

**THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES**

MEMORANDUM OF ASSOCIATION

OF

JAIN RESOURCE RECYCLING PRIVATE LIMITED

- I. The name of the Company is **JAIN RESOURCE RECYCLING PRIVATE LIMITED**
- II. The Registered office of the Company will be situated in the State of Tamil Nadu, i.e. within the jurisdiction of the Registrar of Companies, Chennai, Tamil Nadu.
- III. **(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 - 3.1 To convert the partnership firm Jain Metal Rolling Mills having office at The Lattice, Old no 7/1, New No 20, 4th Floor Waddles Road, Kilpauk, Chennai - 600010, having two partners, Mr. Kamlesh Jain and Mr. Sanchit Jain into a Private Limited Company, partners being subscriber and first director of the company;
 - 3.2 To engage in the business of processing of Scraps of Ferrous Metals, Non-Ferrous Metals and Non-Metallic materials;
 - 3.3 To engage in the business of manufacturing/ processing Ingots, Alloy Ingots, Billets, Wire Rods, Tubes, Castings, Mouldings, Wires, Cables, Extrusion Profiles, Sheets, Forged Products and other products through melting, pressing, forging, slitting, casting, moulding, drawing, extruding, rolling, calendaring or other processes from metals, non-metallic materials and their scrap; and
 - 3.4 Exporting, Importing & Trading of Ferrous and Non-ferrous metals and Non-metallic materials including their scrap.
 - 3.5 To establish and carry on in India or elsewhere the business of manufacture, produce, process, import, Export and trading, all types of food and food products, bread, biscuits, sweets, confectioneries, salted item, jams, jellies, all type of dairy and dairy products including milk, ghee, butter, etc, all type of staple food like rice, wheat, mustard, vegetables, cereals, spices, all types and kind of oils, fats, and to develop, grow, cultivate, fabricate, to act as agent, broker, stockiest, distributor, importer, exporter, trader, buyer, seller, vendor, consultant, job-worker or otherwise deal in all shapes, sizes, users, capacities, specifications, description, qualities and varieties of products generally consumed or may be consumed or used by any living being or meant for any commercial or industrial use.
 - 3.6 To engage in the business of Trading, Manufacturing, Processing, Importing & Exporting of Precious and Semi-Precious metals, Precious and Semi- Precious Metal Scraps, Precious and Semi-Precious Stones, Gems and Pearls.
- (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (A) ARE:**
 - 3.7 To acquire by purchase, lease, exchange or otherwise deal with any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
 - 3.8 To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.

**** (Amended by addition of Clause 3.6 vide EGM dated 11th December 2023)**

JAIN RESOURCE RECYCLING PRIVATE LIMITED

Memorandum of Association

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For JAIN RESOURCE RECYCLING PVT LTD

Director

- 3.9 To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary of convenient for carrying on the main business of the Company.
- 3.10 To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
- 3.11 To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
- 3.12 To maintain, operate, repair, break, sell exchange or let out on hire or charter, load on commission or otherwise use, utilize, deal with and dispose of any ships and vessels, cranes and other erection equipments, trucks, and other vehicles used for transportation, of any description or kind.
- 3.13 To undertake or promote scientific research relating to the main business or class of business of the Company.
- 3.14 To acquire and takeover the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorised to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
- 3.15 To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organisations for technical, financial or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
- 3.16 Subject to provisions of Companies Act, 2013, to amalgamate with any other company of which all or any objects are similar to the objects of the Company in any manner whether with or without liquidation.
- 3.17 Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association for undertaking or carrying on the main business of the Company.
- 3.18 To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, designs, patterns, copyrights, trade-marks, license concessions and the like rights or benefits, conferring an exclusive or nonexclusive or limited or unlimited right 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 the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant license in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
- 3.19 To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorisation of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such 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.

- 3.20 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, license and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
- 3.21 To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
- 3.22 To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
- 3.23 To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to invest and deal with 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 business of banking as provided in the Banking Regulations Act, 1949.
- 3.24 Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company thinks 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 or such other person or company to give the lenders the power to sale and such other powers as may seem expedient and purchase redeem or pay off any such securities.
- 3.25 To invest the surplus funds of the Company from time to time in the form of subscription, underwriting, acquisition, holding shares, debenture stocks, bonds, obligations and other securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country or issued by any Government, Sovereign Ruler, Commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or in any foreign country or any other securities as may be from time to time determined and to sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
- 3.26 To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
- 3.27 To establish or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
- 3.28 To sell, lease, mortgage, exchange, grant license and other rights improve, manage, develop and dispose of undertakings, investments, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
- 3.29 To distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up, 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.

