

KINETIC ENGINEERING LTD

MEMORANDUM OF ASSOCIATION

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013]

TABLE A OF SCHEDULE I OF THE COMPANIES ACT, 2013

MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1.	The name of the company is	KINETIC ENGINEERING LTD
2.	The registered office of the company will be situated in the State of	Maharashtra
3.	(a) The objects to be pursued by the company on its incorporation are -	<p>1. To manufacture, buy, sell, import, export, hire, exchange, assemble, repair, Distribute and deal in Mopeds, Auto-cycles, Motor Cycles, Scooters, Scooteretts, trucks, chassis, autorikshas, three-wheel transporters, buses, lorries and motor vehicles of every kind and description, component parts thereof, spare parts. Accessories, tools, implements, materials and products for the transport or conveyance of passengers, merchandise and goods of every description, whether propelled by using gas, petroleum, diesel oil, steam, oil, vapour, electricity or any other motive or mechanical power.</p> <p>2. To manufacture, buy, sell, import, export, hire, exchange, assemble, repair, alter, improve or otherwise deal in all types of electrical and electronic goods, instruments, appliances and apparatus of every kind and description including electric motor transformers, fans, generators, switch gears of all types and designs in existence to-day or to be invented hereafter, conduit pipes, fittings and fixtures, all parts, machinery equipment, components, accessories, raw materials and articles, goods and things required for or capable of being used for in connection with the generation, transformation, propagation, distribution, supply, measurement, accumulation and employment of electricity, heat, light, gas, atomic, solar and other powers for any purpose whatsoever.</p> <p>3. To carry on all or any of the business of engineers, machinists, tool maters, wire drawers, millwrights founders, tube makers, iron and steel converters smiths, metal workers, welders, saddlers, wood-workers, metallurgists molders, fitters, galvanizers, electroplaters, enamellers, japanners, anteaters, painters and packing case makers, welding apparatus and machines of all kinds</p>

		<p>and types, heavy and light electrical and/or electronic plant and machinery of all kinds, design in existence today or to be invented hereafter.</p> <p>*3(A) To carry on the business of leasing and hire purchase and/or hire purchase financing and to acquire, to provide on lease or to provide on hire purchase basis all types of industrial and office plant, equipment, machinery, vehicles, buildings and real estate, required for manufacturing, processing, transportation and trading business and other commercial and service businesses.</p> <p><i>(Company Law Board, Western Region Bench confirmed vide its order dated 28th November 1984, in Company Petition No- 142 (17) CLB/WR of 1984 insertion of this object sub clause)</i></p>
	<p>(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are -</p>	<p>4. To carry on any other business (industrial, trading, manufacturing, commercial, financial or otherwise) which may seem to the Company capable of being conveniently carried on in connection with any of the objects or otherwise calculated directly or indirectly to render any of the Company's properties or rights for the time being profitable and also to acquire, promote, aid foster, subsidies or acquire interest in any allied or similar industry or undertaking in any country or countries whatsoever.</p> <p>5. To carry on the business of manufacturers, distributors, importers, exporters and dealers in such other products things and commodities articles apparatus appliances, instruments, machinery and goods which may be conducive to the main objects of the Company or which through not connected with the main objects of the Company may be useful or beneficial for the Company or which are manufactured and /or dealt in by the other similar companies in the field whether in India or abroad.</p> <p>6. To buy, sell, manufacture, repair alter, improve, exchange, let on hire, import, export and deal in all materials articles, works, plant, machinery, tools, utensils, hardware materials, appliances, apparatus, instruments products, substances, things, capable of being used to any business which the Company is competent to carry on or required by the customers of or persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitability dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products or residuals and by –products incidental to or obtained or occasioned in any of the business carried on by the company.</p> <p>7. To purchase, acquire and take on lease or in exchange or in any other lawful manner any area, land buildings structure-sheds, godowns , and to turn the same , into</p>

