

MEMORANDUM OF ASSOCIATION

of

INDIA NIPPON ELECTRICALS LIMITED

- I. The name of the Company is 'India Nippon Electricals Limited'.
- II. The Registered Office of the Company will be situated in the State of Tamil Nadu.
- III. (A) The objects to be pursued by the Company on its incorporation are :
 1. To Carry on generally the business of merchants, dealers, agents, traders, exporters, importers, assemblers, rebuilders, reconditioners, repairers of engineering goods and mechanical, constructional, electrical, electronic and instrumentation engineers, carriers and hirers of freight and forwarding agents.
 2. To carry on the business of iron founders of ferrous and non-ferrous metals, mechanical engineers, chemical and heat treatment engineers, machinists, tool makers, brass founders, metal workers, fitters, mill wrights, smiths, wood workers, iron and steel makers and converters, wire-drawers, tube makers, metallurgists, saddlers, galvanisers, Jappanners, annealers, enamellers, electroplaters, painters, welders, plumbers, pipe-fitters, masons, and public health engineers, water supply engineers, sheet metal/welding engineers and packing case makers and to buy, sell, exchange, manufacture, repel, convert, alter, instal, let on hire and deal in machinery, implements, instruments, gauges, generators, motors, fans and other appliances of all kinds, including those for domestic and commercial use, wagons, rolling stock and hardware of all kinds, apparatus, tools, utensils, substances, materials and things necessary or convenient to carry on any of the business which the Company is authorised to carry on or which is usually dealt in by persons engaged in such business.
 3. To carry on the business of electricals, electrical engineers, electrical contractors and manufacturers of all kinds of electrical machinery and electrical apparatus for any purpose whatsoever and scientific instruments, refrigerators and air conditioning / environmental control system engineers and radio engineers.
 4. To assemble, repair, alter, modify, purchase, sell and deal in and generally to carry on business in the sale, supply, repair and maintenance of electronic equipment used on all types of applications, domestic, entertainment, automotive, non-automotive, industrial and professional applications such as railway, scientific, aircraft, marine, defence communication and other similar applications.

5. To manufacture, produce, repair, export, import, purchase, sell (whether for ready or for future delivery) and generally carry on the business in vehicle electrical and electronic equipment of all kinds and in particular in internal combustion engine starter motors, dynamos, voltage regulators, distributors, horns, windscreen wipers, flasher units, horn relays, solenoids, ignition coils, generators, portable or otherwise and alternators, flywheel magnetos, motors, electronic ignition system, head lamps signal lamps, flashers, relays, switches, contact breakers, CDI units and components thereof.
6. To manufacture, produce, repair, export, import, purchase, sell (whether for ready or for future delivery) and generally carry on the business in vehicle electrical and electronic equipment of all kinds and in particular in wiring harness, electric and electronic display instruments, gauges, pick ups and sensors, for use in vehicles of all types and descriptions and components thereof.
7. To carry on the business of hirers of and dealers in computers, electronic calculators - and business machines of all kinds, to generally act as consultants and advisors or information systems, and purveyors of information services based on the use of computers, electronic calculators and business machine of all kinds and to furnish to the users, system help, know-how programmes and other software relating to use of such machines and allied peripherals.
8. To carry on the business of manufacture and selling of ceramic, metallic, plastic and polymer goods, metal, ceramic, plastic and polymer Insulants, appliances and goods of all types.
9. To carry on the business of manufacture and selling of chemicals, resins, plastics, adhesives, precipitates or any articles or things that may be required for any of the purposes of the Company.
10. To construct, lay down, establish, fix, erect, equip and maintain generators, machinery, electrical equipment and cables, lines, accumulators, lamps, fittings and apparatus in the capacity of principals, contractors or otherwise
11. To carry on the business of manufacture and selling of all kinds of apparatus and equipment using electronic devices together with instrumentation intended for testing, controlling, observing and maintaining the equipment and apparatus mentioned above.

B. Matters which are necessary for the furtherance of Objects mentioned in III(A) are :

1. To carry on the business of buying, selling and trading of chemicals, fibres, plastics, rubber products, adhesives, precipitates or any articles or things that may be required for any of the above purposes.
2. To acquire land and buildings and alter or renovate the same for the purpose of business of the Company.

