

THE COMPANIES ACT, 2013  
(Incorporated under the Companies Act, 1956)  
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF

\*<sup>1</sup> GABION TECHNOLOGIES INDIA LIMITED

1. The name of the company is \*<sup>1</sup> GABION TECHNOLOGIES INDIA LIMITED
2. The registered office of the company will be situated in the State of National Territory of Delhi
3. (a) The objects to be pursued by the company on its incorporation are:-
  1. To carry on or otherwise engage in the business of manufacturing, supply, marketing, installation or otherwise dealing in Steel Gabions and to provide services and technology in the field of Geosystems, Geotechnical Engineering and Ground Improvement techniques.
- (b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:
  1. To acquire by purchase, exchange or otherwise any movable or immovable property any rights or privileges which the company may deem necessary for the purpose of its main business.
  2. To carry on business of manufacture, export, import, distributors, buy, sell or otherwise deal in all kinds of merchandise, edible oils, de-oiled and oilseeds cakes, soya beans, ground nut oil seeds, other oil bearings sub-stances, steel, cotton, yarn, synthetic yarn, chemicals, metals, textiles, capital goods, automobiles, consumer durables, commodities, agro products, precious metals, electronic goods, machines, paper, cement, building and construction materials, fibers, leather articles, garments, foot wears, watches, furniture, electrical goods and accessories, foods, hydrocarbons, oil derivatives, and other articles and all goods capable of being manufactured, imported, exported and traded.
  3. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or cooperation with persons or companies carrying on or engaged, in the main business or transactions of the company.
  4. To import, buy, exchange, alter, improve, manipulate, all kinds of plants, machinery, apparatus, tools, utensils substances, material and things, necessary or convenient for carrying on the main business of the company.
  5. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the company in any person or persons or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.

---

\*<sup>1</sup> Amended by passing a special resolution in the Extra-Ordinary General Meeting held on Monday, November 11, 2024, changing the company's name pursuant to the conversion of the Company from 'Gabion Technologies India Private Limited' to 'Gabion Technologies India Limited'.

6. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, offices, shops, stores, buildings, telephones all kinds or works, machinery, apparatus and houses and conveniences necessary for carrying on the main business of the company.
7. To acquire and take over the whole or any part of the business, goodwill, trade marks, properties and liabilities of any person or persons, firms, companies or undertakings, either existing or new, engage in or carrying on or proposing to carry on the main business of the company of the company, to carry on and to pay for the same either in cash or in shares.
8. To undertake or promote scientific research relating to the main business or class of main business of the company.
9. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and other organizations for financial, or any other assistance for carrying out all or the main objects of the company or for the main purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the main object of the company.
10. Subject to section – 230 to 232 of the Act, to amalgamate with any other company or companies having all or any of their objects similar to the objects of the company in any manner whether with or without the liquidation of the company.
11. Subject to the provisions of the Companies Act, 2013, to guarantee the performance of contracts undertaken by persons, firms or companies carrying on or authorized to carry on any business or businesses with this company is authorized to carry on and to guarantee the payment of liabilities of any such persons, firms or companies.
12. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent rights, brevets, invention, processes, scientific or technical or other assistance, manufacturing, processes, know-how and other information, design, patterns, copyrights, trade-marks, licenses, concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited rights of use thereof, which may seem capable of being used for or in connection with the main objects of the company or the acquisition or use of which may seem calculated directly or indirectly to benefit of the acquisition or use of which may seem calculated directly or indirectly to benefit the company on payment of any fees, royalty or other consideration and to use, exercise or develop the same or grant licenses in respect thereof and to expend money in experimenting upon, testing improving any such patents, inventions, rights or concessions.
13. To apply for and obtain any Act of legislature, charter, privilege, concession, license or authorization of any Government , State or other authority enabling the company to carry any of its main objects into effect or for extending any of the powers of the company or for effecting any modification of the constitution of the company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the company.
14. To enter into any arrangements with any Government or authorities or any persons or companies that may seem conducive to the main objects of the company or any of them and to obtain from any such Government, authority, person or company any rights, charters,

contracts, licenses and concessions which the company may think it desirable to obtain and to carry out and exercise and comply therewith.

