

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SHAH METACORP LIMITED

- I. The name of the Company is **"SHAH METACORP LIMITED"**
II. The registered office of the Company will be situated in the State of Gujarat.
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 carry on in India or elsewhere the business of manufacturing, producing, altering, converting, processing, treating, improving, manipulating, extruding, milling, slitting, cutting, casting, forging, rolling and re rolling of all shapes, sizes, varieties, specifications, dimensions, descriptions and strength of iron and steel products including sponge iron, iron ore, hot rolled coil, billets, slabs, bars, rods, structures, profiles, pipes, sheets, castings, wires, rolling metals, girders, channels, angles, rolls, ingots, flats, slabs, torsheels, bright bars, shaftings, beams, rounds, squares, hexagons, octagons, foils, joints, de-formed bars, their products, byproducts and other allied materials, goods, articles and things made of all grades of iron and steel including steel rolling products, mild steel, carbon steel, stainless steel, electrical steel, alloy steel, special steel or any combination thereof with any other ferrous or non-ferrous materials and to act as agent, distributor, stockiest, importer, exporter, buyer, seller, job worker, convertor, consultant, supplier, vendor.
2. To carry on in India or elsewhere the business of manufacturing, producing, altering, converting, processing, casting, treating, improving of all varieties, shapes, sizes, specifications, descriptions and strengths of Ferro Alloys inclusive of but not restricted to Ferro Chrome, Ferro Manganese, Ferro Silicon Manganese, Ferro Molybdenum, Ferro Titanium, Ferro Aluminum or any combination thereof and any other ferrous and nonferrous materials and to act as agent, distributor, stockiest, importer, exporter, buyer, seller, job worker, converter, consultant, supplier, vendor.
3. To impart education and training to entrepreneurs, professionals and technicians for innovation, design, production and marketing of products out of stainless steel sheet, aluminum sheet and other metal sheets, through its own training center or through a network of franchises in India or any other country of the world.
4. To take & execute the tender and contract for design, application, development, production, erection, promotion, marketing and use of products out of stainless steel sheet, aluminum sheet and other metal/alloy sheet and auto-parts, scotch brite finish, material for white goods industry, auto-industry, architectural finish, precision strip market, retail market (small tonnages) and other allied sectors.



5. To manufacture, deal, import and export pig iron, sponge iron, ferro silicon, ferro chrome and other ferrous substances and metals of every description and grades and manufacture, deal, import and export all kinds and varieties of non-ferrous raw metals such as aluminum, copper, tin, lead, silico-manganese etc. and the by-products obtained in the processing and manufacturing these raw metals.
6. To carry on business in India or abroad as manufacturers, producers, processors, makers, convertors, refiners, importers, exporters, traders, buyers, sellers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in chemicals, intermediates, agriculture products & chemical used in industry, science, photography, agriculture, horticulture and forestry; unprocessed artificial resins, unprocessed plastics; manures; fire extinguishing compositions; tempering and soldering preparations; chemical substances for preserving foodstuffs; tanning substances; adhesive used in industry such as Ferrous chloride, Ferrous sulphate, Calcium chloride, all chemicals heavy or fine, organic, inorganic, biological or any other formulations, derivatives and compounds thereof from mineral origin or from other chemicals or from by-products or waste products of other trades and industries and other branded preparations and compounds, derivatives and formulations thereof and consumers products based thereon; pharmaceutical specialties, surgical specialties, cosmetics, germicides, detergents, acids; Dyes, Dyestuff chemicals, chemical compounds (organic and inorganic), intermediates etc in all forms, and chemical products of any nature and kind whatsoever, and all by-products and heavy chemicals of various kinds (solid, liquid, gaseous), tannin extracts, essences, solvents, plastics of all types, dyes stuffs, intermediates, textile auxiliaries, colors, dyes, paints, varnishes, vat and other organic dye stuff, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, bio chemicals, sizing, bleaching and other preparations used for industrial, agricultural based for commercial and non- commercial basis

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

1. To acquire real or leasehold estate and to purchase, or otherwise acquire or provide in any place in which any part of the business of the Company may from time to time be carried on, all such offices, warehouses, workshops, buildings, houses for employees and directors, machineries, engines, plants and appliances as may be considered requisite for the purpose of carrying on the business of the Company or any part thereof.
2. To form, constitute, float, lend money to assist and control similar associations or undertakings whatsoever.
3. To promote, subsidise and assist companies, syndicates and partnerships of all kind in any manner as may be thought fit in connection with any of the above objects of the Company.



