

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
TABLE-A
MEMORANDUM OF ASSOCIATION
OF
CFF FLUID CONTROL LIMITED

- I.** The name of the Company is **CFF FLUID CONTROL LIMITED***

*The Word "Private" deleted from the name of the company upon conversion of the Company from Private Limited to Public Limited was approved by the Shareholders by way of Special Resolution passed at the Extra Ordinary-General Meeting held on September 05, 2022.

- II.** The Registered Office of the Company will be situated in the State of Maharashtra within the jurisdiction of Registrar of Companies, Mumbai.

- III.** The objects for which the Company is established are:

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION

1. To carry on in India for navy and military applications, the business of manufacturers, dealers, agents, factors, importers, exporters, distributors, dealers, stockists, traders, agents, consignors, merchants and financiers of all kinds of valves made with either metallic or non-metallic materials by any process of casting, forging, machining, servicing, assembly or by any other process as deemed fit.

(B) THE OBJECTS ANCILLARY OR INCIDENTAL TO THE ATTAINMENT OF MAIN OBJECTS

2. To buy, sell, maintain, repair, provide technical services, alter and other wise deal in apparatus, plant, machinery, fittings, tools, materials, products and things of all kinds capable of being used for the purposes of main objects or any of them or likely to be required in relation thereto.
3. To open distribution facilities and retail outlets for selling the goods by the Company and deal in as principals or as agents, distributors or as commission agents.
4. To buy on wholesale or retail basis, repair, alter and exchange, let on hire, import all kinds of articles and things which may be required for the purpose of any of the main business or which is commonly manufactured, supplied or dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any of the main businesses.
5. To employ, appoint, hire, retain or otherwise acquire consultants, advisors, technical experts, engineers, skilled and unskilled labour, managers, officers, clerks and employees, valuers, economists, investigators, chartered accountants, company secretaries, credit rating institutions for any of the purposes of the Company's business and to discharge and discontinue the same.
6. To procure registration or other recognition of the Company under the concerned/ relevant laws or regulations of any other country whether or not the Company has established an office or is recognized or registered in such place, and as principals, agents, contractors, trustees or

otherwise or through trustees, nominees, agents or otherwise and either alone or in conjunction with others.

7. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral upliftment of the public or any section of the public and in such manner and by such means as the Directors may think fit, and the Directors may without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc. or for organising lectures or seminars likely to advance these objects or for giving merit award for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing conducting or assisting any institution, fund, trust, etc. having any of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner, and the Directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public or Institutions or Trusts or Funds whose object is rural development or upliftment as the Directors may approve.
8. To establish and maintain branch offices and agencies at any place in India or abroad for the conduct of the business of the Company or for matters incidental or ancillary thereto.
9. To acquire and undertake the whole or any part of the business, property and liabilities of any person carrying on any business which the Company is authorised to carry on or possession of property suitable for the purpose of the objects of the Company.
10. To apply for, purchase or otherwise, acquire and protect and renew whether in India or in any part of the world, for the purpose of using in its business: any patent, patent right, copyright, trade marks, technology, design, formulae, licence, lease, concessions, and like conferring any exclusive or non exclusive or limited right to use any secret, technical or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may directly or indirectly benefit the Company.
11. To enter into any contracts, agreements and arrangements with any Government authorities (Central, State, Municipal, local or others) or company (whether incorporated in India or outside India) or firm or any person, that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or authority any orders, charters, licenses, authorisations, rights, privileges, consents, approvals and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangement, rights, privileges, consents, approvals and concessions.
12. To establish or support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences for the benefit of past or present employees or directors of the Company or the dependants of such persons; and to grant pensions and allowances, to make payments towards insurance; to subscribe or guarantee money for charitable or benevolent objects or useful objects for general public.
13. To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of the Company or for any other purpose which may directly or indirectly benefit the Company.
14. To purchase or import, take on lease or in exchange, hire or otherwise acquire and to erect, maintain, construct, reconstruct and adopt any land, building, factory plant, machinery, equipment, workshop, offices and any other kind of real and personal property, whether movable or immovable property necessary or convenient for the purposes of its business of the Company.
15. To exchange, sell, convey, mortgage, assign or let on lease or leases, grant licenses, easements and other rights over and in any manner deal with or dispose off the whole or any part of the

