

Draft

**THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION*
OF
HIM TEKNOFORGE LIMITED
(INCORPORATED UNDER THE COMPANIES ACT, 1956)**

*Memorandum of Association was adopted pursuant to members' resolution passed at the Extra-Ordinary General Meeting of the Company held on August 28, 2024

I. The Name of Company is HIM TEKNOFORGE LIMITED (Formerly known as Gujarat Automotive Gears Limited) [Name changed pursuant to the merger of Him Teknoforge Limited with Gujarat Automotive Gears Limited effective from 13/03/2018 as per the Certificate of Incorporation issued by the Registrar of Companies Himachal Pradesh dated 13/03/2018].

II. The Registered Office of the Company will be situated in the State of Himachal Pradesh.
[Amended as per Special resolution passed through postal ballot as on 17.02.2014]

III. The objects for which the Company is established are:

(A) THE MAIN OBJECTS TO BE PURSUED ON INCORPORATION OF THE COMPANY:

1. To carry on the business of designing, manipulating, fabricating, die-sinking, processing, producing and manufacturing of and dealing in all types, kinds and varieties of automotive and industrial gears and also to carry on the business of importing, exporting, buying, selling, indenting and otherwise dealing in such gears.
2. To carry on the business of manufacturing, designing, fabricating, grinding, buying, selling, importing, exporting, exchanging, altering, remodeling, improving, calibrating and manipulating all kinds, types and varieties of electrical, electronical, atomic, and/or mechanical, industrial and automotive plants, machineries, machine tools and engines, and all types, kinds and varieties of apparatuses, appliances, tools, jigs, fixtures, accessories, components, articles and things necessary or convenient for running such plants, machineries, machine tools and engines.
3. To carry on in India or elsewhere all or any of the businesses of mechanical and electrical engineers and contractors, and to carry on all or any of the businesses of tool makers, brass founders, iron founders, metal workers, mill wrights, machinists, iron and steel workers, smiths, metallurgists; and to buy, sell, manufacture, excavate, refine, re pair, convert, alter, let on hire, and deal in metals, machi very, implements, rolling-stock and hardware of all kinds.

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

4. To enter into contracts, agreements and arrangements with any other company, firm, individual or body of individuals for the carrying out by such other company, firm, individual or body of individuals on behalf of the Company the objects for which the Company is formed.
5. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market, and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials, and things necessary or convenient for carrying on any of the above specified businesses or processes, or usually dealt in by persons engaged in the like businesses or processes.
6. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the Company.
7. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concern and undertakings and generally of any assets, property or rights.
8. To carry on any business or branch of a business which this Company is authorized to carry on by means or through the agency of any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profit and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch of business so carried on including power at any time and either temporarily or permanently to close any such business or branch of business.
9. To appoint Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested,
10. To take part in the management, supervision and control of the business or operation of any company or undertaking, and for such purposes to appoint and remunerate any Directors, Trustees, Accountants or other experts or agents.
11. To purchase, take on lease or in exchange, hire, purchase on hire purchase basis or otherwise acquire any immovable property and any rights and privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plants and stock-in-trade, and either to retain any property to be acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.

12. To take, subscribe, hold shares, debentures, securities in any company, association or concern engaged or proposing to engage in any industry.
13. To construct, improve, maintain, develop, work, manage, carry out or control any buildings, shops, godowns, stores, factories, works or buildings for housing work-people and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests and contribute to, subsidies or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out or control thereof.
14. To let on lease or on hire purchase or to lend or otherwise dispose of any property belonging to the Company, and to finance the purchase of any article or articles, whether made by the Company or not, by way of loans or by the purchase of any such article or articles and the letting thereof on the hire-purchase system or otherwise howsoever.
15. To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as the Company may think fit, and in particular shares, debentures or securities of any other company.
16. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorized to carry on or is possessed of property suitable for the purpose of this Company, 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.
17. To amalgamate, enter into any partnership or partially amalgamate with or acquire interest in the business of any other company, person or firm carrying on or engaged in, or about to carry on or engage in any business or transactions included in the objects of the Company, or enter into any arrangement for sharing profits or for cooperation or for limiting competition or for mutual assistance with any such person, firm or company, or to acquire and carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above or calculated 'directly or indirectly to enhance the value of or render more profitable any of the Company's property or to benefit the Company directly or indirectly and to give or accept, by way of consideration for any of the acts and things aforesaid any shares, debentures, debenture-stock or securities that may be agreed upon and to hold and retain or sell or mortgage and deal with any shares, debentures, debenture-stock or securities so received.

