

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

LAPL AUTOMOTIVE LIMITED

- I. The name of the Company is **LAPL AUTOMOTIVE LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of Registrar of Companies, Mumbai.
- III. The Objects for which the Company is established are:

A. THE MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on in India or abroad the business of manufactures dealers, importers and exporters, hires, repairers, cleaners, stores, and warehouses of automobiles parts and ancillaries including auto parts, motor cars, truck, buses, tractors, bulldozers, tractor dozers, road rollers, motorcycles, cycle cars, motors, scooters, cycles, bicycles, carriages and other conveyance parts and ancillaries whether propelled or assisted by means of petrol, motor spirit, steam, gas, diesel oil, electrical, animal or other power.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE.

1. To carry on the business of manufacture, fabricate and assemble, buy, sell, import, export, distribute, and deal in automobile parts of all kinds and descriptions, automotive and other gears, transmission and other axles, universal joints, springs, leaves, head lamps, sealed beams, induction hardened pins, axles, alloys springs, accessories and fittings of all kinds and to act as brokers and marketing agents for aforesaid items.
2. To manufacture, sell, carry on the business and deal in all kinds of vehicles and component parts thereof.
3. To manufacture, sell, carry on the business and deal in general machines and component parts thereof.
4. To carry on the business of automobile workshops, undertake, carryout repair and service in all kinds of vehicles and automobiles.
5. To carry on the business of automobile workshops, undertake, carryout repair and service in all kinds of vehicles and automobiles.
6. To carry on the business of buying, selling, dealing in, automobiles, motorcars, lorries, buses, vans, motorcycles, cycle-cars, motor, scooters, carriages, amphibious vehicles, and vehicles suitable for propulsion on land, sea, or in the air or in any combination thereof and vehicles of all descriptions, whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, electrical, animal, or other power, and of internal combustion and other engines, chassis-bodies and other components, parts and accessories and all machinery, implements, utensils, appliances, apparatus, lubricants, solutions enamels and all things capable of being used for, in, or in connection with maintenance, and working of motors.



7. To carry on business as manufacturers, producers, importers, exporters, traders, buyers, sellers, suppliers, indenters, agents, sub-agents, jobbers, brokers, repairers, cleaners, or otherwise deal in automobiles, motor cars, lorries, vans, motor-cycles, cycle-cars, motors, scooters, and other vehicles suitable for propulsion on land, sea, or in the air or in any combination thereof and vehicles of all description whether propelled or assisted by means of petrol, spirit, steam, gas, electrical, animals or other power, engines, chassis, bodies, other parts and components, accessories and support.
8. To buy, sell, let on hire, repair, alter and deal in machinery, component parts, accessories and fittings of all kinds or things, and all articles hereof or used in, or capable of being used for in or in connection with the maintenance and working thereof.
9. To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, and preparation of any other materials which may be usefully or conveniently combined with the engineering business of the company, or any contracts undertaken by the company, and either for the purpose only of such contracts or as an independent business.
10. To undertake and execute any contracts for works involving the supply or use of any machinery and things manufactured by and dealt in by the company and to carry out any ancillary or other works comprised in such contracts.
11. To construct, carry out, maintain, improve, manage, work control, and supervise any roads, ways, tramways, railways, bridges, reservoirs, water courses, aqueducts, wharves, furnaces, sawmills, crushing works, hydraulic works, electrical works, factories, warehouses, shops and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the company, and to contribute to, subsidize, or otherwise aid or take part in any such operations.
12. To carry on the business of dealers in all other articles and commodities akin to or connected with any of the business mentioned herein before and also to carry on any other trade or 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 properties or rights.
13. To acquire and undertake the whole or any part of the business, property and/or liabilities of any person, firm or company carrying on any business which the company is authorized to carry on or suitable for the purposes of the company.
14. To enter into any arrangements with any government or authorities supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the company may think desirable to obtain and to carry out, exercise and to comply with any such arrangements, rights, privileges and concessions.
15. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.
16. To promote 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 this company.



