THE COMPANIES ACT, 2013***

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CHARMS INDUSTRIES LIMITED

I. The name of the Company is **"CHARMS INDUSTRIES LIMITED".**

II. The Registered Office of the Company will be situated in the **State of Gujarat.**

III. OBJECTS

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To acquire, purchase, take over, lease, amalgamate with, absorb or otherwise acquire, as a going concern or otherwise, the whole or any part of any business, undertaking, enterprise, assets, properties, rights, licences, permits, contracts, goodwill and liabilities of any individual, firm, limited liability partnership, company, body corporate or other entity engaged in the business of iron and steel, Sponge Iron / Direct Reduced Iron (DRI), steel products, pharmaceuticals, healthcare products, hotels, restaurants, hospitality, real estate, construction, infrastructure development, trading, distribution or allied activities, and to carry on, develop, expand, manage, reorganise or otherwise deal with such business or undertaking so acquired, subject to applicable laws and regulatory approvals.
2. To carry on in India or elsewhere in the world, with or without collaboration, the business as software engineers, software developers, software programmers, software trainers, branding service providers, networking engineers, web designers, web developers, application developers and integrators, software solution providers, computer and information technology service providers, management of bulk data, computer or other management consultancy services, education centres, training centres and call centre services in all their aspects; and to design, develop, apply, interpret, analyse, improve, buy, sell, import, export, lease, hire, license, operate, assemble, repair, recondition, alter, convert, improve, upgrade, install and modify system development and support software of all kinds; to provide ERP solutions, internet-related solutions, e-commerce solutions, internet and connectivity solutions, video conferencing, telecommunication software, satellite communication software, radio communication software, wireless communication software, corporate communication software and hardware, parallel communication software, collection, storage, tabulation, analysis and interpretation of data of all kinds, real-time applications and web applications; to provide high-technology solutions and consultancy services in respect thereof; and to develop, prepare, run, update, invent, analyse, design and improve various programmes and to provide, lease, hire, transfer,

*****The members of the company have passed Special Resolution in their AGM duly convened on 30th September, 2026.***

******New set of Memorandum of Association of the Company adopted in AGM held on 30th September, 2026.***

CHARMS INDUSTRIES LTD.

For, CHARMS INDUSTRIES LTD.

S. Chauhan

buy, sell, import and export such programmes to various kinds of users, whether on BOOM, BOLT or any other basis, and to carry on all services connected therewith.

3. To manufacture, design, develop, sell, provide, equip, supply, import, export, furnish, undertake, install, erect, commission, test and stock computers, communication software, hardware and computer peripherals for commercial applications including accounting, inventory, production planning, management information systems, documentation and allied applications; office automation applications, scientific applications, engineering applications, technical applications, communications, database publishing, local area networking, wide area networking, computer-aided designing, computer-aided manufacturing, computer-aided engineering, desktop publishing, multimedia, shop-floor computerisation, process control, computerised numerical control systems, graphical animations and animated films; and for use in banking, insurance, transport and other professional applications for storage, retrieval, analysis and reproduction of drawings, photographs, correspondence, records and other data and media, and to undertake all other allied applications and activities for the domestic and export markets.
4. To carry on the business of builders, developers, contractors, colonisers, real estate developers, infrastructure developers, project managers, property developers, estate agents, property consultants and dealers in immovable properties and, for that purpose, to purchase, acquire, take on lease, licence, exchange, assignment or otherwise acquire lands, plots, estates, buildings, structures, development rights, Floor Space Index (FSI), Transferable Development Rights (TDR) and other rights or interests in immovable properties; to enter into development agreements, joint development agreements, collaboration agreements, joint ventures, area-sharing arrangements, revenue-sharing arrangements or other arrangements with landowners, societies, associations, authorities, developers or any other persons; and to develop, construct, reconstruct, renovate, alter, improve, repair, demolish, redevelop, furnish, equip, maintain, manage, operate, sell, transfer, lease, licence or otherwise deal in residential, commercial, industrial or mixed-use buildings, housing projects, apartments, offices, shops, shopping centres, malls, warehouses, godowns, factories, industrial estates, business parks, hotels, resorts, restaurants, farm houses, townships, plotted developments and other immovable properties and projects and to undertake land acquisition, land development, site development, infrastructure development and all activities incidental or ancillary thereto, subject to applicable laws.
5. To carry on in India or elsewhere the business of traders, dealers, distributors, wholesalers, retailers, stockists, suppliers, commission agents, representatives, importers, exporters, consignors and consignees in all types of goods, commodities, products, materials and merchandise, including agricultural and horticultural products, industrial products, consumer products, consumer durables, building and construction materials, engineering goods, chemicals, petrochemicals, rubber, plastics, polymers, textiles and allied products; and to buy, sell, trade, import, export, supply, distribute, stock and otherwise deal in iron, steel, Sponge Iron / Direct Reduced Iron (DRI), steel billets, ingots, rods, bars, sheets, coils, pipes, tubes, structural steel, ferrous and non-ferrous metals, metal products and allied materials and, subject to obtaining all licences

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*~~*Pursuant to the Scheme for Reduction of Share Capital between the Company and its shareholders~~*

CHARMS INDUSTRIES LTD.

