

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
PRECISION CAMSHAFTS LIMITED

- I. The name of the Company is 'PRECISION CAMSHAFTS LIMITED'.
- II. The Registered office of the Company will be situated in the State of Maharashtra, under the jurisdiction of Registrar of Companies, Pune.
- III. The objects for which Company is established are:

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

- 1. To carry on Import, Export, manufacturing of fully machined camshafts, crank shafts, connecting rods, industrial chains, automotive chains, transmission roller chains, heavy duty chains for shovel and excavators, elevator chains, conveyor chains, bicycle chains, chain adjusters, chain for building construction equipment, and chains for all kinds of carriages and all other vehicles.
- 2. *To manufacture, design, assemble, fabricate, buy, sell, import, export, distribute, market electric vehicles, including but not limited to electric cars, electric scooters, electric LCVs and electric buses and to retrofit and convert existing internal combustion engine (ICE) vehicles into electric vehicles, including but not limited to cars, trucks and commercial vehicles and to design, develop, manufacture electric vehicle conversion kits and components for retrofitting purposes in India or abroad.
- 3. *To provide services for the pre or post installation of electric powertrains, batteries and related components to enable the conversion of conventional vehicles to electric propulsion and to offer consultation and expertise in the field of EV retrofitting, including providing technical guidance, assessments and feasibility studies to clients in India or abroad.
- 4. *To manufacture, buy, sell, import, export, distribute, and deal in automobile parts of all kinds and descriptions, automotive and other gears, transmission, axles, universal joints, springs, levers, head lamps, sealed beams, batteries, induction hardened pins, alloy springs, accessories and fittings required for above mentioned vehicles and to establish and set up service centers and charging stations for electric vehicles in India or abroad.

***(Inserted vide Special resolution passed by the members of the Company through postal ballot on 19th November 2023**

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

5. To enter into negotiation, collaboration, technical or otherwise with any persons, firms, Company, body corporate, institutions or Government for obtaining by grant, license or on other terms formulate and to obtain technical information, know-how and expert advice for the production, manufacture, sale and exports of all types of items and other products and goods which the Company is authorized to deal in.
6. To acquire from time to time and deal or trade in all such stock-in-trade, chattels, any patents, trademark brevets, invention, licenses, concession and effect as may be necessary or convenient for any business for the time being, carried on by the Company.
7. To borrow money from banks, institutions and other agencies for the objects of the Company on such terms as may be decided by the Board of Directors from time to time.
8. To draw, make, accept, endorse, discount, execute, and issue promissory notes, hundies, bills of exchange, bills of landing, warrants, debentures and other negotiable instruments in course of the Company's business.
9. To apply for, purchase or otherwise acquire any patents, brevets "d" invention, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or the information as at any invention for the purpose of the Company, and to use, exercise, develop or grant or licenses in respect of or otherwise turn to account the property rights or information so acquired.
10. To appoint selling agents and buying agents to promote the business of the Company.
11. To open sales depot throughout India.
12. To pay for any property acquired by the Company and remunerate any persons, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares of securities of the Company is paid in full or in part or otherwise.
13. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property, belonging to the Company.
14. To sell, exchange, mortgage, let on lease, royalty of tribute, grant, licenses, casements, options and other rights over and in any other manner deal with or dispose of the undertaking. property, assets, right and effects of the Company or any part thereof for such as may be thought fit and in particular for stock shares,

whether fully or partly paid-up securities of any other Company having objects in whole or in part similar to those of the Company or as may be approved by the shareholders.

15. To acquire and undertake all or any part of the business, property and liabilities of any person or Company carrying on or proposing to carry on any business which this Company is authorized to carry on or possessed or property suitable for the purpose of the Company or which can be carried on in conjunction therewith.
16. @Subject to the relevant provisions of the Companies Act, 2013, to amalgamate, or to enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint-venture, of reciprocal concession or for limiting companies carrying on or engage in or about to carry on or engage in, any business transaction which this Company is authorized to carry on or engage in or which can be carried on in conjunction therewith.
17. To engage in any business or transaction within the limits of the Company's objects, in connection with any other person, corporation, Company or firm, and to hold shares, stocks or bonds in any such Company or corporation, the business which this Company is authorized to carry on.
18. To procure the registration or recognition of the Company in or under the laws of any place outside India.
19. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interest acquire by or belonging to the Company in any person or Company or companies on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company for the purpose of the business of the Company.
20. @Subject to relevant provisions of the Companies Act, 2013 to accept gifts and to give gifts and donations, to create trusts for the welfare of the employees, members, directors and/or their dependents, heirs and children and for any deserving object and for other persons also and to act as trustees.
21. To subscribe or guarantee money for national, charitable, religious, educational, benevolent or other institutions, societies, clubs, funds, association, public, general or useful objects or for any exhibition but not intended to serve any political cause or purpose.