4. To hold use, work, manage, improve, carry on, develop the undertaking, lands and movable estate or property and assets of any kind of the Company or any part thereof.
5. To dispose of any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise.
6. To subscribe for, take or otherwise acquire and hold shares, stocks debentures or other securities of any other Company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly to benefit the Company.
7. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions in their objects or purposes or for any exhibitions but not for political objects.
8. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donation, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of Company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any subsidiary company or who are/were at any time Director or officers of the Company or of any such other company as aforesaid and the spouse, families and dependants of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid and make payment to or towards the insurance of any such persons as aforesaid and to any matters aforesaid either alone or in conjunction with any such other company as aforesaid.
9. To provide for the welfare of Directors, employees, or ex-employees of the Company and the spouse, families and dependents or in connection of such persons by building or contributing for the building, houses, dwelling or quarters, or by grants of money, pensions, gratuities, allowance, bonus, profit sharing bonus and any other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds profit sharing or other scheme or trust and by providing, subscribing, or contributing towards places of instruction, recreation, hospitals, dispensaries, medical and other attendants, or any other assistance as the Company shall think fit.
10. To establish, provide, maintain and conduct or otherwise subsidise research, laboratories and experimental workshop for scientific and technical research and



experiments and undertake and carry on with all scientific and technical research experiments and tests, undertake and to promote studies and research both scientific and technical investigation and invention by providing subsidy or assisting laboratories workshops, libraries, lectures, meetings and conferences and by providing the remunerations of scientific or technical professor or teachers and by providing for the awards or exhibition, scholarship prizes and grants to students or otherwise and generally to encourage promote and reward studies, researches, investigation, experiment, tests and invention of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.

11. To appoint any Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
12. To aid pecuniarily or otherwise, any association, body or movement having similar object, the solution, settlement or labour problems or the promotion of industry or trade.
13. To acquire and undertake all or any of the business property and liabilities of any person, company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of the Company which can be capable of being conducted so as directly to benefit the Company and to subsidise or assist any such persons or company financially or otherwise.
14. To vest any movable or immovable property rights or interests acquired by or belonging to the Company 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.
15. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with Company and to guarantee the performance of any contract or obligation and the payment of money to any such person or companies and generally to give guarantee and indemnities.
16. To guarantee the payment of money secured or unsecured by or payable under in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages charges, obligations, instruments, of any person whatsoever, whether incorporated or not and generally to guarantee or become securities for the performance of any contracts or obligations.
17. To undertake and execute any trust, the undertaking of which may seem to the Company desirable either gratuitously or otherwise.
18. To carry on business or branch of a business which this Company is authorised to carry on by means or through the agency of any subsidiary or other companies and to enter into any arrangement with such subsidiary Company for taking the



profits and bearing the loss at any business or branch so carried on, or for financing any such business or branch so guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily to close any such branch or business.

19. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the Company.
20. To procure the incorporation, registration or other recognition of the Company in any country, state or place outside India and to establish and maintain local registers and branch places of business in any part of the world subject to law in force.
21. To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves whether for depreciation or for repairing improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the Company.
22. Subject to the provisions of the Companies Act, 1956, to place to reserve or to distribute as dividends or bonus share among the members or otherwise to apply any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on or arising from the sale of forfeited share.
23. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities 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 subscribed for or otherwise acquired all or any part of the shares, business capable of being conducted so as directly or indirectly to benefit the Company.
24. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any undertaking or other commissions, broker's fees and charges in connection therewith and to remunerate (by cash or other assets or by the allotment of fully or partly paid shares) or by a call or option on shares, debentures, debenture stocks, or securities of this or any other company or in any other manner whether out of the Company's capital or profits or otherwise to any person or persons for services rendered in introducing any property or business to the Company, in placing or assisting to place or guaranteeing the subscription of any shares, debentures,



debenture-stocks or other securities of the Company as the directors may think proper.

25. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debenture, bonds, bills of lading, railway, receipts, warrants and all other negotiable or transferable instruments.
26. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
27. To open account or accounts with any firm or Company or with any bank or banks or bankers or shroffs to pay into, withdraw money from such account or accounts.
28. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake execute, carry out dispose of or otherwise turn to account the same.
29. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings having similar objects and generally of any assets, property or rights.
30. To take part in the management, supervision and control of the business or operation of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts.
31. Subject to the provisions of the Act, to pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
32. To amalgamate, enter into partnership or into any arrangement for sharing or pooling of profits, amalgamation, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on any business or transaction which may seem capable of being carried on or conducted so as, directly or indirectly to benefit the Company.
33. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property or without security upon such terms and in such manner as may be thought proper from time to time, to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the Companies Act, 2013.
34. To purchase or otherwise acquire, protect, prolong and renew any patents, rights, inventions, licences, protections and concessions which may appear likely



to be advantageous or useful to the Company and to use and turn to account the same and to grant licence or privileges in respect of the same.