17. Generally to purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property or any rights or privileges which the company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plant and stock-in trade.
18. To construct, maintain and alter any buildings or factories and works necessary or convenient for the purpose of the company.
19. To lease, let out on hire, mortgage, pledge, sell or otherwise dispose of the whole or any part of the undertaking of the company, or any lands, business, property, rights or assets of any kind of the company or any share or interest therein in such manner and for such consideration as the company may think fit, and in particular for shares, debentures or securities of any other corporation having objects altogether or in part similar to those of the company.
20. To pay for any property rights or privileges acquired by the company or for services rendered or to be rendered in connection with the promotion of or the business of the company or to acquire any property for the company or otherwise either wholly or partially 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 such amount credited as paid up therein as may be agreed upon and charge any such bonds, debentures or other securities upon all or any part of the property of the company.
21. To pay all or any costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company.
22. To establish or support or aid in establishment or support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the company or the dependents of such persons and to grant pensions and allowances and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
23. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person(s), firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage in or any or business or transaction capable of being conducted so as directly or indirectly to benefit this company and to take or otherwise acquire and hold shares or stock in any such company.
24. To appoint agents, stockiest, distributors and managers and constitute agencies of the company in India or in any other country whatsoever.
25. To invest and deal with moneys of the company immediately required in such manner as may from time to time be determined.
26. To lend money 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 contracts by any such persons or companies but the company will not carry on any banking business.
27. To borrow or raise and/or secure the repayment of money in such manner as the company shall think fit and in particular by the issue of debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the company's property both present and future including the uncalled capital and to purchase, redeem or pay off any such securities.



28. To receive money on deposit other than public deposit, or loan upon such terms as the company may approve for financing the company's business.
29. To pay commission/brokerage to any person or persons in consideration of his or their subscribing or agreeing to subscribe whether absolutely or conditionally for any debentures of the company or procuring or agreeing to procure subscriptions whether absolute or conditional for the same. The commission/brokerage may be paid either in cash or in debentures of or shares in the company credited as fully or partly paid up.
30. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, railway receipts, warrants, debentures and other negotiable and transferable instruments in connection with the business of the company.
31. To distribute any of the company's property amongst the members in specie in the event of winding up, subject to provisions of Companies Act 1956.
32. To grant licenses, concessions, special allowances in respect of any rights or assets or properties of the company.
33. To amalgamate or be merged or absorbed into or with any other company or companies with any objects or business or businesses similar to that or those of the company.
34. To advertise and give publicity to the business of the company in all legitimate and proper ways.
35. To capitalize such portion of the profits of the company as are not distributed amongst shareholders of the company in the form of dividends and as the directors of the company may think fit, subject to the consent of the shareholders in general meeting, and with the sanction of the general meeting of the shareholders, to issue bonus shares, as fully paid up, in favour of the shareholders.
36. To appoint legal and technical advisors, as the directors may think fit and to appoint bankers, auditors and such other persons as employees, officers, or agents or advisers of the company as the directors may think fit and to pay out of the funds of the company the necessary expenses for the same.
37. To do all or any of the above things in any part of the world, and either as principals, collaborators, agents, contractors, trustees or otherwise and either alone or in conjunction with others, and by or through agents, subcontractors, trustees or otherwise.
38. To carry on the business of mechanical engineers, machinists, fitters, millwrights, founders, wire drawers, tube makers, manufacture of iron steel fasteners, metallurgists, | saddlers, galvanizers, japanners, § annealers, enamellers, electroplaters, painters and packing case makers.
39. To carry on the business of garage keepers and suppliers of and dealers in petrol, electricity and other motive power to motors and other things.
40. To carry on the business of manufacturers, dealers, importers and exporters of canned bottled and dried fruit and vegetable products, meat products, fish products, herbs, spices, condiments, general merchandise, hosiery goods, wood craft, artware, handloom and handicraft articles, precious and semi precious stones, clothing, jewellery, ready made garments, brassware, metal goods, ivory goods, steel



and wooden furniture, plastic glass and aluminium articles, electrical goods and appliances, office equipments and surgical goods.

