



CERTIFIED TRUE COPY
For EUREKA FORBES LIMITED
(formerly Forbes Enviro Solutions Limited)

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
EUREKA FORBES LIMITED
(Formerly Forbes Enviro Solutions Limited)

[Signature]
Authorised Signatory

- I. The name of the Company is ^{1&2}Eureka Forbes Limited.
- II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies Maharashtra at Mumbai.
- III. The objects, for which the Company is established, are:
 - A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION:
 - (1) To carry on and conduct the business of Engineers, Founders, Iron Founders, Tool Makers, Brass Founders, Metal Workers, Boiler Makers, Mill Wrights, Machinists, Iron & Steel Convertors, Smiths, Wood Workers, Painters, Metallurgists, Water Supply and Water Treatment Engineers and manufacturers of equipments for applications involving Laser Technology and Ultrasonic including processes of Heat Treatment, Metalising and reconditioning of Machinery, bonding of Metal to Metal and Metal to Ceramics and Non Metals.
 - (2) To carry on the business of manufacture, process, import, export, market, sell, lease and deal otherwise in Water Treatment Systems, Sewage Treatment Systems, Erection and Commissioning Services for Water and Waste Water Treatment Plants, Operation and Maintenance Services for Water and Waste Water Treatment Plants, Water Pollution Control Equipments, Bio-Filters and Resource Recovery Systems using Membrane Technology or other Technology, Chemical Based Water Treatment Equipments, Solar Systems, Water Finishing Equipments, Consumables, Microwave-Ovens, Pots and Pans, Kitchen Utensils and Appliances, Kitchen Hoods, Air Purifiers, Waste Dispensers, Disposers, Incinerators and Refrigeration Equipments.

¹ The name of the company was changed from "Forbes Water Limited" to "Forbes Enviro Solutions Limited" by a Special Resolution passed at EGM held on August 4, 2009.

²The name of the Company was changed from "Forbes Enviro Solutions Limited" to "Eureka Forbes Limited" pursuant to approval of the Hon'ble National Company Law Tribunal vide Order dated January 25, 2022 and approved by the Board of Directors in their meeting held on January 31, 2022 and by the shareholders in their Extra-Ordinary General Meeting held on January 31, 2022 vide special resolution.

- (3) ³To carry on the business of manufacturing, import, export, buy, sell, trade, process, distribute and otherwise deal in all kinds of organic and inorganic foods products and drinking products, mineral water, packaged drinking water, soft drinks, aerated mineral water, fruit drinks, artificial flavoured drinks, condensed milk and drinking products of all kinds and other consumable provision of every description for human consumption.
- (4) ⁴To carry on the business of importers, exporters, manufacturers of and dealer in all kinds of electrical and non-electrical appliances, electro mechanical devices for domestic, commercial, industrial, hospital uses, and apparatus etc. and all packaging materials components, parts, accessories, articles and fittings required for those purposes.
- (5) ⁴To manufacture, buy, sell, exchange, alter, improve, market, distribute, import or export or otherwise deal in all kinds of water filters, water purifiers or other water purification systems of all types and kinds, and allied products to suit the needs of all sectors of the society such as domestic, industries, Government, public, private, including manufacturing and processing of home reverse osmosis membrane elements and other related water treatment products.
- (6) ⁴ To carry on the business of manufacturing, selling, renting and servicing of vacuum cleaners, water filter cum purifiers, water and waste water treatment plant, packaged drinking water, trading in electronic air cleaning systems, small household appliances, digital security system, air-conditioners and all kinds of electrical & non electrical appliances etc.
- (7) ⁴To supply, undertake and execute any works involving or relating to water purifiers, water filters, other products for purification of water or other liquids or material of all kinds.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

- (8) To enter into Technical Collaboration or Financial Collaboration or any other agreement or agreements with any other company or organization for the purposes of acquiring technical know-how, information, assistance, rights and services in connection with carrying out one or more of the objects of the Company.

³ Clause 3 was added by a Special Resolution passed at AGM held on August 19, 2015

⁴ Clauses 4, 5, 6 and 7 were added pursuant to approval of the Hon'ble National Company Law Tribunal vide Order dated January 25, 2022 and approved by the Board of Directors in their meeting held on January 31, 2022 and by the shareholders in their Extra-Ordinary General Meeting held on January 31, 2022 vide special resolution.

