

**THE COMPANIES ACT, 2013 \*\***  
**MEMORANDUM OF ASSOCIATION OF**  
**ATMASTCO LIMITED \***

- I. \* The name of the company is ATMASTCO LIMITED
- II. The Registered office of the Company will be situated in the state of Chhattisgarh
- III. The Objects for which the Company is incorporated are:

**(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: - \*\***

1. To carry on the business of manufactures, importers, exporters, servicing contractors and dealers in engineering goods, machines & spares of all kinds and in particular (1) heavy earthmoving Machineries, (2) Heavy machineries, elevators & Hydraulic equipment's (3) Diesel Locomotives and associated parts, assemblies & structures (4) Low/High Powered Diesel Engines, pumps, motors & other items (5) electronics items, machines, automated machines, computers and related items and instrumentation panels (5) power plant machineries, turbines, power generation equipment's and related items (6) machines, equipment's, structures any definition, spares, accessories, parts and services relating to steel cement, machine too textile, process, instrumentation, electrical, chemical, mechanical and other industries.
2. To trade deal, import, export of steel, iron, chemicals, alloys of any type, acids, other metals, compounds and the items which are of industrial use and which are used extensively in the engineering, chemical, pharmaceutical, process and other industries.
3. To carry on the business as agents, suppliers and contractors in the above business or businesses to Government, Whether Central or State in all their civil military, Navy Air or other/ Departments Improvements Trusts, Corporations, Municipalities, Notified Areas, Cantonments, Railways Electric, Gas, Telephone and water Companies and other public and private corporations, bodies, firms and person.
4. To carry on the business of manufacturing unit manufacture, fabricate the structure, pressure vessels and associated equipment's for the all-industrial sector including power sector to machine the castings to undertake profile cutting of steel items and to assemble structures, to undertake erection jobs for steel power, mining sector and other related industries.

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

1. To borrow money upon such terms as the Company may approve and to guarantee the debts and contacts in connection with the Company's business and within the scope of the existing law of the country.
2. To extend or develop the business of the Company from time to time by purchasing, acquiring by exchange or otherwise taking on lease for the purpose of the Company in the part of India or elsewhere and land (whether freehold, leasehold or otherwise or without buildings standing thereon any machinery, plant or other property (including trade-mark, trade names and goodwill) of every description (movable or immovable) necessary or expedient for any business or objects or prospective business requirement of the Company or any estate or interest in or right over any such property and by erecting construction and maintaining on any land or in the possession of the company, building ,structure work machinery, plant. To let on hire and improve, expend, repair being property of the company and to expend. For such purpose from time to time such money as the company may deem necessary or expedient, subject to Law in force.

\*Amended pursuant to conversion of private limited company into public limited company vide Special Resolution passed by the shareholders in the Extra Ordinary General Meeting held on March 22, 2016

