

**THE COMPANIES ACT 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SAMAY PROJECT SERVICES LIMITED**

- I. The Name of the Company is **SAMAY PROJECT SERVICES LIMITED**
- II. The registered office of the Company will be situated in the State of Tamil Nadu

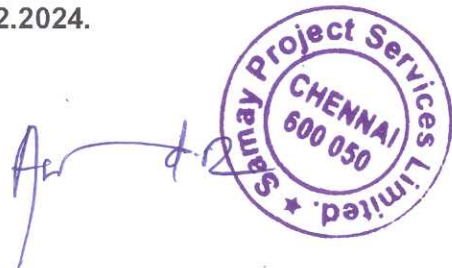
III. **A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:**

1. To carry on Mechanical, Civil and Electrical Engineering contract works.
2. To provide Mechanical, Civil and Electrical Engineering Design & Consultancy services.
3. To deal in and Market Engineering Equipments of different nature.
4. To carry on the business of manufacture and integrate complete water purifier systems, De-mineraliser plant system, Air cooled condensers, Material handling systems including conveyers, Boiler, Heat Exchangers, Turbines, Lube Oil Tanks, Gas pressure Vessels and similar systems and ancillary items for power plants and or oil and gas plants/systems. ***

*** Inserted at the EGM held on 13.08.2010.

5. To engineer, construct complete plants to manufacture Biofuel on EPC/ BOT/ BOOT basis, operate and maintain the plants with vertical integration of agricultural production required for input raw materials. ###

Inserted at the EGM held on 05.02.2024.



III B. OBJECTS NECESSARY FOR FURTHERANCE OF MAIN OBJECTS ARE:

1. To acquire, purchase or take on lease by import or otherwise all or any of the fixed asset, machineries, furniture, fixture, stores stock of raw and finished materials, rights, privileges, quota rights, etc. pertaining to any business in order to achieve the aforesaid objects.
2. To erect buildings, sheds or houses or any land leased or purchased or to be leased or purchased by the company and to enlarge, alter and improve existing buildings, sheds, roads or houses thereon.
3. To repair, alter, remodel, clean, renovate, convert, manipulate and property, plant and machinery and any other prepare for resale goods from time to time belonging to the company.
4. To acquire and take over all or any part of the business assets and liabilities of any person, firm or company or any business which this company is authorized to carry on.
5. To amalgamate with any company having objects altogether or in part similar to those of this company.
6. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession or for limiting competition with any individual, person or company carrying on or engaged in or about to carry on or engage in, any business or transaction, which the company is authorized to carry on or engaged in.
7. To enter into agreement and contracts with Indian or Foreign individuals, companies or other organizations for technical, financial or any other collaborations or assistance for carrying out all or any other objects of the company.
8. To enter into any agreement with any Government or authorities that they may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, licences, and concessions which the company may consider necessary or desirable to obtain and to carry out exercise, use or comply with any such arrangements, rights, privileges or concessions.
9. To transfer, endorse, assign any import or export licence granted, for any category of goods authorized under import or export regulations for the business of the Company.
10. To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know how processes, engineering, manufacturing and operation, data, plans, lay-out blue prints useful for the design creation and operation of the plant required for the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.



11. To exchange, convey, grant, sell, lease, easements and other rights or in any other matter deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such considerations as the Company may think fit and in particular for shares, debentures, or securities of any other company.

12. To promote any company or companies for the purpose of acquiring all or any of the property rights, and the liabilities of this company.

13. To expand the Company's activities by opening branches in the union of India or any part of the World, and to regulate or discontinue the same.

14. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concern and undertaking and generally, of any assets, property or rights.

15. To acquire shares and securities of any company and to sell, hold, re-issue with or without guarantee, or otherwise deal with same and to take otherwise acquire, hold, shares in any other company carrying similar business or not.