- (9) To acquire by purchase, lease, exchange or otherwise, lands, buildings and hereditaments of any tenure or description, and any estate or interest therein and any rights over or connected with land, and either to retain the same for the purpose of the Company's business or to turn the same to account as may seem expedient.
- (10) To sell or in any other manner deal with or dispose of the undertaking or property of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash, shares debentures and other securities of any other Company.
- (11) To purchase or by any other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, trademarks, designs, brevets d'invention, formulae, copyrights, licenses, protection and concessions which may appear likely to be advantageous or useful to the Company, and to use, sell, assign, turn to licenses or privileges in respect of the same and to spend money in experimenting upon and testing and in improving and seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (12) To enter into partnership or into any agreement for sharing profits, amalgamation, union of interest, co-operation, joint venture, collaborations, technical or financial or both, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in, or any business undertaking or transaction which this Company is authorised to carry on or engage in, or any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company, and to lend money to, guarantee the contracts of or otherwise adjust any such persons, firms or companies and to place, take or otherwise acquire and hold shares of securities of any such person, firm or Company and to sell, hold, reissue, with or without guarantee or otherwise deal with the same.
- (13) To amalgamate with any company or companies.
- (14) To promote and form, and to be interested in and take hold and dispose of shares in other companies, for all or any of the objects mentioned in this Memorandum and to transfer to any such company and property of this Company, and to take and otherwise acquire, hold and dispose of shares, debentures and other securities, in or of any such company, and to subsidise or otherwise assist any such company.
- (15) To assist any Company, financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of capital, shares, stocks, debentures,

debenture stock or other securities and to take, hold and deal in shares, stock and securities of any company, notwithstanding any liability thereon.

- (16) To open and keep a foreign register or registers in any country or countries where it may be deemed advisable to do so, and to allocate any number of the shares in the Company to such register or registers.
- (17) To lend, invest or otherwise employ money belonging to or entrusted to the Company upon securities and shares, or without security, upon such term as may be thought proper, and from time to time to carry on such transaction in such manner as the Company may think fit.
- (18) To improve, manage, work, develop, mortgage, abandon or otherwise deal with all or any part of the property, rights or concessions of the Company.
- (19) To provide for the welfare of the employees (including directors) or ex- employees of the Company or its predecessors in business and the wives, widows and families or its dependents or connections of such persons by building or contributing to the building of houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses of benefits or any other payments and by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds, profit sharing or other schemes or trusts and providing or subscribing or contributing towards places of instruction and recreation, hospital and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
- (20) To distribute any of the property of the Company amongst the members in specie or in kind.
- (21) To subscribe or continue or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, object or purposes, or for any exhibition.
- (22) To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them, in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others, and so that the word "Company" in this Memorandum when applied otherwise than to this Company shall be deemed to include any authority, partnership or other body of persons, whether incorporated or not incorporated or whether domiciled in India or elsewhere, and the intention is that the object set forth in each of the several paragraphs of this clause shall have the widest possible construction, and shall in no way be limited or restricted by reference from the

terms of any other paragraph of this clause or the name of the Company.

- (23) To enter into agreements and contracts with Indian and Foreign individuals, companies or other organisations for technical, financial or any other assistance or carrying out all or any of the objects of the Company.
- (24) To establish, provide maintain, conduct or otherwise subsidize for the purpose of or in connection with the business of the Company, research laboratories, experimental workshops for scientific, and technical research, experiments and to undertake or carry on all scientific and technical research, experiments and tests of all kinds and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business, which the Company is authorised to carry on.
- (25) To sell, and in any other manner deal with or dispose of the undertaking or the property of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Company.
- (26) To draw, accept and make, and to endorse, discount and negotiate promissory notes, Hundis, Bills of Exchange, Bills of lading and other negotiable instruments in connection with the business of the Company.
- (27) To borrow or raise money, or to receive money on deposit at interest or otherwise in such manner as the Company may think fit and in particular by issue of debenture or debenture stock convertible into shares of this or any other company, or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or 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 any such securities.
- (28) Subject to applicable laws, to raise money from outside the country either from groups or other prospective investors or financial institutions, as equity, loans for furthering the objects of the Company and to act on behalf of such NRI groups and prospective investors or financing institutions.
- (29) To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital, including any underwriting or other commissions, broker's fees and

charges in connection therewith and to remunerate or make donations to (by cash or other assets, or by the allotment of either fully or partly paid up shares or by a call as a option for share or debenture, debenture stock or securities of this or any other company, or in any manner, whether out of the Company's capital or profits or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the Company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stock, or other securities of the Company, or for any other reasons which the Company may think fit.

