

**THE COMPANIES ACT, 2013**  
**(COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**NDR AUTO COMPONENTS LIMITED**

1<sup>st</sup> The Name of the Company is **NDR AUTO COMPONENTS LIMITED.**

2<sup>nd</sup> The Registered Office of the Company will be situated in the State of Delhi

3<sup>rd</sup> **(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To carry on the business of assembling, blending, manufacturing, design, development, dealing and supplying components, engineering goods, equipment and interior components for the automotive and non-automotive industry for domestic and export purposes.
2. To carry on the business of manufacturing fabricating and assembling, buying, selling, Import, export, distribution and dealing in or all and every kind of automotive components including seats, spare parts and component for the seats and to deal in each and every kind of activity associated with the manufacture and trading of any kind of components, whether directly or indirectly or whether in India or abroad.
3. To carry on the business of manufacturing, trading, import, export in any and of or every kind of parts, interiors and components made from rubber, foam, rubberized foam, coir, yarn, (whether synthetic or woolen) whether used singly or by blending of or with various chemicals for various automotive or non-automotive application.
4. To carry on the business of design, development, testing, validation of all and every type of components, advisory of setting up of manufacturing line, process(es), suppliers of technical know-how, equipments and man power suppliers, site planners etc.

**3. (B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:-**

1. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, or any other such assistance for carrying out all or any of the objects of the Company or for the purpose of research on and development of street lighting systems on the basis of know-how, or technical collaboration and necessary formulas, designs and patent rights for furthering the objects of the Company.
2. To enter into any arrangements with any Government or Governmental Authorities (including municipalities, urban local bodies and other instrumentalities) or companies or other bodies corporate, firms, cooperative societies, trusts or persons, that may seem conducive to the objects of the Company or any of them and to obtain from any such Government or Governmental Authorities or companies or other bodies corporate, firms, cooperative societies, trusts or persons, any rights, charters, contracts, licences and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
3. To appoint contractors, subcontractors, agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting any or all kinds of the business which the Company is authorised to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
4. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and supervise any plants, warehouses, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, and such other works and conveniences necessary for carrying on the objects of the Company.
5. To vest any movable or immovable property, rights or interests therein required by or received 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 trust in favour of the Company, to the extent permitted under applicable laws and the contracts / agreements entered upon by the Company.
6. To purchase, take on lease/rent exchange or otherwise any movable or immovable property including passenger and commercial vehicles, Hydraulic lifts/cranes/ladders and / or any rights or privileges which the Company may deem necessary or convenient for the purpose of its objects.
7. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools, equipments and things necessary or convenient for carrying on the objects of the Company.
8. To undertake or promote scientific research relating to objects or class of business of the Company including deployment of personnel for manning of CCMS.  
  
To apply for, obtain, purchase or otherwise and prolong and renew any patents, patent rights, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, designs, patterns, copyrights, trade-marks, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee, royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
9. To acquire from and/or give to any person, firm or body corporate incorporated whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing

and operating data, plans, lay outs and blue prints useful for the design, erection and operation of equipment required for any of the business of Company and to acquire any grant or licenses and other rights and benefits in the foregoing matters and things.

10. To apply for and obtain any order, approval, licenses, sanctions or authorisations under any statute, charter, privilege, concession, from any Government or other Governmental Authority for enabling the Company to carry on any of its objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
11. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open bank accounts of any type and to operate the same in the ordinary course of the Company.
12. To sell, mortgage, exchange, grant licenses and other rights, improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having objects altogether or in part similar to those of the Company.
13. To accept gifts, bequests, devises, subsidies or donations or any right or interests from members of the Company or otherwise.
14. To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
15. To undertake and carry on the scientific and technical research, experiments and tests of all kinds and to promote and carry out studies and research, both scientific and technical, investigations and invention for any of the businesses which the Company is authorised to carry on.