Parth S. Chauhan

and approvals as may be required under applicable laws, pharmaceuticals, drugs, medicines, pharmaceutical formulations, healthcare products, medical and surgical products, medical devices, chemicals and allied products.

III. (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

1. To purchase, acquire, take on lease, licence, exchange, hire or otherwise acquire and hold any movable or immovable property, lands, buildings, offices, factories, warehouses, godowns, plants, machinery, equipment, vehicles, furniture, fixtures, rights, privileges, easements and other assets which may be necessary or convenient for carrying on the business of the Company.
2. To construct, establish, erect, maintain, alter, enlarge, improve, develop, manage and operate offices, branches, factories, workshops, warehouses, godowns, depots, showrooms, laboratories, service centres, establishments and other facilities necessary or convenient for carrying on the objects of the Company.
3. To acquire, purchase or otherwise obtain technical information, know-how, processes, designs, drawings, plans, formulae, licences, franchises, concessions, trademarks, copyrights, patents, patent rights, designs, intellectual property rights and other commercial or technical rights and to use, develop, protect, renew, license or otherwise deal with the same for the purposes of the Company.
4. To enter into agreements, contracts, collaborations, arrangements, partnerships, joint ventures, strategic alliances, revenue-sharing arrangements, profit-sharing arrangements or other arrangements with any individual, firm, limited liability partnership, company, body corporate, Government, authority or other person in India or elsewhere for carrying on or furthering any of the objects of the Company.
5. To apply for, obtain, purchase, acquire, renew, surrender, transfer or otherwise deal with any licences, permissions, approvals, registrations, consents, concessions, quotas, rights, privileges and authorisations from any Government, statutory authority, local authority, regulatory authority or other body as may be necessary or desirable for carrying on the business of the Company.
6. To apply for, tender for, purchase, acquire, undertake, execute or otherwise deal with contracts, sub-contracts, works, orders, licences, concessions, projects and assignments relating to or connected with the objects of the Company.
7. To appoint, employ, engage, retain or otherwise avail the services of directors, managers, officers, employees, engineers, architects, consultants, professionals, technical experts, agents, brokers, contractors, sub-contractors, representatives and other persons necessary for carrying on the business of the Company and to pay them such remuneration, fees, commission or other compensation as may be permissible.
8. To establish, maintain, operate and close bank accounts of every description with banks or other permitted financial institutions and to draw, make, accept, endorse, discount, execute and issue cheques, drafts, bills of exchange, promissory notes and other negotiable or transferable instruments in connection with the business of the Company.
9. Subject to the provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws, to borrow, raise or secure money or obtain credit facilities for the

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CHARMS INDUSTRIES LTD.

Parth S. Chauhan

purposes of the Company in such manner as may be considered expedient, including by way of loans, credit facilities, issue of debentures, bonds or other securities, and to secure the repayment thereof by mortgage, charge, hypothecation, pledge or other security over the whole or any part of the undertaking, property, assets or uncalled capital of the Company.

10. To mortgage, charge, hypothecate, pledge or otherwise create security over any property, assets, rights or undertaking of the Company for securing any borrowings, credit facilities or lawful obligations of the Company.
11. Subject to the provisions of the Companies Act, 2013 and other applicable laws, to invest and deal with the surplus monies and funds of the Company not immediately required for its business in such investments, deposits or securities as the Company may consider appropriate, provided that the Company shall not carry on the business of banking or any regulated financial activity without obtaining the requisite approvals.
12. Subject to Sections 185 and 186 and other applicable provisions of the Companies Act, 2013, to make loans or advances, give guarantees or provide security where the same is considered necessary or expedient for furtherance of the objects or business interests of the Company.
13. To sell, transfer, lease, licence, exchange, mortgage, dispose of or otherwise deal with the whole or any part of the movable or immovable properties, assets, rights or undertakings of the Company upon such terms and conditions as may be considered expedient, subject to applicable laws.
14. To import, export, purchase, sell, hire, lease or otherwise acquire and deal in machinery, equipment, tools, components, spare parts, materials, articles and goods which may be required for or connected with any of the businesses of the Company.
15. To undertake, establish, maintain, assist or participate in research, development, testing, technical studies, surveys, investigations and experiments relating to the businesses and activities of the Company and to engage consultants, laboratories, institutions and other experts for such purposes.
16. To establish, promote, form, incorporate, acquire or assist in the formation of subsidiaries, joint ventures, associate entities, limited liability partnerships or other entities for carrying on or furthering the objects and businesses of the Company, subject to applicable laws.
17. To act as principal, agent, contractor, sub-contractor, representative, franchisee, licensor, licensee, distributor, dealer, commission agent, consultant or otherwise in connection with any activity falling within the objects of the Company.
18. To enter into arrangements with any Government, Central or State Government, municipal or local authority, statutory authority, public body or other authority and to obtain from them any rights, privileges, licences, approvals, concessions and facilities conducive to the objects of the Company and to comply with the terms thereof.
19. To procure the registration, recognition or incorporation of the Company or establish branches, representative offices, agencies, subsidiaries or other places of business in India or outside India, subject to applicable laws.

