, or otherwise acquire, protect or prolong any patent, design, concessions, trademarks, copyrights and the like, conferring an exclusive or non-exclusive or limited right of use, or any secret or other information and/or systems, processes of the Company or which the Company may develop or acquire or propose to develop or acquire.
39. To apply for, purchase or otherwise acquire brand names/service marks for the products manufactured and the services rendered by the Company, from any company, firm, or other person anywhere in the world, particularly international brand names/ service marks of the Company's holding or group companies.
40. To expend money for improving or seeking to improve any patents, rights, inventions, discoveries, or information and/or systems, processes of the Company or which the Company may develop or may acquire or propose to develop or acquire.

41. To use, exercise, develop, sell, assign, grant licenses or otherwise turn to account the property, rights and information so acquired.
42. To establish, maintain or procure the establishment and maintenance of any non-contributory or contributory pension, superannuation, provident, welfare and education funds and trusts for the benefit of any person who is or was at any time in the employment or service of the Company or any subsidiary or affiliate of the Company, or who is or was at anytime a director of the Company or of any such other company as aforesaid and the spouse, family and dependants of any such person.
43. To provide for the welfare of employees or ex-employees of the Company and their spouses or the dependants of such persons by grant of money, pensions, allowances, bonus or other payments or by contributing to other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company may think fit.
44. To purchase, hire or use all kinds of vehicles including cars, heavy transport vehicles, and aircraft, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.
45. To acquire and hold one or more memberships or membership privileges in stock/security exchanges, commodity exchanges, clearing houses in any other trade or service associations which memberships, or membership privileges are likely in any mannerto facilitate the conduct of the Company's business.
46. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, hire or otherwise acquire or dispose of any moveable or immoveable property including lands, buildings, and flats of any description in India or elsewhere.
47. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, or otherwise acquire or dispose of any other rights and privileges which the Company may think fit, and in particular of shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.
48. To deal in, sell, mortgage, let out or otherwise dispose of the businesses, undertaking or all or any of the property and assets for the time being of the Company, or any part thereof, for such consideration and on such terms, as the Company thinks fit, particularly for shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.
49. To promote, invest or assist any companies for the purpose of acquiring all or any of the property, rights and liabilities of such companies, which may seem beneficial to the Company.
50. To enter into joint venture, partnership, or any other arrangement for joint working in business, sharing profits or for co-operation or for mutual assistance or form, promote, subsidize and assist companies and partnerships of all kinds with any person, firm or company or to acquire or carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the

Company's property or to amalgamate with any person, firm or company carrying on or about to carry on any business or transaction included in the objects of the Company or any other similar business, in India or abroad.

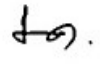

51. To open bank accounts of all nature including overdraft account and to operate the same and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and the other negotiable or transferable instruments and to deal with all documents, mercantile or otherwise, in the ordinary course of business
52. To borrow or raise money with or without security or to receive money on deposit at interest or otherwise, in such a manner as the Company may think fit and also in particular by the issue of debentures or debenture stock-perpetual or otherwise including debenture or otherwise whether convertible or not into shares of company and in security of any such moneys to be borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets of the Company present or future, including its uncalled capital and to purchase, redeem or pay off any such securities subject to the provision of Companies Act, 2013 and rules made thereunder.

**Amended vide Special Resolution dated 16th March, 2020*

- IV. **The Liability of the members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**
- V. **The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.**

***AMENDED COPY OF MOA VIDE SPECIAL RESOLUTION PASSED BY SHAREHOLDERS AT EXTRA ORDINARY GENERAL MEETING HELD ON JUNE 14, 2023.**

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 respectively agree to take the number of shares in the capital of the company set opposite our respective names :

Sl. No.	Name, address, description and occupation of each subscriber	No. of equity shares taken by each subscribers	Signature of Subscriber	Signature of witness with address, description and occupation.
	1. JAGDIS CHANDER MEHTA S/O S/O KARAM CHAND MEHTA 142 E. MODEL TOWN HISAR (HARYANA) BUSINESS	5000		I hereby witness the signatures of all the subscribers.  MOLESH KUMAR GUPTA CHM Chartered Accountant S/O SH. RAM KANUWAL GUPTA 26/4, JAIN GATE, HISAR HARYANA
	2. ADHIR MEHTA S/O SH. JAGDISH CHANDER MEHTA 142-E, MODEL TOWN HISAR, (HARYANA) BUSINESS	5000	Adhir Mehta	
	Total	10,000 Ten Thousand	EQUITY SHARES	

Dated: 27/02/2003
 Place: HISAR

Moghan