- (30) Procure incorporation, registration or other recognition of the company, in any country, state or place, and to establish and regulate agencies for the purpose of the Company's business and to apply, or join in applying to any parliament, Government, local, municipal or other authority or body, British colonial or foreign, for any Acts of Parliament laws, decree, concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to approve any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (31) To acquire and hold shares in any other company, and to pay for any properties, rights or privileges acquired by this Company either in shares of this Company, or partly in cash or otherwise and to give shares or stocks of this Company in exchange for shares or stocks of any other company.
- (32) To operate branch of a business which this Company is authorised to carry on by means or through the agency of any company or companies, subsidiary or otherwise and to enter into any arrangement with such company for taking the profits and bearing the losses of any business or branch so carried on or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
- (33) To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the Company, and to finance the purchase of any article or articles, made by the Company by way of loans or by purchase of any article or articles, and the letting thereof on hire-purchase system or otherwise howsoever.
- (34) To apply for, promote and obtain any Act, charge, privilege, concession, license, permit, authorization of any governments, State or municipality, provisional order or license of any authority for enabling the Company to carry on any of its objects into effect or for extending any of the powers of the Company or for effecting any modifications in the constitution of the Company or for any other purpose which may seem expedient, and to oppose any actions, proceedings or applications which

may seem calculated directly or indirectly to prejudice the interest of the Company.

- (35) To purchase or by any other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patents rights, other Intellectual Property Rights, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company, and use and to turn to account, and to manufacture under or grant licenses or privileges in respect of the same, and to spend money in experimenting upon and testing and improving or seeking or improve patents, inventions or rights which the Company may acquire or propose to acquire.

C. OTHER OBJECTS:

- (36) ⁵To carry on the business as manufacturers, importers, exporters, buyers, sellers and dealers in all kinds of Vacuum Cleaners, Steam Cleaners, Electronic Safety and Security Systems, Dish Washing Machines, Products relating to cleaning, Scrubbing, Polishing, Floor, Care Equipments.
- (37) ⁵To carry on business of manufacturing, producing, selling, importing, exporting, applying, processing and dealing in chemicals, fine chemicals, oil and water based chemicals, lubricants, pigments, colours, detergents and toiletries.
- (38) To undertake, carry out, promote and sponsor rural development, including any program for promoting the social and economic welfare, or the upliftment of the public in any rural area and to incur any expenditure on any program of rural development and to assist in the execution and promotion there of either directly or through an independent agency or in any other manner, without prejudice to the generality of the foregoing “Program of Rural Development” under any law relating to rural development for the time being in force in order to implement any of the above mentioned objects or purposes transfer without consideration or any such fair or confessional value and divest the ownership or any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or Trusts or funds.
- (39) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the directors consider likely to promote national welfare or social, economic or moral upliftment of the public and any section of the public and such manner and by such means may without prejudice to the generality of the foregoing, undertake, carry out, promote, and

⁵ Clauses 36 and 37 were shifted from the “Main Objects” and inserted under “Other Objects” by a Special Resolution passed at EGM held on November 4, 2009.

sponsor any activity for publications of any books, literature, newspaper or for organizing lectures and seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans, any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust, having any one of the aforesaid objects, by giving donations or otherwise in any other manner and the directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or such fair or concessional value as the directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or Authority or central or state government or any public institution or Trust or funds.

- (40) To carry on the business of water works company in all its branches and to maintain sink wells and shafts and to make, build and construct, lay down and maintain dams, reservoirs, water works, cisterns, culverts, filter beds, mains and other pipes and other appliances and to execute and do all the acts and things necessary or convenient for maintaining, storing, selling, delivering, measuring, distributing, and dealing in water.
- (41) To carry on the business of electricians and electrical, mechanical engineers, suppliers of electricity for the purposes of light, heat, motive power or otherwise, and manufacturers of and dealers in apparatus and things required for, or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, galvanism, magnetism or otherwise.
- (42) To carry on the business as manufacturers of chemicals and manures, dye makers, gas makers, paper makers, smelters, metallurgist and chemical engineers, ship owners and charters and carriers by land and sea, wharfingers wear housemen, barge owners, planters, farmers and sugar merchants, paper merchants, timber merchants, saw mill proprietors and timber growers and to buy, sell, grow, prepare for the market, manipulate, import, export, and deal in timber and wood of kinds to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used, and to buy clear plant and work timber estates.
- (43) To carry on the business as advisors and consultants on all matters and problems relating to the administration, organisation, management, commencement or expansion of industry and business (including construction of plants and buildings, production, purchase, sales, marketing, advertisement, publicity, personal export and import) and of institutions, concerns, bodies, associations (incorporated or unincorporated), departments and services of the Government, public or local authorities, trusts, scientific research and development centres. To act as a service organisation or bureau for providing advice and services in various fields, general,

administrative, secretarial, consultancy, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing.

- (44) To carry on the business of engineering consultants to administrations, organisations, undertakings, institutions, industry and business, and to undertake preliminary planning, site development studies, feasibility reports, design engineering, procurement, factory inspection, construction management, trial and acceptance testing, operator training, plant betterment services, etc., including technical and specialised advice on projects.
- (45) To do the business of general merchants, buyers, sellers, brokers, agents, importers, exporters, manufacturers and generally dealers in and makers of kinds, qualities and descriptions of goods, merchandise and commodities, which the Company may think fit, in connection with main objects of the Company connected to business of the Company, all kinds of agency business, and to take part in the management, supervision or control of the business operations of any other Company, association, firm or persons.

