

B
13



प्राप्तः आई० आर०

Form I. R.

निगमन का प्रमाण-पत्र

Certificate of Incorporation

सं० 21039 शक 1907
No. 21039 of 19 85-86

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज रुचिका इलेक्ट्रॉनिक्स लिमिटेड।

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन नियमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that **RUCHIKA ELECTRONICS LIMITED**

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता० 4 मई 1907 को दिया गया।

Given under my hand at **NEW DELHI** this **TWENTY FIFTH**

day of **MAY** One thousand nine hundred and **EIGHTY FIVE**



Signature of S.B. Mathur

S.B. MATHUR
कम्पनी रजिस्ट्रार
(S.B. MATHUR)
Registrar of Companies
DELHI & HARYANA

11

CP/E

COMPANY NO. 55-21039

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME**

In the office of the Registrar of Companies, NCT of Delhi
& Haryana [under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF M/s RUCHIKA INDUSTRIES LTD

I hereby certify that RUCHIKA INDUSTRIES LTD

which was originally incorporated on Twenty Fifth May of
one thousand nine hundred and eighty five
under the Companies Act, 1956 (Act 1 of 1956) under the name

RUCHIKA ELECTRONICS LIMITED

having duly passed the necessary resolution in terms of Section 21
of the Companies Act, 1956 and the approval of the Central Government
signified in writing having been accorded thereto under Section 21
read with Government of India, Department of Company Affairs, Notifi-
cation No. G.S.R.507(E) dated 24-06-1985 by Registrar of Companies,
NCT of Delhi & Haryana, New Delhi vide letter No. RDC/21/5521039/1344
dated 19/11/2001 the name of the said company is this day changed to

RUCHIKA INDUSTRIES INDIA LIMITED

and this Certificate is issued pursuant to Section 23(I) of the said
Act .

Given under my hand at New Delhi this Twenty Third November
of Two Thousand and One .



(T. R. Shami)
23/11
DY. REGISTRAR OF COMPANES,
N.C.T. OF DELHI AND HARYANA



सत्यमेव जयते
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
Everest, 100 Marine Drive, Mumbai, Maharashtra, India, 400002

Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): L70100MH1985PLC301881

I hereby certify that the name of the company has been changed from RUCHIKA INDUSTRIES INDIA LIMITED to KCD INDUSTRIES INDIA LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name Ruchika Electronics Limited.

Given under my hand at Mumbai this Fourth day of October two thousand nineteen.

DS Ministry
of Corporate
Affairs 23

Digitally signed by DS Ministry of Corporate Affairs 23
DN: c=IN, postalCode=400002, st=Maharashtra,
serialNumber=Datta Bhargavendra Subh Mangal Sharma
Uma Marudai, 2.5.4.11-108-Force, ou=Ministry of
Corporate Affairs, o=Ministry of Corporate Affairs 23,
cn=DS Ministry of Corporate Affairs 23
Resolving Tiffins to the accuracy and integrity of this
document
Date: 2019.10.04 15:20:15 +05'30'

V T SAJEEVAN

Registrar of Companies
RoC - Mumbai

Mailing Address as per record available in Registrar of Companies office:

KCD INDUSTRIES INDIA LIMITED

501,5th Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (E), Mumbai,
Mumbai City, Maharashtra, India, 400101



[The Companies Act, 2013]
[Public Company limited by Shares]
MEMORANDUM OF ASSOCIATION
Of
KCD Industries India Limited

