

(THE COMPANIES ACT, 2013
AND
THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
SHIVAM AUTOTECH LIMITED

- I. The Name of the Company is:- **SHIVAM AUTOTECH LIMITED.**
- II. The Registered Office of the Company will be situated in the **State of Haryana.**
- III. The Objects for which the Company is established are:
- (A) **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**
1. To carry on the business of manufacturing, forging, machining, gear-cutting, gear teeth forging, ferrous/ non ferrous castings, fabrication, assembling, designing and dealing in engines, chassis, bodies, components, accessories, ancillaries, stores, spares and parts of any kind of automobiles and vehicles suitable for propulsion on land, sea, or in the air or on any combination thereof, automobile parts, earthmoving and agricultural machineries, transmission and other gears, transmission axles, universal joints, spring leaves, headlamps, sealed beams, clutch facing and break-lining component parts, cables, meters, auto electric component, auto engines, internal combustion engines, pistons, spare parts, accessories and fittings of all kinds for the said articles and things used in connection with the manufacture thereof, alloy springs, steel springs, steel billets, flats and bars, nuts and bolts, pressed and other related item for the motor, sea-planes and vehicle and conveyance of all kinds.
 2. To carry on the business of the automobiles engineers, die and tool manufacturing, painting, coating, shot blasting, heat treatment and surface treatment of metals, plastic molding for engineering and auto industry, machinist, fitter, mill wrights, founders, assemblers, wire drawers, tube makers, metallurgists, saddlers, galvanisers, jappners, annealers, enamellers, electroplaters and painters and motors and vehicle of all kinds and to carry on business of manufacturing of and dealers in heavy and light engineering goods, parts, accessories, ancillaries, stores and spares and to engineer, develop, design, assemble, manufacture, produce, import and export, buy, sell and otherwise deal in vehicles and all types of heavy vehicles, motors and equipments, instruments, application and vehicle fitting and accessories of all description.
 3. To develop, design, fabricate, test, assemble automobiles, vehicles and auto parts and components including electrical and electronic components, provide technical know-how, design for these products, carry out products and process research and development through computer generated programmes or otherwise. To undertake vehicle, component and other engineering items designing and testing for third parties made up of ferrous and non ferrous metals, alloy, glass, synthetic and other fibers, chemicals and PVC Compounds are plastic and to carry on the business of general agents and dealers of the above mentioned items.

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

1. To enter into any contract, agreement, arrangement or other dealings in the nature of collaboration or otherwise including entering into partnership and/or filling in tenders for various contracts, which may seem profitable or beneficial to the Company.
2. To purchase or otherwise acquire, construct, erect, laydown, maintain, enlarge, alter, work and use all land and buildings, easements, gas, other works, machinery, plant, mills, stock, lamps, pipes, motors, fittings, meters, apparatus, materials and things as may be necessary, incidental or convenient, in connection with the business of the Company.
3. To purchase, take on lease or in exchange, hire, renew or otherwise acquire and hold any estates, or interests and to let, sublet whole or in part, develop, manage and exploit any lands, buildings, machinery, easements, rights, privileges, plant, stock-in-trade, business concerns, options, contracts, claims, choses-in-action, and any real and personal property of any kind, necessary or convenient for all or any business of the Company.
4. To apply for, aid in promoting and obtain any act of Parliament, charter, privilege, concession, license or authorisation of any Government or State or Municipality, provisional order or licence of any authority for enabling the Company to carry any of its objects into effect or for use thereof, which may seem capable of being used for or in connection with any of the purposes of the Company on payment of any fee, royalty or other consideration and to use, exercise or develop the same and manufacture under or grant licences in respect thereof or sell or otherwise deal with the same.
5. To procure the Company to be registered or recognised in any country or place in any part of the World.
6. To enter into partnership or any arrangement or agreement with any Governments or Authorities, supreme, municipal, local or otherwise or any person or company or any of them for sharing profits, union of interests, exchanging of shares, joint venture, reciprocal concession or co-operation and engage in any business or transactions which the company is authorised to carry on and to obtain from such government, authority person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply there with.
7. To promote, form and register, and aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise, for the purposes of acquiring all or any of the properties, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to transfer to any such company or any other company any property of the Company and to be interested in or take or otherwise acquire, hold, sell, or otherwise dispose of shares, stock, debentures and other securities in or of any such company or any other company for all or any of the objects mentioned in this memorandum, and to undertake other works, duties and business of any company on such terms as may be arranged for the purpose of the main objects of the Company.
8. Subject to the provisions of the Companies Act, 2013 and Companies Act, 1956 (to the extent applicable) (hereinafter, "Act"), to invest in, other than investment in Company's own shares, and deal with the moneys of the Company not immediately required in such manner as may from time to time be expedient or be determined.
9. Subject to the Act, to amalgamate with any other Company in any manner whatsoever (whether with or without liquidation of the Company) having objects altogether or in part similar to those of this company.
10. Subject to the provisions of the Act, to invest money with or without security and generally make advances of such sum or sums of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores, or any other property, articles and things required for the purpose of the Company with or without security and upon such terms and subject to such conditions as the Company may deem expedient.
11. To purchase or otherwise acquire and undertake including or by merger, amalgamation or otherwise, the whole or any part of the business, property, rights, assets, liabilities and obligations of any person, firm or company carrying on any business which the Company is authorised to



