

## Form No. INC-33



Form language

English  Hindi

### e-MOA (e-Memorandum of Association)

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013]]

Refer instruction kit for filing the form

All fields marked in \* are mandatory

#### \* Table applicable to company as notified under schedule I of the Companies Act, 2013

(A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

B - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

C - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

D - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL

E - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND HAVING SHARE CAPITAL)

A - MEMORANDUM OF  
ASSOCIATION OF A COMPANY  
LIMITED BY SHARES

#### Table A/B/C/D/E

1 The name of the company is

JAYA SOLAR ENERGY LIMITED

2 The registered office of the company will be situated in the State of

Madhya Pradesh

3 (a) The objects to be pursued by the company on its incorporation are:

To engage in the business of manufacturing, installing, trading, importing, exporting, and operating in solar energy and solar power generation equipment which shall include but not limited to solar photovoltaic, solar thermal, solar panels, solar chimneys, and any other solar-based devices used in households, industries, and commercial establishments and to engaged in trading, export, and import of power-related equipment and systems and to also oversee and manage the business of transmitting, supplying, distributing, and trading in all forms of energy and power related equipment and goods related specifically to solar energy, including solar photovoltaic, solar thermal, solar panels, solar chimneys, and any other solar-based devices. To establish, operate, maintain power systems and generation stations based on both conventional and non-conventional resources. The company may also lay cables,

wires, accumulators, plants, motors, meters, apparatus, computers, telecommunication and telemetering equipment, and other ancillary activities associated with the main object of the Company.

(b) \*Matters which are necessary for furtherance of the objects specified in clause 3(a) are

1. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the promotion, formation and registration of the company or the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company and to pay for any rights or property acquired by the company and to remunerate any person or company for services rendered or to be rendered in placing of or assisting to place or guaranteeing the placing of shares in the company's capital or any debentures, debenture stock, or other securities of the company or in or about the formation or promotion of the company, or the acquisition of property by the company or the conduct of its business, or otherwise for any of the purposes of the 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 part or otherwise

2. To amalgamate, enter into partnership or into any arrangement for sharing profits or losses, union of interest, cooperation, joint venture or reciprocal concession, or with any person or company carrying on or engaged in or about to carry on or engage 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 directly or

indirectly to benefit the company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any share, debentures, debenture-stock, or securities that may be agreed upon, and to hold and retain, or to sell, mortgage and deal with any shares, debentures, debentures stock or securities so received.

3. To appoint directors or managers of any subsidiary company or other company in which the company is or may be interested and to take part in the management, supervision and control of the business or operation of any Company or undertaking valuation, including mergers and acquisition.

4. To establish, provide, maintain, conduct research into all problems relating to investment, and business management, distribution, marketing, selling and to collect prepare and distribute information and statistics generally to act as market research consultants and carry out publications and hold seminars, trading programs, surveys.

. To acquire and take over any going concern's business dealing in the products of the company & their intermediates and such other products at any place or places, as carried on by them as a partnership firm, proprietary concern, with all or any of the assets and liabilities of the said concern including imports and other quota, rights, licenses, permits, telephone and all other properties movable immovable and all trades connected thereto, to adopt, become parties to and to enter into such agreements or other deeds, instruments and writing as may be deemed proper and advisable and to agree to make such modification and to give or acquire know-how, technical information, specification data,

methods of analysis to or from any Indian/ Foreign, person/s, Firm/s, Company/ Companies in any part of the world and to establish business branches, offices, research centers, import/export houses and/or to acquire, purchase, hire, manage control superintend either solely or jointly or in collaboration with any Indian and/ or Foreign person/s, Firm/s, Industry/ies, Company/ companies business shop, factory in any part of the world for the purpose of carrying out the objects of the Company.

6. To take all the necessary or proper steps in any legislature (centre or state) or with the authorities, Government, local or municipal bodies or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly carrying out the objects of the Company or effecting any modifications in the construction of the Company or furthering interests of its members and to oppose any steps taken by any person, company which may be considered directly or indirectly to prejudice to all, to be prejudicial to the interests of the Company or its members. But the Company must not act as a trade union.

7. To give directly and indirectly any loan to any person or other body corporates, to give any guarantee or provide security in connection with a loan to any other body corporate or person and to aquire by way of subscription, purchase or otherwise the securities of any other body Corporate in terms of the provisions of the Companies Act.

8. To carry on activities through branches or through agency or any subsidiary company or companies and to enter into any arrangements with such subsidiary outfit for taking the profits and bearing the losses of any business or branch or to

make any other arrangement which may seem desirable under reference including power to close any such business or activity at any time either temporarily or permanently.

9. To buy, sell, transfer, obtain, give on lease, mortgage, grant licenses, easements and other rights in any manner and also deal with or dispose of the undertaking, property, business, assets, rights and effects of the company or any part thereof, for such consideration as the company may think fit.

10. To let on lease or on hire the whole or any part of the real and/

or intangible property of the company on such terms as the Company shall determine. To enter into such arrangements as the company may think proper with any public authority for buildings, chawls and tenements either for the employees of the company or other and upon such terms as the company may think proper.