		<p>account, develop, alter, improve or renovate the same as may be required for the purposes of the Company and dispose of or maintain the same.</p>
		<p>8. To take over, acquire and obtain the assets, business property and liabilities, goodwill or undertaking of any other company person or firm or to arrive at an arrangement with or to act in union with or to amalgamate with any other company and carry on the business or manufacture jointly or otherwise as may be conducive to and beneficial for such combination or concern or the Company in such state or union, combine or co-ownership or to enter into pooling or such other arrangement to obviate competition or loss or depreciation of assets of the Company or otherwise with any other company or companies or concerns or persons as may be considered expedient or necessary or advantageous to the Company.</p>
		<p>9. To purchase or otherwise acquire any patents processes devices inventions trade marks formulae, goodwill and rights and to deal with or dispose of the same in any manner whatsoever.</p>
		<p>10. To acquire from time to time and to manufacture and deal with all such stock in-trade, goods chattels and effects as may be necessary or convenient for any business for the time being carried on by the company.</p>
		<p>11. To establish, provide maintain and conduct or otherwise subsidies, research laboratories and experimental stations workshops for scientific and technical research experiments and tests of all kinds to promote studies and researches both scientific and technical, investigations and inventions by establishing arranging for providing subsidising and endowing or assisting laboratories, workshops, libraries, lectures, seminars, meetings, and conferences and by providing or contributing to the remuneration o scientific or technical experts, 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, research, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorized to carry on.</p>
		<p>12. To assist, promote, aid or subscribe to the establishment and maintenance of any institution, association, fund or charity for the benefit and use of employees and ex-employees of the Company and to grant gratuities, bonus, pensions, privileges, relief and other</p>

		<p>emoluments to them and their dependants and to provide for their welfare, convenience, entertainment, amelioration, education, development and assurance of the said employees and their dependants or those who may have any moral claim on such employees, or ex-employees and to encourage, donate or otherwise aid benevolent society, institution and association for the uplift of the employees ex-employees and their family members, dependents and their associates or relations.</p>
		<p>13. To enter into contracts with the Government whether Local, Provincial or central in the union of India or elsewhere in the world for the purchase and sale of goods, commodities, articles, machineries, shares, stocks, debentures etc.</p>
		<p>14. To carry on any trade, business, manufacture, venture or commercial operation in or in connection with the Union of India or in any other part of the world, or in connection with any merchandise, commodities, goods, wares, produce, products, articles and things and to purchase or otherwise acquire and exchange and sell and resell or otherwise dispose of or deal in either for future or ready delivery and either absolutely or conditionally or to manufacture or to do work upon any merchandise commodities, goods, wares, produce, products, articles and things dealt or traded in by the Company and to cover any such purchases or sales by options, cross contracts or otherwise and to acquire by concession grants, purchase barter, lease, license or otherwise either absolutely or conditionally and either along or jointly with others, any lands, buildings, machinery, plant, utensils, works, conveniences and other movable and immovable property of any description and any patents, trade marks, concessions, privileges and other rights, for the objects and business of the Company and to purchase, acquire, construct develop, maintain and alter any land and buildings, or works necessary or convenient for the purpose of the company and to pay for such lands, buildings, works, property or rights or any other property or rights purchased or acquired by or for the company by shares, debentures, debenture stock, bonds or other securities of the company or by cash or otherwise and to manage, develop, sell, let on lease or for hirer otherwise dispose of or turn to account the same, at such time or times and in such manner and for such consideration as may be deemed proper or expedient.</p>
		<p>15. To issue debentures, debenture stocks, bonds, obligations and securities of all kinds and to frame, constitute and secure the same as may same expedient,</p>

