

THE COMPANIES ACT 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
****AIRFLOA RAIL TECHNOLOGY LIMITED**

- I. The name of the company is AIRFLOA RAIL TECHNOLOGY LIMITED.
- II. The Registered Office of the company will be situated at CHENNAI in the state of TAMIL NADU
- 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 in India or Abroad the business of manufacturing, processing, assembling, developing, designing, buying, selling, importing, exporting, altering, hiring, letting on hire, maintaining, integrating, improving, and dealing with all types of Railway Rolling Stocks, Passenger Rail Coaches and their discrete components, Rail Wagons and their discrete components, Locomotives and their discrete components.
 2. To carry on in India or Abroad the business of manufacturing and maintenance of all electrical, electronics, mechatronics, hardware and components related to Aerospace & defence including truck-based defence vehicles such as main battle tanks and artillery tanks. To carry on the business of acquiring, developing, improving, designing, selling, sub-contracting, importing, exporting, and licensing, software programmes and/or products of any description and type for the rail, aerospace and defence sectors.
 3. To carry on in India or Abroad the business of manufacturing precision machining components for engine parts, manufacturing structural components, engineering assembly, and stimulators for the Aerospace Industry & Defence Industry including technology development and Integration activities into the above industries.
 4. To carry on in India or Abroad the business of manufacturing, assembling, fabricating, buying, selling, trading, distributing, exporting, importing, exchanging and dealing in all types of electric vehicles, including but not limited to, electric cars, electric rickshaw, electric carts, electric vans, electric trucks, electric scooters, electric buses and other battery powered and electric vehicles.



5. To carry on in India or Abroad the business to crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for market ore, metal, mineral, and mineral substances of all kinds and to carry on any other metallurgical operation including to manufacture, process, refine, buy, sell, export, import, or otherwise deal in all kinds of ferrous and non-ferrous metals & their scraps.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS.

1. To establish, maintain, conduct, provide, procure or make available service of all kinds in relation to the attainment of the main objects.
2. To negotiate and enter into any agreement(s) or arrangements with the government of India any local or state Government in India or the government of any other state, Country or dominion or with any authorities local or otherwise or other persons or firms or association or companies in any part of the world that may see conducive to the company's objects or any of them and to obtain from them any rights, powers and privileges Licenses grants and concession which the company may think fit desirable to obtain and to carry out, exercise and comply with any such arrangements, rights and privileges and concession for the purposes of achieving the main objects.
3. To contribute to any programme of rural development of use to the company, scientific research or such other useful purposes which will enhance the capability of the company to carry on its main objects.
4. To apply for purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights brevets, invention, trademarks, designs, license, concessions and the like concerning any exclusive or nonexclusive or limited rights to their use or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise, turn to account the property, rights or Memorandum of Association information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
5. To Subscribe or contribute to any charitable, benevolent or useful objects of a public character the support of which will, in the opinion of the directors, tend to increase the reputation or popularity of the company among the employees or the public.
6. To buy, sell, exchange, install, work, alter, improve, import or export and otherwise deal in plant, machinery ancillary equipment, apparatus, tools, spare parts, materials and thing necessary or convenient for carrying on any of the business which the Company is authorized to carry on or are usually dealt in by persons engaged in such business.



7. To purchase, sell, import, export, rent machines and machinery of any kind which may appear to be necessary or convenient or incidental to any business of the company.
8. To establish and maintain agencies and offices and to appoint representatives or correspondents at any place or places for the conduct of the business of the company and for the purchase and sale, and to appoint franchisees for the delivery of any merchandise, commodities, goods or wares materials, product, articles and thing required for or dealt in or manufactured by or at the disposal of the company.
9. Subject to the provisions of the Companies Act, 2013 to amalgamate or merge with any other company or companies having objects altogether or in part similar to those of this company.
10. To adopt such means of making known the services, business and interest of the Company as it may deem expedient and in particular by advertising in the press, radio, television, by circulars, by purchase construction and exhibitions of work of art or general interest, by publication of books and by granting prizes, rewards and donations subjects to the provisions of law.
11. To apply and obtain license, approvals, or authorization from the Government or any other authority local or otherwise for enabling the company to carry on any of its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such Act, privilege, concession, license or authorization.
12. To purchase, take on rent or lease, erect, construct, extend, alter, maintain, remove or pull-down immovable properties and any rights privileges or easement over or in respect of property and any building, factories, showrooms, warehouses and other structures necessary or convenient for the company's business.
13. To carry on such activities which may seem to the company capable of being conveniently carried or in connection with any of company's objects or calculated directly or indirectly to enhance the value or render profitable any of the company's property or rights of which it may be advisable to undertake with a view to improving, developing, rendering valuable of Association any property movable or immovable belonging to the company or in which the company may be interested.
14. To buy, sell, exchange, let or hire and deal in all kinds of goods, stores, articles and things which may be required for the purpose of or used in connection with the business of the company.