11. To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be though directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this company, and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or rural upliftment.

12. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-annuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions allowances or emoluments to any persons who are or were at any time in the employment or service of the

company, or of any company which is a subsidiary of the company, or of its predecessors in business or of persons having dealings 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, dependants and connections of any such persons, and to also establish and subscribe to any institutions, associations, 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 aforesaid, and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

13. To invest and deal with the surplus moneys for the company in such manner as may from time to time be determined.

14. To open current, demat or other accounts with any banks or merchants, to pay money into and draw money from such accounts and to draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

15. To undertake and execute any trusts and also to undertake and execute the offices of Executor of the will of any deceased persons, Administrators of any deceased persons, trustee for debenture holders or debenture-stock holders of any company and of receiver, Treasurer, to appoint trustees to hold securities on behalf and to protect the interests of the Company.

16. To enter into any arrangements with any Governments or authorities or

companies, firms, banks, insurers that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Governments or authority, any rights, privileges, licenses and concessions, which the company may consider necessary or desirable to obtain, and to carry out, exercise, use of comply with any such arrangements, rights, privileges or concessions.

17. To insure the whole or any part of the property of the company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially, and also to insure, and to protect and indemnify any part or portion thereof either on mutual principal or otherwise.

18. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in an or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.

19. To appear before any court and appoint legal practitioners, experts and to sue, defend, compound or refer to arbitration any case, dispute of the Company and to appoint legal and technical advisers, as directors may think fit and to appoint bankers, auditors, and such other persons as employees, officers or agents or advisers of the Company as the Directors may deem and think fit, and to pay out of the funds of the Company the necessary expenses of the same.

20. To collect, acquire, preserve, tabulate, distribute, disseminate and publish information and statistics connected with any trade or industry throughout all markets or territories with or

without observations, comments, notes or explanation thereon.

21. To arrange Seminars, Workshops, Guest Lectures in India and abroad in the fields of Management, Information and Technology, Engineering, Scientific, Commercial, Financial, Legal, Secretarial and other nature.

22. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital, or any debentures, debenture stock or other securities of the company or in or about the formation or promotion of the company or the conduct of its business.

23. To enter into an agreement with different persons, firms, body corporate or companies, regarding the payment of salary or managerial, executive and other staff by such person, firm, body corporate or companies when their services are given at their disposal.

24. To undertake and execute any trust, the undertakings of which may seem to the company desirable and either gratuitously or otherwise.

25. To acquire and undertake the whole or any part of the goodwill, business, concern undertaking, property rights, assets and liabilities of any person, firm, association, society, Company or corporation carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of this Company or by cash or otherwise, or partly in one way and partly in another or other, and to conduct, expand and develop or wind up and liquidate such business and to purchase and take steps for the acquisition of existing and new licenses in connection with the main business of the Company.



26. To enter into any contracts of guarantee or indemnity, in respect of performance or nonperformance of any contract or engagement to which any person, firm, body corporate, company or corporation is party, whether the company is not a party thereon and to subsidies or otherwise assist any person, firm, body corporate, corporation or company, and to guarantee the payment of interest and dividends and repayment of capital in respect of the shares or stock of any corporation or company.

27. To establish, promote, subsidise, and/or otherwise assist any company or companies having similar objects, association or other concern for the purpose of setting up any industry or running any industrial undertaking, acquiring any property for furthering any of the objects of this company.

28. To draw, make, accept, endorse, discount, execute, issue, and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

29. To hold all or any of the things and the matters aforesaid in any part of the world and act as principles, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either along or in conjunction with other.

30. To apply for, purchase or otherwise acquire and prolong and renew in any part of the world any patents, patent rights, brevets of inventions, trade marks, licenses, protections, concessions and all conferring any exclusive or nonexclusive or limited right to their use of information to any invention process or privileges which may seem capable of

being used for any of the purpose or privileges of the company and to use, exercise, develop or grant licenses or privileges in respect of the property, rights and information so acquired and to carry on any business in any way connected therewith.

31. To carry out search, research, scientific experiments, investigations, testing and works so as to develop products or processes or improve the quality or reduce cost and/or to pay, contribute or do all such acts and things for the purpose of securing any process, patent or invention which the Company may acquire or propose to acquire or deal with.

32. Subject to the provisions of the Companies Act, 2013 to lend money to such persons and on such terms and conditions as may seem expedient with or without security and in particular to customers and others having dealing dealings with the company and to give any guarantee or indemnity as may seem expedient. But the company will not do banking business as defined under the Banking Regulations Act, 1949.

33. Subject to the provisions of Section 73 and other relevant sections of the Companies Act 2013 and rules made there under and Directives of Reserve Bank of India to receive money on deposit with or without allowances of interest, to borrow or raise money with or without security and/or secure the payment of money by mortgage or by the issue of bond mortgages, hypothecation, lien or any other security founded or based or charged upon all or any of the property or rights of the company or in such other manner as the company shall think fit and for the purposes aforesaid to charge all or any of the Company's property or assets movable or immovable liquid or otherwise present secure and

securities of the company by a trust deed or other assurance and redeem, purchase or pay off any such security, provided that the company shall not do banking business as defined in the Banking Regulations Act, 1949.

