THE COMPANIES ACT, 2013
&
THE COMPANIES ACT, 1956
(To the extent Applicable)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION OF RMC SWITCHGEARS LIMITED

I. The Name of the Company is RMC SWITCHGEARS LIMITED.*

II. The Registered Office of the Company will be situated in the STATE OF RAJASTHAN.

III. The Objects for which the Company is established are:

A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-

1. To manufacture, import, export, roll, re-roll, draw, cast and deal in all kinds of stainless steel, iron and steel, alloy steel, ferrous and non-ferrous metals including ingots, blooms, billets, bars, wires and to carry on business of iron, steel and stainless steel founders, steel makers, steel converters and to establish stainless steel rolling mill and re-rolling in their respective branches, furnace proprietors, scrap dealers, metals and alloy makers and refiners, galvanisers, machinists, smiths, jappaners, welders, fabricators, moulders and jobworkers, plating of hardware items and bearing components.

2. To carry on the business as manufacturers, designers, fabricators, assemblers, processors, exporters, importers, buyers, sellers and contractors in casting products including ferrous and non-ferrous metals and their parts, casting foundry work, grey malleable and sand castings including machinery equipments, automobile components, implements, apparatus, tools, accessories, fittings, steel structures, buckets, containers, carriages, hangers, shelves, pulleys, tools and clips and to carry on the business as forgers, engineers, metallurgist, smelters, moulders, foundryman, welders, fitters, bioler makers and founders.

3. To manufacture, produce, design, repair, purchase, sell, contract, deal, or otherwise engage generally in the domestic and non-domestic electrical, electronic appliances and equipment, switchgears, enclosures, wire, cables, lines, conductors, transformers, moulding, turnkey power solutions from planning to commissioning, lighting solutions for domestic and non-domestic requirements, electrical kilowatt / hour meters, magnets, electromagnets, power cables (including overhead and underground), industrial jewel, ammeters, voltmeters, boxes and other types of measuring instruments, electrical or non-electrical, circuit breakers, switches, plant and equipment's facilities ancillary to the operation or use for or in electricity generation, transmission and distribution system originated through solar, hydro, thermal or by any other means and to plan and execute an integrated program on development and deployment of solar energy or any new technologies to achieve commercialization and to deal, buy, sell and hire / lease all apparatus and things required for or used in connection with generation, distribution, supply, accumulation of Solar, hydro, thermal Energy or by any other means and to provide Consultancy, expert services, advises, designs, drawings in relation to supervision and control of power in India and abroad.*

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**Amended vide Special resolution passed in Extra ordinary general meeting held on 16.07.2016, the name of the Company was changed from "RMC Switch Gears Limited" to "RMC Switchgears Limited and Altered the Clause III (A) by adding sub clause 3 after Existing Sub Clause 2.*

4. To carry on the business of manufacture, refine, prepare, process, purchase, sell, import, export or generally deal in building material, PVC marble, solid surface, wall panel, roof penal, fittings, extrusion process, sheet moulding, injections moulding, blow moulding, compressor moulding for domestic non domestic purposes made of and out of with containing or combing plastic powder, poly propylene, PVC molding, PVC resin, calcium carbonate, aluminum, trihydrate, isophthalic resin, BKY-W996, powder styrene, polystyrene, vinyl chloride, thermosetting and thermoplastic material of all sorts laminates, plastic polyethylene which are commonly of all sorts laminates, plastic polythlene and plastic goods, and such other allied chemical required to manufacture. *

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

1. To purchase, sell, acquire, erect, manufacture, construct, maintain, work, install, import, export and to deal in buildings, plant and machinery, all materials and substances and ancillaries used in process of preparing and manufacturing of various items and to deal in any of the by-products of the manufacturing processes which the company may undertake.

2. To manufacture, purchase or sell, import, export otherwise handle or deal in land, products required to run the plants of the company.

3. To obtain technical services and provide all assistance in planning, construction, erection and installation of appliances, apparatuses, equipments, plant and machinery related to the business of the company and obtain technical services in repairs, maintenance and replacement thereof and to employ, remunerate and collaborate with experts for the purpose.

