

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
HAVING SHARE CAPITAL AND NON-GOVERNMENT COMPANY

MEMORANDUM OF ASSOCIATION

OF

SIZEMASTERS TECHNOLOGY LIMITED
(Formerly known as MEWAT ZINC LIMITED)

- I.** The name of the Company is **SIZEMASTERS TECHNOLOGY LIMITED (Formerly known as MEWAT ZINC LIMITED)**.

Altered by passing a Special Resolution in the 29th Annual General Meeting held on September 30, 2022, approval of Central Registration Centre (CRC), Registrar of Companies (ROC) and Ministry of Corporate Affairs (MCA) vide new Certificate of Incorporation dated November 24, 2022.

- II.** The Registered Office of the Company will be situated in Pune in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies Maharashtra at Pune.

Altered by passing a Special Resolution in the 29th Annual General Meeting held on September 30, 2022, subject to approval of Regional Director (Northern Region, Ministry of Corporate Affairs, New Delhi).

- III.** The Objects for which the company is established are :

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

1. To carry on in India or abroad the business of manufacturing, sales and distribution of precision gauges , thread gauges , API gauges , special gauges , fixtures , multi gauging , electronic gauging , measuring instruments used in Oil and Gas industry , all tools such as dial gauges and accessories .
2. To carry on in India or abroad the business of calibration and testing laboratories providing technical services , validation approved by national accreditation Board of laboratories (NABL)according to ISO/IEC 17025 :2017 in dimensions , precision instruments , pressure , mass , volume , torque , hardness , UTM , extensometer , impact , thermal etc
3. To promote, establish, acquire and/or carry on the business as manufacturers, fabricators, erectors, assemblers, convertors, finishers, improvers, repairers, buyers, sellers, resellers, exchangers, importers, exporters, indenters, lenders to hire, renters and hire or compensation, merchants, distributors, stockists or agents for the dealers in :-
4. Thread gauges, API gauges, special gauges, electronic gauging, automization related.
5. Plain plug and thread plug gauges and accessories, micro meters and accessories and all other metrology precision measuring Instruments.
6. To carry on the business of research and development, design, provision of technical assistance and licenses, consulting and otherwise of manufacturing systems including production control and quality control and improvement of production lines relating to above objects.
7. To manufacture including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of automotive components,

Gopal Zanwar
Managing Director
DIN: 09537969



electrical components, spare parts, products, equipments for all types of two-wheelers, passenger cars, light motor vehicles, multi-utility vehicles, heavy motor vehicles, All Terrain Vehicles (ATVs) and all other types of automobiles.

8. To manufacture including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all kinds of equipments, machinery apparatus, tools, assembles, spares, components, jigs, dies, utensils, commodities for manufacturing all types of automotive components and equipments.
9. To manufacture including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of electrical components for home appliance products.
10. To manufacture including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of telecommunication components.
11. To buy, sell, manufacture, repair, alter and exchange, let on hire, import, export, and deal In all kinds of articles and things which may be required for the purposes of any of the said business or any other business authorised by this Memorandum and commonly supplied or dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any of the said business.
12. 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 all scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical, Investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and by providing for the award of exhibition scholarships, prizes, grants and bursaries to students or independent students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experimental tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorised to carry on.
13. To buy, sell, deal in manufacture, refine, manipulate, import, export, and prepare for market and deal in all substances, apparatus and things capable of being used in any such business as aforesaid or required by any customers or persons having dealings with the Company ether by wholesale or retail.
14. To acquire the goodwill of any business within the objects of the Company, and any lands, buildings, privileges, contracts, rights, property or effects, held or used in connection therewith and upon any such purchase to undertake the liabilities of any company, association, or partnership or person.
15. To search for and to purchase or otherwise acquire from any Government or State or authority any licences, concessions, grants, decrees, rights, powers and privileges, whatsoever may seem to the Company capable of being turned to account and to work, develop, carry out, exercise and turn to account the same.
16. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
17. To undertake, construct, acquire and carry on works of all kinds relating to any business of the Company, in India or abroad, and to enter into such contracts and make such arrangements as may be necessary to carry out the same.


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18. To act and carry on the business as manufacturers, dealers, exporters, importers, merchants, brokers, commission agents, and contractors of plastic machinery, apparatus equipment utensils.
19. To carry on the business using technology driven modules, latest machines, gadgets, equipments in order to enhance and expand the business with the help of digital medium.