34. Subject to the provisions of the Companies Act, 2013 to distribute as bonus shares amongst the members or reserve or otherwise apply as the company may from time to time determine any money received in payment of dividends accrued on forfeited shares and money released from the sale by the company of the forfeited shares and money received in payment of dividends accrued on forfeited shares and many released from the sale by the company of the forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company to invest any surplus money of the company in such investments (including shares of stock on the company) as may be thought proper and to hold, sell or otherwise deal with such investment.

35. Subject of the provisions of Section 182 of the Companies Act, 2013 to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific national, public or other institution or objects which shall have any moral or other claims to support or aid by the company either by reasons of locality of operations or of public general utility.

4 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.

5 Every member of the company undertakes to contribute:

(i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and

(ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves), such amount as may be required, not exceeding \*  rupees.

(iii) The share capital of the company is  rupees, divided into

|        |              |           |    |             |  |
|--------|--------------|-----------|----|-------------|--|
| 150000 | Equity Share | Shares of | 10 | Rupees each |  |
|--------|--------------|-----------|----|-------------|--|

6

We, the several persons, whose names 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 number of shares in the capital of the company set against our respective names:

I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company:

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association:

| Subscriber Details        |  |                             |                         |     |            |
|---------------------------|--|-----------------------------|-------------------------|-----|------------|
| S. No.                    | *Name, Address, Description and Occupation   | DIN / PAN / Passport number | No. of shares taken     | DSC | Dated      |
| 1                         | JASAMANT VISWAS S/O KANHAI VISHWAS<br>GRAM AAMDOH POST BATKIDHOH<br>Shahpur Madhya Pradesh 460440 Batkidoh<br>Betul India<br>Occupation: Business                            | A*M*B*4*7*                  | 100 Equity,0 Preference |     | 19/12/2024 |
| 2                         | PRITISH KUMAR S/O JASWANT BISWAS<br>L.I.G 7/13 BERASIA ROAD VISHWAKARMA<br>NAGAR, KAROND Bhopal Madhya Pradesh<br>462038 Arwaliya Bhopal India<br>Occupation: Business       | B*G*K*9*1*                  | 100 Equity,0 Preference |     | 19/12/2024 |
| 3                         | JAY ARIYAN BISHVAS S/O TAPAS BISHVAS,<br>D/272 SALIMAR BUNGLOW PARK SUKHLIYA<br>Indore Madhya Pradesh 452010 Sanwer<br>Link Road Indore Indore India<br>Occupation: Business | E*G*B*8*8*                  | 100 Equity,0 Preference |     | 19/12/2024 |
| 4                         | JAYA AYOOG PATERIA D 272 SHALIMAR<br>BANGLOW Indore Madhya Pradesh<br>452010 Indore DDU Nagar Indore India<br>Occupation: Business   | 0*5*4*2*                    | 100 Equity,0 Preference |     | 19/12/2024 |
| 5                         | SALITA UIKEY C/O HARICHAND UIKEY<br>DONGARPURA GRA, DHASAIMAL POST<br>DHAPADA Shahpur Madhya Pradesh<br>460440 Dhapoda Betul India<br>Occupation: Business                   | 0*5*7*1*                    | 100 Equity,0 Preference |     | 19/12/2024 |
| 6                         | SUNITI BISWAS W/O JASANT BISWAS 37<br>AMDOH Shahpur Madhya Pradesh 460440<br>Batkidoh Betul India<br>Occupation: Business  | A*V*B*0*2*                  | 100 Equity,0 Preference |     | 19/12/2024 |
| 7                         | DIPEEKA SARKAR W/O SANJEET SARKAR,<br>01 NUTANDANGA CHIKHAL PATI Shahpur<br>Madhya Pradesh 460440 Chikhalpati Betul<br>India<br>Occupation: Business                         | O*D*S*2*2*                  | 100 Equity,0 Preference |     | 19/12/2024 |
| <b>Total shares taken</b> |  |                             | 700 Equity,0 Preference |     |            |

Signed before me

| Membership type of the witness<br><i>(ACA/FCA/ACS/FCS/ACMA/FCMA)</i> | *Name of the witness | *Address, Description and Occupation   | DIN / PAN / Passport number / Membership number | DSC | Dated      |
|--|----------------------|--|---|-----|------------|
| ACS  | YATI MITTAL          | B-76, SECOND FLOOR,<br>KIRPAL APARTMENT<br>I.P EXTENSION, NEW<br>DELHI- 110092<br>OCCUPATION:<br>PRACTICING<br>COMPANY SECRETARY | 6*3*8   |     | 19/12/2024 |

7 Shri / Smt   Of  resident of

aged  years shall be the nominee in the event of death of the sole member.