**ATMASTCO LIMITED**  
**DIM : 01243936**  
**DIRECTOR**



3. To undertake and carry on scientific, industrial economic and technical research, surveys and investigations by establishing, providing; subsidizing endowing or assisting laboratories experimental stations, Colleges, Universities and Concerts and by providing for the remuneration to scientists, scientific or technical personnel or teachers and to award scholarships, grants and Prizes to students, Research workers and Inventors or otherwise and generally to encourage, promote and regard studies, research, investigations experiments tests and inventions of any kind that may be considered likely to assist, improve and invent, new and better techniques and methods of manufacturing, the Company's products.
4. Subjects to section 58A and Directive of Reserve Bank of India to borrow or raise money for loans for the purposes of the company by promissory notes, bills of exchange bandies or other negotiable or transferrable instruments or by mortgage, charge hypothecation or pledge, or by debenture stock, perpetual otherwise, charges upon all or any of the Company's property and assets, both present and future movable and immovable, including its -uncalled capital, upon other manner with or without security, as may be deemed expedient, to take money or deposit or otherwise merely for the purpose of financing the business of the company with or without allowance of interest thereon and to lend and advance moneys to customers and others having dealing with the Company, with or without any interest, on such security as may be thought proper, or without taking any security therefore and to guarantee the performance of contracts by any such persons and to execute all deeds, writings and assurance for any of the aforesaid purposes, but the Company shall not carry on the business of banking as defined under the Banking Companies Act, 1949.
5. To open current, bank savings fixed or account of any other nature with any bank, and to pay into and draw moneys from such accounts and to authorize to any person, Director or agent to make, draw, accept, endorse the bills of exchange, promissory notes, Cheques, Bank Guarantees, Counter Guarantees and to execute and endorse, and other documents that may be necessary for such operation, subject to R.B.I.'s directions.
6. To invest the funds of the Company not immediately required from time to time in such manner and in such assets, properties, securities, shares, bullion or investments or otherwise and from time to time to see or verify all or any of such investments and execute all assignments, transfers receipts and documents that may be necessary in that connection.
7. To act in conjunction with, units of amalgamate with, create or constitute or assist in creating or constituting any other Company, firm or association for the purpose of acquiring or transferring all or any of the properties, rights and liabilities of the Company from or to any calculated to benefit this Company and do put up or absorb all or any part to the business, property or liabilities of any person company or association and acquire and secure membership seat or privilege in and of any association, exchange market or, institution in India or any part of the world.
8. To alter; manage, develop, exchange, lease, mortgage, underlet, improve or deal with the land, property assets, rights and the resources and undertakings of the Company or any part debentures or security, or in part similar to those of the Company.

ATMASTCO LTD.

DIRECTOR

DIN : 01243936



9. To pay and reimburse to the promoters all costs, charges and expenses of and incidental to the promotion, formation registration and establishment of the Company or such other expenses which the Company shall construe to be the preliminary expenses including therein the costs of advertising, printing and stationery and Charges in connection therewith and to remunerate or reimburse by cash or by allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture stock or securities of this or any other Company on in any other manner, out of the Company's capital or profits or otherwise to any person, persons or firm or Company from the services rendered or to be rendered in connection with establishment promotion, development or expansion of company's capital or profits or otherwise to any person, persons or firm of Company from the services rendered or to be rendered in connection with establishment promotion, development or expansion of company's business or in placing or assisting to place or guaranteeing or in the conduct of business or introducing any property or business to the Company or for any other reason which the Company may think proper.
10. To adopt such means of making known the Business of the Company of dealt with by the Company that may seem expedient and in particular, by advertising in the press, public places and theaters by radio, by television, by circulars, by purchase and exhibition of works of art or interest, by publication of books, pamphlets, bulleting or particulars, complementary by organizing or Participation in exhibitions, conventions, meetings and associations and by granting prizes, rewards, and donations, but the company shall not make any political donations.
11. To procure the incorporation registration or other recognition of the Company in India and to establish and regulate agencies for the purposes of the Company's business and to apply for joint in applying to Government, local, Municipal or other authority or body for concession orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interest.
12. To provide for the welfare for Directors or Ex-Directors or the employees or ex-employees of the Company, the wives widows and families of such persons by building or by contributing to the building or houses, dwelling houses, chawls or by grants of money, pension allowances, bonus or any other payments or by creating and from time to time subscribing to provident and other funds and by providing towards schools, places or instruction and recreation and hospitals, dispensaries, medical and other attendance and other assistance, as the Company shall think fit and to form, subscribe to or other institutions or objects or purposes, to any individuals or body.
13. To create any reserve fund, sinking fund, insurance fund, dividend equalization fund or any other special fund whether for depreciation or repairing improving extending or maintaining any of the properties of the Company of for any other purpose conducive to the interests of the Company.
14. To place to reserve or to distribute as bonus shares among the members or otherwise to apply, as the Company may from time to time think fit, any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares and moneys arising from the sale by the Company or forfeited shares.
15. To Institute conduct, defend, compound and abandon legal proceedings by or against the Company and or its officers otherwise concerning the affairs of the Company and also to compound any allow time for payments or satisfaction of any debts due and of any claim or demands by or against the company.