35. To pay or satisfy the consideration for any property, rights, shares, securities or assets whatsoever which the Company is authorised to purchase, or otherwise acquire either by payment in cash or by the issue of shares, or other securities of the Company, or in such other manner as the Company may agree to partly in one mode and partly in another.
36. To search for and to purchase, protect, prolong, renew or otherwise acquire from any Government, state or authority any patents, protections, licences, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account, to work develop, carry out, exercise and turn to account the same.
37. To furtherance of the aforesaid objects of the Company.
- [a] to enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties and other persons for obtaining by grant, licence, and/or on other terms, formulate and other rights and benefits, and to obtain technical and engineering information assistance and service know-how and expert advice for installation of plant and machinery, production and manufacture of any products, and
- [b] to pay for technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in cash or otherwise.
- [c] to pay to promoters such remuneration and fees and otherwise recompense them for their time and for the service rendered by them.
38. To do above things as may be incidental or conducive to the attainment of above objects, as principals and as through agents, brokers, trustees, contractors, either alone or in partnership or in conjunction with others.
39. Subject to the provisions of Section 58 A of the Companies Act, 1956 and the rules made thereunder and the directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money on deposit at interest for any of the purposes of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debenture or debenture-stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or for any such debentures or debenture-stocks so issued to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such



securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

40. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities imperial, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of carrying out the objects of the Company directly or indirectly or effecting any modifications in the constitution of the Company or furthering interests of its members and to oppose any such steps taken by any other Company, firm or person 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 and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company.
41. To apply for, promote and obtain any Act of Parliament or legislature, charter, privilege, concession, licence or authorization of Government State or Municipality provisional order or licence of the Board of Trade or other authority for enabling the Company to carry out any of the objects into effect or for extending any of the powers of the Company for effecting any modification of the constitution of the Company for any other purpose which may seem calculated, directly or indirectly to prejudice the interests of the Company.
42. To make and/or receive donations, gifts or income to or from such persons, institution or trusts and in such cases and whether of cash or any other assets as may be thought directly or indirectly to benefit the Company or any of the objects of the Company and also to remunerate any person or corporation introducing or assisting in any manner the business of the Company.
43. To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts and conveniences for the benefit of the employees or ex-employees or of persons having dealing with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances and bonuses either by way of annual payments or by way of lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds, or to such persons.
44. To indemnify members, officers, directors, agents and employees of the Company against proceedings, cost, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the



Company or any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto.

45. To establish agencies in India and elsewhere for sale and purchase to regulate and discontinue the same subject to law in force.
46. Subject to the provisions of the Act, the company shall have power to borrow any sum or sums of money either by way of short/long term loans for the purpose of the company and whether with or without any security or by such other terms and conditions and from such person or persons, firms, bank or any financial, industrial, institutions or any government or semi-government corporation as the company may deem fit.
47. To carry on the business of manufacturers, importers, exporters, assemblers, hirers and repairers of and/or dealers in and marketing and distribution of computers and computer peripherals, software and hardware, computer parts, data transmission circuit, audio visual equipment and consumer electronics, radio receivers, television receivers, television picture tubes, tape-recorders, record changers, professional and defense electronics, test and measuring instruments, inspection instruments, digital and analytical instruments, electronic environmental and pollution measuring instruments, photocopying machines and other office equipment, electronic desk calculators, oscilloscopes and associated instruments, process control systems, industrial electronics, medical electronic equipment, electro devices, audio record/play back systems, closed circuit T.V., aerospace electronics, geo science electronics, broad casting electronics and for the purpose of foregoing but without limiting the generality, materials, accessories, components and spare parts thereof.
48. To undertake and/or direct all types of construction and the maintenance of and to acquire by purchase, lease, exchange hire and otherwise, lands, properties, buildings and estates of any tenure or any interest therein, to sell, lease, let, mortgage or otherwise dispose off the same and to purchase, construct and sell for self or for any person free hold or lease hold lands, house properties, buildings, offices, factories, work-shops, godowns, farm houses, farms and any kind of landed properties or any share/interest therein and to carry on the business of land and estate agents on commission or otherwise without commission.
49. To carry on the business of and act as promoters, organizers and developers of lands, estates, properties, cooperative housing associations, housing schemes, shopping-office complexes, townships, farms, houses, holiday resorts, hotels, motels and to finance with or without security and/or interest for the same and to deal with and improve such properties either as owner or as agents.
50. To carry on and undertake the business of trading, hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling hiring or letting on hire



all kinds of plants and machineries and equipment, selling, hiring or letting on hire all kinds of plants and machineries and equipment that the company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment of similar transactions and to subsidise, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable properties including land and buildings, plants and machineries, equipment, ships, aircrafts, automobiles, computers and all consumers, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used.

