THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION[1]

OF

ALLIED ENGINEERING WORKS LIMITED
(INCORPORATED UNDER THE COMPANIES ACT, 1956)

I. [3]The Name of the Company is: - **ALLIED ENGINEERING WORKS LIMITED**.

II. The Registered Office of the Company will be situated in the **National Capital Territory of Delhi**.

III. (A) [2]THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:—

1. To carry on the business of Manufacturing, repair, job work, purchase, sell, research, development, import, export of electrical & electronic meters (including electronic energy meters, gas meters and water meters including smart energy meters, smart gas meters, smart water meters), such as electric measuring equipment, transmission, distribution & generation materials, wire, cable & connector, electric lighting & its accessories, energy meters, smart meters, gas meters & its accessories and Automation. Complete range of Smart postpaid and prepayment meters, Smart Metering Solutions, Communication modules, net meters, smart group meter, prepayment meter, meter billing & collection services, testing & measurement services. IOT automation and associated software and mobile applications.

2. To carry on the business activities as to manufacture, importers, exporters, dealers whether as wholesalers or retailers and / sell or produce and / or otherwise engage generally in the manufacture or production of or dealing in electrical & electronic items (including electronic energy meters, gas meters and water meters including smart energy meters, smart gas meters, smart water meters), such as electric measuring equipment, transmission, distribution & generation materials, cable & connector, electric lighting & its accessories.

3. To carry on business activities such as supply, installation, commissioning, servicing, facility management services (FMS), system integration, trading software, cloud services, mobile services, and other related activities for such projects.

4. To carry out ODM/OEM/job work for any electrical/electronic assembly/product/solutions.

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[1] *Memorandum of Association were adopted pursuant to members' resolution passed at the Extra-Ordinary General Meeting of the Company held on October 19, 2024.*

[2] *As amended vide Special Resolution passed at the Extra-Ordinary General Meeting of the Company held on October 19, 2024.*

[3] *Conversion of the Company from a Private Limited Company to Public Limited Company as approved by the Members of the Company through Special Resolution passed at the Extra-Ordinary General Meeting of the Company held on April 22, 2025.*

5. To carry on the business of civil, mechanical, electrical & electronics engineers, project engineers, turnkey project engineers, transmission engineers, consulting engineers, builders, construction engineers, electronic engineers, planners, construction and civil works contractors, general contractors, construction of roads, approach roads, streets, circles, bridges, metro rails, dams. Hydro Power Projects, Thermal Power Projects, water courses and reservoirs, tunnels, earth works, sewers, tanks, drains sewages, light houses, towers, transmission towers pipelines, underground cables, railway tracks, railway sidings, runways, culverts, channels, whether on-turnkey basis or on labour contracts or otherwise or to get the work carried on lease or on hire or any other mode from another contractor to manufacture, trade, export, Import, repair, lease, develop, resell, design, test, commission any items relating to the above business.

6. To engage in real estate, builders, promoters, developers, & project management association including civil, mechanical, energy, power, electrical, electronics and all other types erection, commissioning projects, project trading as well as consultant for execution of projects on turnkey basis.

7. To carry on the business as builders, promoters, developers, realtors, consultants, civil engineers, architects, surveyors, designers, town planners, estimators, interior and exterior decorators, general and government civil contractors of immovable properties, all type of structural and pilling engineering work, all type of infrastructure work, interior designing, land scaping.

8. To carry on the business of constructing, Laying down, establishing, promoting, erecting, building, installing, commissioning, arranging, fabricating, assembling, exporting, Importing, reselling, repairing, leasing, developing, designing, collaborating, franchising, executing, testing, jobing, technical consulting, assessing, surveying, drawing, operating, estimating, inspecting, valuing, managing, representing, supervising and running all kinds of power houses, power substations and other installations, workshops, repair-shops, wires, cables, electric meters, modems and allied items, transmission lines, accumulators and also to provide regular services for repairing and maintenance of all distribution and supply lines.

9. To convert the business of M/S ALLIED ENGINEERING WORKS, proprietor-ship firm into the company with all its assets, liabilities, rights, entitlements etc. and to continue the business of the firm in the Company.

10. To carry on the business of traders, importers, exporters, manufacturers, factors, brokers, agents, forwarding agents, indenters, packers, movers, distributors, consignors, jobbers, repairers, dealers, commission agents, Erectors, electricians, installers and designers of all kinds of poles including electricity poles, telephone poles, towers including mobile towers or a like and to deal in all kinds of electrical and electronic apparatus, electric and electronic hardware, electronic and electrical instruments, components and goods including all types of wire, switches, switchgears, insulation tape, mica components, mica-sheets and other allied insulating material in India or abroad.

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

1. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, Commodities, substances, articles and things necessary or useful for carrying on the main business of the Company.

2. To enter into agreement with any company or persons for obtaining by grant of licence or on such other terms of all types, formulae and such other rights, and benefits, technical information, know-

how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.

3. To establish, provide, maintain and conduct or otherwise, subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and to award, scholarships, prizes, grants and bursaries to students and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the main business of the Company.

4. To acquire by concession, grant, purchase, licence or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets, d'invention, licences, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop, let on lease or for hire or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the. Company.

5. Subject to the provisions of the Companies Act, 2013, to amalgamate with any other Company having objects altogether or in part similar to those of this Company.

6. To enter into any arrangement with any Government or Authorities Municipal, local or otherwise or any person or company in India or abroad, that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, Authority persons or company any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith.