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16. To give tenders, make negotiations and enter into contracts for executing any contract work in accordance with main objects of the company in the name of any person, association of persons, firm, company, co-operation society by entering into contract for work sharing profit sharing, proprietorship, partnership or any other arrangement which is deemed necessary from time to time by Board of Directors.
  17. To establish branches, depots, showrooms, service centers, research bureaus, with a view to facilitation the work of the Company and to expand its business, to establish and maintain any agencies or branches in any part of the world for the sale of any materials, articles or things for the time belong at the disposal of the company or for the sale or purchase of goods and materials required by the company or its constituents or for the purpose whatsoever and to appoint managers, brokers, canvassers, contractors and other persons for the purpose of the company and to discontinue and discharge them.
  18. To give guarantees, counter guarantees, indemnities and/or counter indemnities for any person for any loans, for financial assistance or performance of any contract or other obligations.
  19. To distribute any of the property of this company in specific or in kind among the members in the event of its winding up.
  20. To undertake and execute any trusts, the undertaking of which seem to the company desirable and either gratuitously or otherwise.
  21. To remunerate any person including Managing Director if any, or any other Directors or any firm or Corporation or any employees of the Company whether by cash payment or giving to him or them a commission on the profit on any particular transactions or a share in general profits of the Company or by allotment to him or them of shares or securities of the Company credited as paid in full or in part or otherwise.
  22. To do all such other things either alone or in conjunction with others as are incidental or conducive to the attainment or in furtherance of the objects specified in clause III(A) as above.
- 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 Authorized Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each, with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for time being, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act; or provided by the Articles of Association of the Company for the time being and to consolidate or sub divide the shares and issue shares of higher or lower denomination, as permitted by the Companies Act, 2013.

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- @ The authorized share capital of the Company increased from Rs. 21,00,00,000/- to Rs. 25,00,00,000/- vide an ordinary resolution passed by the shareholders in their meeting held on September 15, 2023.
- @ The authorized share capital of the Company increased from Rs. 20,00,00,000/- to Rs. 21,00,00,000/- vide an ordinary resolution passed by the shareholders in their meeting held on June 24, 2019.
- @ The authorized share capital of the Company increased from Rs. 5,00,00,000/- to Rs. 20,00,00,000/- vide an ordinary resolution passed by the shareholders in their meeting held on June 02, 2018.
- @ The authorized share capital of the Company increased from Rs. 1,00,00,000/- to Rs. 5,00,00,000/- vide an ordinary resolution passed by the shareholders in their meeting held on May 23, 2012.
- @ The authorized share capital of the Company increased from Rs. 35,00,000/- to Rs. 1,00,00,000/- vide an ordinary resolution passed by the shareholders in their meeting held on December 21, 2010.
- @ The authorized share capital of the Company increased from Rs. 15,00,000/- to Rs. 35,00,000/- vide an ordinary resolution passed by the shareholders in their meeting held on February 03, 2004.
- @ The authorized share capital of the Company increased from Rs. 10,00,000/- to Rs. 15,00,000/- vide an ordinary resolution passed by the shareholders in their meeting held on November 01, 1997.

\*\* Substituted by Special Resolution passed by the members at the EGM of the Company held on Friday, September 15, 2023.

**ATMASTCO. LTD.**

DIN: 01243936

**DIRECTOR**



We are several persons whose names and address and descriptions 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 name.

Name & Address description & occupation of subscribers	No. of shares taken by each subscriber	Signature of the subscribers	Name & address, description, occupation of witness
S. SWAMINATHAN IYER S/O LATE M. SUBRAMANIAM IYER BLOCK 24, PLOT NO.1 NEHRU NAGAR (EAST) BHILAI (C.G.)  "BUSINESS"	10 TEN EQUITY SHARES	Sd/-	Witness to both The Subscribers  Sd/-
S. RAVI IYER S/O SHRI S. SAMBA SIVAN NO.1 BROJEN MUKHERJEE ROAO, BEHALA CAL-34  "BUSINESS"	10 TEN EQUITY SHARES	Sd/-	(G.Venkataraman) S/o Shri V.Ganeshan 24/1, M.L. Nehru Nagar (E) Bhilai-490 022 (C.G.)
TOTAL	20 (TWENTY) Equity shares of ss,10/- each		
Place: Bhilai Date 10/02/1994			
		ATMASTCO LTD. DIN: 01243936 DIRECTOR	