41. To carry on the business of manufacturers and dealers and workers incement products, lime plasters, whiting clay, gravel, sand concrete, mortar, minerals, earth, coke, fuel, artificial stone and builders requisite and convenience of all kinds and to produce, manufacture, purchase, refine prepare, process, import, export, sell and generally deal in cement, Portland cement, alumina cement, plaster of paris, lime and limestone, kankar and/or by-products thereof and in connection therewith to acquire, erect, construct, establish, operate and maintain cement factories, lime stone quarries, workshop and other works.
42. To carry on the business as forwarding agents, freight contractors, public carriers and owners of motors, lorries, trucks, vessels, boats, steam launches, planes, taxies, barges, and to act as warehousemen and otherwise as carriers by land, air and water.
43. To carry on business of supplier of plant, machinery and equipment, stores, tools, gadgets, devices contraptions, instruments, spares and components and to develop acquire supply plans, drawings, estimates, project reports, and know-how for industries, business, companies, services and public bodies and Government.
44. To cultivate, press, prepare, process, buy, sell, export, distribute, trade, stock, buffer exchange, pledge, make advantages upon, speculate, enter into forward transactions or otherwise deal in seeds, rubber, food grains, sugarcane, vegetables and forests, agricultural and natural produce of all kinds, and to manufacture and deal in oils and other products obtained from such produce and to develop farms and plantation for any of the above items and commodities or any other commodity or produce.
45. To buy, sell, manufacture, produce or otherwise deal in petrol, oil lubricants, spirit, kerosene, gas and other motive power necessary or required for motors and other vehicles and for other purposes and to supply tyres, tubes, spare parts, accessories, machinery and upholstery required for any car or other vehicle.
46. To carry on the business of engineers, technicians, designers, planners, advisors, purchasers, rosters, erectors, superintendents and contractors for all kinds of immoveable properties.
47. To carry on all or any business of cartage and haulage contractors, garage proprietors, owners and characters of road vehicles, aircraft, barges and boats of every description characters of ships and lightermen, running of motor omnibus, taxi cars, tractors, lorries and carriers of goods and passengers by road, rail and water, forwarding, transport, commission, clearing and customs agents packers, warehousemen, storekeepers and jobmasters.
48. To carry on the business of manufacturers and dealers in various kinds of ferrous and non-ferrous metals, ferrous and non-ferrous alloys steels, stainless steels, scraps, re-rollers, hardware castings and their various products in various forms.
49. To act as manufacturers, distributors, purchasers and sellers of all kinds of films and to produce and distribute pictures and to act as distributors and exhibitors of motion pictures produced by other companies.



50. To start, conduct, edit, print, publish, manage control, sell or distribute, grantor otherwise in any part of the world newspapers, magazines, journals and periodicals in Hindi, Urdu, English of any other language to be published either daily or otherwise.
51. To engage in the business of engineering, contracting and constructions, including the design manufacture, construction, erection, alteration, repair and installation of plants, buildings, structures, ways, works, systems and mechanical electrical and electronic machinery equipment, apparatus and devices.
52. To cultivate, grow, produce and deal in and to carry on all or any of the businesses of foremen, dairymen, milk contractors, dairy foremen, millers, surveyors and vendors of milk, cheese, butter, poultry and provisions of all kinds, growers of and dealers in corn, hay and straw, seedmen, and to buy, sell and trade in any goods which is usually traded in any of the above businesses.
53. To carry on the traders or business of manufacturers of and dealers in explosive, ammunitions, and other explosive products and accessories of all kind and whatsoever composition and whether for mining or industrial purposes or for petrochemical display or for any other purpose.
54. To explore, prospect, take on lease or on royalty basis or otherwise acquire mines, mining rights and lands or any interest therein and to quarry mine dress, extract calcine, smelt, refine, manufacture, process and otherwise acquire, buy sell or otherwise dispose of and deal in all types, qualities and descriptions of ores, metals and minerals, substances and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects.
55. To carry on business as timber merchants, sawmill proprietors and timber growers and to buy, sell, prepare for market, manipulate, import, export and deal in timber and wood of all kinds and to manufacture and deal in veneers, products veneer for tea chests, packing cases and commercial boards, decorative veneers, laminate boards, black boards, composite boards, compressed boards, pressed boards, hard boards, ship boards, bent wood, moulded wood and articles of all kinds in the manufacture of which timber or wood is used.
56. To do the business of manufacturing, selling, repairing, purchasing or dealing on hire purchase system or otherwise numbering machines, radios, radiograms, refrigerators, fridges, wireless sets and electrical appliances.
57. To transact and carry on business as manufacturers, importers and exporters of all sorts of fruits, foods, food stuffs, canned fruits, chocolates, candies, jams, preserves, jellies, peppermints, juices, syrups, beverages, cordials, restorative.
58. To carry on business as cutlery and hardware dealers, and dealers in bronzes, curios, articles of value and objects of art, musical instruments, umbrellas and toilet requisites, fancy goods, dealers in luxury and utility articles, dealers in soaps, scents, perfumes and make-ups and as furniture makers and dealers and to manufacture all or any of the above articles and things.
59. To undertake the custody and warehousing of merchandise, goods and materials and to provide cold storage and other special storage facilities.
60. To act as technical advisers or consultants or as market surveyors and/or to offer such services or technical know-how and/or management services to any company, body corporate, firm or person or persons.



