

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
GOVIND POY OXYGEN LIMITED
(Incorporated under the Companies Act, 1956)

- I. The name of the Company is GOVIND POY OXYGEN LIMITED.
- II. The Registered Office, of the Company will be situated in the State of Goa.
- *III A. The Objects to be pursued by the Company on its incorporation are:
- *1. To manufacture, produce, prepare, deal in, export, import purchase, sell, and generally to carry on business in Oxygen, Dissolved Acetylene, Nitrogen, Argon, Hydrogen, Carbonic acid, Medical gases, Fuel gases and all other kinds of gases or kindred substances, or any compounds or preparations thereof.
 - *2. To manufacture, import, export, and deal in, all types of welding electrodes, welding and cutting equipments, arc welding transformers, dissolved acetylene lamps, generators and paints, acetylene apparatus and accessories and other apparatus, appliances, articles and things which may seem calculated to promote or to be capable of being used in connection with the consumption of all kinds of gases and chemicals.
 - *3. To manufacture, and deal in, metals, substances and materials of all kinds (including glass) which may be usefully or conveniently employed in the manufacture of receivers for compressed or liquefied or other gases and all machinery, appliances, tools, articles and things used, or capable of being used for bottling or closing or in the manufacture of appliances for closing such receivers or for closing of stoppering bottles or for liberating the gases or other contents of any such receivers or the tools required for or used in the manufacture of any such articles or things or for any of the purposes afore stated.
 - *4. To design, fabricate, install, and deal in, equipment and machinery required in the manufacture of Oxygen, Dissolved Acetylene, Nitrogen, Argon, Hydrogen, Carbonic acid and other gases or kindred substances, or any compounds.
 - *5. To carry on in India or elsewhere, either alone or jointly with one or more persons, firms, companies, government, local or other bodies, the business of development and / or sub division of the lands to sell, lease, rent, transfer, construct, build, alter, acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, taste, inspect, locate, modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist, and to act as civil engineer, interior decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, subcontractor, turnkey contractor and manager of all types of constructions & developmental work in all its branches such as buildings, structures, automobile dealerships, workshops, race tracks, test tracks, endurance tracks, hotels, resorts, hostels, schools, colleges, educational institutions, Universities, hospitals, research centres and institutes, museums, day care centres, orphanages, old-age homes, dharamshalas, lodges, motels, multi storeys, single dwellings, colonies, complexes, housing projects, bungalows, godowns, shops, dealerships, solar, parks, wind mills, shopping malls, theatres, gardens, parks, amusement parks, tracks, roads, ways, culverts, dams, bridges, railways, tramways, water tanks, reservoirs, canals, wharves, warehouses, factories, sheds, drainage & sewage works, water distribution & filtration systems, docks, harbours, piers, irrigation works, foundation works, flyovers, airports, runways, rock drilling, aqua ducts, sports facilities, stadiums, hydraulic units, sanitary works, power supply works, power stations, power parks and other similar works and for the purpose to acquire, handover, purchase, sell, own, cut to size, develop, distribute or otherwise to deal in all sorts of lands and buildings and to carry on all or

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any of the foregoing activities for building materials, goods, plants, machineries, equipments, accessories, parts, tools, fittings, articles, materials and facilities of whatsoever nature and to do all incidental acts and things necessary for the attainment of the foregoing objects in part/pieces or full parcel of land.

- *6. To carry on the business as tourist agents and contractors and to facilitate traveling and to provide for tourists and travelers, the provision of convenience of all kinds in the way of through tickets, sleeper cars, or berths, reserved places, hotel, motel and lodging, accommodation guidance and to encourage and provide the business as package tour operators, daily passenger service operators, tour operators, travel agents, ship booking agents, railway ticket booking agents, airlines ticket booking agents, carrier service agents, courier service agents and to carry on the business of running of taxies, buses, mini buses, trucks and conveyances of all kinds and to transport passengers, goods, commodities, livestock, merchandise and to do the business of transporters, forwarding and transporting agents, stevedore, carmen, wharfingers, cargo superintendents, package handlers and carting contractors.

