

**Form No. INC-33**

**e-MOA (e-Memorandum of Association)**

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



Form language

English

Hindi

Refer instruction kit for filing the form.

All fields marked in \* are mandatory

\* Table applicable to company as notified under schedule I of the Companies Act, 2013

A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

(A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

B - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

C - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

D - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL

E - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND HAVING SHARE CAPITAL)

Table A/B/C/D/E

1 The name of the company is

Z F STEERING GEAR (INDIA) LIMITED

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:

1. To manufacture, assemble, buy, sell, import, export, repair, alter, improve, exchange, let on hire, distribute, or otherwise deal in mechanical steerings, power steerings, and any other type of steerings; gear boxes and designs including bevel gears, spur gears, crown wheels, pinions shafts, synchronizers, drop arms, steering linkages in existence today and to be invented hereinafter.

2. To manufacture, buy, sell, import, export, hire, exchange, assemble, repair, alter, improve or otherwise deal in various types of hydraulic mechanisms, pumps, valves, fittings, hydraulic compression engines including motor constituting power unit used in mining, quarrying water works, pumping station erections, drainage work, sewage work, pumping stations or any vehicles like motors, cars, tractors, boat, ships and others, motor parts and allied equipments to these and tools required for these and to carry on business of internal combustion and all hydraulic compression engines.

b) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE THE FOLLOWING:

3. To carry on business of engineers, machinists, tool-makers, wire drawers, millwrights, founders,

tube makers, iron and steel converters, smiths, metal workers, welders, saddlers, wood workers, metallurgists, moulders, fitters, galvanisers, electro-platers, enamollors, japanners, annealers, painters and packing case makers, makers of wiolding apparatus and machines of all kinds and types, heavy and light electrical, and/or electronic plant and machinery of all kinds and designs in existence today or to be invented hereafter.

4. 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 thought not connected with the main objects of the Company may be useful or beneficial for Company or which is manufactured and/or dealt in by the other similar companies in the field whether in India or abroad.

5. To buy, sell, manufacture, repair, alter, Improve, exchange, let on hire, import, export and deal in all materials, articles, works, plants, machinery, tools, utensils, hardware materials, appliances, apparatus, instruments, products, substance, things, capable of being used in 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 profitably dealt with in connection there with 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.

6. To purchase, acquire, take on lease or in exchange or any other lawful manner any area, land, buildings, structures, sheds, godowns, and to turn the same, into 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.

7. 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 the 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 arrangements 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.

8. To purchase or otherwise acquire may patents, processes, devices, inventions, trademarks, formulae, goodwill and right, and to deal with or dispose off the same in any manners whatsoever.

9. 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.

10. To establish, provide, maintain and conduct or otherwise subsidise, research laboratories and experimental stations, workshops for scientific and technical researches, experiments and tests of all kinds, to promote studies and researches, both scientific and technical, investigations and inventions by establishing, arranging for, providing, subsidizing and endowing or assisting laboratories, workshops, libraries, lectures, seminars, meetings and conferences and by providing or contributing, to the remunerations of 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, researches, 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.

11. 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 gratuity, bonus, pension, privileges, relief and other 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, dependants and their associates or relations.

12. 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.

13. To issue debentures, debenture stocks, bonds obligation and securities of all kinds and to frame, constitute and secure the same as may seem expedient, 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 of 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 thought fit, uncalled capital), or otherwise howsoever.

14. 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 the Government, sovereign rulers, or owners thereof, and to expend such sums of moneys as may be deemed expedient, requisite or advisable in explorations, survey and development thereof.

15. To acquire or obtain or grant license or licenses, permission or permissions for use of technical know-how, technical assistance, license for manufacture, sale, buy, export, Import, let on hire, exchange of any product for or of the Company for the time being or any proposed product for or of the Company and to pay, or receive as the case may be royalties, technical assistance fees, consultation fees or charges for the above purposes from or to any person, authority, corporation, body corporate, Government whether Local or foreign.

16. 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.

17. To apply for tender, purchase or otherwise acquire contracts, sub-contracts, licenses and concessions for or in relation to the objects or business mentioned herein or any of them and to undertake, execute, dispose off or otherwise turn into account the same.

18. To erect, construct, enlarge, alter or maintain buildings and structures of every kind necessary for the Company's business.

19. To obtain or make arrangements for obtaining of or passing of any Act or Ordinance of the Legislature 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 any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests and to enter into such obligations or take such

proceedings as may be calculated to advance the said object of the Company.

20. To enter into partnership or 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, co-operation or Government or Company carrying on or engaged in or about to carry on or engage in or any business undertaking or transaction which may deem capable of being carried on or conducted so as directly or indirectly to benefit to the Company.

21. To issue as fully or partly paid up any shares, or 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 off by the Company fully or partly paid up shares or securities or bonds or debentures, or other obligations of any other Company.

22. To draw, make, accept, endorse, discount, execute, issue and negotiate cheques, promissory notes, bills of exchange, bills of lading, letters of credit, coupons, dock warrants, delivery orders. Railway or motors lorry receipts, debentures and other negotiable instruments, documents of title or securities and to open accounts with any individuals firm or Company or with any bank or banks or bankers or shroffs and to operate the same.

23. 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 dealing 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 or insurance as defined in the Insurance Act, 1938.

24. To advance and lend money with or without interest and with or without any security as deemed proper.

25. 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.

26. 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 into shares of this Company or perpetual amenities and 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 uncalled capital by such assignment or otherwise or to transfer or convey the same absolutely or in trust and give the lender's power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.