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CHARMS INDUSTRIES LTD.

Parish S. Chauhan

20. To insure the whole or any part of the property, assets, undertakings, business, employees or liabilities of the Company against such risks and upon such terms as the Company may consider appropriate.
21. To advertise, market, promote and make known the products, services, activities and businesses of the Company through print, electronic, digital, social or other media and to undertake sales promotion, publicity, branding and marketing activities.
22. To undertake training, skill development, education and professional development of employees, consultants, representatives and other persons engaged in connection with the businesses of the Company.
23. To institute, prosecute, defend, compromise, settle, refer to arbitration or otherwise deal with any legal, judicial, quasi-judicial, regulatory or other proceedings, claims, demands, disputes or differences involving the Company and to appoint advocates, solicitors, consultants and other professionals in connection therewith.
24. To establish, create and maintain reserves, provisions, sinking funds, depreciation funds, insurance funds and other funds for any purpose conducive to the interests or business of the Company.
25. Subject to applicable laws, to make donations, contributions or grants for charitable, educational, scientific, social, cultural, environmental, corporate social responsibility, employee welfare or other lawful purposes and to establish or support trusts, institutions, funds or associations for such purposes.
26. To provide for the welfare of the employees, former employees, directors and their dependants by establishing or contributing to provident funds, gratuity funds, pension funds, insurance schemes, welfare funds and other employee benefit schemes in accordance with applicable laws.
27. To pay all costs, charges and expenses incurred or sustained in connection with the promotion, incorporation, establishment, expansion, restructuring, acquisition, financing or carrying on of any business or undertaking of the Company, subject to applicable laws.
28. To acquire and take over, with or without consideration, any property, rights, liabilities, contracts or obligations which the Company may consider necessary or desirable in connection with any of its objects and businesses.
29. To undertake all such commercial, financial, administrative, managerial, technical and other activities as may be incidental, ancillary, conducive or necessary for the attainment or furtherance of the objects of the Company.
30. Generally, to do all such lawful acts, deeds, matters and things as are incidental or conducive to the attainment of any of the aforesaid objects or the exercise of any of the aforesaid powers of the Company.

IV. The liability of the Members of the Company is limited.

V. * The Authorised Share Capital of the Company is ₹4,50,00,000/- [Rupees Four Crore Fifty Lakh only] divided into 4,50,00,000 [Four Crore Fifty Lakh] Equity Shares of ₹1/- [Rupee One only] each.

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Pursuant to the Scheme for Reduction of Share Capital between the Company and its shareholders.

Parth S. Chauhan

We, the several persons whose names and addresses are subscribed hereto, 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.

Sr. No.	Names, addresses, descriptions, occupation and signature of subscribers	Number of Equity shares taken by each subscriber	Name, Address Description and Occupation of the Common witness
1.	**Shri Vijay N. Shah** S/o. Shri Nayalchand Shah B/1, Surgiri Apts., Near Kiran Park, Nava Wadaj, Ahmedabad Occ. : Business Sd/-	10 (Ten)	I remain witness to All Dawoodi Roopawala S/o. Shri Ahmedbhai Roopawala 2nd Floor, Roopawala Building Manekchowk, Ahmedabad Occ. : Chartered Accountant Sd/-
2.	**Shri Bharatbhai N. Shah** S/o. Shri Nayalchand Shah 12, Anandham Society, Nava Wadaj, Ahmedabad Occ. : Business Sd/-	10 (Ten)	
3.	**Shri Manoj I. Kansara** S/o. Shri Indravadan Kansara 6/H, Rangsagar Flats, P. T. College, Road, Paldi, Ahmedabad Occ. : Business Sd/-	10 (Ten)	
4.	**Shri Nakshab J. Alvi** S/o. Shri Jalaludin Alvi 9, Sahara Apts., Sarkhej Road, Ahmedabad Occ. : Business Sd/-	10 (Ten)	
5.	**Shri Nehal Natvarlal Raval** S/o. Shri Natvarlal Raval 5/25, Jyoti Park, Nr. Kiran Park, Nava Vadaj, Ahmedabad Occ. : Business Sd/-	10 (Ten)	
6.	**Shri Ketan Champaklal Shah** S/o. Shri Champaklal Shah 87, Payal Park, Satellite Road, Ahmedabad Occ. : Business Sd/-	10 (Ten)	
7.	**Miss Jigna Vijay Shah** D/o. Shri Vijay Shah B/1, Surgiri Apts., Near Kiran Park, Nava Wadaj, Ahmedabad	10 (Ten)	

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Parth S Chauhan

	Occ. : Business	Sd/-		
		TOTAL	70 (Seventy)	

Place : **AHMEDABAD** Dated this **20th** day of **March,** **1992**

CHARMS INDUSTRIES LTD.

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