- 3.30 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 purpose to acquire.
- 3.31 To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members or others.
- 3.32 To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
- 3.33 Subject to the provisions of Companies Act, 2013 to subscribe, contribute, gift or donate any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
- 3.34 To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension 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 of 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 any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance 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.
- 3.35 To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
- 3.36 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 or deferred rights in respect of dividend 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 generally on such terms as the company may determine, subject to the provision of Companies Act, 2013.
- 3.37 To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expanses of and incidental to the acquisition by the company of any property or assets.
- 3.38 To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.
- 3.39 To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such 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 in which the Company is engaged.

- 3.40 To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
- 3.41 To appoint agents, sub-agents, dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorised to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
- IV. The Liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. "The Authorised Share Capital of the Company is Rs. 43,55,00,000 (Rupees forty-Three Crore Fifty Five Lakh) comprising of Rs. 41,05,00,000 (Rupees Forty-One Crore five Lakhs) divided into 4,10,50,000 (Four Crore Ten Lakhs Fifty Thousand) equity shares of Rs. 10/- each and Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakh) divided into 25,00,000 (Twenty-Five Lakh) 0.01% Optionally Convertible and Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company."

Subject to the Companies Act, 2013, the Company shall have power, as permitted by and in accordance with the Articles of Association of the Company for the time being, at any time and from time to time:

- to increase or reduce the capital of the Company
- to split the nominal value of equity shares
- to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions in such manner as may be determined by or in accordance with the Articles of Association
- to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be determined by or in accordance with the Articles of Association.

For JAIN RESOURCE RECYCLING PVT LTD




** (Amendment of Capital Clause V vide EGM dated 11th December 2023)

JAIN RESOURCE RECYCLING PRIVATE LIMITED




Memorandum of Association

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We, the several persons, whose names and addresses are subscribed, 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 against our respective names:

Sl. No.	Names, addresses, description and occupation of each subscriber	No. of shares taken by each subscriber	Signature of Subscriber	Signature of witness and his names, addresses, description and occupation
1	<p>Name: Kamlesh Jain</p> <p>Occupation: Business</p> <p>Status: Individual</p> <p>S/o: Shantilal Sokaichandji Jain</p> <p>Nationality: India</p> <p>Date of Birth: 30 June 1968</p> <p>PAN: AAFPJ2745J</p> <p>Place of Birth: India</p> <p>Educational Qualification:</p> <p>Present Address: 43, Thambuswamy Road, Kilpauk, Chennai - 600010</p> <p>Permanent Address: 43, Thambuswamy Road, Kilpauk, Chennai - 600010</p> <p>Email ID: kamlesh@jainmetagroup.com</p> <p>Ph. No: 9840730000</p>	<p>3,96,00,000 (Three Crore Ninety-Six Lakhs) Equity shares of INR Rs.10 (Rupees Ten) each</p>	 	<p>I, Amit Kumar Parakh, witness to subscriber, who has subscribed and signed in my presence on 14-02-2022 at Chennai</p> <p>Further, I have verified their Identity Details for their identification and satisfied myself of their identification particulars as filed in:</p> <p>Signed before me</p>  <p>Tower 24 - 1801, North Town Estate, No. 4-8 Stephenson Road, Perambur, Chennai - 600 012.</p> <p>Occupation: Company Secretary</p>

Date: 14-02-2022
Place: Chennai

2	<p>Name: Sanchit Jain</p> <p>Occupation: Business</p> <p>Status: Individual</p> <p>S/o: Mr. Kamlesh Kumar Jain</p> <p>Nationality: India</p> <p>Date of Birth: 01 December 1996</p> <p>PAN: BBVPJ7006A</p> <p>Place of Birth: India</p> <p>Educational Qualification:</p> <p>Present Address: 43, Thambuswamy Road, Kilpauk, Chennai, Tamil Nadu 600010</p> <p>Permanent Address: 43, Thambuswamy Road, Kilpauk, Chennai, Tamil Nadu 600010</p> <p>Email ID: sanchit@jainmetagroup.com</p> <p>Ph. No: 9600153642</p>	<p>4,00,000 (Four Lakhs) Equity shares of INR Rs.10 (Rupees Ten) each</p>	 	<p>I, Amit Kumar Parakh, witness to subscriber, who has subscribed and signed in my presence on 14-02-2022 at Chennai</p> <p>Further, I have verified their Identity Details for their identification and satisfied myself of their identification particulars as filed in</p> <p>Signed before me:</p>  <p>Tower 24 - 1801, North Town Estate, No. 4-8 Stephenson Road, Perambur, Chennai - 600 012.</p> <p>Occupation: Company Secretary</p>
Total Shares		INR 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crore) Equity shares of INR Rs.10 (Rupees Ten) each		

Date: 14-02-2022
Place: Chennai