15. To procure the company to be registered or recognized in or under the laws of any place outside India and to do all acts necessary for carrying on in any country the main business or profession of the company.
16. To draw, make, accept, discount execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities and to obtain Bank Accounts of any type and to operate the same in the ordinary course of business.
17. To acquire, sell, transfer shares or securities of any other company as an Investment and to obtain Depository Accounts and to operate the same in the ordinary course of the business.
18. Subject to the provisions of the Companies Act, 2013 to advance, money, either with or without security and generally to such persons and upon such terms and conditions as the company may think fit and also to invest the money of the company, not immediately required, in or upon such investments and in such manner as, from time to time, may be determined, provided that the company shall not carry on the businesses of the banking as defined in the Banking Regulation Act, 1949.
19. Subject to provisions of the Companies Act, 2013, and the Regulation made there under and the directions issued by the Reserve Bank of India to receive money on deposit or loan and borrow or raise money in such manner and at such times or times as the company may deem fit and in particular by the issue of debentures, debentures-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits of the company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company of such other person or company and to give the lenders the power to sale and other powers as may seem expedient and purchase, redeem or part off any such securities.
20. To undertake and execute any trusts, the undertaking of which may seem to the company desirable, either gratuitously or otherwise.
21. To establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the company.
22. To mortgage, exchange, grant licenses and other rights, improve, manage, develop or dispose of undertaking, investments, properties, assets and effects of the company or any part thereof for such consideration as may be thought fit and in particular for any shares, stock, debentures, or other securities of any other such company having its main object altogether or in part similar to those of the company.
23. To distribute among the members in specie or otherwise any property of the manage, or any proceeds of the sale or disposal of any property of the company in the event of winding up subject to the provisions of the Companies Act, 2013.

24. To distribute as dividend or bonus among the members or to place to reserves or otherwise to apply, as the company may, from time to time, think fit, any moneys received by way of premium on debentures, issued at a premium by the company and any moneys received in respect of dividends accrued on forfeited shares, and any moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the company of forfeited shares, subject to the provisions of section 52 of the Companies Act, 2013.
25. To employ agents or experts to investigate and examine into the conditions prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the company proposes to acquire.
26. To create any reserve fund, sinking fund, insurance fund or any other special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the company or any other purpose conducive to the interests of the company.
27. Subject to the provisions of the Companies Act, 2013, to subscribe contribute, gift or donate any moneys, rights or assets for any national educational, religious, charitable, scientific, public, general or useful objects or to make gifts or donations of money or other assets to any institution, clubs, societies, associations, trusts, scientific research associations, funds. Universities, colleges or any individual, body of individuals or bodies corporate.
28. To establish and maintain or procure the establishment and maintenances of any contributory or non-contributory or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonuses or emoluments to any persons who are or were at any time in the employment or service of the company, or any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company or who are or were at any time Directors or officers of the company or any other company as aforesaid and the wives, widows, families and dependents of such persons and also to establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or advance the interests and well-being of the company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
29. To establish, for any of the objects of the company, branches or to establish any firm or firms at places in or outside India as the company may think fit.
30. To pay for any property or rights acquired by or for any services rendered to the company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and on such terms as the company may determine. Subject to the provisions of section 188 of the act.
31. To pay out of the fund of the company all costs, charges and expenses incidental to the formation and Registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of any incidental to the acquisitions by the company of any property or assets.