property, undertaking, assets, rights and effects of the Company (whether movable or immovable) and to accept as consideration for or in lieu thereof other land or building or machinery or equipment or cash or Government Securities or securities guaranteed by the Government of India or Provincial or other Government or Municipal, Port Trust, Railways or other authority or shares, debentures, stocks bonds or securities of any other company or companies or partly the one or partly the other or such other company and to take back or reacquire any property so disposed off by repurchasing or leasing the same for such price or prices and on such terms and conditions as the Company may think fit.

16. To subscribe for, absolutely or conditionally or otherwise acquire, hold, dispose of shares, stocks and securities or obligations of any other company whether Indian or foreign.
17. To invest money and deal with the monies of the Company, not immediately required in such manner as may, from time to time, be thought fit subject to provisions of the Companies Act, 1956.
18. To lend and advance money or give credit to any person or company; to give guarantee or indemnify for the payment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of moneys lent or advanced to, or the liabilities incurred by any person subject to the provisions of the Companies Act, 1956.
19. To borrow and raise money, to receive money on deposit or loan and to secure or discharge any debt or obligation of, or binding on, the Company in such manner as may be thought fit and in particular by the issue of debentures and mortgages and charges upon the undertaking of all or any of the property and assets (present and future) and the uncalled capital of the company, or by the creation and issue of such terms and conditions as may be thought expedient of debentures, debentures stock or other securities of any description.
20. To negotiate and enter into agreements and contracts with such other individuals, companies, corporations and also organisations in India or abroad for obtaining or providing engineering, technical, management, advisory, financial or any other such assistance for carrying out all or any of the objects of the Company and also for the purpose of activating surveys, research and development of projects on the basis of know-how, financial participation and for technical collaboration and to acquire or provide necessary intellectual property rights for furthering the object of the Company.
21. To establish subsidiary companies, amalgamate with, or enter into partnership, joint ventures, or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with, any person or company carrying on, engaged in, or proposing to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or which is capable of being conducted so as directly or indirectly to benefit the Company; to take or otherwise acquire and hold shares, stock, securities, obligations or other interests in any such person or company, and to subsidise or otherwise assist any such person or company.
22. To remunerate any person for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures or other securities issued by the company.
23. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.
24. To dispose of, to improve, manage, develop or exchange the undertaking, property or rights of the Company or any part thereof for such consideration as the Company may think fit.
25. To adopt such means of making known and advertising the business and products of the Company as may be expedient.
26. To apply for, promote, and obtain any order, regulation, or other authorisation or enactment which may directly or indirectly benefit the Company.
27. To procure recognition of the Company in any country or place outside India.