4. To design, construct, fabricate and manufacture buildings, mills, factories, plant, equipments, accessories, apparatus, parts and machinery requires for the business of the Company.

5. To establish, equip, maintain, subscribe to or become member of training institutions, research laboratories, research institutions and experimental workshop for scientific and technical research and experiments and to carry on analytical experimental and other works and research for implementing the objects.

6. To apply for and procure licences under the industries (Development and regulation) Act for establishment of new industries for attachment of the main objects.

7. To use trademarks or trade-names or brands for the products and goods of the company and adopt such means of making known the business and projects of the company or any other company in which this company is interested as may seem expedient and in particular by advertising in newspapers, magazines, periodicals, radio, television and cinema, by purchase and exhibitions of work of art or interested by opening stores and exhibitions, by publications of periodicals, calendars, diaries or any other materials of publicity by distributing samples and granting prizes, rewards and donations subject to the provisions of the Companies Act, 2013.

8. To acquire and undertake the whole or any part of the business, property, assets undertaking, belonging, funds, obligations, contracts and agencies, rights or liabilities of any person, Government, firm or body corporate, carrying on or proposing to carry on any business which the Company is authorised to carry on or having property suitable for the purpose of the company or which can be carried on in conjunction therewith others or which is capable of being conducted so as directly to joint venture or any other arrangement which the Company or body corporate on such terms and conditions and considerations as the Company may think fit.

**Amended vide Special resolution passed on 29.09.2017 by way of Postal Ballot, the alteration of Clause III (A) by adding sub clause 4 after Existing Sub Clause 3.*

***Amended vide Special Resolution passed in Extra Ordinary General Meeting held on 08.06.2016, Adoption of Memorandum of Association as per Companies Act, 2013 and Altered the Clause III B after existing sub-clause 37.*

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9. To pay any premia, commission, salaries and to pay for any property rights or privileges acquires by the company or for services rendered or to be rendered in connection with the promotion or formation of the business of the company or in case of conversion into public company for services rendered or to be rendered by person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any other debentures stock or other securities of the Company as may be permissible by law on conversion into a public Company or otherwise either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully paid up or which such amount credited thereon as may be agreed upon and to charge any bonds, debentures an other securities and all or any part of the property of the Company.

10. Subject to the provisions of section 73 to 76 of the Companies Act, 2013 and the Rules framed thereunder and the directions issued by Reserve Bank of India from time to time as may be applicable to borrow or raise money or receive money on deposits on interest or otherwise in such manner as the Company may think fit and in particular by the issue of debenture or debenture stock perpetual or otherwise and in security of such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets and revenues of the company present or future, including its installed capital by special arrangement or otherwise or to transfer or convey the same absolutely in trust and to give the lenders, power of sale or other powers as may seem expedient and to purchase, redeem or to pay off any such securities. However, the company shall not carry on banking business as defined in the Banking Regulations Act, 1949 for the time being in force.

11. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

12. To take consideration and to approve and confirm all acts, deeds or thing that many be done or entered into with any person, firm or body corporate by promoters of the Company and further to enter into any arrangements, agreements or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in connection with the formation or promotions of the Company.

13. To purchase, take on lease or in exchange, hire or otherwise acquire real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, building, stock-in-trade and to construct, maintain and alter any buildings or works necessary or convenient for the purpose of the company.

14. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of landing, warrants and other negotiable or transferable instruments and to open an account or accounts with any scheduled bank, banks any to pay into or withdraw money from such account or accounts.

15. Subject to the provisions of law to invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit. But the Company shall not carry on any banking business as defined under Banking Regulations Act, 1949.

16. Subject to provisions of Section 73 to 76 of the Companies Act, 2013 and the Rules framed there under and the directions issued by the Reserve Bank of India to receive, grants loans, advances or other moneys or deposits or otherwise from the State or Central Government, Banks, Companies, trusts, individuals with or without allowing interest thereon.