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

V ^{6,7&8}The Authorized Share Capital of the Company is Rs.250,00,00,000/- (Rupees Two Hundred Fifty Crore only) divided into 25,00,00,000 (Twenty-Five Crore only) equity shares of Rs. 10/- (Rupees Ten only) each.

⁶ Alteration vide Special Resolution passed for increase in Authorized Share Capital from Rs.5,00,000/- to Rs.5,00,00,000/- at EGM of the Company held on March 4, 2016.

⁷ Authorised Share Capital of the Company was increased from Rs.5,00,00,000/- to Rs.200,00,00,000/- vide Ordinary Resolution passed by the Members at the Extra-Ordinary General Meeting of the Company held on January 17, 2022.

⁸ Authorised Share Capital of the Company was increased from Rs. 200,00,00,000/- to Rs.250,00,00,000/- vide Ordinary Resolution passed by the Members through Postal Ballot by Voting through Electronic ("Remote e-voting") means on November 10, 2022.

VI. We the several persons whose names and addresses 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 our respective names:

Name, address, description and occupation of each subscriber	Number of equity shares of Rs. 10 each taken by each subscriber	Signature	Name, address, description and occupation of witness
<p>1. Mr. Jamasp Nariman Ichhaporia S/o Nariman Ichhaporia Address: 18, Avabai Bldg, 3rd Floor, Slater Road, Gamdevi, Mumbai – 400007. Occupation: Company Executive</p>	25,000 (Twenty Five Thousand shares of Rs. 10/- each)	Sd/-	<p>I hereby witness the signature of all the subscribers who have signed in my presence.</p> <p>Sd/-</p> <p>Mr. Ram Mallar s/o Late Mr. Rukkayya Mallar</p> <p>Mallar Law Consulting 3, Silver Cascade, 110 AA Senapati Bapat Marg, Dadar (West) Mumbai – 400028.</p> <p>Occupation: Corporate Lawyer</p>
<p>2. Mr. Marzin Roomi Shroff S/o Roomi Shroff Address: 7B, Gemfrina, 630, Khareghat Road, Parsi Colony, Dadar, Mumbai – 400014. Occupation: Company Executive</p>	20,000 (Twenty Thousand shares of Rs. 10/- each)	Sd/-	
<p>3. Mr. Rajagopalan Sambamoorthy S/o Sambamoorthy Rajagopalan Address: B-1/17, Shatataraka Near RTO, Four Bungalows, Andheri – West, Mumbai – 400053. Occupation: Service</p>	1,000 (One Thousand shares of Rs. 10/- each)	Sd/-	
<p>4. Ms. Kavita Govindlal Gandhi D/o Govindlal Mohanlal Gandhi Address: 162, Navyug Nagar No. 3, Forjett Hill Road, Mumbai – 400036. Occupation: Service</p>	1,000 (One Thousand shares of Rs. 10/- each)	Sd/-	

<p>5. Mr. Vilas Narayan Dalvi S/o Narayan Ziloo Dalvi Address: 16/127, Dashbhuj, CHS, Unnatnagar – 2, Goregaon – West, Mumbai – 400062. Occupation: Service</p>	<p>1,000 (One Thousand shares of Rs. 10/- each)</p>	<p>Sd/-</p>	<p>I hereby witness the signature of all the subscribers who have signed in my presence.</p>
<p>6. Mr. Appakudal Venkatasubramanyam Suresh S/o Appakudal Jayaraman Venkatasubramanyam Address: 701, Sterling Sea Face, Dr. Annie Besant Road, Worli, Mumbai – 400018. Occupation: Company Executive</p>	<p>1,000 (One Thousand shares of Rs. 10/- each)</p>	<p>Sd/-</p>	<p>Sd/- Mr. Ram Mallar s/o Late Mr. Rukkayya Mallar Mallar Law Consulting 3, Silver Cascade, 110 AA Senapati Bapat Marg, Dadar (West) Mumbai – 400028.</p>
<p>7. Mr. Aslam Karmali S/o Anwar Ali Karmali Address: 202, Anita Apartment, 486/c, Pali Road, Bandra, Mumbai – 400050. Occupation: Company Executive</p>	<p>1,000 (One Thousand shares of Rs. 10/- each)</p>	<p>Sd/-</p>	<p>Occupation: Corporate Lawyer</p>
<p>TOTAL:- 50,000 (Fifty Thousand Shares of Rs. 10/- each)</p>			

Date: November 26, 2008

Place: Mumbai



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EUREKA FORBES LIMITED
formerly Forbes Enviro Solutions Limited

Tragya Adal
Authorised Signatory

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