		<p>with full power to make them transferable by delivery or by instrument of transfer or otherwise and either perpetual or, terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertakings of the Company or upon any specific property and rights, present and future, of the Company (including if though fit, uncalled capital),or otherwise howsoever.</p>
		<p>16. To acquire by concession, grant, purchase, barter, lease, exchange, license or otherwise any tract, or tracts of country, in the union of India or elsewhere in the world together with such rights as may be agreed upon and granted by Government, sovereign rules, or owners thereof and to expend such sums of moneys as may be deemed expedient, requisite or advisable in explorations, survey and development thereof.</p>
		<p>17. To search for and to purchase or otherwise acquire from any government, state or authority, any license, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account and to work, develop, carry out exercise and turn into account the same.</p>
		<p>18. To apply for tender, purchase or otherwise acquire contracts, sub-contracts, licenses and concessions and for or in relation to the objects or business mentioned herein or any of them and to undertake execute dispose of or otherwise turn into account the same.</p>
		<p>19. To erect, construct, enlarge, alter or maintain buildings and structures of every kind necessary for the Company's business.</p>
		<p>20. To obtain or make arrangements for obtaining of or passing of any Act or ordinance of the legislative or parliament or any other law making body which may be necessary or expedient for the carrying out or extending any of the activities of the Company or for any other purpose which may seem expedient and to oppose which may seem expedient any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest and to enter into such obligations or take such proceedings as may be calculated to advance the said objects of the Company.</p>
		<p>21. To enter into a partnership or into any arrangement for sharing or pooling profits, amalgamation, union of interest, co-operation, joint venture, reciprocal concession or otherwise or to amalgamate with any person, firm</p>

		<p>corporation or government or company carrying on or engaged in or about to carry on or engage in any business undertaking or transaction which may deem capable of being carried on or conducted so as directly or indirectly to benefit the Company.</p>
		<p>22. To issue as fully or partly paid up any shares, securities, bonds, debentures, or other obligations of the Company in consideration of any property transferred or services rendered to the Company and adopt any consideration for any property sold or otherwise disposed of by the Company fully or partly paid up shares or securities, or bonds, debentures or other obligations of any other Company.</p>
		<p>23. To draw , make, accept, endorse, discount execute and issue and negotiate cheques, promissory notes, bills of exchange, bills of lading, letters of credit, coupons, dock warrants, delivery orders railway or motor lorry receipts debentures and other negotiable instruments, documents of title or securities and to open accounts with any individual firm or company or with any bank or banks or bankers or shroffs and to operate the same.</p>
		<p>24. To lend money to such persons or companies and on such terms and conditions as may be deemed expedient and in particular to customers, agents, distributors, staff and others having dealings with the Company and to guarantee the performance of contracts by any such persons or companies provided that the Company shall not carry on the business of banking defined in the Banking Regulation Act, 1949 of insurance as defined in the Insurance Act, 1938.</p>
		<p>25. To advance and lend money with or without interest and with or without any security as deemed proper.</p>
		<p>26. To invest and deal with the moneys and funds belonging to, entrusted with or borrowed by the Company not immediately required for the business of the Company, in any manner whatsoever.</p>
		<p>27. To borrow or raise money or to receive, to take money on deposit or loan, at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise including debentures or debenture stock convertible in to shares of this Company or perpetual amenities and in securities of any such moneys so borrowed raised or received to mortgage, pledge, hypothecate or otherwise charge the whole or any part of the property, assets or revenue of the Company present or future including its</p>

		<p>uncalled capital by such assignment or otherwise or to transfer or convey the same absolutely or in trust and give the lenders power of sale and other powers as may deem expedient and to purchase, redeem or pay off any such securities.</p>
		<p>28. To establish and maintain agencies, branches and local registers and to procure registration or recognitions of the Company and to carry on business in Union of India or any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies or partnerships or as may be thought desirable.</p>
		<p>29. To 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 purposes of the Company. Upon such terms with or without security as the Company may deem expedient.</p>
		<p>30. To pay or enter into bond or agreement or other arrangement for payment of all costs, expenses and liabilities or obligations incurred or sustained in or in respect of promotion, flotation, registration and establishment of the Company or in connection with inauguration of the Offices and branch offices or agencies of the Company and in performing the opening or other inaugural ceremony or pay or adjust the underwriting, commission, brokerage printing development or such other expenses as the directors of the Company may consider as preliminary expenses.</p>
		<p>31. To employ experts to investigate and examine into the conditions, prospects, value character and circumstance of any business, concerns projects and undertaking and generally of any assets property or rights.</p>
		<p>32. To exchange, sell, convey mortgage, assign or let on lease or leases the whole or any part of the property (whether movable or immovable) or the Company and to accept as consideration for or in lieu thereof , other land or cash or government securities or securities guaranteed by any government, state or authority or shares, debentures, stock bonds, or securities of and joint stock company or companies or partly the one or partly the other or such other property or securities as may be determined by the Company and to take back or acquire any property so disposed of by repurchasing or leasing the same for such price or prices and on such terms and conditions as the Company may think fit.</p>