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

1. To establish, promote and incorporate any company or branch, offices, centers, agencies, subsidiaries, at various places for promotion of the objects of the Company in any part of the world.
2. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the company or for the 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 objects of the company.
3. To appoint contractors, franchisees an establish agencies for carrying on and conducting the business of the Company.
4. To give publicity and adopt such means of making known the businesses of the Company as may seem expedient and in particular by advertising in press, public places and the theatres, radio, by television, circulars, by publication of books, pamphlets, or bulletins or by organizing or participating in exhibitions and by granting prizes and rewards.
5. To purchase, take on lease or tenancy, or in exchange, hire, renew or otherwise acquire or hold any land, estate or interest and to let, sub-let in whole or part develop, manage and exploit any land, buildings, machinery, easement rights, privileges, plant, stock in trade, business concerns, options, contracts, claims, personal property of any kind necessary or convenient for business of the Company and either to retain the same for the purpose of Company's business to turn the same to account as may seem expedient.
6. To enter into arrangement for rendering and obtaining technical services and/or technical collaboration required for the business of the Company with individual, firms or body corporate whether in or outside India.
7. To accept gift bequests devices and donations from members and others and to make gifts to members and others of money, assets and properties of any kind.
8. To sub-let all or any contract from time to time and upon such terms and conditions as may be thought expedient.
9. To collaborate with foreign firm for acquiring or offering technical know-how, to employ experts including foreign technicians, to engage consultants, engineers, workmen, bankers, solicitors, advocates, insurers, advertisers, selling and buying agents and others and found expedient and in the interest of Company's business.
10. To purchase or by any other means acquire and protect, prolong and renew, any trademarks, patents rights, brevets, inventions, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon testing and improving or seeking to improve any patents, inventions, rights which the Company may acquire or propose to acquire;
11. To amalgamate, or enter into partnership or into any arrangement for sharing profit, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company whether Indian or foreign, carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in.


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12. To provide for or utilize such sum or sums of money that may be agreed upon by the Company from time to time for research and development connected with the objects of the Company and for the protection of the interest of the Company and securing any process or processes / patent or patents or protecting any invention or inventions which the Company may acquire or propose to acquire or deal with.
13. To exchange, sell, convey, mortgage, assign or let on lease or leases the whole or any part of the property (whether movable or immovable) of the Company and to accept as consideration for or in lieu thereof other land or cash or Government securities or securities guaranteed by the Government of India or Provincial or other Government or Municipal, Port Trust, Railways or other authority or shares, debentures, stocks, bonds or securities of any other company or companies or partly one or partly the other or such other company and to take back or reacquire any property so disposed off by repurchasing or leasing the same for such price or prices and on such terms and conditions as the Company may think fit.
14. To undertake the payment of all rent and the performance of all covenants, conditions and agreements contained in and reserved by any lease that maybe granted or assigned to or is otherwise acquired by the Company.
15. To purchase the reversion or reversions or otherwise acquire the freehold rights in all or any part of the lands for the time being held under lease or for an estate less than a freehold estate by the Company.
16. To enter into any arrangements with any Government Authorities (Central, State, Municipal, local or others) or Company (whether incorporated in India or outside India) firm or person that may seem conducive to the attainment of Company's objects or any of them and to obtain from any such Government or other authorities any orders, charters, licenses, authorizations, rights, subsidies, loans, indemnities, sanctions, protection, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any arrangements, rights, privileges, subsidies and concessions.
17. To undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body, corporation and to promote or form any company or companies for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or undertaking any business or to acquire and undertake the whole or benefit the Company or to acquire and undertake the whole or any part of the business, goodwill, property and liabilities of other persons, firms and companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on any business which this company is authorized to carry on or possessed of any property or rights suitable for the purposes of the company by paying or contributing towards the preliminary expenses thereof or providing the whole or part of the Capital thereof or by taking shares therein or by advancing money.
18. To advance money to such persons and on such terms as may seem expedient and in particular to member of the staff, customers and others having dealings with the Company and to guarantee the performance of contracts and engagements by any such persons.
19. To make advances of such sum or sums of money upon or in respect of or for the purchase of goods, machinery, stores or any other property, articles and things required for the purposes of the Company upon such terms, with or without security as the Company may deem expedient.
20. Subject to the provisions of section 179, 2(31), 73 & 74 of the Companies Act, 2013 and as per directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money on deposit at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit in particular by the issue of debentures or debenture-stock, perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or any other company or perpetual