51. To carry on the business as refrigerating engineers and lessors of cold storage space, to erect, maintain and operate cold storage depots and to engage in cold storage trade in all its branches.
52. To carry on business of running nursing homes, clinics, pharmacies, indoor or outdoor hospitals, medical, anatomical, orthopedic, surgical and 'X' Ray units, laboratories, research establishments, nature cure centers and hospitals for eye, throat and nose diseases and to acquire land, buildings plants, equipment, accessories, instruments, gadgets, furniture and fittings, and other facilities for treatment and nursing of patients, of various types of diseases, ailments sickness, illness and other body or mental troubles and to act as consultant in any and all branches of medical science.
53. To carry on business as producers, importers, exporters, buyers, sellers, manufacturers, stockiest, agents and brokers of coal, charcoal, petroleum-coke, copper, iron, ore, bauxite granite, fire clay, china-clay, salt, sodium chlorides, calcium phosphate, nickel, beryllium, uranium, zinc, lead, asbestos, tin alumina, mercury, silicon, sulphur, graphite, brass, aluminum, silicate and bentonite, quartz, dextrin, magnetite, dolomite, ferro-alloys, corundum, manganese, mica, gypsum, garnet, emerald and other minerals and to act as metal foundries, manufacturers, agents and dealers of metals, sheets, wires, rods, squares, plates, metal foils, pipes, tubes, ingots, billets, circles bars, beams, circle angles, structures, coils, ferrous, non-ferrous metals, utensils, decorative and art materials.
54. To carry on business as agents, holders or investors in saving unit or units issued by the Unit Trust of India.
55. To carry on business as producers, manufacturers, processors, converters, refiners, bottlers, stockiest, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia, carbon dioxide, nitrogen, hydrogen, helium and other types and kinds of gases required for or



used in industries agriculture, clinics, hospitals, refrigeration, aviation, transport vehicles, spare rockets and crafts communication, objects and media, power plants, domestic or public lighting, heating, cooling or cooking purposes, lighters, plants producing water, chemicals or fuels, pesticide, defense or warfare establishments, horticulture, forest or plant protection and growth and other allied purposes and to service, repair, manufacture, market or deal in machineries, plants, spare, cylinders, containers, gadgets, appliances and accessories required for, working on, using or producing any of such gases and products.

56. To carry on the business of taking/giving on hire and rent all classes and kinds of plants and machineries, lands and buildings and other properties.
57. To receive moneys, securities and valuables of all kinds on deposit at interest of for custody and generally to carry on the business of a safe deposit company. However the company shall not carry out the business of banking activities, as defined under Banking Regulation Act, 1949.
58. To carry on the business of a finance company, lease finance company and to finance industrial enterprises and to promote companies engaged in industrial, manufacturing and trading business whether in India or out of India and subject to provisions of law, receive and give short term/long terms loans with and/or without security and interest, and raise public deposits.
59. To carry on business as laboratory proprietors, breeders, importers and exporters of and dealers in live or dead plants and animals, to act as analytical and consulting chemists and research work of any kind.
60. To carry on the business of travel agency and to act as tourist agents and contractor and to facilitate travelling and to provide for tourists and travelers such as buying, booking, hiring, leasing buses, taxies, ships, aircrafts, hotels, rooms, motels, out houses, cafeterias or promote the provision of conveniences and comforts of tourists.
61. To act as distributors, dealers, exporters, importers, agents and to undertake and carry on anywhere in India or abroad any or all the trades and business of ginners, packers, balers, spinners, weavers, processors and manufacturers of all types of yarn, fibers, fabrics, cotton, wool, silk, flax, hemp, jute, cellulose and non cellulose products, nylon, polyester whether textile, netted or looped and also fibrous or textile substances altering, adding, bleaching, blending, carbonizing, calendaring, converting, coloring, curing, creeping, dyeing, doubling, dipping, dewatering, developing, enlarging, extracting, finishing, improving, knitting, knotting, manipulating, mercerizing, making, printing, preparing, reconditioning, refining, sizing, scouring, sulfurizing, treating, twisting, thinning, texturizing, watering, washing, working, utilizing.
62. To act as brokers, dealers and to carry on the business of share broking, money broking, exchange broking and bill broking, bills purchasing, bills discounting and

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to advise on portfolio management, investment of money, sale of properties and to act as Registrars and Managers to the issue.