		<p>33. To undertake the payment of all rent and performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company.</p>
		<p>34. To remunerate any person or firm or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital or any debentures, debenture stock of other securities of the Company or in or about the formation or promotion of the Company or the acquisition of property by this Company or the conduct of its business.</p>
		<p>35. To adopt such means of making known, the products manufactured or dealt in by the company as may seem expedient and in particular by advertising in the press, periodicals souvenirs, by circulars, posters, by publication of books and periodicals and by granting prizes, rewards and donations (including donations to any fund for charitable or public purpose.</p>
		<p>36. To promote any other company for the purposes of acquiring all or any of the property and liabilities of this company or for any other purposes which may seem directly or indirectly calculated to benefits this company.</p>
		<p>37. To purchase or by any other means acquire and protect, prolong and renew any patents, rights, brevets, inventions, licenses, protections, trade markets and concessions which may appear likely to be advantageous or useful to the company and to use and turn to account and to manufacture under or grant licenses or privileges in respect of th same and to spend money in experimenting upon and testing and improving or seeking to improve and patents, inventions or rights which the company may acquire or propose to acquire.</p>
		<p>38. To insure any of the properties, assets, undertaking, contracts guarantee or obligations of the company of every nature and kind in any means whatsoever.</p>
		<p>39. To provide for the welfare of the directors, ex-directors, employees or ex-employees of the company or its predecessors in business and wives, widows and families or the dependants of such persons by building or contributing to the building of houses, dwelling or quarters or by grants of money, awards, pensions, gratuities allowances bonuses, profit sharing or other scheme or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals,</p>

		dispensaries, sanitoriums, medical and other assistances as the company may deem fit.
		40. To create by depreciation fund, reserve fund, sinking fund, insurance fund or any other fund or reserve whether for depreciation or for repairing improving extending or maintaining any of the properties of the company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the company.
		41. To distribute as dividend or bonus amongst the members or to place to reserve or otherwise to apply as the company may from time to time determine and money received in payment or dividends accrued on forfeited shares and moneys arising from the sale by the company of forfeited shares or unclaimed dividends or any moneys received by way of premium on shares or debentures issued at a premium by the company.
		42. To aid pecuniarily or otherwise any association or movement having for an object the solution, settlement or surmounting of industrial or labor problems or troubles or the promotion of Industry and trade.
		43. To subscribe or contribute or otherwise to assist or guarantee money to charitable, benevolent, religious, scientific national, public, political or any other useful institutions, subjects or purposes or for any exhibition or towards the funds of any political parties subject to the provisions of the Companies Act, 1956/2013.
		44. To dedicate, present or otherwise dispose of either voluntarily or for value any property of the company deemed to be of national, public or local interests to any national trust, public body museum corporation or authority or any trustees or on behalf of any of the same or of the public.
		45. To enter into any arrangements with the Government of India or with any states or with any authorities municipal, local or otherwise or with any persons that may seem conducive to the company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire from any such Government, State Authorities or persons any rights powers privileges licenses, decrees sanctions grants and concessions whatsoever (whether statutory or otherwise), which the company may think desirable to obtain and acquire and to carry out exercise and comply with any such arrangements rights, powers,