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annuities and as security for any such money so borrowed, raised or received or of any such debentures or debenture-stock so issued, to mortgage, pledge or change the whole or any part of the property, assets, or revenue and profits 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 securities. Provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

21. To apply for, promote and obtain any order, license or consents of the Department of Industry or other Authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem calculated, directly or indirectly to promote the Company's interests and to oppose any proceedings directly or indirectly that are likely to prejudice the Company's interests.
22. To open account or accounts with any Bank or Banks and to pay into and to withdraw money from such account or accounts.
23. To remunerate any person, firm or company for services rendered or to be rendered in placing or assisting to place or guaranteeing of any of the shares in the Company's capital or any debentures or debenture stocks or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
24. To distribute any of the property of the Company or any proceeds of sale or disposal of any property in specie or kind among the members, subject to the provisions of the Companies Act, 2013 in the event of winding up of the Company.
25. To pay out of the funds of the Company all expenses of and incidental to the formation, registration, advertisements and establishment of the Company.
26. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, insuring, improving, extending or maintaining any of the property of the Company or for any other purpose, conducive to the interest of the Company.
27. To distribute as bonus shares amongst the member or to place in reserve or otherwise to apply as the Company may from time to time determine, any moneys received in payment of forfeited shares and moneys arising from the sale by the Company of forfeited shares or any moneys received by way of premium on shares or debentures issued at a premium by the Company.
28. Subject to the provisions of Section 182 of the Act, to subscribe, contribute, gift or donate any moneys, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful object or to make gifts or donations of moneys or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities colleges or any individual, body of individuals, or bodies corporate.

Altered by passing a Special Resolution in the 29th Annual General Meeting held on September 30, 2022.

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 Authorized share capital of the Company is increased from Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lacs) Equity shares of Rs. 10/- (Rupees Ten Only) each to **Rs. 10,50,00,000 (Rupees Ten Crores Fifty Lacs Only) divided into 1,05,00,000 (One Crore Five Lacs) Equity Share of Rs. 10/- (Rupees Ten Only) each."**

Altered by passing an Ordinary Resolution in the 29th Annual General Meeting held on September 30, 2022

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We, the several persons whose name and address are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the numbers of shares in the capital of the company set opposite to our respective names:

Sr.No.	Signatures Addresses, Occupation	Name, Description	No. of Equity shares taken by each subscriber	Signature of Subscriber	Signature, Name, Address, Description and Occupation of the Witness
1	Mr. Jai Prakash Gupta S/o Sh. Vinod Lal Add: B-5/156, Safdurjung Enclave New Delhi-110029. Occupation: Business		10	Sd/- Mr. Jai Prakash Gupta	I witness the Signatures of all the Subscribers Sd/- (SATISH KUMAR) Chartered Accountant M.No. 16746 S/o Sh. S.R.Gupta 147 B, AG-I Vikas Puri, New Delhi
2	Mrs. Neena Gupta W/o Sh. J.P. Gupta Add: B-5/156, Safdarjung Enclave New Delhi - 110029 Occupation: Industrialist		10	Sd/- Mrs. Neena Gupta	
3	Mr. M.K. Vasil S/o Late Sh. S.D. Vasil Add: 19/16, Ashok Nagar New Delhi - 110018 Occupation: Business		10	Sd/- Mr. M.K. Vasil	
4	Mr. Subhash Chander Bhagat S/o Sh M.G.Bhagat Add: SU-5, Pitempura Delhi 110034 Occupation: Profession		10	Sd/- Mr. Subhash Chander Bhagat	
5	Mr. Arun Dwivedi S/o Sh. P.M. Dwivedi Add: 53/16, Ramjas Road, Karol Bagh New Delhi - 110005 Occupation: Business		10	Sd/- Mr. Arun Dwivedi	
6	Mr. Gulshan Rai Juneja S/o Sh. K.L. Juneja Add: R/o WZ-1790, Rani Bagh Delhi - 34 Occupation: Service		10	Sd/- Mr. Gulshan Rai Juneja	
7	Mr. Vijay Kumar S/o Sh. Banwari Lal Add: 16/153, I, Bapa Nagar, Karol Bagh New Delhi - 110005 Occupation: Service		10	Sd/- Mr. Vijay Kumar	
	Total		70 equity shares		

New Delhi

Dated the 11th day of October 1991

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