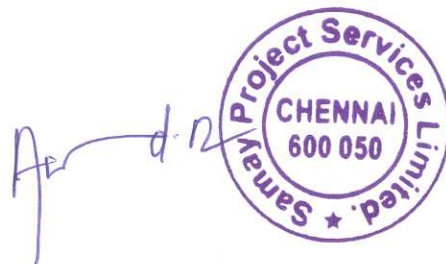
16. To purchase, exchange otherwise acquire and hold raw materials, chattels and effects acquired for the maintenance and working of the company's business and property.

17. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibitions of works of art, of interest, by publication of books and periodicals and by granting prizes and rewards, subject to the provisions of the Companies Act, 1956.

18. To pay all or any cost, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company.

19. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.

20. Subject to the Provisions of the Act, to borrow or raise money or receive by way of deposit for the performance or discharge, of any liabilities of the company or of the other company/person, and to create, execute, grant or issue any mortgages, debenture stocks, bonds, or other obligations of the company either at par, premium or discount, founded or based upon all or any of the property and rights of the company present or future, including its uncalled capital and upon such terms as the company shall think fit and to purchase, redeem or pay off all any such securities, obligations and liabilities but not to do the business of banking as defined in Banking Regulation Act, 1949.



21. To open any kind of bank account and draw, make, accept negotiate, discount and execute cheques, promissory notes, bills of exchange, charter parties, bill of lading, hundies, warrants, debentures and other negotiable or transferable instruments.

22. To draw, make, accept, discount, execute and issue bill of exchange, promissory notes, bill of lading, warrants, debentures and other negotiable or transferable instruments or otherwise.

23. To lend and / or advance money or give finance or to stand as guarantee to such persons and upon such terms and conditions as the company may think fit, provided the Company shall not carry on business of banking within the meaning of Banking Regulation Act, 1949.

24. To execute any trust, which may seem to the company, desirable, either gratuitously or otherwise.

25. To employ and/or engage architects, engineers, mechanics, electricians, technicians and other persons as may require for carrying on the business of the Company.

26. To provide for the welfare of the Directors or ex-Directors, employees or ex-employees of the Company and their families, dependants either by grant of money, pension, allowances or in any other manner whatsoever.

27. To remunerate any person, firm or company rendering services to this company either by cash payment or by allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise as may be thought expedient

28. To train or pay for the training in India or Abroad and to participate in seminar, trade fair and exhibition in India or Abroad of any of the Company's employees, officers, directors, technicians, or any candidate in the interest of or furtherance of the Company's objects.

29. To insure any or all properties, godowns, stocks (in Godowns or in transit) machineries, profits and other assets, by the directors and employees with any Insurance Company or Companies against all kinds of risks to the company or its Directors and Employees.

30. To indemnify members, officers, directors, agents and servants of the company against proceeding, costs, damages, claims and demands in respect of anything done by them for and in the interests of the company or any loss, damages or misfortune whatever which shall happen in execution of the duties of their office or in relation thereto.

A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "Samy Project Services Limited" around the perimeter, "CHENNAI" in the center, and "600 050" below it.

31. To subscribe, contribute, or grant money or any national, charitable, benevolent public, general or useful object or fund for any exhibition or otherwise as may be thought expedient.

32. To Create any reserve fund subject to the provisions of the Companies (Transfer of Profit or Reserve) Rules 1975, sinking fund or any special whether for depreciation or for repairing, improving, extending or maintaining any of the property of the company or for any other purpose conducive to the interest of the Company.

33. To distribute amongst the members of the Company in specie or kind any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of the winding up of the company, subject to the provisions of the Companies Act, 1956.

34. To agree to refer to arbitration any disputes present or future between the company and any other company, firm or individual and to submit the same to arbitration in India or Abroad either in accordance with Indian or any foreign systems of law.