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17. To subscribe to become a member of and co-operate with any other association whether incorporated or not whose objects are altogether or in part similar to those of the company and procure from and communicate, to any such association such information as may be likely to further the objects of the company.

18. To communicate with Chamber of commerce and other mercantile and public bodies throughout the world and concern and promote measures for the protection of the trade, industry and persons engaged therein.

19. To lease, let out on hire, sub-let, mortgage, pledge, hypothecate sell or otherwise dispose of the whole or any part of the undertaking any land, business, property rights or assets of the company including all and every description, apparatus or appliances or any shares of interest therein respectively in such manner and for the such consideration as the Company may think fit and according to procedure of Company law and in particular for/ shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.

20. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part the property and rights of the Company.

21. To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of for the benefit of the Company and with or without any declared trust in favour of the Company.

22. To merge, reconstruct, amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession with any person, firm or body corporate whether in India or outside carrying on or engaged in or about to carry on or engage in any business or transaction which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefits the Company.

23. To establish promote or concern in establishing or promoting any company or companies for the purpose acquiring all or any of the rights, liabilities and properties of the Company or for any other purpose which may seem directly or indirectly calculated to benefit 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 such company or companies.

24. To create any description fund, reserve fund, sinking fund, insurance fund or any special or other funds whether for depreciation or for repairing, replacing, improving, extending or maintaining of the property of the Company or for any other purpose whatsoever and to transfer any such refund or part thereof to any of the other funds herein mentioned

25. To apply the assets and income of the Company in any way in or towards the establishment, maintenance or extension of any associations, institutions or funds in any way connected with any particular trade or business of scientific research industry or commerce which is directly or indirectly deemed conductive for the attainment of main objects.

26. To establish the agencies in India and elsewhere and to regulate and to discontinue the same.

27. To establish the branches of the Company and to get them recognised in any part of the world outside the Union of India.

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28. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non contributory pension or superannuation fund, gratuities, pension, allowances, emoluments, bonus, profit sharing bonus, benefit or any other payment to any person who are or were at any time on the employment or services of the company or its predecessors in business or of any Company which is a subsidiary of the company or is an allied to be associated with the Company or with any subsidiary or who are or were any time Directors or Officers of the Company or any of such dependent or connection of any persons and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidizing or contributing to any institution, association , funds, clubs, trusts, profit sharing or other schemes and by providing, subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and to make payments to or towards the insurances of such person as aforesaid and to do any of the matter aforesaid either alone or in conjunction with any other Company as aforesaid.

29. To issue as fully or partly paid up any share securities, bonds, debentures or other obligations of the Company in consideration of any privileges concessions or rights or any property and accept any consideration for any property sold or otherwise disposed of by the Company, fully or partly paid up shares or securities or bonds, debentures or other obligations of any other Company.

30. To enter into any collaboration or arrangements with the Government of India of foreign Government or Companies with any States or with any authorities municipal local or otherwise or with any person, that may seem conducive to the Company's objects or any of the and to apply for and obtain and to purchase or otherwise acquire from any such Government, State Authorities or persons any rights, powers, privileges, licences, decrees, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carry out, exercise and to comply with any such arrangements, rights, powers, privileges, licences, decrees, sanctions, grants and concessions.

31. To subscribe in or donate to or guarantee money for any National philanthropic, charitable, benevolent, public, general or useful fund or organization, association, institution or for any exhibition or for any purpose which may be likely directly or indirectly to further the objects of the Company or interest of its members, subject to the provisions of the Companies Act, 2013.

32. To make arrangement with persons engaged in any trade, business or profession for the concession to the Company's members, ticket holders and their friends of any special rights, privileges and advantages and in particular in regard to the supply of goods.

33. To aid, assist and finance any industrial undertakings, projects, enterprises whether owned or run by government of India, Government of Rajasthan firm or individual or extension of its work and business.

34. To undertake and execute any trust either gratuitously or otherwise.

35. On winding up of the Company to distribute all or any part of the property of the company or any proceeds of sale or disposal of any of the properties of the Company amongst the members in seice or kind subject to the provisions contained in the Companies Act, 1956.