28. To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company for any services rendered to the Company.
29. To take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of any kind sold by the Company, or any money due to the Company from buyer.
30. To pay out of the funds of the Company all or any expenses which the Company may lawfully pay for services rendered for formation and registration of the Company or for promotion of any other company by it subject to the Companies Act, 1956.
31. To insure any of the properties, undertakings, contracts, personnel, risk or obligations of the company in any manner whatsoever.
32. To sublet, subcontract, underlet all or any contracts from time to time and upon such terms and conditions as may be deemed expedient.
33. To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient.
34. To refer any questions, disputes or differences arising between the Company and any other person (other than a Director of the Company) in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the applicable law in India or as otherwise agreed/ the Rules of the International Chamber of Commerce relating to arbitration, and to institute legal proceedings or defend any proceedings and to appoint advocates, consultants or advisors in this behalf.
35. To enter into negotiation or collaboration, technical, financial or otherwise with any person or Government for obtaining any grant, licence or on other terms, formulae and other right and benefits, and to obtain technical information, know-how and expert advice for the production, manufacture and export or sale of all types of goods which the Company is authorised to produce or to deal in.
36. To arrange for the marketing and distribution in India and abroad and sale of the products and by-products of the Company and purchase, import of raw materials, goods and articles as are necessary for carrying on the business of the Company and, for that purpose, either to establish its own shops, agencies, or marketing organisations or to appoint selling or buying agents or distributors or both (whether individuals, firms or bodies corporate) in any place in or outside India and to allot, specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay remuneration to such selling or buying agents or distributors or both by way of such commission or in such other manner as the Company may deem fit.
37. To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund, or any special or other fund whether for repayment of redeemable preference shares, redemption of debenture stock, for dividends, for equalising dividends, for repairing, improving, extending and maintaining any part of the property of the Company.
38. Subject to the provisions of the Companies Act, 1956 or any other enactments for the time being in force to indemnify and keep indemnified members, officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company and for any loss, damage, or misfortune whatsoever and which shall happen in the course of execution of the duties of their office or in relation thereto.
39. To open, maintain, operate and close account or accounts with any bank, firm, company, financial institution or depository participants or other financiers and to pay or earn interest and to withdraw money from such account or accounts and to draw, make, accept, endorse,

discount, execute, issue and negotiate cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures, and such other negotiable or transferable instruments of all types.

40. To train or pay for training in India or abroad for any of Company's employees or officers or any candidate in the interest of or in furtherance of the Company's objects, and to employ or retain experts to further the interests of the Company and to remunerate such experts.
41. To establish research and development centres for the business of the Company.
42. To establish training facilities for providing training to the Company's employees and other people.
43. To conduct professional training courses, brand building activities of products mentioned in clause 1 hereinabove including the maintenance and conduct of logistic and managerial support services.
44. To establish, maintain, operate, provide, manage, supervise, arrange and take on hire all necessary services, facilities, conveniences and equipment that may be required for and in relation to the products mentioned in clause 1 hereinabove.
45. To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies, including subsidiaries, in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect of any business or operations of or generally with respect to any such company or companies
46. To carry on the business of electrical engineers, electricians, contractors, manufacturers, suppliers of and dealers in electrical and other appliances, electric motors, fans, lamps, furnaces, batteries, cables, dry cells and to generate, accumulate, despatch and supply electricity and to manufacture and deal in all apparatus and things connected with the generation, distribution, supply; accumulation and employment of electricity, including electricity from solar energy.
47. To act as technical and engineering consultants and advisors in relation to any and all objects of the Company, including engineering, investment, finance and capital/ debt market related information.
48. To carry on business as manufacturers, dealers, stockist, importers and exporters of forgings, casting, stamping of all metals, machinery parts, moulds, press, tools, jigs, fixtures, injections and compression moulding.
49. To carry on business as manufacturers, stockist, importers, exporters, repairers and dealers in dynamos, motors armatures, magnets, insulators, transformers, converters, conductors batteries, switch boards, cookers, engines, presses, insulating materials and generally electric plant, appliances and suppliers of every description.
50. To carry on business as manufacturers of or dealers in or as stockist, importers and exporters of bottles, jars, fibrite boxes, corrugated containers, aluminium foils of all types, wooden drums, packing cases, rods, wires, stripes, conductors, equipment required for generation, distribution and transmission of electric energy, cables, motors, fans, lamps, furnaces and batteries accumulators.
51. To act as stockist, commission, agents, manufacturing representatives of agents, selling and purchasing agents, distributors, brokers, trustees, attorneys and generally to undertake and carry out agency work of any kind whatsoever for any other company, firm corporation, person or institution.
52. To carry on business as financiers, management and economic consultants, capitalists, commercial agents, mortgage brokers, financial agents and advisers.