35. Subject to the regulations of Reserve Bank of India, to invest the surplus funds in foreign companies, Overseas Body Corporate and acquire foreign company and to act as venture capitalists, to open offices in foreign countries, acquire / takeover of foreign companies, participate / execute international tenders with companies abroad and to allow to invest any foreign company, individual to invest in the company subject to compliance of rules prescribed by Reserve Bank of India or any other regulatory authority.****

**** Inserted at the EGM held on 13.08.2010.

III C. THE OTHER OBJECTS OF THE COMPANY ARE:

1. To carry on the business of transport carriers, clearing and forwarding agents, freight carriers and contractors, tourist operators and agents.

2. To carry on all kinds of Agency business and to act as manufacturer's Representatives, Brokers for any persons or Company and to undertake and perform any contracts or sub-contracts and render consultancy services to all trading and commercial activities of any business.

3. To carry on the business of farming, acquisition of farms, gardens, dairy farms, groves, plantations of all varieties and to engage in agriculture, horticulture, sericulture and such other allied activity.



4. To carry on the business of builder, construction contractor, property developer, Real Estates, Architect, Design Engineer and such other activities connected with land and buildings.

5. To carry on the business of dealing in Shares, Stocks, Debentures, Bonds, Deposits and such other securities including Government Securities, Gold, Silver, Bullion, Gems, Stones, Ornaments and Articles made of gold and silver.

6. To carry on the business of Exporters and Importers of services, goods or merchandise of any description, Machinery, Equipments, Articles, manufactured or otherwise produce of all kinds to or from any country or transport or carry or convey the same from one part of the country to another part thereof.


7. To carry on the business of Trading, Dealing, Buying, selling all kinds of goods or merchandise or render services.

8. To open, establish and run departmental stores, chain stores, chain stores, shops, offices in India and Abroad.

9. To act as manufacturers' Representatives, Producers' Representatives, Auctioneers, Commission Agents, Merchants, Traveling Agents, Insurance Agents, Brokers, Contractors consultants, Collaborators, Distributors, Stockists, Forwarding and Clearing Agents, Estate Agents, Hardware Merchants and otherwise deal with all kinds of goods or merchandise of any description and services.

10. To carry on the business as Engineers, Analysts, Project Engineers, Mechanical and electrical Engineers, Civil Engineers, Contractors, Builders, Surveyors, Factors, Fabricators, Manufacturers, Assemblers, Technical and Expert Advisors, know-how process developers, Researchers and to conduct all operations, experiments, researches, tests connected there with or incidental thereto both in India and Abroad.

Arundin



A circular purple stamp with the text "Samay Project Services Limited" around the perimeter, "CHENNAI" in the center, and "600 050" below it. A handwritten signature "Arundin" is written across the stamp.

IV. The Liability of the members is limited.

V. ***** The authorized share capital of the company is Rs. 16,00,00,000 (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One crore sixty lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each with power to increase or reduce, divide, regroup and re-divide the Authorized share capital of the company for the time being into several Classes and/or denominations and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions, as may be determined by or in accordance with the articles of Association of the company for the time being and to vary, modify or abrogate any such rights, privileges and conditions in such manner as may be permitted by the Companies Act, 1956 / Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.

***** Amended vide EGM dated 18.11.2023.



VI. We, several persons whose names, addresses 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 opposite to our respective names.

| Sl No. | Signature, Name Address Occupation and Description of the Subscribers | No of Equity Shares taken by each Subscribers | Signature, Name Address Occupation and Description of the witness |
|--------|---|---|---|
| 1. | Sd/- N.SASHI KUMAR S/o P P Narayana Kurup D-3 4141, K.K.R Town Chennai – 600 060. BUSINESS | 5,000 (Five Thousand) | Sd/- R. RAGHAVENDRAN S/o. T.N Ragothama Rao No. 5, Neeli Veerasamay Chetty St., 1 st Lane, Triplicane, Chennai – 5. Chartered Accountant |
| 2. | Sd/- SMITHA SASHIKUMAR W/o. N. SASHIKUMAR D-3 4141, K.K.R Town Chennai – 600 060. BUSINESS | 5,000 (Five Thousand) | |
| | Total | 10,000 (Ten Thousand) | |

Place: Chennai
Date: 08/11/2001.