@the words 'Companies Act, 1956' substituted with the words 'Companies Act, 2013', and reference of Section of the Companies Act, 1956 replaced with the reference to the corresponding Section of the Companies Act, 2013, vide Special resolution passed by the members of the Company through postal ballot dated 19th November 2023.

22. To Communicate with Chambers of Commerce and other mercantile and public bodies throughout the world and concert and promote measures for the protection of trade, industry and persons engaged therein.
23. To subscribe for, become a member of subsidiaries and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company, and to procure from and communicate to any such association, such information as may be likely to further the objects of the Company.
24. To pay legally any premiums of salaries and to pay for any property, right or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation or the business of the Company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing of, any of the shares of the Company or any debentures, or other securities of the Company or otherwise either wholly or partly in cash or in shares, bonds, debentures, or other securities of the Company and to issue any such shares either as fully paid up or with amount credited as paid up therein as may be agreed upon and to charge any such bond, debentures or other securities upon all or any part of the property of the Company.
25. To appoint Secretaries, Managers, Agents. Selling Representatives, Commission Agents and to engage Lawyers and Solicitors and to grant them any of them necessary power of attorney.
26. To pay out of the funds of the Company, all costs, charges and expenses preliminary and incidental to the promotion, formation establishment and registration of the Company.
27. #To adopt such means of making know the services, business interest of the Company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase, construction and exhibition of work or art or general interest, by publication of books and periodicals, and by granting prizes, rewards and donation subjects to provisions of relevant Sections of Companies Act 2013.

#The words 'Companies Act, 1956' substituted with the words 'Companies Act, 2013', and reference of Section of the Companies Act, 1956 replaced with the reference to the corresponding Section of the Companies Act, 2013, vide Special resolution passed by the members of the Company through postal ballot dated 19th November 2023.

28. In the event of winding up, to distribute all or any of the property of the Company amongst the members in specie or kinds or any proceeds or sale or disposal of any property of the Company, Subject to the provisions of the Companies Act 2013.
29. To undertake, carry out, promote and sponsor development including any programme for promoting the social and economic welfare or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner without prejudice to the generally of the promoting of rural development shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors considers it likely to promote assist rural development and that word rural area shall include such areas as may be regarded as rural areas under section 35CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas.
30. To achieve greater growth of the national economy through increased productivity, affective utilization of materials and manpower resources, export promotion and continued application of modern techniques so as to discharge its social and normal responsibilities to the share-holder, employee, customers, local community and the society, and to undertake, carry out, promote and sponsor or assist any activity, which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any Section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspaper or for organizing lectures or seminars likely to advance these objects or for giving merit awards, or giving scholarship, loans or any other assistance to deserving students or other scholars or person to enable them to prosecute their studies, academic pursuits or researches and for establishing, conducting, or assisting any institution, fund, trust having any one of aforesaid objects as one of its objects by giving donations or otherwise in any other manner and two Directors may at their discretion in order to implement any of the above mentioned objects or purpose transfer without consideration or at such values as the Directors may think fit and divert the ownership of any property of the Company to or in favour of any public or local body or authority or central or State Govt. or any public institutions of trust or funds or organisations or persons as the Directors may approve.

31. To act as principals, agents, contractors, trustees or otherwise by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world.

32. To facilitate use of renewable sources of energy in its business activities.

33. To carry on the research and development activities and to acquire the designing or technical know-how on technologies and applications related to the objects mentioned at Clause 3 (a) of the above.

******the Clause III (C) containing the "Other Objects not included in (A) and (B) above" sub clause no. 29 to 73 be and is hereby stands deleted in full vide Special resolution passed by the members of the Company through postal ballot dated 19th November 2023.**

IV. The liability of the members is limited.

V. ***

The Authorized Share Capital of the Company is Rs. 1,00,00,00,000 (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10 (Rupees Ten only) each with a power to increase and reduce the Capital for the time being of the Company into several classes and to attach thereto respectively preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such a manner as may, for the time being, be provided by the regulations of the Company.

*****Amended vide Ordinary Resolution passed in the Extra-ordinary General Meeting of the members of the Company held on 30th December 2014.**

We, the several persons, whose names and addresses are here under 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 our respective names:

Name, address, description and occupation of each subscriber	No. of Equity	Signature of Subscriber	Name, address, description and occupation of witness, his signature
SHRI YATIN SHAHS/O SUBHASH 51, SARVODAYA HOUSING SOCIETY, NEAR HOTGI NAKA, SOLAPUR BUSINESS	10 (TEN)	Sd/-	WITNESS TO BOTH Sd/-SHRI PRADIPAHKARs/o DATTATRAYA, 113, SAKHAR PETH, SOLAPUR CHARTERED ACCOUNTANT
SHRI SUBHASH SHAHS/O RAOJI 51, SARVODAYA HOUSING SOCIETY, NEAR HOTGI NAKA, SOLAPUR BUSINESS	10 (TEN)	Sd/-	
TOTAL :	20 (TWENTY)		

BOMBAY, DATED 26TH MAY, 1992