The Companies Act, 2013
(Company Limited by Shares)

MEMORANDUM OF ASSOCIATION

OF

ARC Insulation & Insulators Limited

(Formerly Known as ARC Insulation & Insulators Private Limited)

1. **The Name of The Company is [1]ARC INSULATION & INSULATORS LIMITED.**

2. **The Registered Office of the Company will be situated in the State of West Bengal.**

3. **[2](a) The objects to be pursued by the company on its incorporation are:**

1. To carry on the business as manufacturer, producer, processor, inventors, converter, importer, exporter, trader, buyer, seller, retailer, wholesaler, supplier, stockiest, agent, sub-agent, merchant, distributor, assembler jobber of or otherwise deal in all kinds of Glass Fiber Rein force Polymer/Fiber Reinforce Polymers composite Products including but not limited to FRP/GFRP Structural Profiles, FRP Deck, FRP Handrail, FRP Fencing, GFRP Ladder, Cable Clamps, FRP Canopy, FRP Stairs/Crossovers, FRP Cross Arm, FRP/GFRP Pultruded Gratings, FRP/GFRP Moulded Gratings, GFRP/FRP pipes, GFRP/FRP Pole, GFRP/FRP Tank reinforced plastic rods, fiber reinforced plastic rods, rigid fiber reinforced plastic rods and long splice free plastic reinforced rods and to provide innovative GFRP solutions for various applications in the construction, infrastructure, chemical processing, and other industrial sectors and also supplies of optical fiber cable, power cables, telecom equipment, fiber reinforced insulation tubes, fiber reinforced polymer such as roofing sheets, fiber glass roofs and prefabricated shelters., FRP tanks, industrial tanks, fiber reinforced plastic tanks and industrial fiber reinforced plastic tanks, fiber reinforced plastic cable trays, channel type cable trays, FRP cable trays, perforated cable trays and perforated channel type cable trays.

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are :

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[1] In the Extra ordinary General Meeting of shareholders held on June 11, 2024, special resolution has been passed for adoption of new set of Memorandum of association which is applicable to Public Company as per Company Act, 2013.

[2] Altered pursuant to Special Resolution passed in Extra-Ordinary General Meeting held on 23th September, 2024.

1. To buy, repair, alter and deal in such apparatus, machinery, material and articles of all kinds capable of being used for the purposes of the business carried on by the Company.

2. To establish, own, acquire, run, superintend, manage or Control laboratories, research stations, factories and other works and other establishments and auxiliaries for the manufactures of the Company or for providing the raw materials and facilities for and in- connection with its manufactures of other business or businesses.

3. To enter into technical and financial collaboration with foreign and Indian collaborators for the manufactures of the Company.

4. To execute contracts for works involving the supply or use of any machinery, which may be required for the business of the Company, component parts, spare parts and accessories and fittings of all kinds of the articles and things mentioned above or used in or capable of being used in connection with the manufacture, maintenance and working thereof and to carry out any ancillary or other works comprised in such contracts.

5. To enter into arrangements or agreements with any company or persons for obtaining by grant, licence or in other terms, formulas and other rights and benefits, technical information, knowhow and expert guidance and equipment and machinery for the production and manufacture in India of the articles and things mentioned above and to arrange facilities for training of technical personnel by them.

6. To establish provide, maintain and conduct or otherwise subsidies research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, and technical, and investigation and invention by providing, subsidizing, endowing to assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing remuneration to scientific or technical professors or teachers and by providing for the award of scholarships, prizes, grants and bursaries to students or independent students or otherwise, and generally to encourage, promote and reward such studies, researches, investigations, experiments, tests and inventions of which the Company is authorized to carry on, in connection with its business.

7. To acquire by concession, grant, purchase, barter, licence or otherwise, either absolutely or conditionally, and either alone or jointly with others, any land, buildings, machinery, plant, utensils, works, conveniences and other movable and immovable property of any description and any patents, trademarks, technical knowhow, drawings, concessions, privileges and other rights for the objects and business of the Company or convenient for the purpose of the Company and to pay for such land, buildings and works, properly or right or any other property and right purchased or acquired by or for the Company in connection with its business by shares, debentures, debenture-stock, bonds or other securities of the Company or by cash or otherwise and to manage, develop sell, let on lease or for hire or otherwise dispose of or turn to account the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient.