36. To do all or any of the things in any part of the world as principals, agents or otherwise and either alone or in conjunction with others and to establish officers, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world.

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37. To carry the business of manufacturers and suppliers, erectors, fabricators or otherwise dealers in all kinds of plants, machinery and equipments, stores, tools, gadgets, wire drawers, tubes, boilers and other mechanical and electrical and electronic product devices, contraptions, instruments, spares and components and to procure agencies for the same and to develop, acquire, supply, plan, drawings, estimates, project-report and know-how for industries, business, companies, services and public bodies and Governments.

38. To carry on the business of manufacturers and printers of tin containers, drums, other packing articles made of metals or card board or hard board or any other material or substance and to buy, sell, import, export, convert, reconvert, recondition or otherwise deal in such products and by-products.

39. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, or otherwise dealers in precision, instruments, tools and accessories, nut bolts required in factories, mines, works and projects.

40. To carry on the business of and to render service in the field of electroplating, galvanizing and anodizing.

41. To carry on the business in India or elsewhere as manufacturers, buyers, sellers, dealers, importers, exporters, contractors, factors, agents and suppliers and profile plastic. P.V.C., pipe, moulded industrial articles, industrial components and articles, tubing films, roles or allied and auxiliary plastic products, extrusion process, packing materials, injections moulding, blow moulding, compressor moulding, vacuum, forming, housewares, different sizes and types of materials handing crates and/ or containers, plastic pallets, plastic luggage articles, suit cases, light and heavy automobile parts, components and accessories, Electrical appliances for TV Cabinets, computer parts plastic furniture vaccum flasks.

42. To carry on the business of manufacturers of, dealers in, sellers, purchasers, contractors, importers, exporters, and suppliers of polythene, polypropylene, nylon, polystyrene, P.V.C., polyester strips, plastic powder and such other articles required to manufacture profile plastic, P.V.C. pipe, moulded household articles, tubing, films and rolls, Sheet Moulding Compound(SMC) products and various chemicals used for this purpose and Glass-Fibre.

43. To plan, locate, design, establish, build, construct, equip, operate, make, lay, place, use, administer, manage, and maintain service, improve, inspect, enlarge, alter, protect, develop, extend, repair, replace, refurbish, pull down and remove and to carry out works in respect of electric wires (including these overheads and underground), cables, lines, plant and equipment facilities ancillary to the operation or use of an electricity transmission system or distribution system, and to acquire, operate and maintain the licenses, consents, authorizations, wayleaves, casements and other rights capable of facilitating the aforesaid.

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 Crores) Equity Shares of Rs. 10/- (Rupees Ten) each.**"

**Amended vide Ordinary Resolution passed in Annual General Meeting held on 19.09.2026, the authorised capital of company is increased from Rs. 15.00 Crores to Rs. 20.00 Crores.*

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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 opposite our respective names:-

S. NO.	Signature, Name, Description Address and Occupation of the subscribers	No. of Equity Shares taken by each subscriber	Signature, Name, Address Description and Occupation of Witness
1	Sd/- **(ASHOK KUMAR AGRAWAL)** S/o Shri Vitthal Das Agrawal 5, Near Sethani Ka Bagh M D Road, JAIPUR Business	10 (Ten)	I witness the signature of both the subscribers Sd/- (S.K. GUPTA) S/o Shri Radhey Shyam Akar 313, Dhula House Bapu Bazar, JAIPUR Chartered Accountant (Practice) M. No. 73574
2	Sd/- **(VANDEEP KUMAR)** S/o Maj. M. R. Rathi D-16, East of Kailash New Delhi Student	10 (Ten)	
3	Sd/- **(VITTHAL DAS AGRAWAL)** पुत्र श्री केशवदास जी 5, सेठानी का बाग़ मोती डूंगरी रोड, जयपुर व्यापार	10 (दस)	

Total No. of Equity Shares Subscribed: 30 (Thirty)
Dated the 05th day of August, 1994
Place: Jaipur

RMC Switchgears Ltd. JAIPUR