15. To issue debentures, debentures-stock, bonds, obligation and securities of all kinds and to frame, constitute and secure the same as may seem expedient, with full power to make the same transferable by delivery, or by instrument of transfer or otherwise and either perpetual or terminal and otherwise, on the undertaking of the company (including if thought fit, uncalled capital) or otherwise.
16. To borrow or raise funds from banks, financial institutions or other persons including by way of purchase or hire of goods materials or machinery on credit and to secure their payment thereof in such manner as the company shall think fit, particularly by executing mortgages and by issuing bonds or debentures or debenture-stock, perpetual or redeemable charged upon all or any of the company's assets (both present and future) including its uncalled capital, provided the company shall not carry on banking business as defined in the banking business as defined in the banking regulation act, 1949 and not to accept deposits from the public.
17. To draw, make, accept, endorse, negotiate, execute and to buy, sell and with bills of exchange, promissory notes and other negotiable or transferable instruments, provided that the company shall not carry on any Banking Regulation Act, 1949.
18. To enter into partnership or any joint venture or profit-sharing agreement with and to co-operate in any way with or assist or subsidize any company, is authorized to carry on or possess of any property suitable for the purchase of the company.
19. To lend money and guarantee the performance of the contracts or obligation of any company, firm or person and the payments and repayments of the capital and principal of any dividends, interest of premium payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not and to give all kinds of indemnities.
20. To enter and take possession of premises mortgaged or not and to manage or carry on the business of any individual, firm, company or any other person in the event of default by such persons of any of the terms and conditions of any agreement relating to or incidental to the business of the company and to enforce any other rights under such agreements.
21. To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effect of the company or any part thereof for such consideration as may be deemed fit and in particular for stock, shares or securities of any other company whether fully or partly paid up.
22. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the Company.



23. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or Company carrying on or proposing to carry on or engage in any business which the Company is authorized to carry on or possess any property suitable for the purpose of this Company or which can be carried on in conjunction there or which is capable of being conducted so as directly or indirectly to benefit the Company.
24. To take or otherwise acquire and hold share in any other Company having objects altogether or in a part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
25. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined by the directors.
26. To create any depreciation fund, reserve fund, sinking fund, insurance or any social or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or for any other purpose whatever is conducive to the interest of the Company.
27. To provide guarantees, mortgages or other indemnities, of company's immovable or movable assets, to other corporate or individuals to secure financial arrangements from financial institutions, in the interest of the Company.
28. To place, to reserve or to distribute as bonus shares among the members or to otherwise apply to the Company may from time to time think fit any moneys received by way of premium on shares or debentures issued at a premium by the Company and also moneys arising from the sale by the Company of forfeited shares.
29. Upon the winding up of the Company, to distribute, subject to the provisions of the Companies Act, 2013 among the members of the Company in specie any property of the Company and in particular any shares, debentures or securities of other Companies belonging to this or which this Company may have power of disposing.
30. To remunerate any person, or Company for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business.
31. To open current, fixed, overdraft, loan, cash credit, packing credit, or deposit account or other accounts with any bank, company, firm or person and to pay into and to draw money from such accounts.
32. To institute, conduct and defend all actions and legal proceedings, against the Company and its officers and to refer any claim or demand by or against the Company and its officers to arbitration and to perform or challenge the awards if necessary.



33. To insure the whole or any part of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect, either fully or partially and also to insure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise.
34. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India and in any or all states, territories, possessions and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
35. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any, parts thereof, provided the same be not inconsistent of the Union of India.

IV. The liability of the members is LIMITED.

- V. **The Authorized Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores and Fifty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten) each**



VI. We, the several persons, whose names and addresses and descriptions are hereunto subscribed are desirous of being formed into a Company in pursuance on this Memorandum of Association and are respectively agreed to take the number of shares in the capital of the company set opposite to our respective names.

SERIAL NO.	NAME, ADDRESS, DESCRIPTION AND OCCUPATION OF THE SUBSCRIBERS	NO. OF EQUITY SHARES TAKEN BY SUBSCRIBERS	NAME, ADDRESS, DESCRIPTION, AND OCCUPATION OF WITNESS
1	-sd/- D.VENKATESAN, S/o G.DHAKINAMOORTHY No. 12, THIRUVALLUVAR STREET, KEELKATTALAI, CHENNAI – 600 117 AGE:33years OCCUPATION: BUSINESS	100 (ONE HUNDRED ONLY)	-sd/- B. SARAVANA PRASATH, ACA CHARTERED ACCOUNTANT S/o SHRI N. BALABSUBRAMANIAN "SHRI GURU PADHUKA"
2	-sd/- V. REVATHI, W/o D. VENKATESAN No. 12, THIRUVALLUVAR STREET, KEELKATTALAI, CHENNAI - 600 117 AGE:25years OCCUPATION: BUSINESS	100 (ONE HUNDRED ONLY)	18-A, AKBARABAD 2 ND STREET, KODAMBAKKAM, CHENNAI – 600 024 OCCUPATION: CHARTERED ACCOUNTANT

Dated on the 9th day of December 1998 at Chennai

As amended by the Shareholders vide resolution dated 9th July, 2010 from Rs. 25,00,000 (Rupees Twenty-Five Lakhs Only) to Rs. 5,00,00,000 (Rupees Five Crores)

**The Capital Clause of the Memorandum of Association vide the Ordinary resolution passed at the EGM held on 24th June, 2024 from Rs. 5,00,00,000 (Rupees Five Crores) to 25,00,00,000 (Rupees Twenty-Five Crores only)

***The Name Clause of the Memorandum of Association vide the Special resolution passed at the EGM held on 18th July, 2024.



**** The Main Objects and the Other Objects of the Memorandum of Association vide the Special resolution passed at the EGM held on 18th July, 2024.

****Members vide special resolution dated 12TH September, 2024 have accorded their consent to convert the company from Private Limited to Public limited and accordingly company has amended the name clause of the MOA vide Special Resolution passed on the same date.