#III B. Matters which are necessary for furtherance of the Objects specified in Clause III A

1. To establish, purchase, take on lease or otherwise acquire and run shops, show-rooms, distributing centres, stores or depots, in any place in India and abroad.
2. To give publicity to the business and products of the Company and its constituents, and associates and popularise brands in India and foreign markets by means of Advertisement in the press, pamphlets, hand bills, circulars, advertisement cine reels; posters, cinema slides or by publication of books, periodicals and magazines, by purchase and exhibition of works of art, by granting rewards, prizes and donations and by any other suitable means.
3. To procure the Company to be registered in any place, and to establish subsidiary companies, agencies and branches for conducting the business of the Company in any part of India and abroad.
4. To bring, buy, sell, manufacture, plant, cultivate, prepare, repair, convert, hire alter, treat, manipulate, exchange, let on hire, import, dispose off and deal in machinery implements, plants, tools, appliances, apparatus, products, substances and articles of all kinds which may seem to the Company capable of being used or required for the purposes of any of the business which the company is expressly or by implication authorised to carry on.
5. To carry on, in India and elsewhere the business of manufacturing, importing, and dealing in all kinds of products and commodities, whether for ready or future or forward deliveries, conducive to the good of the Company and pertaining to its main object.
6. To carry on any trade or any business (whether manufacturing or otherwise whatsoever) which can, in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension, or in connection with or as auxiliary to such business or is calculated directly to develop any branch of the Company's or to increase the value of or to turn to account any of the assets, properties, or rights of the Company.
7. To enter into any arrangements with any Government or Authorities, Municipal, local or otherwise or any persons 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 waters, waterways, roads and highways, which the Company may think it desirable and to carry out, exercise and comply therewith.
8. To acquire the whole or any part of the undertaking and assets of any business within the objects of the Company and any lands, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purchase to undertake the liabilities of any company, association, partnership or person.
9. To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or part of the above things in any part of the world and either as principals, agents,

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trustees, contractors, or otherwise and either alone or jointly with others and either by or through agents, managing agents, sub-contractors, trustees and otherwise.

10. To acquire from any person, firm or body corporate or incorporate, whether in India or elsewhere technical information, know how, processes, engineering, manufacturing and operating data, plans, layouts, and blueprints, useful for the design, erection and operation of plant required for any of the businesses of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
11. To establish and maintain local registers, agencies and branch places of business and procure the Company to be registered or recognised and carry business in any part of the world.
12. To amalgamate, enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, joint adventures, or reciprocal concessions, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engaged in, any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit and Company.
13. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world, any patents rights, inventions, licences, concessions and the like, concerning any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit, the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights, or information so acquired and to spend money in experimenting upon, testing or improving any such patents, invention or rights.
14. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for, any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
15. To undertake research work and to expend money in experimenting and testing and in improving or seeking to improve and giving publicity to the business and products of the Company and its constituents and associates and popularise brands in India and foreign markets by means or advertisements in the press, pamphlets, hand bills, circular, advertisement, reels, posters, cinema, slides or by publication of books, periodicals and magazines by purchase and exhibition of works of art, by granting rewards, prizes and donations and by any other suitable means and placing upon the market any products which the Company may deem expedient any for the purpose to manufacture or distribute any patents, inventions, processes, information or rights which the Company may acquire or lease or propose to acquire.
16. To send out to foreign countries, directors, employees or any other person for investigating possibilities of any business or trade for procuring and buying any machinery of establishing trade connection or in promoting the interest of the Company and to pay all expenses incurred in this connection.
17. To train and pay for the training in India or abroad of any of the Company's employees, officers, Directors, technicians, or any candidate or to recruit and employ India or Foreign experts for the interests for furtherance of the company's objects.
18. Generally to purchase, take on lease or in exchange, hire, or otherwise acquire, any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or which may enhance the value of any other property or goods of the Company and in particular any land, buildings, machinery, easements, plant, vehicles and stock-in-trade.
19. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works and other works and conveniences, which may seem calculated directly or indirectly to advance the interests of the Company and to join with any other person or company in doing any of these things.