3. To develop the resources of and tum to account the lands, buildings and rights for the time being of the company in such manners as the company may think fit and in particular by acquiring, draining, fencing, planting, building, improving, farming, gracing or mining.
4. To enter into arrangements for technical collaboration and or other forms of assistance including capital participation with foreign or Indian manufacturers of all types of goods or products manufactured or proposed to be manufactured or / processed by the Company or for doing specialised service falling within the objects of the Company and to pay for such technical assistance or collaboration, royalties or other fees in cash or in any other form.
5. To acquire, provide, construct, establish, run and maintain factories, workshops, buildings, plant, machinery warehouse and other conventions, necessary for any of the purposes or businesses of the Company.
6. To establish, maintain and operate training school for apprentices, artisans, mechanics, technicians, engineers, supervisors or any employees or personnel employed in connection with any of the businesses of the Company.
7. To act as buying or selling agents or other types of agents and brokers of Government or public authorities, or any Company, body corporate, association, firm or persons and perform all and the several duties, services and offices which the agents and brokers can do and to perform and to enter into any agreement or agreements for any of the purposes aforesaid.
8. To acquire and run any industrial concern or factory considered necessary for any of the purposes or businesses of the Company.
9. To enter into any arrangement 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 necessary or convenient for carrying on any of the business which the Company is authorised to carry on.
10. To purchase, take on lease or in exchange or under amalgamation, licence or concession or otherwise, absolutely or conditionally, solely or jointly with others and make, construct, maintain, work, hire, hold, improve, alter, pull down, remove or replace, enlarge, manage, control, let, sell, dispose of or exchange roads, canals, water-sources, ferries, piers, aerodromes, lands, buildings, warehouses, works, offices, factories, shops, mills, workshops, railways, sidings, tramways, engines, machinery and apparatus, water rights, way leaves, trade marks, patents and designs, privileges or rights of any description or kind which may seem calculated directly or indirectly to advance the interests of the Company.
11. To bring, buy, sell, prepare, repair, convert, hire, alter, treat, manipulate, let on hire, import, export, dispose of and deal in machinery, implements, rolling stock, plant, hardware metals, natural and synthetic rubber, carbon, black, rayon, nylon chemicals, sealants, plastics, cement, stone materials, tools.

- 12.** 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 of effects held or used in connection therewith and upon any such purchase to undertake the liabilities of any such Company, association, partnership or person.
- 13.** To act as agents or brokers, stockists, distributors and agents, sales agents, manufacturers, representatives and as trustees for any person or company and to undertake and perform sub-contracts.
- 14.** To amalgamate, enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, joint ventures or reciprocal concessions 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 to directly or indirectly benefit the Company
- 15.** To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets, d'invention, licences, concessions and the like conferring 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 licence in respect of or otherwise tum to account the property, rights or information so acquired, and to expand money to experimenting upon, testing or improving any such patents, invention, information or rights.
- 16.** 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 under- write, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
- 17.** To subsidise, assist and guarantee the payment of money or the performance of any contract, engagement or obligation by any persons or companies, and in particular, customers of the company or any persons or companies with whom the Company may have or intend to have business relations.
- 18.** To enter into a contract or contracts of loan or guarantee with any company, firm or persons for payment or performance of any debts, contracts or obligations of and the payment of the capital and the dividends and interests on any stock, shares or securities of any company, firm or person in any case in which such loan or guarantee may be considered by the Directors likely directly or indirectly to further the objects of the Company or the interests of members.
- 19.** To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

- 20.** 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 purpose of its business or which may enhance the value of any other property of the Company and in particular any land, buildings, easements, machinery, plant, vehicles and stock-in-trade.
- 21.** To train or pay for the training in India or abroad or any of the Company's employees, Officers, Directors, Technicians or any candidate in the interest of or for furtherance of the Company's objects.
- 22.** To invest and deal with the moneys of the Company not immediately required in any manner and in particular to accumulate funds or to acquire or take by subscriptions, purchase or otherwise howsoever or to hold shares or stock in or the security of any company, association or undertaking in India or abroad.
- 23.** 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 dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of or by any such persons or companies and generally to give guarantees and indemnities.
- 24.** To receive money on deposit or loan at interest within the permissible limit and borrow or 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 to secure the repayment 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 Regulation Act, 1949.
- 25.** To insure any or all properties, godowns, stock (in godowns or in transit), machinery, Directors, and employees with any insurance company or companies against all kinds of risks to the Company or to its Directors and employees.
- 26.** To remunerate (by cash or otherwise or by other assets) any person, firm, association or company for services rendered or to be rendered or for rendering technical aid and advice, granting licences or permissions for the use of patents, trade secrets, trade marks, processes and in acting as trustees for debenture holders or debenture stock holders of the Company or for Subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares, debentures or debenture stock, or other securities of the Company or of any company promoted by this Company or for services rendered in or about the formation or promotion of the Company or any Company promoted by this Company or in introducing any party or business to the Company or in or about the conduct of the business of this Company or for guaranteeing payment of such debenture stock or other securities and any interest thereon.