61. To undertake any advisory accountancy, clerical or similar work.

62. To set up factories and deal in the crushing and marketing of various minerals, eg. Red oxide, ochres, siennas, barites, calcite, Bypsum, limestone, china clay, soapstone, quarts and silica by taking on lease or otherwise various mines and putting up machinery for pulverizing the various minerals.

63. To carry on business as house, land and estate agents and to arrange or under take the sale, purchase of, advertise, for sale, or purchase, assist in selling or purchasing and find or introduce purchase or vendors of, and to manage land, building and other property whether belonging to the Company or not, and to buy any portion of any premises for residential trade or business purposes, or other private or public purposes, or other private or public purposes, and to collect rents and income and to supply to tenants and occupiers and other refreshment clubs, public halls, messenger, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, garages, and other advantages.

64. To manufacture and deal in rubber, tyres and materials which are being used or capable of being used in tyres, tubes and rubber industries.

65. To carry on the business of an investment Company and to invest, buy, sell, underwrite, transfer, hypothecate, deal and dispose of any shares, stocks, debentures, whether perpetual or redeemable debentures, debenture-stock, securities, proprietors of any other company including securities of any Government, Local Authority, Bonds and certificates.

66. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of 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 generality of the foregoing "programme or rural development" shall also include any programme for promoting the social and economic welfare of or the uplift and the public in any rural area likely to promote and assist rural area likely to promote and assist rural development and that words "rural area" shall include such area as may be regarded as rural area under Section 35CC of the Income Tax Act, 1956 or any other law relating to rural development for the time being in force, in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value and subject to the provisions of the Companies Act, 1956, divest the ownership of any property of the Company to or in favour of any public or local body or authority or central or state government or any public institutions or trustees.

67. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity which is likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organizing, lectures or seminars likely to advance these objects or for giving merit awards for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any manner and in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value, subject to the provisions of the Companies Act 1956 and divest the ownership of any property of the Company to or in favour of any



public or local body or authority or central or State Government or any public institutions or trusts or funds.

68. To carry on the trade or business of manufacturing, making, buying, selling, importing, exporting and dealing in ornaments and jewellerys of all kinds whether of gold, silver, platinum, rolled gold and other metal and alloys, diamonds, rubies, emeralds, pearls, any other substances and to establish and maintain factories and workshops for manufacturing and making such ornaments and jewelers and other articles.

IV. The Liability of the members is limited.

- V(a) The Authorized share Capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty lakhs) divided into 1,25,00,000 (One Crore Twenty five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each

***Authorized Share Capital of the Company has been increased from Rs. 10,00,00,000/- (Rupees Ten Crore) to Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty lakhs), Clause V(a) of the Memorandum of Association has been altered by the Members in the Extra-Ordinary General Meeting held on 24th March, 2025**



We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance 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 of Subscribers | No. of Equity shares Taken by each Subscriber | Signatures | Signature of Witness and his name, address, description, and Occupation |
|---|---|------------|---|
| 1) NEERAJ GOYAL S/o Shri. SATYAPRAKASH GOYAL R/o Flat No. B-301, Tulsi Arcade Town Centre, CIDCO, N-5 Cannaught, New Aurangabad 431 003 Occ: Service | 700 Seven Hundred | Sd/- | Witness to Subscribers 1 to 3 Tirunarayanapurath Narayanan Mani S/o T. Narayanan E-12/1-2 N-5 CIDCO, Gulmohar Colony AURANGABAD Occ: Service |
| 2) BHAGWAN GHUGE S/o Shri. KACHRU GHUGE RH-44/2 Block No. 12 New Shivalay Housing Society Bajaj Nagar, Waluj MIDC AURANGABAD 431 136 Occ: Service | 150 One Hundred Fifty | Sd/- | |
| 3) SUNIL DHARASURKAR S/o Shri. UDHAVRAO DHARUSURKAR V-A/37, Vishnu Nagar AURANGABAD Occ: Service | 150 One Hundred Fifty | Sd/- | |
| TOTAL | 1000 One Thousand | | |

Place: Aurangabad
Date: 1st Nov. 2004