7. To apply for and obtain any order of Central/State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.

8. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or company carrying on or engaged in any business or transaction which this Company is authorised to carry on.

9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this Company is authorised to carry on or is possessed of rights suitable for the main objects of this Company.

10. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the main objects or any of them.

11. To promote, form and register, 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 properties, rights and liabilities of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.

12. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.

13. Subject to the provisions of the Companies Act, 2013 and the Regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all, types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

14. Subject to the provisions of the Companies Act, 2013, to invest other than investment in company's own shares and deal with moneys of the Company not immediately required in such shares or upon securities or investments and in such manner as may from time to time, be determined.

15. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and, such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.

16. To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine.

17. 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, subject to the provisions of the Companies Act, 2013.

18. To create any depreciation fund, reserve fund, sinking fund, provident fund, super-annuation fund or any special or other such fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company.

19. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or chawls or by grants of money, pensions, allowances, bonus or other such payments or be creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.

20. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.

21. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.

22. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations or holding exhibitions.

23. To assist any company or other such enterprise in its dealings with any Government, local, statutory and such other authority whether in India or abroad in the legitimate pursuit of its activities, and to procure capital for any company or enterprise.

24. To guarantee the payment or performance of any contracts or obligations or become surety for any person, firm or company for any purpose and to act as agents for the collection, receipt or payment of money and to act as agents for and render services to customers and others and to give guarantees and indemnities.

25. To carry on the business of manufacturers, dealers and fabricators of components, gadgets, accessories and ancillaries, instruments relating to conversion of solar energy into heat and electricity and also relating to conversion of all kinds of renewable sources of energy and also conservation of energy.

26. To carry on the business as manufacturers and dealers in and sellers of all or any type of electronic components, their raw materials and equipments, audio products, electronic calculators, digital product, micro processor based systems, mini computers, communication equipment and process control equipment, instrumentation and industrial and professional grade electronic equipments.

27. To carry on the business of advisors on problems relating to the administration and organisation of industry and business and to advise upon the means and methods for extending, developing and improving all types of business or industries and all systems and processes relating to the

production, storage, distribution, marketing and sale of goods and or relating to the rendering of the services.

28. To engage in research in all problems relating to industrial and business management and distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business or industry.

29. To carry on the business of leasing and hire-purchase and to acquire to provide on lease or to provide on hire-purchase basis all types of house hold appliances, industrial and office plant, equipment, machinery, vehicles, buildings and real estate required for manufacturing, processing, transportation and trading business, to finance industrial enterprises and to promote companies engaged in industrial and trading business.

30. To acquire and hold shares, stocks, debentures, bonds, obligations and securities issued or guaranteed by any company, association or undertaking constituted for carrying on business in India or elsewhere, or debentures, bonds, obligations and securities issued or guaranteed by any Government, municipality, public body or other local authority and any such shares, debentures, bonds, obligations or securities acquired by original subscription, tender purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and to enforce all rights and powers conferred by or Incidental to the ownership thereof and to sell or otherwise dispose of any such shares, debentures, bonds, obligations or securities.

31. To act as stockists, commission agent, manufacturers, or representatives or agents selling and purchasing agents, Indenting agents, distributors, brokers, trustees, attorney, in goods, mentioned in the main objects.

32. To carry on the profession of consultants on management, employment, engineering, Industrial and technical matters to industry and business and to act as employment agents and exporters of man power.

33. To carry on business as manufacturers, dealers, stockists, exporters and importers of and all other hardware items of all types and description.

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. [*#@$]The Authorised Share Capital of the company is Rs. 76,00,00,000/- (Rupees Seventy-Six Crores only) divided into 15,20,00,000 (Fifteen Crore Twenty Lakh) Equity Shares of Rs. 5/- (Rupees Five) each.

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[*] *As amended vide Ordinary Resolution passed at the Extra-Ordinary General Meeting of the Company held on March 10, 2012*

[#] *As amended vide Ordinary Resolution passed at the Extra-Ordinary General Meeting of the Company held on July 27, 2012*

[@] *As amended vide Ordinary Resolution passed at the Extra-Ordinary General Meeting of the Company held on March 1, 2025.*

[$] *As amended vide Ordinary Resolution passed at the Extra-Ordinary General Meeting of the Company held on March 1, 2025.*

We, the several persons whose names and addresses are subscribed below 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 Capital of the Company, set opposite our respective name:-

Sl/ No.	Name, Description, Occupation and Address of Subscribers.	Number of Equity Shares taken by each subscribers	Signature of Subscriber	Signature of Witness with address and occupation
1.	Ashutosh Goel S/o SH. R.P. Goel R/o BJ-136 (West) Shalimar Bagh, Delhi - 110088 Occupation: Business	5000 (Five Thousand)	Sd/-	I hereby witness the signature of both the subscribers, who have signed before me: Sd/- (HARI PRAKASH SHARMA) S/O SH. MAHESH BAL SHARMA R/O 1584/113, TRI NAGAR, DELHI - 35 Mem. No. FCS 4010
2.	Rajinder Persad Goel S/o SH. Bhajan Lal Goel R/o BJ-136 (West) Shalimar Bagh, Delhi - 110088 Occupation: Business	5000 (Five Thousand)	Sd/-	
TOTAL		10,000 (Ten Thousand)		

Place: Delhi

Dated the 30th day of May, 2011