	<p>privileges, licenses, decrees, sanctions, grant and concessions.</p> <p>46. Subject to the provisions of the Act, to distribute in specie or otherwise as may be resolved any property or assets of the company or any proceeds or sale or disposal of any property or assets of the company including the shares, debentures or other securities of any other company formed to take over the whole or any part of assets or liabilities 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.</p> <p>47. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.</p> <p>48. To pay for properties, rights or privileges acquired by the company either in shares of the company or partly in shares and partly in cash or otherwise.</p> <p>49. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees agents or otherwise and either along or in conjunction with others,</p> <p>50. To do all such other things that are incidental or conducive to the attainment of the above objects.</p>														
4.	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.	<p>*The share capital of the company is Rs. 1,95,90,82,530/- rupees, divided into</p> <table border="1"> <tr> <td>5,30,13,932</td> <td>Equity Share of Rs.10/- each</td> </tr> <tr> <td>3,20,500</td> <td>Redeemable cumulative preference shares of Rs.156/- each</td> </tr> <tr> <td>8,30,154</td> <td>Optionally convertible Cumulative Preference shares of Rs.65/- each</td> </tr> <tr> <td>11,76,650</td> <td>8.5% New optionally Convertible Cumulative Preference Shares of Rs.65/- each</td> </tr> <tr> <td>80,000</td> <td>8.00% Optionally Convertible Cumulative Preference Shares of Rs. 120/- each</td> </tr> <tr> <td>1,22,29,9095</td> <td>Preference Shares Rs. 10/- each</td> </tr> <tr> <td>1,02,000</td> <td>Optionally Convertible Cumulative Preference Shares of Rs.156/- each</td> </tr> </table> <p><i>*The members in their Extra Ordinary General Meeting held on 12/08/2023 reclassified the Authorised Share Capital.</i></p>	5,30,13,932	Equity Share of Rs.10/- each	3,20,500	Redeemable cumulative preference shares of Rs.156/- each	8,30,154	Optionally convertible Cumulative Preference shares of Rs.65/- each	11,76,650	8.5% New optionally Convertible Cumulative Preference Shares of Rs.65/- each	80,000	8.00% Optionally Convertible Cumulative Preference Shares of Rs. 120/- each	1,22,29,9095	Preference Shares Rs. 10/- each	1,02,000	Optionally Convertible Cumulative Preference Shares of Rs.156/- each
5,30,13,932	Equity Share of Rs.10/- each														
3,20,500	Redeemable cumulative preference shares of Rs.156/- each														
8,30,154	Optionally convertible Cumulative Preference shares of Rs.65/- each														
11,76,650	8.5% New optionally Convertible Cumulative Preference Shares of Rs.65/- each														
80,000	8.00% Optionally Convertible Cumulative Preference Shares of Rs. 120/- each														
1,22,29,9095	Preference Shares Rs. 10/- each														
1,02,000	Optionally Convertible Cumulative Preference Shares of Rs.156/- each														
6.	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:														

Subscriber Details					
Sr. No.	Name, Address, Description & Occupation	No. of Shares taken		Signature	Dated
1.	Navalmal Kundanmal Firodia Son of Kundanmal Firodia Add: 1115, Ganesh Khind Road, Poona-16 Description: Individual Occupation: Industrialist	50	Equity	Sd/-	15/09/1970
			Preference		
2.	Hastimal Kundanmal Firodia Son of Kundanmal Firodia Add: 1107 Hare Krishna Mandir Path, Poona-16 Description: Individual Occupation: Engineer	50	Equity	Sd/-	15/09/1970
			Preference		
Total Shares taken		100	Equity		
			Preference		

Signed before me			
Name	Address, Description and Occupation	Signature	Dated
Bhagchand Dhondiram Khabiya Son of Dhondiram Khabiya	Add: 242, Rasta Peth- Poona- 11 Description: Individual Occupation: Service	Sd/-	15/09/1970