18. To establish or to 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 such other company or for any other purpose which may seem directly or indirectly calculated to bene-fit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of such other company.
19. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry the same into effect, exercise, and comply therewith.
20. To apply for, promote and obtain or join in applying, pro-rotting and obtaining any Act of Parliament or Legislature, charter, privilege, concession, license, authorization of or from government. State, Municipality or any other authority whatever and to apply for and obtain any order and license or permission of any authority whatever for enabling the Company to carry any of the Company's objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interest.
21. To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patents, rights, brevets, invention, trademarks, designs, license, concession and the like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other in-formation as to any invention which may seem capable of being used for any of the purposes and objects 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 license in respect of, or other-wise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
22. To establish, provide, maintain and conduct, or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and experiments and to undertake, conduct and carry on with all scientific and technical researches, experiments, and technical researches, experiments, and tests of all kinds and to promote studies and research both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, work-shops, libraries, lectures, meetings and conferences, and by providing for the remuneration of scientific or technical professors or teachers, and by providing for the award of scholarship, prizes and grants to students, research workers, inventors, scholars or otherwise and generally to encourage, pro-mote and reward studies, researches,

investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorized to carry on,

23. To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient, and in particular to remunerate any person, firm, association, company or corporation introducing business to this Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific or benevolent objects or for any public, national or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, schemes, arrangements and conveniences for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in Office or employment for business, or of persons having dealings, relation or connection 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 payment 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.
24. To refer or agree to refer any claim, demand, dispute or any other question by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
25. 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 applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
26. To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
27. To pay for any rights or property acquired by the Company and to remunerate any person, firm or company for services rendered or to be rendered in placing 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 conduct of its business whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

28. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards, awards and donations.
29. To receive money on deposits or loans or borrow or raise money in such manner and on such terms and conditions 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 of any other persons or company of any obligation under-taken by the Company or any person or company, as the case may be. The Company shall not carry on, conduct or be engaged in any banking business as defined under the Banking Companies Act, 1949 or the Banking Companies Ordinance, 1969.
30. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously otherwise.
31. 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.
32. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company for the time being.
33. Subject to the provisions of Section 205 of the Companies Act, 1956, to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by Law.
34. 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 ensure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
35. To carry out in any part of the world all or any part of the Company's objects as principals, agents, factors, trustees, contractors or otherwise, either alone or in conjunction with any other person, firm, association, corporate body, municipality, provincial or State body, or Government.
36. 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 any or all States, territories, and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies of the Company therein as may be convenient.

37. To procure the incorporation, registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business.
38. To do all acts and everything necessary, suitable or proper or the accomplishment of any of the purpose 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 and individuals, and to -do every other acts, thing or things incidental, appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.
39. To work mines or quarries and to prospect for, search for, win, get, crush, smelt, calcine, concentrate, refine, dress, amalgamate, manipulate, prepare for market or other-wise exploit, import, export or deal in metals, and metallic and non-metallic minerals of all kinds, precious and other stones, and to carry out all kinds of mining and metallurgical operations and to carry on the business of manufacturing metals and metallic alloys including special alloys of all kinds and to manufacture galvanized and plated and clad iron and steels as well as other metals of all kinds.
40. To carry on the business of producers as well as refiners of all kinds of metals including all precious metals and as manufacturers, importers, exporters of and dealers in sheets, circles, rods, electrodes and wires of all metals and also as manufacturers of solders of all kinds including silver solders.
41. (A) To carry on the trades or business of iron masters, steel makers, steel converters, colliery proprietors, coke manufacturers, miners, smelters, engineers, tinplate makers and iron founders, in all their respective branches.
(B) To search for, get, work, raise, make merchantable, sell and deal in iron, coal, ironstone, brick-earth, bricks, and other metals, minerals and substances, and to manufacture and sell fuel.
42. To carry on all or any of the businesses of engineers, metal founders, metal welders, smiths, machinists, metal rollers, tool makers, wire drawers, sheet manufacturers, tube, pipe and tank manufacturers, moulders, metallurgists, metal workers, fitters, millwrights, galvanisers, electroplaters and enamellers.
43. To purchase, take on lease or exchange, hire or otherwise acquire real and personal property of all kinds and in particular land, oil wells, refineries, mines, mining rights, minerals, ores, buildings, machinery, plant, stores, licenses, concessions, easements and other rights and privileges which it may seem necessary or convenient to obtain for the purposes of or in connection with any of the businesses of the Company and whether for the purposes of resale or realisation or otherwise.
44. To design, manufacture, assemble, repair, contract for, buy, sell, let out on hire and generally deal in automobiles of all types and all other motors and engines, agricultural tractors and

implements and other machinery, boats, magnetos, plant, planes, propellers, air, steam, gas, water and other gauges, indicators, governors, injectors, high and low pressure and other valves, wheels, carburetors, sparking plugs, clutches, cocks, unions, chucks, stocks, dies, springs, ramps, pistons, chains, stay-rods, wires, fans, forges, bolts, nuts, screws, washers, studs, drill pins, rivets, hinges, nails, spikes, variable" and other gears, buffers, stops, metal, timber, canes, asbestos, canvas, and other fabrics, liners radiators, pulleys, belts and belt fasteners, canopies, hoods, wind and other screens and shields, pumps, lamps, bulbs, glass, mirrors, bumpers, number plates, horns, batteries, radiators, mascots, luggage carriers, sub-parts, picnic cases, tools, silencers, petrol tanks, chassis, mats and rugs, rims, spokes, crank cases, and gear boxes, commodities, wares, accessories, appliances and tools of every description whether for use in connection with auto-mobiles, aeronautics, shipping, munitions of war, engineering or otherwise howsoever and all kinds of straight, bent, woven, fortified, screwed and other wire work, and all other allied goods, materials, parts, utensils, compounds and accessories or requirements.