27. To establish and maintain agencies, branches and local registers and to procure registration or recognition of the Company and to carry on business in the 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 may be thought desirable.

28. 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 may 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.

29. 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, floatations, registration and establishment of the Company or in connection with the Inauguration of the offices and branch offices or agencies of the Company and in performing the opening 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.

30. To employ experts to Investigate and examine into the conditions, prospects value, character, and circumstances of any business concerns, projects and undertaking and generally of any assets, property, or rights.

31. 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 on 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

(b) \*Matters which are necessary for furtherance of the objects specified in clause 3(a) are

and to take back or acquire any property so disposed off, by repurchasing power leasing the same for such price or prices and on such terms and conditions as the Company may think fit.

32. 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.

33. 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, debentures stock or other securities of the Company or in or about the formation or promotion of this Company or the acquisition of property by the Company for the conduct of its business.

34. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, periodicals, souvenirs, by circulars, posters, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards, and donations (including donations to any fund for charitable or public purposes).

35. 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 benefit this Company.

36. To purchase or by any other means acquire and protect, prolong and renew any patents, rights, brevets, inventions, licences, protections, trademarks, 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 licence or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or purpose to acquire.

37. To insure any of the properties, assets, undertaking, contracts, guarantees, or obligations of the Company of every nature and kind in any means whatever.

38. 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 dependents of such persons by building or contributing to the building of houses, dwellings 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, dispensaries, sanitoriums, medical and other assistances as the Company may deem fit.

39. To create any 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.

40. To distribute as bonus shares amongst the members or to place to reserve or to reserve or otherwise to apply as the Company may from time to time determine and money received in payment of forfeited shares and moneys arising from the sale by the Company of forfeited shares dividends or any moneys received by way of premium on shares or debentures issued at a premium by the Company.

41. To aid pecuniarily or otherwise any association or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry and trade.

42. To subscribe or contribute or otherwise to assist or guarantee money to charitable, benevolent, religious, scientific, national, public, 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.

43. To dedicate, present or otherwise dispose off 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.

44. To acquire and hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted and carrying on business in India or elsewhere in the world, or by any Government, municipality, public body or other local authority, to acquire by original subscription tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, and any such shares, stocks, debentures,



debenture-stocks, bonds, obligations and securities to sell or otherwise dispose off.

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, as that may seem conducive to the Company's objects or any of them and to apply for and to 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 to carry out, exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, grants and concessions.

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, in the event of winding up.

47. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.

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.

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.

50. To do all such other things that are incidental or conducive to the attainment of the above objects.

#### C. OTHER OBJECTS:

51. To establish and run canteens, dairy farms, horticulture farms and to carry on business to buy, sell, produce, pack, preserve, process, manufacture, exchange, Import, export or otherwise deal in milk, vegetable, flowers, fruits and products thereof.

52. To carry on business as consultants, project engineers, surveyors, technical advisers, iron founders, metal, founders, metal welders, mechanical engineers, electrical engineers,

electronic engineers, and manufacturers of agricultural implements and other machinery, tool makers, wire drawers, sheet metal manufacturers, tube, pipe and tank manufacturers, moulders, fitters, galvanisers, electro-plators, anodizers, enamellers, non-ferrous-founders, metal workers, boiler- makers, mill-wrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, water supply engineers, gas-makers, farmers, printers, carriers and merchants and to buy, sell, manufactures repair, convert, alter, let on hire, and deal in machinery Implements, rolling-stock and hardware of all kinds.

53. To act as Buying and Selling Agents of any Company, and to do and perform all and singular the several duties and services and offices which the Buying and Selling Agents of any Company usually do and perform and to undertake and to become bound by condition of any agreement or agreements entered into for any of the purposes aforesaid,

54. To give guarantee or indemnity or to become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of trusts and agency business.

55. To carry on all or any of business of power generation by means of conventional as well as non-conventional methods including power generation by petrol, diesel, coal, oil, hydraulic, magnetic, electronic, solar, wind mill, vegetation and its distribution.

AND IT IS HEREBY DECLARED that the word "Company" in this memorandum when applied otherwise than to this Company shall where ever the context so requires or admits be deemed to include any authority partnership or other body or persons whether Incorporated or unincorporated and whether domiciled in India or elsewhere and that the intention is that the objects specified in the several clauses of this memorandum under 'main objects' and 'other objects' shall be regarded as independent objects and accordingly shall be in no ways limited or restricted in its application by reference to the objects in any other clauses or the name of the Company but make be carried out, in as full and ample a manner and constructed and applied in as wide a sense as if each of the said clauses defined the object of a separate, distinct and Independent Company.

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 Every member of the company undertakes to contribute:

(i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and

(ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves), such amount as may be required, not exceeding \*  rupees.

(iii) The share capital of the company is  rupees, divided into

20000000	Equity Share	Shares of	10	Rupees each	
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**Attachments**

First Subscriber (s) sheet

First subscriber sheet.pdf

**Declaration**

Pursuant to resolution no.  dated,  I, on the behalf of Board of Directors, declare that following amendments have been adopted in Memorandum of Association:

The Authorised Share Capital is increased from Rs 10,00,00,000/- (Rupees Ten Crore Only) to Rs 20,00,00,000/- (Rupees Twenty Crore only) vide Ordinary Resolution passed at the Annual General Meeting of the Company held on September 16, 2023 with approval of the shareholders.

**To be digitally signed by**

Name

UTKARSH DINESHCHAND MUNOT

Designation

Director

DIN

00049903

DSC