63. To establish, maintain and operate shipping, air transport and road transport services and all ancillary services and for these purposes or as an independent undertaking to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to own, work, manage and trade with steam, sailing, motor and other ships, trawlers, drifters, tugs and vessels, aircraft and other vehicles with all necessary and convenient equipments, engines, tackle, gears, furnitures, and stores and to maintain, repair, fit out, refit, improve, insure, alter, sell, exchange or let out on hire or hire-purchase or charter or otherwise deal with and dispose off any of the ships, vessels, aircrafts and vehicles or any of the engines, tackles, gears, furnitures, equipments and stores.
64. To carry on business of warehousing in all its aspects in India and elsewhere.
65. To carry on business as manufacturers, dealers, importers, exporters, stockiest or distributors of razors, safety razors, blades and shaving sets.
66. To carry on the business as producers, dealers, analysts, investigators and consultants in public health and environmental engineering, water sewage and effluent treatment, water, air and land pollution control, industrial engineering and for the purpose to carry on civil, structural, mechanical, chemical, electrical, metallurgical, hydraulic, ecological or any other branches of engineering and science and to develop and/or provide technical or industrial know-how, formula, processes and applied technology and to act as engineers, architects, planners, designers, technical advisers, analysts, investigators, consultants, contractors and to undertake and execute any contract in connection with the objects and to buy, sell, import, export, build, process, manufacture, fabricate, alter, repair, convert, let on hire and deal in all or any of them.
67. To manufacture welding products including welding torches, metal spray powers, fluxes and soldering, filling brazing and joining metals and alloys, welding heads and accessories, job manipulators, tube to tube sheet welding, orbital welders, girth welders, custom-designed equipment and engineering systems, welding and metal fabrication equipment systems, to suit cross country pipe line construction and laying, hard facing, surfacing equipment and systems used for reclamation and recycling of machinery parts in coal, mining and crushing industry, mining completes, power plants, cement mills, sugar industry, transportation industries, chemicals and fertilizers plants, defense workshops, earth moving equipments and other industries.
68. To act as trustees of any deeds constituting or securing any debentures, debenture-stock or other securities or obligations and to undertake and execute any other trusts and also to undertake the office of or exercise the powers of executors, administrator, receiver, custodian and trust corporation.



69. To carry on the business as manufacturers, manufacturers' representatives, dealers, retailers, whole-sellers, repackers, factors, agents, consignors, consignees, shippers, distributors, stockiest, buyers, sellers and indentors of all classes, kinds, types sizes, nature and descriptions of safety equipments, made of whatever metal and/or substance by any devices such as mechanical, engineering, electrical and electronic to safe guard, protect, preserve and maintain all sorts of assets, valuables monies, noney' worth, machines, men and livestock.
70. To carry on the business of electricians, electrical engineers and manufacturers of all kinds of electrical machineries and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply, lay down, establish, fix, carry out and deal in accumulators, lamps, meters, cables, wires, lines, pots, engines, dynamos, of any kind and accessories thereof and manufacturers of and dealers in scientific instruments of any kind.
71. To carry on the business as manufacturers, moulders, producers, extruders, weavers, refiners, fabricators, assemblers, suppliers, processors, stitches, laminators, sealers, stockiest, and dealers in all classes, kinds, type and nature of :
- [i] Plastic materials, plastic articles including but without limiting the generality of the foregoing, polymer sun films, polymer production line, LDPE-HDPE-HM, HD-PPE-multi-layer, monolayer plastic films.
 - [ii] Packing materials and packages made of whatever materials/substances and compounds including paper, jute, cotton, rubber, glass board and wood.
 - [iii] Intermediates, derivatives, bye-products and substitutes of all or any of them
72. To carry on anywhere in the world, the business of running hotel in all its aspects, lodging and boarding and to run, manage, acquire, control, own, purchase, hire the same including restaurant, cafe, tavern, beerhouse, refreshment-room, lodging-house keepers, licensed victuallers, subject to law, wine beer and spirit merchants, importers and dealers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements, ice merchants, importers and workers of food, live and dead stock and colonial and foreign producers of all descriptions, hair dressers, perfumers, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements, recreation, sports dances and entertainments of all kinds and cigar merchants, agents for railway, shipping and aero plane companies, carriers, theatrical and opera box office proprietors, entrepreneurs and general agents of things which can be conveniently carried on in connection therewith.
73. To carry on the business of advertising contractors and agents, to acquire and dispose off advertising time, space or opportunities in any media, to undertake

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advertising and promotional campaigns of every nature, to acquire and provide promotional requisites.