45. To establish, maintain and operate shipping, air transport, and road transport services (public and private) and all ancillary services and, for these purposes or as independent undertakings, to purchase, take in exchange, charter, hire construct or otherwise acquire, and to own, work, manage, and trade with steam, sailing, motor and other ships, trawlers, drifters, tugs, and vessels, aircraft and motor and other vehicles with all necessary and convenient equipment's, engines, tackle, gear, furniture and stores, or any shares or interests in ships, vessels, aircraft, motor and other vehicles, including shares, stocks, or securities of companies possessed of or interested in any ships, aircrafts or vehicles, and to maintain, repair, fit out, refit, fabricate, improve, insure, alter, sell, exchange, or let out on hire or hire purchase or charter or otherwise deal with and dispose of any of the ships, Vessels, aircraft, and vehicles, shares, stock and securities, or any of the engines, tackle, gear furniture, equipment, and stores of the Company.
46. To carry on business as house, land and estate agents, and to arrange or undertake the sale, purchase of, advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers of vendors of, and to manage land, buildings, and other property whether belonging to the Company or not, and to let any portion of any premises for residential, trade, manufacture or business purposes, or other private or public purposes, and to collect rents and income and to supply to tenants and occupants and occupiers and others refreshments clubs, public halls, messengers, lights, waiting rooms, reading rooms, meeting rooms, laundry conveniences, electrical conveniences, garages, and other advantages, to act as financiers, commercial agents and brokers, to act as technical advisers and consultants, trustees, attorneys, stockists, representatives and distributors for any other company, firm, association, corporation, individual or person.
47. To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or

calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights. AND it is hereby declared that: —

- (1) the word "Company" save when used in reference to this company in this clause, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated whether domiciled in India or elsewhere:
- (2) the term "INDIA" when used in this clause, unless repugnant to the context, shall include all territories from time to time comprised in the Union of India.

48. ¹To carry on the business of generation, transmission, distribution, purchase, sale and supply of electricity, including establishing, operating and maintaining conventional and non-conventional power plants or generating stations (including solar, wind and hybrid systems) through thermal, hydro, solar, wind or any other suitable source or method, Whether for captive generation and captive consumption or otherwise, and to undertake all activities connected therewith or incidental thereto, in accordance with applicable laws and regulations.

IV. The Liability of the 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, 31,00,00,000/- (Rupees Thirty One Crores Only) divided into 15,21,25,000 (Fifteen Crore Twenty One Lakhs and Twenty Five thousand) Equity Shares of Rs. 2/- (Rupees Two) each, 7,500 (Seven Thousand Five Hundred) 9.5% Cumulative Redeemable Preference shares of Rs. 100/-(Rupees Hundred) each and 5,00,000 (Five Lakhs) Unclassified Shares of Rs. 10/-(Rupees Ten) each and with a power of increase or reduce the capital of the Company in accordance with the provisions of Companies Act, 2013."

[Amended as per Merger of Him Teknoforge Limited with Gujarat Automotive Gears Limited effective from 06/02/2018]

1. *Sub-clause 48 added vide Special Resolution passed in Postal ballot held on ___^t march, 2026*

We the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of these Memorandum of Association and we respectively, agree to take the number of shares in the Capital of the Company set opposite our respective names.

Sr. No	Name, Addresses, Descriptions, Occupation and Signatures of Subscribers	Number of Equity Shares taken by each Subscriber	Name, Address Description, Signature and Occupation of the Common Witness
1.	ANUPCHAND KOTHARI S/o. Jesukhlal S. V. Road, Thana Industrialist	100 (One Hundred)	JAGDISH M. MEHTA Solicitor 4, Gnandip Society, Dhumketu Marg, Anandnanagr P.O. Ahmedabad-7.
2.	NIRANJAN PATEL S/o. Kishorbhai Shaktinivas, Behind New India Mills, Baroda-5 Management Consultant	1 (One)	
3.	ADIE PATEL S/o. Erachshaw 18, Pratapganj Baroda-2 Chartered Accountant	1 (One)	
4.	BANSILAL PARIKH 5/0. Ratilal 46, Chandroday Society, Stadium Road, Ahmedabad Businessman	1 (One)	
5.	JAYANT BAKSHT S/o. Sarojkumar 15, Sabarkunj Society, Ahmedabad-9. Businessman.	1 (One)	
6.	BHUPENDRA BAXI S/o. Chimanial 17, Sabarkunj Society, Ahmedabad-9 Businessman	1 (One)	
7.	RAMDAS GANDHI S/o. Manekial 11, Pritam Nagar, Ahmedabad-6. Solicitor.	1 (One)	

		106 (One Hundred & Six)	

Dated this 23rd March, 1971