- I. The name of the Company is ***KCD Industries India Limited**.
- II. The Registered office of the Company will be situated in the State of Maharashtra (Registrar of Companies, Mumbai).
- III. The objects for which the Company is established are:

a) **MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- 1. To carry on the business as promoters, developers, engineers, contractors and builders of and to purchase, sell, resell, give or take on lease or rent, lay out, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel commercial, industrial premises and residential houses of every type, housing societies, flat schemes, apartments, commercial buildings, offices, factories, warehouses, shops, godowns, farm houses, markets, schools, hotels, motels, theatres, hospitals, recreation centres, and to undertake all types of contracts entailing Build Operate Transfer (BOT) or Build Operate Lease Transfer (BOLT) of roadways, national highways, bridges, flyovers, sewers, canals, docks, wells, springs, dams, racecourses, watercourses, reclamation, water parks, irrigation schemes, entertainment complex, industrial complexes, harbours, power plants, reservoirs, embankments and/or of construction, structural or architectural work of any kind whatsoever in India or abroad and for that purpose to acquire, purchase assets, liabilities, shares of any company, firm, corporation engaged in similar business and to develop land, buildings and other properties.
- 2. To carry on the business of Builders, Engineers, General Construction, Civil Contractors, Mechanical Contractors, Design Engineers, Turnkey Contractors, Real Estates and all other Engineering work as may be necessary or incidental.

b) **THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

- 3. To acquire real or leasehold estate for the purpose of the company, and purchase, lease, construct or otherwise acquire or provide in any place in which any part of the business the Company may, from time to time, be carried on such office, warehouses, workshops, buildings, engines, machinery, plant and appliances as may be considered requisite and essential for the purpose of carrying on the business of the Company or any part thereof.
- 4. To purchase, acquire, hire, hold, improve, manage, alter, take on lease, erect and construct any buildings, sheds, houses, roads, water tanks, electrical installations, railway sidings, railway wagons and such other apparatus or things that may be considered necessary for the company's business.

* Changed vide special resolution passed at the Annual General Meeting held on 10th September 2019.

** Replaced and substituted in place of Clause IIIA and IIIB, vide special resolution passed at the Annual General Meeting held on 10th September 2019.

5. To buy, sell, manufacture, export, import and deal in plant and machinery, implements, conveniences, provisions and things capable of being used in connection with the operation of the company or required by workmen and others employed by the company.
6. To develop, repair, improve, extend, maintain, manage, mortgage, charge, exchange, sell, assign, transfer, lease out, dispose off, or turn to account, or otherwise deal with the whole or any part of the Company's property and assets.
7. To apply for tender, purchase or acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
8. To enter into Partnership or into agreement for sharing profits, union of interest, co-operation, collaboration, joint venture, reciprocal concession, amalgamation or otherwise with any person, firm or company carrying on or engaged in any business or transaction which the Company is authorised to carry on.
9. To enter into any agreements, arrangements, contracts, with the Government or authorities, supreme, municipal, local railways and otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges, orders, concessions, licenses or permits which the Company may think desirable to obtain and to carry out exercise and comply with any such arrangement, right, privilege and concessions.
10. To sell, and in any other manner deal with or dispose of the undertaking of the Company or any properties or assets thereof (movable or immovable) for such consideration and generally upon such terms and conditions as the Company may think fit and in particular for shares, stocks, debentures and other securities of any other Company having objects altogether or in part similar to those of the Company.
11. To purchase or acquire the whole or any part of the business property, undertakings, along with or without liabilities of any other Company, association, corporation, firm or individual carrying on wholly or in part any business which this Company is authorised to carry on.
12. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or partly in one mode and partly in another and generally on such terms as the Company may deem expedient.
13. To advance, deposit, or lend money, securities and properties to or with any company, body corporate, firm, person or association with or without security and on such terms as may be determined from time to time. However, the company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949.
14. To promote any other Company or Companies having similar objects or firms for the purposes of carrying on any of the above objects of the company.