74. To carry on the business of printers, stationers, lithographers, type foundries, stereotypes, photographic printers, photo-lithographers, chrome-lithographers, engravers, die-sinkers, book-binders, designers, draughtsman, paper and ink manufacturers, book-sellers, publishers, engineers and dealers in or manufacturers of above articles or things or any of them or concerned therewith.
75. To carry on the business of printers, stationers, lithographers, type foundries, stereotypes, photographic printers, photo-lithographers, chrome-lithographers, engravers, die-sinkers, book-binders, designers, draughtsman, paper and ink manufacturers, book-sellers, publishers, engineers and dealers in or manufacturers of above articles or things or any of them or concerned therewith.
76. To carry on the business of water-proofers of all kinds.
77. To carry on the business of manufacturers and suppliers of all classes, kinds, types, nature and descriptions of engineering goods including but without limiting the generality of the foregoing, D.C. variable, speed drive controllers, A.C., D.C. current couplings, meters, counters made of whatever metals and substances.
78. To carry on business as manufacturers, dealers, traders, importers, exporters, distributors, agents, consignors, consignees, crushers, cutters, grinders, processors of all classes of marbles, whether synthetic or natural, granites, stones, chips, tiles, bricks and sand.
79. To carry research and development work for industrial, agricultural and minerals productivity and methods of productions, matters and problems relating to accountancy, business management, distribution, marketing and selling and to collect, analyses, examine, prepare, formulate, publish, distribute and circulate data, statistics, reports, journals, books, magazines, newspapers, literature and information relating to any type of business, trade, industry, sports, education, society, cinema or real estates and to promote or propose such methods, procedures and measure as may be considered desirable or beneficial for all or any of the objects of the Company and for extending, developing and/or improving any type of business, trade, estate, industry, commerce, organization, methods, techniques, technical know-how, patents, trademarks, and procedures to consider and evaluate problems relating to administration, management, manufacture, production, storage, distribution, finance, marketing and sale and/or relating to the rendering of any service.
80. To manufacture, produce, install, commission, operate, pay, import, buy, sell, supply, distribute or otherwise deal in all energy production and conversion activities in all its forms inclusive of but not restricted to various renewable sources like solar energy, wind energy, all forms of biomass, geothermal energy, hydel energy, tidal and wave energy as also effective and efficient utilization of

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conventional energy forms like coal, oil, gas, electricity and all equipment that may be associated with such energy related activities.

81. To refine, treat and render merchantable and fit for use, natural deposit of salt, brime, natron, soda, kieselguhr nitrates and derivatives.
82. To provide a leasing advisory/counselling services to other entities and/or form the leasing arm of other entities.
83. To investigate, search, survey, prospect, explore, extract, drill, dig, raise, pump, produce, refine, purify, separate, treat, process, blend, store, transport, distribute, market, sell, pack and otherwise deal in mineral oils, whether on shore or off-shore and their derivatives, bye-products, mixtures with gaseous, liquid or solid forms and to fabricate, purchase, construct, take on lease/rent, erect, maintain machineries, plants, equipment, carriages, structures, platform towers, (jackets) piles, decks, module frames and ancillary parts of complete off-shore and on-shore installations and pipe lines related to the above activities, to take on lease, purchase or otherwise acquire lands and other places, including off-shore areas which seem capable of affording a supply of natural gas and mineral oils for conducting above activities.
84. To carry on business as consignors, consignees and agents and to buy, sell, import, export, resell, exchange, manufacture otherwise deal in all kinds and classes of cotton, woolen, rayon, silk, art silk, nylon, jute, synthetic, others natural man-made staple fibers, fabrics, yarn, thread and materials made therefrom and other synthetic fabrics, materials and garments.
85. To carry on business as producers, distributors, importers, exporters, exhibitors and financiers of cinematograph films and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic, sound recording, lighting, appliances, instruments, equipment and machines and to construct, establish, own, hire or otherwise acquire and to manage, let out for rent, fee, monetary gain or otherwise studios, laboratories, theatres, buildings, halls, open air theatres, and other buildings or work required for the purposes of production, distribution or exhibition of the films, operas, stage plays, dances, operettas, burlesques, vaudeville, revues, ballets pantomimes, spectacular pieces, promenade concerts, circus or other performances and entertainments and to act as dealers, importers, exporters of entertainment instruments and records, cinema and film projectors and cameras, wigs or materials related or connected with the aforesaid objects and businesses and to acquire exclusive or limited rights to any play, story, script, musical song and lyric, book article or any technique by producing, purchasing or otherwise acquiring and to use, exercise, develop or exploit or turn to account such right for the business of the Company and to act as agents for training, retaining, arranging and supplying artists, stars, art



directors, script or story writers, technicians, extras and other personnel required by the Company or others for film, cinema or show business.