32. To send out to foreign countries, its directors, employees or any other person or persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connections or for promoting the interests of the company and to pay all expenses, incurred in this connection.
33. To compensate for the loss of office and Managing Director or Director or other officers of the company within the limitations prescribed under the Companies Act, 2013 or other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction of the company.
34. To agree to refer to arbitration any dispute, present or future, between the company and any other company, firm, individual or body and to submit the same to arbitration in India or abroad wither in accordance with Indian or foreign system of law.
35. To appoint agencies, sub agents, dealers, managers, canvassers, sales representatives or salesman for transacting all or any kind of the main business which the company is authorized to carry on and to constitute agencies of the company in India or in any other country whatsoever and to establish depots and agencies in different parts of the world.
36. Subject to any law for the time being in force, to undertake or take part in the formation, or supervision of the business or operations of any person, firm, body corporate, association or undertaking, carrying on the main business of the company.
37. To carry on business of Information Technology Enabled Services (ITES), Business Processing Outsourcing (BPO), operating, running & maintaining call centers.
38. To carry on the business as manufacturers, traders, importers and exporters of and dealers in aluminum utensils, steel utensils and all other types of utensils and kitchen requisites.
39. To act as business consultants give advice, to engage in disseminating of information in all aspects of business, organization and industry and to advice upon the means and methods for extending and developing systems or processes relating to production storage, distribution, marketing and securing of orders for sale of goods in India and abroad and/or relating to the rendering of services.
40. To carry on the business of wholesale or retail, or otherwise of interior decorators and furnishers, upholsterers and developers in and hirers, repairers, cleaners, stores and warehouse's of furniture, carpets, linoleums, furnishing fabrics and other floor coverings, household utensils, china and glass goods, fittings, curtains and other household requisites.
41. To carry on the Business of cold storage of fruits, vegetables, seeds, fish, meat, agriculture products, milk dairy products and other perishable items.
42. To carry on the business of production, distribution or exhibition of films and motion pictures, including the running of theaters, cinemas, studio and cinematographic shows and exhibitions.
43. To act as cargo agents, travel agents, ship brokers, charter party, contractors ship agents, packing, forwarding and clearing agents, wreck removers, wreck raisers, auctioneers, inspectors and observers of quality control, customhouse agents, commission agents and general agents for any of the air liners, steam-ship companies, railways and transport companies or any like person.

44. To trade deal in and undertake manufacturing of bricks, tiles, pipes, cement, lime and building construction requisite and to carry on all or any of the business of builders, contractors, architects, decorators, furnishers and to acquire hold, mortgage, lease, take on lease, exchange or otherwise deal in lands, buildings, houses, flats, bungalows, shops, hereditaments of any tenure of freehold for residential or business purpose.
45. To deal in foreign exchange subject to approval of appropriate authorities.
46. To undertake and execute, in India or in any part of the world, turnkey projects for electrical installations, air conditioning, refrigeration, heating, cooling, ventilation, humidification, sanitary, thermal and acoustic insulation work.
47. To carry on business as manufacturers, traders, importers and exporters of and dealers in all kinds of carpets and floor coverings, whether made of woolen, cottage, synthetic or other fibrous material.
48. To act as principals, dealers, agents, sub-agents, representatives either solely or in conjunction with other and either by or thorough agents, sub-contractors, trustees or otherwise for the Indian manufactured goods, commodities and service in the foreign countries and vice versa and for the said purpose to establish or maintain services or establish depots anywhere in the world.
49. To buy, sell, transfer, dispose of or deal in all types of shares, stocks, debentures, properties, bonds, certificates, securities lending the central government or any state government(s) or local authorities upon such terms and conditions as the company may approve and that the company shall not carry on any Banking business as defined under the Banking Regulation Act, 1949.
50. To carry on the business as shares and stock brokers and to buy, sell and deal in all kinds of shares, stocks, securities, bonds, debentures, units and other instruments.
51. To carry on the business as importers, exporters, distributors, stockiest, contractors, suppliers, dealers of any kind and to act as manufacturers, representatives, agents, brokers, commission agents and merchants of commodities, articles, products and merchants of any kind or nature.
52. To carry on the business of general merchants.
53. To carry on the business of finance, hire purchase, leasing and investment. Subject to the approval of the RBI under the RBI Act, 1934 as amended by RBI (Amendment) Act, 1997.
54. Subject to the approval of the SEBI, to carry on the business of transfer agents, portfolio management, lead managers, registrar to the issue, management consultants.
55. To deal in REP and import and export licenses, exim scripts subject to the direction issued by the Reserve bank of India.
56. To render consultancy in all spheres and to provide courier services.

57. To carry on the business of sale, purchase of industrial plots, sheds, factory, building, commercial and residential buildings and their construction, letting out of property and to act as contractors and builders.