- 27.** To pay for any business, property or rights acquired or agreed to be acquired by the Company and generally to specify any obligation of the Company by the issue or transfer of shares of this Company or other company credited as fully or partly paid up or of debentures or other securities of this or any other Company.
- 28.** To pay, satisfy, or compromise, claims made against the Company which it may be necessary or seem expedient to pay, satisfy or compromise, and also to do so notwithstanding that the same may not be valid in law.
- 29.** To open any kind of account in any Bank.
- 30.** To draw, make, accept, endorse, discount, execute and issue and negotiate cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 31.** To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash payment or by the allotment of shares or debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- 32.** To pay out of funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including advertisement, printing and stationery charges, brokerage and commissions for obtaining application for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- 33.** To sell, lease, mortgage, exchange 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, stocks, debentures or other securities of any other Company whether or not having objects altogether or in part similar to those of the Company.
- 34.** To distribute among the members in specie any property of the company or any proceeds of the sale or disposal of any property of the Company, in the event of its being wound up but so that no distribution amounting to a reduction of capital be made except in accordance with the provisions of the Companies Act, 1956.
- 35.** To improve, manage, develop, grant right or privileges in respect of or otherwise deal with, all or any part of the property and rights of the Company.
- 36.** To establish, join, support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons of the public and to make payments towards insurance to subscribe, contribute or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general, or useful objects, the support of which will in the opinion of the Company lead to the increase of its reputation or goodwill among its employees, customers' agents or the public.

- 37.** Subject to the provisions of the Companies Act, 1956, to provide for the welfare of the Directors, Trustees and Employees or Ex-Directors, Ex-Trustees or Ex-Employees of the Company and the wives, widows and families of the dependants or connections of such persons, by building or contributing to the building of houses dwellings, by grants of money, pensions, gratuities, allowances, Bonuses or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation or hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions, bodies and objects which shall have moral or other claim to the support or aid by the Company either by reason of locality of operation or public and general utility.
- 38.** To procure the Company to be registered or reorganised in any part of the world outside India.
- 39.** To open and keep a register or registers in any country or countries where it may be deemed advisable to do so, and to allocate any number of shares in the Company to such register or registers.
- 40.** To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or 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 subject to the provisions of the Companies (Transfer of Profits to Reserves) Rules, 1975.
- 41.** Subject to Section 78 of the Companies Act, 1956, to place to reserve or to 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 moneys received in respect or dividends accrued on forfeited shares.
- 42.** To establish, provide 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 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, experiements, tests and inventions of any kind that may be considered likely to assist any business which the company is authorised to carry on.

43. Subject to the provisions of the Companies Act, 1956, or any other enactment in force, to indemnify and keep indemnified members, officers, directors, agents and employees 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 interests 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.
44. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimise financial disturbances which might affect the Company.
45. To apply for, promote and obtain any 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 on 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 purposes which may seem expedient and to oppose any proceedings on applications which may seem calculated directly or indirectly to prejudice the interests of the Company.
46. To agree to refer to arbitration and to refer to arbitration any disputes present or future between the Company and any other Company, firm or individual and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
47. To carry on the business as Technical Consultants, Advisors and Purveyors of technical know-how formulae, processes and applied technology and to organise and pursue research and development in areas chosen from time to time.
48. To take part in the management, supervision or control of the business of operations of any company or undertaking, and for that purpose to appoint and remunerate any Directors, accountants or other experts or agents.
49. To undertake and execute any trusts the undertaking whereof may seem desirable, and also to undertake the office of executors, administrator, receiver, and to keep for any company, Government Authority, or body, any register relating to any stocks, funds or shares or securities, or to undertake any duties in relation to the registration of transfers, the issue of certificate or otherwise,
50. To appoint Trustees to hold securities on behalf of and to protect the interests of the Company.
51. To do all or any of the above things in any part of the world either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, either alone or in conjunction with others.

IV. The liability of the Members is limited.

V. The authorised share capital of the company is Rs.15,00,00,000 (Rupees fifteen crores only) divided into 3,00,00,000 (three crore only) equity shares of Rs.5 (Rupees five) each. The company has the power from time to time to increase or reduce its capital and to issue any shares in the

original or new capital as equity shares or preference shares or redeem- able preference shares and to attach to any classes of such shares any preference, rights, privileges or priorities in payment of dividends or distribution of assets or otherwise over any other shares or to subject the same to any restrictions, limitations, or conditions and to vary the regulations of the company as far as necessary to give effect to the same and upon the sub- division of any shares to apportion the right to participate in profits in any manner in accordance with the provisions of the Companies Act 2013.

Names, Addresses,
Occupation and Description
of the Subscribers

No. of Equity
Shares taken
by each Subscribers

Names, Address, Occupation
and Description of Witness

(Sd) K V RAGHAVAN
K V Raghavan
Consulting Engineer
S/o. Sri. T.R. Krishnamachari
No.7, Crescent Park Street
T Nagar
Chennai 600 017.

10 (Ten)

(Sd) H LAKSHMANAN
H Lakshmanan
Company Executive
S/o Sri S Harihara Iyer
4, Bhaskarapuram
Chennai 600 004

10
(Ten)

(Sd) T.R. SOWMIAMURTHY
T R Sowmiamurthy
Company Executive
S/o Sri T S Srinivasa Iyengar
2, N S Colony Street
Chennai 600 053

(Sd) K NARASIMHAN
K Narasimhan
Company Executive
S/o Sri S Krishnaswami
2, Narayani Ammal Street
Mahalingapuram
Chennai 600 034.

10
(Ten)

TOTAL

30
(Thirty)

Dated at Chennai this 7th Day of June 1984.