THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
CLN ENERGY LIMITED

I. The name of the Company is **CLN ENERGY LIMITED** (1) (2)

II. The Registered Office of the Company will be situated in the State of Uttar Pradesh.

III. The objects for which the Company is established is as follows:

A. Main objects to be pursued by the Company on its incorporation are:

1. To carry on the business of manufacture, fabricate and assemble, buy, sell, import, export, distribute, marketing and deal in batteries of all kind including but not limited to lithium-ion batteries, electric vehicle batteries, solar batteries, inverter batteries, inverter bulb batteries, mobile phone batteries including accessories and fittings of all kinds and to act as brokers and marketing agents for aforesaid items.

2. To carry on in India or elsewhere the business as designers, researchers, developers, manufacturers, buyers, assemblers, modifiers, installers, reconditioners, sellers, hirers, sublessors, market makers, dismantlers, repairers, operators, exporters, importers, distributors, and to act as an agent, broker, adatia, consignor, indenting agent, C&F agent, representative, correspondent, franchisers, stockist, supplier, vendor, transporter, collaborator, export house or otherwise to deal in all its branches in automatic, semiautomatic, manual or other types of tools, tackles, instruments, apparatus, systems & equipments, including machines for manufacturing the batteries of all kinds, manufacturing all types of automotive components and equipments and its associated machineries including but not limited to lathes, turret-lathes, capstan lathes, engine lathes, drills, drilling machines, shaping machines, planting machines, milling machines, grinding machines, slotting machines, broaching machines, lapping machines, weighting machines, wrapping machines, filtration equipments, hydraulic machines and pneumatic machines, punching machines and other allied goods, whether used for special operations or for general operations, and whether operated from human, electrical, magnetic, electromagnetic, chemical, electrochemical, photochemical, solar, tidal wind, nuclear, thermal, thermonuclear or other forms of energy and their parts, products, assemblies, components, instruments, raw materials, display units, control devices, elements, gadgets, circuits, micro circuits, used in machine tools including boules, bars, slices, rounds, wafers, sheets, clips, micro clips, powders, fluids, gases, solids which may be polished, processed, coated, fused, diffused, or otherwise treated and to do all incidental acts and things necessary for the attainment of the above said objects.

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

(1) Altered the name Jlnphenix Energy Private Limited to CLN Energy Private Limited by way of passing the special resolution in the Third Annual General Meeting of shareholders held on September 29,2022

(2) Altered the name CLN Energy Private Limited to CLN Energy Limited by way of passing the special resolution in the Extra Ordinary General Meeting of shareholders held on April 04, 2024

(3) Increase in Authorized Share Capital of Company vide Ordinary Resolution of members in Extra Ordinary General Meeting held on October 05, 2019.

(4) Increase in Authorized Share Capital of Company vide Ordinary Resolution of members in Extra Ordinary General Meeting held on December 02, 2021.

(5) Increase in Authorized Share Capital of Company vide Ordinary Resolution of members in Extra Ordinary General Meeting held on June 06, 2024.

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(6) Increase in Authorized Share Capital of Company vide Ordinary Resolution of members in Annual General Meeting held on August 07, 2025.

(7) Increase in Authorized Share Capital of Company vide ordinary resolution passed through Postal Ballot dated June 18, 2026 which is deemed to be passed on July 23, 2026 being last date of Postal Ballot.

4. To carry on the business of research and development, design, provision of technical assistance, training and licenses, consulting and otherwise of manufacturing systems including production control and quality control and improvement of production lines relating to above objects.

5. To carry on business as manufacturers, producers, processors, makers, inventors, converters, importers, exporters, traders, buyers, sellers, indenters, packers, movers, merchants or otherwise deal in medical and surgical instruments, equipments, apparatuses, machineries, tools including medical kits, disposable and non-disposable syringes, medical containers, thermometers, plastic and aluminum collapsible tubes and all kinds and varieties of disposable and non-disposable surgical instruments and kits, their parts, fittings, components and accessories used in healthcare, treatment, diagnosis, research, operation and for saving life of human beings.

B. Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

1. To enter into agreements, franchise agreement and contracts with Indian or Foreign individuals, firms or companies for technical, financial or other assistance or collaboration for carrying on all or any of the objects of the Company.

2. To apply for, purchase or otherwise acquire any trademarks, copy rights, patents, licenses, concessions and the like, concerning any exclusive or non-exclusive or limited rights of any kind which may appear to be necessary or convenient for the business of the Company and to purchase or otherwise acquire any information as to any invention which may seem capable of being used for any of the purposes of the Company.

3. To acquire and take over the whole or any part of the Business, Goodwill, Property and Liabilities of any person or persons, Firm, Corporation or Undertaking, either existing or new engaged in any Business which the Company is authorized to carry on and to pay for the same either in cash or in shares or partly in cash and partly in shares.

4. To amalgamate, enter into partnership or make any arrangements for sharing profits, co-operation, joint venture or reciprocal concession, with any individual person or Company carrying on or engaged in or about to carry on with similar or identical objects.

5. To sell, lease or otherwise dispose of the undertaking of the Company or any part thereof as the Company may deem fit.

6. To purchase, take on lease or in exchange, hire, construct or otherwise acquire any movable or immovable properties or any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.

7. To subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purposes or for any exhibition.

8. To payout of the Company's funds the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any Company which may be promoted by this Company and to remunerate any person, firm or Company for services rendered in the promotion of the Company or the conduct of its business.

9. To provide for the welfare of the employees (including Directors) or ex-employees of the Company and wives and families or the dependents or relations of such persons by building or contributing to the building of houses, dwellings or quarters or by grant of money, gratuities, pensions, allowances, incentives bonus or any other payments or by creating and subscribing or contributing to provident and other funds, associations, institutions, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries and medical assistance.

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10. To invest any money of the Company, not for the time being required, for any of the purposes of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investments subject to the provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

11. To open account or accounts with any bank or banks in the name of the Company and to operate upon the same.

12. To create any depreciation fund, sinking fund, insurance fund, reserve fund or any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining of any of the property of the Company or for any purposes, whatsoever to the interests of the Company.

13. To make, draw, accept, endorse, execute, discount, negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, debentures and other negotiable or transferable instruments subject to the Banking Regulation Act, 1949.

14. To employ or pay experts, foreign consultants, management consultants and others in connection with the prospecting, acquiring, planning, execution, development, delivery and maintenance, training, and consulting, of all or any part of the business which the Company is entitled to carry on.

15. To promote any other Company or companies for the purpose of acquiring all or any of the property of the Company or advancing directly or indirectly the objects or interests thereof and to take or otherwise acquire and hold shares in any such Company or companies.

16. To appoint agent, franchise of the Company subject to the provisions of Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

17. To distribute among members in specie or otherwise any property or assets of the Company and particularly the shares, debentures or other securities of any other Company including the Company formed to take over the whole or any pari of the assets of this Company, subject to provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

18. To borrow or raise moneys, from commercial banks/financial institutions and/or other companies, or to receive it on deposit at interest or otherwise, and to secure the payment of such money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, stocks, bonds, obligations, notes and securities of all kinds, to mortgage, pledge, guarantee, hypothecate or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled paid capital, by special assignment or otherwise, or to transfer or convert the same absolutely or any interest therein and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or payoff such securities provided, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

19. To advance, deposit or lend with or without security money, securities, assets and property to or with such person, companies or corporations and on such terms as may seem expedient, to negotiate loans, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable security or documents.

20. To enter into any arrangements with the Government of India or with any states, with any authorities, municipal, local or otherwise or with any other persons, that may seem conducive to the Company's objects or any other and to apply for and obtain and to purchase or otherwise acquire from any such Government, State, authorities or persons, any rights, powers, privileges, decrees, licenses, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and Acquire and to carryout exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.

21. To grant licenses or concessions over or in respect of any property or rights of the Company.

22. To accept any payment for any property or rights sold or otherwise disposed off or dealt with by the Company either in cash, by installments or otherwise or in fully or partly paid-up shares of any Company or corporation with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or in debentures, debenture stocks or other securities of any Company or corporation or partly in one mode and partly in other and generally on such terms as the Company may adopt.