To issue guarantees or other forms of security, in favour of any person, as may required in connection with the business of the Company or any project, and to raise or borrow money from time to time for any of the purposes and objects of the Company, with or without security upon such terms as the Company may deem expedient and in particular by taking deposits from or open current accounts with any individual or firms including the agents of the Company, whether with or without giving the security or by mortgaging or selling or receiving advances on the sale of any lands, buildings, machineries, goods or other properties of the Company or by the issue of the debentures or debenture-stocks, perpetual or otherwise, charged upon all or any of Company's properties (both present and future) including its uncalled capital or by such other means as the Company may deem expedient.

16. Subject to the Company meeting the terms and conditions of the agreement signed with Directorate of Municipal Administration (DMA), to promote, subsidize and assist companies, syndicates and partnerships of all kind in any manner as may be thought fit in connection with any of the above objects of the Company.
17. To appoint any Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
18. 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 others having dealing with Company and to guarantee the performance of any contract or obligation and the payment of money to any such person or companies and generally to give guarantee and indemnities.

19. To guarantee the payment of money secured or unsecured by or payable under the respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages charges, obligations, instruments of any person whatsoever, whether incorporated or not and generally to guarantee or become surety for the performance of any contracts or obligations.
20. Subject to the provisions of the Companies Act, 2013 to place to reserve or to distribute as dividends or bonus shares among the members or otherwise to apply any money 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 or arising from the sale of forfeited shares.
21. Subject to the Company meeting the terms and conditions of the agreement signed with Directorate of Municipal Administration (DMA), to establish, promote or concur in establishing or promoting any company or companies for the purpose 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 place or guarantee the placing of subscribed for or otherwise acquired all or any part of the shares, business capable of being conducted so as directly or indirectly to benefit the Company.
22. To amalgamate, merge, demerge, enter into partnership or into any arrangement for sharing or pooling of profits, amalgamation, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on any business or transaction which may seem capable of being carried on or conducted so as, directly or indirectly to benefit the Company;
23. \*To lend, invest or otherwise employ or deal with moneys belonging to or entrusted to the Company to subscribe for, take, acquire, hold, and deal in shares, stocks, debentures or securities and movable or immovable property of any other Company, body corporate, limited liability partnerships and / or Corporation and other upon such terms and conditions and in such manner as may be thought proper from time to time whatsoever and wheresoever, and to invest moneys of the Company in any other securities/ instruments/units (including units of any mutual fund registered with SEBI) and in any other manner including the purchase of any book or other debts and to vary such transactions and investment in such manner as the Directors may think fit.
24. To hold, administer, sell, realize, invest, dispose off the moneys and properties, both real and personal and to carry on, sell, realise, dispose off and deal with any estate of which the Company is executor or administrator or in any trust of which the Company is the Trustee or which the Company is administrator or in a trust of which the Company is trustee or administrator, receiver, liquidator or agent.
25. To insure the whole or any part of the property and personnel of the Company either full or partially, to protect and indemnify any part or portion thereof either on mutual, principal or otherwise.
26. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities pensions, allowances, bonuses or emoluments of 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 any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

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\*Amended/ replaced vide shareholder approval in Annual General Meeting held on September 22, 2021

27. To train and get trained to and/or pay to training for the employees, agents and other persons, for and in connection with the business of the Company.
28. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine, subject to provisions of applicable laws.
29. 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 also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the Company of any property or assets.
30. To send out to foreign countries, its directors, employees or any other person or persons for investigating possibilities of business or trade, procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in the connection.
31. 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 such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
32. To refer to arbitration any dispute, present or future, between the Company and any other company, firm, individual or otherwise and to submit the same to arbitration in India or abroad either in accordance with terms of the agreement with Directorate of Municipal Administration (DMA) for matters pertaining therein and for other matters as determined by the Company.
33. To employ agents or experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the Company purpose to acquire/lease.
34. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
35. To promote, assist or take part and appear or lead evidences before any commission, investigation, inquiry, trial or hearing, whether public or private, relating to matters connected with any trade, business or industry.
36. To do all the ancillary, related or connected activities as may be considered necessary or beneficial or desirable for achieving the objects specified in 3(a).
- 4<sup>th</sup> 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<sup>th</sup> \* The Authorized Share Capital of the Company is Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) divided into 2,40,00,000 (Two Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