58. To apply, subscribe and acquire the membership of national Stock Exchange (NSE), Over the Counter Exchange of India (OTCEI) and any other stock exchange in India and elsewhere.

59. To manufacture, export, import, buy, sell, trade and dealers in handloom and textile goods, fiber and fiber products.

60. To design, develop, assemble, manufacture, import, export, buy, sell, trade and deal in computer, software, hardware, peripherals and to provide all kinds of information technology in and outside India through different media's developed from time to time in any part of the world.

61. To carry on the business of builders, promoters, colonizers and take/give the building on lease and rent.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. \*<sup>2</sup> The Authorised Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores) divided into 1,40,00,000 (One Crore Forty Lakhs) equity shares of Rs.10/- (Rupees Ten) each.

\*<sup>2</sup>

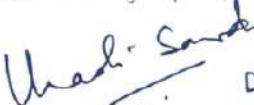
1. The Authorised Share Capital of the Company at the time of Incorporation was Rs. 10,00,000 (Rupees Ten Lakhs) consisting of 10,000 (Ten Thousand) equity shares of Rs. 100/- (Hundred Only) each.
2. The Authorised Share Capital of the Company was increased from Rs. 10,00,000 (Rupees Ten Lakhs) consisting of 10,000 (Ten Thousand) equity shares of Rs. 100/- (Hundred Only) each to Rs. 2,00,00,000 (Rupees Two Crore) consisting of 2,00,000 (Two Lakh) equity shares of Rs. 100/- (Hundred Only) each in the Extra Ordinary General Meeting of the Company held on Tuesday, March 15, 2011.
3. The Authorised Share Capital of the Company was further increased from Rs. 2,00,00,000 (Rupees Two Crore) consisting of 2,00,000 (Two Lakh) equity shares of Rs. 100/- (Hundred Only) each to Rs. 3,00,00,000 (Rupees Three Crore) consisting of 3,00,000 (Three Lakhs) equity shares of Rs. 100/- (Hundred Only) each in the Extra Ordinary General Meeting of the Company held on Tuesday, March 05, 2013.
4. In the Extra-Ordinary General Meeting held on Thursday, August 22, 2024, the members of the Company passed a Special Resolution to approve the adoption of New Set of Articles of Association and Memorandum of Association of the Company pursuant to the Companies Act, 2013.
5. In the Extra-Ordinary General Meeting held on Thursday, August 22, 2024, the members of the Company passed a Special Resolution to approve the sub-division of face value of equity shares of the Company from Rs. 100/- (Rupees Hundred Only) each to Rs. 10/- (Rupees Ten Only) each.
6. The Authorised Share Capital of the Company was further increased from Rs. 3,00,00,000 (Rupees Three Crore) consisting of 3,00,000 (Three Lakhs) equity shares of Rs. 10/- (Ten Only) each to Rs. 14,00,00,000 (Rupees Fourteen Crores) consisting of 1,40,00,000 (One Crore Forty Lakhs) equity shares of Rs. 10/- (Ten Only) each in the Extra Ordinary General Meeting of the Company held on Thursday, September 26, 2024.

We, the several persons, whose names, addresses, occupations 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 of the Company set opposite to our respective names

Named, addresses, description and occupation of each subscribers	Number of Equity share taken by each subscriber	Signature of subscriber	Name, address, description and occupation of witness
1. ANANT KANOI S/o Shri Murlidhar Kanoi 94, Sonerset House Bhulabhai Desai Road Mumbai - 400026 Occupation :- Business	1000 (One Thousand)	Sd/-	
2. MADHUSUDAN SARDA S/o Shyam Sundar Sarda N-6, First Floor Rear Green Park (Main) New Delhi -110016 Occupation - Business	1000 (One Thousand)	Sd/-	Sd/- Witness to Sr No.1 & 2 Narayan Makhija S/o S.R. Makhija 712, Embassy Centre Nariman Point, Mumbai- 400021 Occ:- Chartered Accountant
Total	<u>2000</u> <u>(Two Thousand)</u>		

Mumbai: 8th day of February , 2008

For Gabion Technologies (India) Pvt. Ltd.

  
Madhu Sarda  
Director