8. To apply for, purchase or otherwise, acquire and protect, prolong and renew whether in India or elsewhere any patents, patent rights, beevetsd inventions, limited right to any invention secret, or other information which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem capable of being used for any of the purposes of the Company or acquisition of which may seem calculated, directly or indirectly, to benefit the Company in connection with its business and to use, exercise, develop, manufacture under licenses or grant or privileges in respect of or otherwise turn to account any patents, property, right, inventions, secrets or information so acquired and to spend moneys in experimenting upon, testing, improving or seeking to improve any patents, property right, inventions, secrets or information so acquired or proposed to be acquired.

9. To construct, maintain, improve, manage, work, control and superintend any roadways, tramways, railways, bridges, reservoirs, watercourses, furnaces, hydraulic works, electrical works, factories,

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wharves, shops and other works, and conveniences for attainment of the main objects of the Company and to contribute to subsidize or otherwise aid or take part in any such operations for the purpose of the Company.

10. To enter into arrangements, with any Government or authorities, Central, State, Municipal, Local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or State or authority and rights, privileges and concession which the Company may think it desirable to obtain in connection with its business and to carry out and comply with any such arrangements, and to exercise, dispose of or otherwise turn to account, any such rights, privileges and connections.

11. To enter into partnership, or into any arrangement for sharing profits, amalgamation, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged, in or about to carry on or engage in, any business or transaction which this Company is authorized to carry on or engage in, or to amalgamate with any other company having objects altogether or in part similar to those of this Company and to guarantee the contracts of or otherwise assist or subsidies any such person or company and to place, take or otherwise acquire, to be interested in hold, sell, deal in and dispose of shares, stocks, debentures and others as securities of any such company.

12. To promote, form and register, and aid in the promotion, formation and registration of any company or companies subsidiary or otherwise for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to transfer to any such company any property of the Company and to be interested in, or take or otherwise acquire, hold, sell or otherwise dispose of shares, stocks, debentures and other securities in or of any such company for all or any of the objects mentioned in this Memorandum and to subsidize or otherwise assist any such company.

13. To purchase or otherwise acquire and undertake the whole or any part of the business goodwill, property, rights, assets and liabilities of any company or person carrying on or proposing to carry on any business similar to that of this Company or possession of the property or rights suitable for any of the purposes of this Company.

14. To sell, improve, alter, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the business, lands, properties, assets and rights and generally the resources and undertakings of the Company in such manner and on such terms as may be deemed fit, and in particular for shares, stock and other securities of any other company having objects altogether or in part similar to those of this Company.

15. To invest and deal with the moneys of the Company not immediately required upon such securities or investments and in such manner as may from time to time be determined.

16. To apply for, tender, purchase or otherwise acquire contracts, licences and concessions for or relating to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

17. To grant aid, scholarship, subsidy, loans etc. for advanced studies in connection with the objects of the Company in or outside India to deserving persons where the Company is assured to good returns for the attainment of the objects of the Company.

18. Subject to the provisions of section 73 of the Companies Act, 2013, to receive moneys on deposits or loans for financing the business of the Company upon such terms as may be thought fit. The Company shall not however carry on any banking business as defined in the Banking Regulation Act, 1949.

19. To lend money on property or on hypothecation or pledge of movable property or without security to such persons and on such terms as may seem expedient in connection with the business of the Company and, in

particular, to customers and persons having dealings with the Company. The Company shall not carry on any banking business as defined in the Banking Regulation Act, 1949.

20. To borrow or secure the payment of money in such manner as the Company shall think fit, in particular, by the issue of debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem and pay off any such securities.

21. To draw, make, accept, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and other negotiable or transferable instruments or securities in connection with the business of the Company.

