

# Memorandum of Association

## DEF Manufacturing Private Limited

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**1. Name of the Company:** DEF Manufacturing Private Limited

**2. Registered Office:** The Registered Office of the Company will be situated in the State of Karnataka.

**3. Objects for which the Company is established:**

**A. Main Objects:** To carry on the business of manufacturing, processing, formulating, buying, selling, importing, exporting, distributing, marketing, and dealing in industrial machinery, equipment, and related products.

**B. Other Objects:**

- 1. Research and Development:** To establish, acquire, undertake, promote, and/or run research laboratories for the purpose of research and development in industrial machinery and related fields.
- 2. Intellectual Property:** To apply for, purchase, or otherwise acquire and protect and renew trademarks, patents, licenses, rights, and concessions, either absolutely or conditionally, and to use, exercise, develop, or grant licenses, concessions, and rights in respect of the same.
- 3. Manufacturing Facilities:** To establish, run, manage, lease, sell, or otherwise dispose of and deal in factories, laboratories, warehouses, and other related establishments.
- 4. Commercial Activities:** To engage in activities such as marketing, distribution, and sales promotion to enhance the business operations.
- 5. Investment and Financial Activities:** To invest in, acquire, and manage stocks, shares, bonds, debentures, and other securities.
- 6. Real Estate Activities:** To purchase, lease, or otherwise acquire lands, buildings, and properties for the purpose of business expansion.

7. **Consultancy Services:** To provide consultancy services related to manufacturing processes, machinery setup, and operational efficiency.
  8. **Training and Development:** To establish training centers and provide training to employees and clients on the use and maintenance of industrial machinery.
  9. **Corporate Social Responsibility:** To engage in activities that contribute to social welfare, including environmental sustainability, education, and community development.
  10. **Miscellaneous Activities:** To do all such other things as may be considered conducive or incidental to the attainment of the above objects or any of them.
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**4. Liability of Members:** The liability of the members is limited.

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**5. Capital:** The Authorized Capital of the Company is Rs. 10,00,00,000 (Indian Rupees Ten Crores) divided into 10,00,000 Equity Shares of Rs. 100 each.

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## Articles of Association

- 1. Interpretation:** Definitions of terms used in the Articles and their interpretations.
- 2. Share Capital:** Provisions regarding the issue, allotment, and calls on shares, transfer of shares, forfeiture of shares, and lien on shares.
- 3. Directors:** Provisions regarding the appointment, powers, duties, and remuneration of Directors, proceedings of the Board of Directors, and committees thereof.
- 4. General Meetings:** Provisions regarding convening, proceedings, and voting at general meetings of the Company, including Annual General Meetings and Extraordinary General Meetings.

**5. Dividends and Reserves:** Provisions regarding declaration and payment of dividends, transfer of profits to reserves, and distribution of assets.

**6. Borrowing Powers:** Provisions regarding the borrowing powers of the Company, including issuing debentures and creating charges on assets.

**7. Audit and Accounts:** Provisions regarding appointment and powers of auditors, preparation, adoption, and circulation of accounts, and audit of the Company.

**8. Winding Up:** Provisions regarding the winding up of the Company, including voluntary winding up and distribution of assets.

**9. Alteration of Articles:** Provisions regarding the alteration of the Articles of Association, subject to the provisions of the Companies Act, 2013.

**10. Miscellaneous:** Provisions regarding notices, execution of documents, indemnity, and interpretation of the Articles.

**11. Adoption and Certification:** These Articles of Association were adopted by the Company at its first Annual General Meeting held on 1st July 2023.

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**Certified True Copy**

**Seal of DEF Manufacturing Private Limited**

**Date:** 1st July 2023

This is to certify that the above is a true and correct copy of the Memorandum of Association and Articles of Association of DEF Manufacturing Private Limited, as adopted and certified on the date mentioned above.

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[Signature]

**Ms. Anjali Sharma**

Managing Director

DEF Manufacturing Private Limited

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