53. To carry on business as estate agents to manage land, buildings and other property, whether belonging to the Company or not and to let any portion of any premises for residential, trade or business purposes or other private or public purposes.
 54. To carry on the all or any of business of builders and contractors, architects, decorators, merchants and dealers in stone, sand, lime, bricks, cement, timber, hardware and other building materials and acting as house agents.
 55. To act as trustees, executors, administrators, attorneys, nominees and agents and undertake and execute trusts of all kinds and (subject to compliance with any statutory condition) to exercise all the powers of custodian, trustees and trust corporations.
 56. To carry on the business of manufacturers, buyers, sellers, distributors, importers, exporters, traders, agents, stockist of and to market, lease, rent out, transport, supply, assemble, service, repair, refurbish, store, put to commercial use or otherwise deal in any manner in computers, mini-computers, duplicating machines, printing machines, micro processors, world processors, electric and electronic typewriters and office equipment and their systems, raw materials, components and consumables durable including ribbons paper, floppy discs and allied products.
 57. To manufacture, buy, sell exchange, refine, repair, alter, improve, convert, prepare for market, import, export, give or take on lease, give or take on hire and otherwise deal in, all kinds of plants, machinery, apparatus, tools, utensils, receptacles, substance, materials, articles and things.
 58. To carry on the business of all kinds of transportation whether by land, air or sea.
 59. To carry on the business as contractors, service providers, consultants, advisors, experts, specialists, professionals, representatives, liaisons, agents, middlemen, managers or any other capacity for and in relation to the promotion, establishment, setting up, planning, manufacturing, running, marketing, development, publicity, personnel, distribution, sale and supply of or in relation to the products mentioned in clause 1 hereinabove.
 60. To undertake and execute job orders of all kinds and description.
- IV. The liability of the members is limited.
- V. (i) ** The Authorised share capital of the company is Rs. 21,00,00,000/- (Rupees Twenty-One Crore Only) divided into 2,10,00,000 (Two Crore ten Lakh) Equity Shares of Rs. 10/- each.

**Increase the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crore Only), divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each to Rs. 21,00,00,000/- (Rupees Twenty-One Crore Only) divided into 2,10,00,000 (Two Crore Ten Lakh) Equity Shares of Rs. 10/- each was approved by shareholders by way of ordinary resolution passed at Extra Ordinary General Meeting held on Nov 25, 2022.

We, the several persons whose names, addresses and descriptions are subscribed hereunder 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 for the Company set opposite to our respective names.

Sr. No.	Name, address, descriptions and occupation of the Subscribers.	Number of shares agreed to be subscribed by each Subscriber	Signatures of the Subscribers	Signature of witness with name address and occupation
1.	Flash Forge Private Limited Occupation: Incorporated company Registered office: 11, R.K. Industry House, Walbhot Road, Goregaon (East), Mumbai, Maharashtra, India Through resolution of the Board of Directors of Flash Forge Private Limited dated January 27, 2012 Mr. Sunil Menon S/o: Mr. C.K.Menon Residing at: 1702, Odyssey, Hiranandani Gardens, Powai, Mumbai 400 076 Occupation: Director	9,999 (Nine thousand nine hundred and ninety nine only)	- Sd -	<u>Witness for both:</u> - Sd - Kshitij P. Sancheti S/o Premchand Sancheti Residing at: Flat No. 102, A Wing, Plot No. 47, Bhavna CHS Ltd., Sector 12, Vashi 400703, Navi Mumbai Occupation: Advocate Registration No.: MAH/ 4100/ 2004
2.	Mr. Sunil Menon S/o Mr. C.K. Menon Residing at: 1702, Odyssey, Hiranandani Gardens, Powai, Mumbai 400 076 Occupation: Director Held as nominee on behalf of Flash Forge Private Limited Occupation: Incorporated company Registered office: 11, R.K. Industry House, Walbhot Road, Goregaon (East), Mumbai, Maharashtra, India	1 (One only)	- Sd -	
Total		10,000 (Ten thousand only)		

Date: 04/02/2012

Place: Mumbai