- carry on or possessed of property or rights suitable for any of the purposes of the Company and demerge any unit, division of the Company.
12. To lend money to such persons or companies in such manner and on such terms as may seem expedient and in particular to members of the staff, customers, and others having dealings with the Company and to guarantee performances of contracts by any such persons or companies, provided that the Company shall not carry on any business which may come within the purview of the Banking Regulation Act, 1949 or of the Insurance Act, 1938.
 13. Subject to the Act, and the Rules made thereunder and the directions issued by the Reserve Bank of India, to borrow, or raise or secure the payment of money or to receive money on deposit at interest for any of the purpose of the Company, and at such times and in the manner as may be thought fit and in particular by the issue of debentures, perpetual or otherwise, debentures convertible into shares of this or any other Company or perpetual annuities and as security for any such money so borrowed, raised or received or any of such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company, present or future, including its uncalled capital by 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 and pay off any such securities.
 14. To mortgage, hypothecate, pledge all or any of the properties whether movable or immovable of any description and other valuable securities of the Company.
 15. To draw, make, accept, endorse, discount, execute, issue, negotiate and/or assign cheques, drafts, promissory notes, bills of exchange, hundies, debentures, bonds, bills of lading, railway receipts, warranties and all other negotiable or transferable instruments.
 16. To open an account or accounts with any individual, firm or company or with any bank or banks or bankers and to pay into and to withdraw money from such account or accounts.
 17. To pay for any property or rights acquired by or for any services rendered to the Company either in cash or fully or partly paid up shares, with or without preferred rights in respect of dividend or repayment of capital or otherwise by any securities which the Company has the power to issue or by the grant of any rights or options, or partly in one mode and partly in other, and on such terms as the Company may determine.
 18. To pay, out of the Funds of the Company, all costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company and any such other company and incidental to the negotiations between the promoters preliminary to the formation of the Company and other pre-incorporation or preliminary and other expenses and also all costs, charges, impositions and expenses of and incidental to the acquisition by the Company of any property or assets and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the aforesaid purposes.
 19. To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or their dependents or connections and to make payments towards insurance for any such purpose/persons and to establish, join and support any trust funds or scheme (whether contributory or non-contributory) with a view to provide pensions or allowances for any such person or any other associations, institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such person.
 20. Subject to the Act, to make donations to such person or persons either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to subscribe, contribute or otherwise assist or grant money for charitable, scientific, religious, benevolent, national, public or other institutions or objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences for the benefit of the employees or of persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.

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21. To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building houses and/or contributing to the pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
 22. To compensate for loss of office, any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, or other statute or rule having the force of law and to make payments to any person whose office, employment or duties may be determined by virtue of any transaction in which the Company is engaged.
 23. Subject to the provisions of the Act, to create any reserve funds, sinking fund, insurance fund or any other special funds whether for depreciation, for repairing, improving, extending or maintaining any of the properties of the Company or for any other purpose conducive to the interest of the Company.
 24. Subject to the provisions the Act, to distribute as dividend or bonus among the members or to place to reserve 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, any moneys otherwise available for distribution as dividend or bonus.
 25. Subject to the provisions to the Act, to distribute among the members in specie, all or any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of winding up of the Company but, so that no distribution amounting to reduction of capital be made except with the sanction, if any for the time being required by law.
 26. To sell or dispose of the undertaking 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 this Company.
 27. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
 28. To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trusts in favour of the Company.
 29. 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 main 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.
 30. To undertake Corporate Social Responsibility ('CSR') activities in terms of the provisions of the Companies Act, 2013 and the Rules made thereunder or in such other manner as the Company deems fit.
- IV. The Liability of members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Share Capital of the Company is Rs. 44,00,00,000/- (Rupees Forty Four Crore Only) divided into 22,00,00,000/- (Twenty Two Crore) Equity Shares of Rs. 2/- (Rupees Two) each.

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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 opposite to our respective names.

Sl. No.	Name, Description, Occupation and address of each Subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Name, Address, Description, Occupation and Signature of witness or witnesses
1	SATYA NAND MUNJAL S/o Late Sh. Bahadur Chand Munjal Age : 88 Years 24, L. Model Town, Ludhiana (Business)	6250 (Six Thousand Two Hundred Fifty)	Sd/-	I hereby witness the signatures of the both subscribers who have signed in my presence Sd/- (PANKAJ JAIN) Advocate, High Court of Delhi Membership No. - D-407/2004 145, Tribhuvan Complex, Ishwar Nagar, New Delhi
2	BRIJMOHAN LALL MUNJAL S/o Late Sh. Bahadur Chand Munjal Age : 82 Years B-109, G.K.-1, New Delhi (Business)	12500 (Twelve Thousand Five Hundred)	Sd/-	
3	OM PRAKASH MUNJAL S/o Late Sh. Bahadur Chand Munjal Age : 78 Years 26, Model Town, Ludhiana (Business)	6250 (Six Thousand Two Hundred Fifty)	Sd/-	
4	VIJAY MUNJAL S/o Late Sh. Daya Nand Munjal Age : 60 Years 19C, Sarahha Nagar, Ludhiana (Business)	6250 (Six Thousand Two Hundred Fifty)	Sd/-	
5	SUDARSHAN KUMARI W/o Sh. O.P. Munjal Age : 75 Years 26, Model Town, Ludhiana (Business)	6250 (Six Thousand Two Hundred Fifty)	Sd/-	
6	ASHISH MUNJAL S/o Late Sh. Daya Nand Munjal Age : 58 Years S-23, G.K. Part-1, New Delhi (Business)	6250 (Six Thousand Two Hundred Fifty)	Sd/-	
7	NEERAJ MUNJAL S/o Sh. Yogesh Munjal Age : 38 Years B-175, Greater Kailash-1 (Business)	6250 (Six Thousand Two Hundred Fifty)	Sd/-	
	Total	50,000 (Fifty Thousand)		