15. To open and operate any current, overdraft, loan, cash credit, deposit or such other account or accounts with any scheduled bank / non-scheduled bank, and to pay into and to withdraw money from such account or accounts.
16. To purchase, take on lease or tenancy or in exchange, hire, renew or otherwise acquire and hold any estate or interest and to let or sub-let in whole or in part, develop, manage and exploit any lands, buildings, machinery, easements, rights, privileges, plans, stock-in-trade, business concerns, options, contracts, claims, chooses-in-action and any real and personal property of any kind necessary or convenient for the business of the Company and either to retain the same for the purpose of the Company's business or to turn the same to account as may seem expedient.
17. To apply for or join in applying to and obtaining from any parliament or legislative authority or Government or any supreme , Public , Local , Municipal or other authority or body or with any landholders or other persons any Acts of parliament, or other Acts of Legislature, Law ,Degree, Concessions, order, rights, or privileges or authorities that may seem conducive to the company's objects or any of them and to obtain any provisional order or Act of parliament for enabling the Company to carry out its objects into effect to oppose any such steps taken by any other Company, firm or person which may be considered likely, directly or indirectly to prejudice the interests of the Company and to promote and lawfully assist the promotion whether directly or indirectly of any legislation which may appear to be in the interest of the Company, and to oppose and resist, whether directly or indirectly any legislation which seem disadvantageous to the Company.
18. To register, apply for, obtain, purchase or acquire, project, prolong and renew any shares, debentures or securities of any other Company having objects altogether or in part similar.

IV. The Liability of Members is Limited.

- V. ***The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores only) consisting of 12,00,00,000 (Twelve Crores) Equity Shares of Re. 1/- (Rupee One only) each with power to increase and /or reduce the capital of the Company as provided in the Articles of the Company.
- (a) The Authorised Share Capital of the Company is Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lac only) divided into 50,00,000 (Fifty Lac) equity shares of Rs. 5/- each. Amended vide Special Resolution passed at Extra-ordinary General Meeting dated 31st January 2018.
 - (b) The Share Capital of the Company is Rs. 1,00,00,000/- (One Crore only) divided into 10,00,000 (Ten Lacs) Equity Shares of Rs. 10/- (Ten) Each.

**Replaced and substituted in place of Clause IIIA and IIIB, vide special resolution passed at the Annual General Meeting held on 10th September 2019.

*** The authorised share capital of the Company altered vide Ordinary Resolution passed by postal Ballot on 06th February 2023.

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.	Name & Addresses description & occupation of each subscriber	Number and type of Shares	Signature	Name, Addresses, description occupation & signature of witnesses
1.	ARUN NANDA S/O SHRI RAM NANDA B-III, MALVIA NAGAR NEW DELHI-17 BUSINESS	10 (Ten)	Arun Nanda	I witness to the signatures of all the above subscribers. Chartered Accountant - C.A. (F.I.S.I. & O.A.) S/o Sh. K. N. Gupta Membership No 12359 C-2/4 Commercial Complex-II, Acharya Vihar-II, Delhi - 110052
2.	VIMAL NANDA S/O S.H. RAM NANDA B-III, MALVIA NAGAR NEW DELHI-17. BUSINESS	10 (TEN)	Vimal Nanda	
3.	SUNIL NANDA S/O S.H. C. L. NANDA J-1823, CHITARANJAN PARK NEW DELHI - 19 BUSINESS	10 (TEN)	Sunil Nanda	
4.	RAGHU SUDAN S/O K.T. COL. KAILASHANAND (RETD) C-5/31, S.D.A. NEW DELHI - 110016 BUSINESS	10 (TEN)	Raghu Sudhan	
5.	Day Kumari W/O SHRI RAM NANDA B-III, MALVIA NAGAR NEW DELHI-17 Agriculturist	10 (Ten)	Day Kumari	
6.	Mrs Indu Nanda W/O Mr Arun Nanda B-III Malvia Nagar NEW DELHI BUSINESS	10 (Ten)	Indu Nanda	
7.	Mrs. Neeraj Nanda W/O Mr Vimal Nanda B-III Malvia Nagar New Delhi Business	10 (Ten)	Neeraj Nanda	
TOTAL		70	70	

New Delhi

Dated

17th

Day of

MAY, 1985

[Signature]