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20. To invest and deal with the monies of the Company not immediately required in any manner and in particular to accumulate funds or to acquire or take by subscription, purchase or otherwise howsoever or to hold shares or stock in or the security of any company, association or undertaking in India or abroad.
21. 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.
22. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and other having dealings with the Companies and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities.
23. To receive money on deposit or loan and borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and the secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets 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 any other person or company as the case may be, provided that the Company shall not carry on the business of banking within the meaning of the Banking Companies Act, 1949.
24. 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.
25. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
26. To pay for any rights or property acquired by the Company and remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
27. To pay out of the funds of the Company, all expenses including promotional and preliminary expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures, or other securities of the Company.
28. To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the Company subject to the provisions of the Companies Act, 2013 or any or other laws for the time being in force.
29. To distribute among the members in specie in the event of winding up, any property of the Company or any proceeds of the sale or disposal of any property of the Company, but 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.
30. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, prizes, gratuities, pensions, allowances 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 of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and also establish and subsidise and subscribe to any institutions, including in particular, any cafeterias, canteens or clubs, or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as

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aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

31. To subscribe or contribute or otherwise assist or to grant money to charitable, educational, benevolent, religious, scientific, national, public, or any other useful institutions, objects or purposes or for any exhibitions.
32. 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.
33. To create any depreciation fund, reserve fund, sinking fund or nay other special fund whether for depreciation or for preparing, improving, extending or maintaining any of the properties of the Company or for any other purpose conducive to the interest of the Company.
34. 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 other statute or rule having force of law and to make payment to any persons whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
35. To place, reserve or distribute as dividend or bonus among the members, or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company, and any money received in respect of dividends accrued on forfeited shares or from unclaimed dividends.
36. To distribute among the members in specific any property of the Company or any proceeds of the sale or disposal of any property of the Company, but 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.
37. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical researches, experiments and tests of all kinds; to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings, seminars and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise 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 business which the Company is authorised to carry on.
38. To take part in the management, supervision or control of the business or operations, of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants or other experts or agents, and to act as secretary of any such company or undertaking.
39. Subject to the provision of the Companies Act, 2013, or any other enactment in force, to indemnify and keep indemnified members, officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company and for any loss, damage, or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
40. To apply for, promote and obtain Act of Parliament, charter, privilege, concession, licence or authorisation of any Government, State or municipality, provisional order or licence of any authority for enabling the Company to carry any of its 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 directly or indirectly conducive to the interest of the Company.
41. To enter into contracts with Governments whether local, State, or Central in the Union of India or elsewhere in the world for the purchase and sale of articles, goods, machinery, spare parts, securities, shares, stock and debentures.

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42. To appoint agents, sub-agents, dealers, managers, canvassers, sales representatives, salesman for transacting all or any kind of business which this company is authorised to carry on and constitute agencies of the Company in India or in any other Country whatsoever.
43. To take part in the management, supervision or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any Directors, accountants or other experts, or agents, and to act as managing agents or agents or secretaries and treasurers of any such company or undertaking.
44. To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents, or otherwise, either alone or in conjunction with others and to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

¹III C. OTHER OBJECTS (deleted).

- ¹IV. 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.
- ¹V. The share capital of the Company is Rs. 50,00,000/- (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakhs Only) equity shares of Rs. 10/- (Rupees Ten Only) each.

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We, the persons whose names and addresses are hereunder subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we agree to take the number of share in the capital of the Company set opposite our names:

Signatures & Names of the subscribers	Address, descriptions & occupations of Subscribers	Number of Shares taken by each Subscriber	Witness to Signatures
Sd/- MADHAV GOPAL POY RAITURCAR	Rua Abade Faria, Margao, Goa. Son of Gopal Govind Poy Raiturcar Business	One	Sd/- Srihari Janardan Thaly Mira Mar, Panaji, Goa. Chartered Accountant Son of Janardan Gopal Thaly
Sd/- GOVIND GOPAL POY RAITURCAR	Rua Abade Faria, Margao, Goa. Son of Gopal Govind Poy Raiturcar Business	One	
Sd/- ATCHUT GOPAL POY RAITURCAR	Rua Abade Faria, Margao, Goa. Son of Gopal Govind Poy Raiturcar Business	One	
Sd/- GOPAL GOVIND POY RAITURCAR	Rua Abade Faria, Margao, Goa. Son of Govind M. Poy Raiturcar Business	One	
Sd/- SHUBHADA A. POY RAITURCAR	Rua Abade Faria, Margao, Goa. Wife of Atchut G. Poy Raiturcar Business	One	
Sd/- NALINI G. POY RAITURCAR	Rua Abade Faria, Margao, Goa. Wife of Govind Gopal Poy Raiturcar Business	One	
Sd/- SAVITRI M. POY RAITURCAR	Rua Abade Faria, Margao, Goa. Wife of Madhav Gopal Poy Raiturcar Business	One	
Total		Seven	

Dated this 15th day of June, 1972.

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