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23. To institute, conduct and defend all actions and legal proceedings, against the Company and its officers and to refer any claim or demand by or against the Company and its officers to arbitration and to perform or challenge the awards if necessary.

24. To insure the whole or any part 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 principle or otherwise.

25. 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 India and in any or all states, territories, possessions 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.

26. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers. or any, parts thereof, provided the same be not inconsistent of the Union of India

27. The company would obtain approval of the concerned authorities to carry on the objects of the company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association wherever required.

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. [3][4][5][6][7] The Authorised Share Capital of the Company is Rs. 12,30,00,000 (Rupees Twelve Crores Thirty Lakhs Only) divided into 1,23,00,000 (One Crore Twenty-Three Lakhs) Equity shares of Rs. 10- (Rupees Ten) each.

(1) To Increase the Authorized Share Capital of the Company from Rs. 15,00,000 (Rupees Fifteen Lakhs Only) divided into 150,000 (One Lakh and Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 1,00,00,000 (Rupees One Crore) divided into 10,00,000 (Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 85,00,000 (Rupees Eighty-Five Lakhs) divided into 8,50,000 (Eight Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking pari-passu in all respect with the existing Equity Shares of the Company, vide ordinary on dated October 05, 2019

(2) The Authorized Share Capital of the Company was increased from Rs. 1,00,00,000 (Rupees One Crore) divided into 10,00,000 (Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs.5,00,00,000 (Rupees Five Crore) divided into 50,00,000 (Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten) each by creation of additional 40,00,000 equity Shares of Rs. 10/- (Rupees Ten) each, ranking pari-passu in all respect with the existing Equity Shares of the Company, vide ordinary resolution passed in the Extraordinary General Meeting held on December 02, 2021.

(3) The Authorized Share Capital of the Company was increased from Rs. 5,00,00,000 (Rupees Five Crore) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 11,00,00,000 (Rupees Eleven Crore) divided into 1,10,00,000 (One Crore Ten Lakh) Equity shares of Rs. 10/ (Rupees Ten) each by creation of additional 60,00,000 equity Shares of Rs. 10/- (Rupees Ten) each, ranking pari-passu in all respect with the existing Equity Shares of the Company, vide ordinary resolution passed in the Extraordinary General Meeting held on June 06, 2024.

(4) The Authorized Share Capital of the Company was increased from Rs. 11,00,00,000 (Rupees Eleven Crore) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 12,00,00,000 (Rupees Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity shares of Rs. 10/ (Rupees Ten) each by creation of additional 20,00,000 equity Shares of Rs. 10/- (Rupees Ten) each, ranking pari-passu in all respect with the existing Equity Shares of the Company, vide ordinary resolution passed in the Annual General Meeting held on August 07, 2025.

(5) The Authorized Share Capital of the Company was increased from Rs. 12,00,00,000 (Rupees Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 12,30,00,000 (Rupees Twelve Crore Thirty Lakh) divided into 1,23,00,000 (One Crore Twenty-Three Lakh) Equity shares of Rs. 10/ (Rupees Ten) each by creation of additional 3,00,000 equity Shares of Rs. 10/- (Rupees Ten) each, ranking pari-passu in all respect with the existing Equity Shares of the Company, vide ordinary resolution passed through Postal Ballot dated June 18, 2026 which is deemed to be passed on July 23, 2026 being last date of Postal Ballot.

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VI. 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, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

S.No.	Subscriber Details						
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	Jeevan Chand A-141 Minto Road, New Delhi-110002 Businessman	08124431	1	Equity	JEEVAN CHAND	01/10/19
2	Sanjay Chopra WZ-107, IInd Floor, Rishi Nagar Rani Bagh, Delhi-110034 Businessman	07252716	1	Equity	SANJAY CHOPRA	01/10/19
Total Shares taken			2.00	Equity		

Signed before Me					
Name		Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
ACS	Mohit Singhal	923, West End Mall, District Center, Janak Puri, New Delhi-110058	43204	MOHIT SINGHAL	01/10/19

CLN ENERGY PVT. LTD. NOIDA