86. To carry on the business of manufactures, exporters, importers, dealers, and merchants of vegetable products, tallow, stearin, fatty acids, acetylene gas, starch, glucose, margarine, shortening compounds, cooking mediums, salad oils and refined oils and all other allied products and bye-products and the preparation of all or any of the said products or substances and the sale of all the aforesaid substances and products.
87. To carry on the business as manufacturers, suppliers, stockiest, manufacturers' representatives, traders, dealers, importers, exporters, factors and agents of all classes and kinds of medicinal apparatuses, instruments, appliances, injections and tools required by physicians, surgeons, doctors, consultants, dentists and orthopedicians in their respective professions.
88. To produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, Portland cement, white cement, alumina cement, limes and lime-stones and by-products thereof, cement pipes/ sheets, refractories, bricks and minerals.
89. To carry on the business of manufacturers, producers, importers, exporters, buyers, sellers, stockiest, suppliers, wholesalers, retailers, jobbers, contractors, repairers, cleaners, stores and wherousers, hirers and lessors of all types of glass including glass equipment, laboratory glass equipment, pipelines glass components like plain sections, spacers, reducers, bends, Y pieces, T pieces, joint, glass components valves, glass tubes, glass vessels like reactors, reboilers, receivers, separators, measuring and fees vessels, glass made stirrers, agitators, specially designed glass heat exchangers, columns, plain or colored sight glasses, glass machines and plant and machinery and domestic wearers made of glass and spares, components and accessories thereof.
90. To carry on the business in India and elsewhere as manufacturers, producers, buyers, sellers, dealers, traders, suppliers, exporters, importers, factors, agents, consigners, consignees, distributors, advertisers, marketing agents, stockiest, suppliers, Job contractors to manufacturers and packers of any brand and of classes, kinds and types of marine blue, detergent cakes, toilet soaps, laundry soaps, marine soaps, industrial soaps, detergent powder, detergent liquid, cleaning powder, washing powder, neel, whitener, slurry, benzene, glycerin, oils, silicate washing materials, toilets requisites and preparation.
91. To carry on business as manufacturers, producers, growers, fabricators, processors, refiners, stockiest, agents, importers, exporters, traders, whole-sellers, retailers, distributors, concessionaries or dealers of drugs, medicines, spirits, mixtures, tonics, pigments, powder, tablets, pills, capsules, injections, compounds, mother tinctures, trituration, globules, creams scents, soaps, lotions,

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shampoo, toilet goods and all kinds of pharmaceuticals, cosmetics and medical preparations required or used in homeopathic, allopathic, Ayurveda, umami or nature cure or any other medicinal system or branch of medicine or as beauty aid or personal hygiene, whether for human, animal, birds, insects for whatever purposes, such as prevention, curation and nourishment.

92. To carry on all kinds of agency business and as buying and selling agents of all articles, things, commodities and products.
93. To carry on the business as consultants in marketing and survey for whatsoever materials and projects for whomsoever.
94. To carry on business as traders, exporters, importers, suppliers, job-works, finishing, fabrications or/and manufacturing of steel, wooden, ferrous or non-ferrous metals, furniture, fixings and lighting fittings, equipment, decorative.
95. To carry on business of manufacturers, refiners, buyer, sellers, dealers, traders, suppliers, packers, importers, exporters, factors, agents, consigners, consignees, distributors, stockiest, marketing agents of all types of edible non-edible and/or solvent vegetable oils.
96. To work mines or quarries and to find, win, get, work, crush, smelt, manufacture or otherwise deal with chalk, clay, ores and generally to carry on the business of mining of all branches.
97. To carry on business as manufacturers, processors, refiners, formulators, buyers, sellers, importers and exporters and dealers in all types of chemicals including basic chemicals, heavy or fine, organic, inorganic, biological, laboratory, scientific chemicals, chemicals of any nature used or capable of being used in the pharmaceutical industry, agricultural chemicals, fertilizers petro chemicals, sanitary, industrial chemicals or any mixtures, derivatives and compound thereof.
98. To own, occupy, purchase, sell, deal in acquire, hold, hire, possess, exchange, lease, license, mortgage, improve, grow, develop, manage, control, land and to set up agricultural farms, agricultural houses, farm-houses, orchards, gardens and to carry on the business as agriculturists, farmers, millers, gardeners, cultivators, planters, processors in connection with the agricultural and farming activities.
99. To carry on the business of manufacturer's representatives, agents, traders, dealers, exporters, importers, factors, consignors and consignees of all kinds, types and sizes of articles goods, merchandise and commodities whether for domestic, commercial, industrial, agriculture and defense purpose/use in India or elsewhere.
100. To undertake and carry on the business of shippers, ship owners, ship-breakers, shipping agents, ship managers tug owners, loading brokers, freight contractors, barge owners, lighter men, dredgers and forwarding agents,



engineers, ship store merchants, ship husbands, stevedores, salvors ship builders and ship repairers, ship breaking yards, and to carry on business of breaking cutting, dismantling of ship, steamers, trailers, steam launches, ocean going vessels plying on water either by company itself or through other arrangements whether on contract or job work basis.