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\* The Authorised share capital of Rs. 6,00,00,000/- (Six Crore) was increased to Rs. 24,00,00,000/- (Twenty Four Crore) vide Special Resolution passed at the Annual General Meeting of the Company held on July 19, 2023

\* The Authorised share capital of Rs. 1,00,000 (Rs. One Lacs) was increased to Rs. 6,00,00,000/- (Six Crore) vide Special Resolution passed at the Extra-Ordinary General Meeting of the company held on 20<sup>th</sup> February, 2020.

6<sup>th</sup>. 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:-

Sl. No.	Name, Address, Description and Occupation	No. of shares Taken	Signature of Subscriber	Signature, Names, Addresses, Descriptions and Occupations of witnesses
1	SHARDA MOTOR INDUSTRIES LIMITED, D-188, OKHLA INDUSTRIAL AREA PHASE-I NEW DELHI – 110020, BODY CORPORATE THROUGH : Nitin Vishnoi, S/o Narendra Singh Vishnoi and R/o Flat- 2055, Second Floor, Tower-4, GH-7, Crossing Republik, Ghaziabad Uttar Pradesh– 201016, India. OCCUPATION: PROFESSIONAL AS AN AUTHORIZED REPRESENTATIVE OF SHARDA MOTOR INDUSTRIES LIMITED	9,994	Sd/-	<p style="text-align: center;">Sd/- Harsh Oberoi Address - G-31, RG Trade Tower, Netaji Subhash Place, Pitampura - 110034, New Delhi. Practicing Company Secretary Membership no. 42165</p>
2	Dharam Asrey Aggarwal, S/o Shanti Prasad Aggarwal and R/o B-21, Rampuri, Opp Surya Nagar, Ghaziabad – 201011, Uttar Pradesh. OCCUPATION: PROFESSIONAL (A NOMINEE SHAREHOLDER OF SHARDA MOTOR INDUSTRIES LIMITED)	1	Sd/-	
3	Mala Relan, D/o Ram Prakash Chowdhry and R/o 25, Sardar Patel Marg, Chanakya Puri, New Delhi -110021, Delhi, India OCCUPATION: INDUSTRIALIST (A NOMINEE SHAREHOLDER OF SHARDA MOTOR INDUSTRIES LIMITED)	1	Sd/-	
4	Vivek Bhatia, S/o Ram Lal Bhatia and R/o 3 E-37, NIT Faridabad, Near Geeta Bal Nuketan School, Faridabad - 121001, Haryana , India OCCUPATION : PROFESSIONAL (A NOMINEE SHAREHOLDER OF SHARDA MOTOR INDUSTRIES LIMITED)	1	Sd/-	
5	Bireswar Mitra, S/o Sarojkanti Amritlal Mitra and R/o A- 10, Moghul Gardens, North Main Road MH, Koergaon Park, Pune – 411001, Maharashtra, India OCCUPATION : PROFESSIONAL (A NOMINEE SHAREHOLDER OF SHARDA MOTOR INDUSTRIES LIMITED)	1	Sd/-	
6	Sharda Relan, D/o Dewan Chand and R/o 25, Sardar Patel Marg, Chanakya Puri, New Delhi -110021, Delhi India OCCUPATION: INDUSTRIALIST (A NOMINEE SHAREHOLDER OF SHARDA MOTOR INDUSTRIES LIMITED)	1	Sd/-	
7	Ajay Relan, S/o Narinder Dev Relan and R/o 25, Sardar Patel Marg, Chanakya Puri, New Delhi -110021, Delhi, India OCCUPATION : INDUSTRIALIST (A NOMINEE SHAREHOLDER OF SHARDA MOTOR INDUSTRIES LIMITED)	1	Sd/-	
<b>Total Shares taken</b>		<b>10,000</b>		

Place : Delhi

Dated :13<sup>th</sup> March, 2019