22. To create any depreciation fund, reserve, sinking fund, insurance fund or any special or other fund whether for repairing, extending or maintaining any property of the Company or for redemption of the debentures or redeemable preference shares or any other purpose whatsoever conducive to the interest of the Company.

23. To distribute in the case of winding up of the Company, any of the properties of the Company amongst the members in specie or kind but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

24. To pay costs, charges and expenses of and incidental to promotion, formation registration and establishment of the Company and the issue of its capital and charges in connection therewith and to remunerate (by cash or other assets or by allotment of fully paid up shares or by a call or option of shares, debentures, debenture stock or securities of this or any other company or in any other manner, whether out of the Company's capital or profits or otherwise) any person/persons, or company 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 debenture-stock or other securities of the Company or in the conduct of its business or introducing any property or business to the Company or for any other reason which the Company thinks proper.

25. To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependants or connections of such persons by building or contributing to the building of houses or by grants of money, pensions, allowances, compensation or other payments, or from time to time, by creating and subscribing or contributing to provident fund and other funds, institutions or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.

26. To adopt such means of making known the business and the products of the Company as may seem expedient, and in particular, by advertising in the presses, by circular by purchase or exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

27. Upon any issue of shares, debentures, or other securities of the Company, to employ brokers, commission agents and underwriters and provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities of the Company, by the granting of option to take the same or in any manner allowed by law.

28. To produce the registration or other recognition of the Company in any country, state or place outside India and to establish and maintain local registers and branch places of business in any part of the world.

29. To subscribe, contribute, or grant money to any charitable, benevolent, religious, social, scientific, national or other funds, institutions or objects, and to any individual or body unless otherwise prohibited by law.

30. To undertake and execute any trusts the undertaking whereof may be desirable in connection with the business of the Company either gratuitously or otherwise.

31. To manufacture, trade and deal in all kinds of electrical, chemical, photographical, surgical and scientific apparatuses, instruments, goods and materials, and things which may be useful for, conducive to or beneficial for the Company, its employees, other dependants and customers, whether directly or indirectly, in connection with the business of the Company.

32. To establish subsidiary company in India and outside India, amalgamate with, or enter into partnership 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 authorized to carry on or engage in, or which is capable of being conducted so as to, directly or indirectly, benefit the company, and to take or otherwise acquire and hold shares, stocks, securities, obligations or other interests in any such person or company, and to subsidize or otherwise assist any person or company.

4. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

5. [3],[4],[5],[6]The Share Capital of the company is 15,00,00,000.00 Rupees, divided into 1,50,00,000 Equity Shares of 10.00 Rupees each.

ARC Insulation & Insulators Limited

Director

[3] Altered pursuant to Special Resolution passed in Extra-Ordinary General Meeting held on 03th November, 2009.

[4] Altered pursuant to Special Resolution passed in Extra-Ordinary General Meeting held on 05thDecember, 2011.

[5]Altered pursuant to Special Resolution passed in Extra-Ordinary General Meeting held on 24th January, 2018.

[6] Altered pursuant to Special Resolution passed in Extra-Ordinary General Meeting held on 07th August, 2024.

We, the several person whose name, addresses and descriptions are subscribed, below are desirous of being formed into a Company in pursuance of the Articles of Association and we respectively agree to lake the number of shares in the Capital of the Company set opposite to our respective names:-

Name, Fathers Name, Address Description & Occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Name, Address. Description & Occupation of Witnesses
1. MANISH BAJORIA S/O GOPAL BAJORIA 1/2, Harish Mukherjee Road, Kolkata – 700020 Business	5000 (Five Thousand)	Witnesses to both the signatories Sd/- **Vineet Kumar Kedia** 23, M.D. Road, Kolkata – 700 007 ICAI Mem. No. 063294
2. NEELAM BAJORIA D/O MATADIN GOKULKA 1/2, Harish Mukherjee Road, 3rd Floor Kolkata – 700020 Business	5000 (Five Thousand)	
	10000 (Ten Thousand)	

Kolkata, Dated 29th day of August, 2008

ARC Insulation & Insulators Limited

Director