101. To carry on the business of an investment company and to invest in and acquire and hold and otherwise deal in shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company constituted or private industrial enterprises carrying on business in India or elsewhere and shares, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any government, state, dominion, sovereign, public body or authority, supreme, municipal local or otherwise whether in India or elsewhere and to provide merchant banking services by acting as manager to the public issue or brokerage, loan syndication, guarantee and also to act as registrar to the issue, investment schemes of the companies, bodies corporate and also to carry on the business of project financing, shares and securities, financing and to act as shares and stock brokers at any place in India in consultation with the rules and regulations of various stock exchanges in India including over the counter exchange of India (O. T. C. E. I.) in accordance with the guidelines framed by the securities and exchange board of India (SEBI) from time to time.

IV. 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.

V. The Authorized Share capital is Rs. 110,00,00,000/- (Rupees One Hundred and Ten Crores Only) divided into 110,00,00,000 (One Hundred and Ten Crores) Equity Share of Rs. 1/- (Rupee One Only) each. *

* The new set of MOA and AOA adopted as per the provision of the Companies Act, 2013 by the shareholders in the Extra Ordinary General Meeting of the Company held on Friday, May 12, 2023.

* The Change in name of the Company from Gyscoal Alloys Limited to Shah Metacorp Limited approved by the shareholders at Extra Ordinary General Meeting of the Company held on Friday, May 12, 2023.

* The alteration to main Object clause by adding point no.6 after paragraph number 5 of Clause III (A) taken place after passing Resolution in duly convened 24th Annual General Meeting of the company held on Saturday, September 30, 2023.

* Increase in Authorised Share capital from Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) equity shares of Rs. 1/- each (Rupees One Only) each to Rs. 70,00,00,000/- (Rupees Seventy Crores) divided into 70,00,00,000 (Seventy Crore) equity shares of Face Value of Rs. 1/- (Rupees One Only) each have taken place after passing

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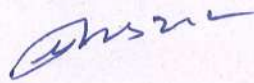


Resolution in duly convened 24th Annual General Meeting of the company held on Saturday, September 30, 2023.

* Increase in Authorised Share capital from Rs. 70,00,00,000/- (Rupees Seventy Crores) divided into 70,00,00,000 (Seventy Crore) equity shares of Face Value of Rs. 1/- (Rupees One Only) each to Rs. 75,00,00,000/- (Rupees Seventy Five Crores) divided into 75,00,00,000 (Seventy Five Crore) equity shares of Face Value of Rs. 1/- (Rupees One Only) each have taken place vid Ordinary Resolution passed by the Shareholders through Postal Ballot on Sunday, April 28, 2024.

* Increase in Authorised Share capital from Rs. 75,00,00,000/- (Rupees Seventy five Crores) divided into 75,00,00,000 (Seventy five Crore) equity shares of Face Value of Rs. 1/- (Rupees One Only) each to Rs. 90,00,00,000/- (Rupees Ninety Crores) divided into 90,00,00,000 (Ninety Crore) equity shares of Face Value of Rs. 1/- (Rupees One Only) each have taken place vid Ordinary Resolution in duly convened 25th Annual General Meeting of the company held on Monday, September 30, 2024.

* Increase in Authorised Share capital from Rs. 90,00,00,000/- (Rupees Ninety Crores) divided into 90,00,00,000 (Ninety Crore) equity shares of Face Value of Rs. 1/- (Rupees One Only) each to Rs. 110,00,00,000/- (Rupees One Hundred and Ten Crores) divided into 110,00,00,000 (One Hundred and Ten Crore) equity shares of Face Value of Rs. 1/- (Rupees One Only) each have taken place vid Ordinary Resolution passed by the Shareholders at Extra Ordinary General Meeting of the Company held on Wednesday, March 05, 2025.



VI. 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: -

Sr. No.	Name, Addresses, Descriptions, Occupations, and Signature of the Subscribers	Number of Equity Shares taken by each Subscriber	Name, Addresses, Descriptions, Occupations, and Signature of the Common Witness
1.	SHRI MANISH MUKUND SHAH Son of Mukund Chimanlal Shah 5, Khadayata Colony, Netaji Road, Ahmedabad - 380 006. Business Sd/-	1 (ONE)	Common witness To Both Subscriber KETAN K. DESAI Son of Krishnakant Desai 33, "Sumved", 17, Motinagar Society, Paldi, Ahmedabad - 380 007. Chartered Accountant M. No. 44949 Sd/-
2.	SHRI MASRIBHAI RAMBHAI ODEDRA Son of Rambhai Odedra 531, 1st Floor, Dist. Shipping Centre, Sector-24, Gandhinagar - 380 024 Business Sd/-	1 (ONE)	
	TOTAL:	2 (TWO)	

Place: **AHMEDABAD**

Dated this **15th** day of **SEPTEMBER, 1999.**



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