

# DRAFT MEMORANDUM OF ASSOCIATION FOR APPROVAL OF SHAREHOLDERS IN ANNUAL GENERAL MEETING

The Companies Act, 2013

and

Public Company limited by shares

Memorandum of Association

Of

## **Bharat Seats Limited**

(incorporated under companies Act, 1956)

- I. The Name of the Company is **Bharat Seats Limited**.
- II. The registered office of the Company will be situated in the **Union Territory of Delhi**.
- III. The object for which the Company is established :

**(A) The objects to be pursued by the company on its incorporation are:**

1. To manufacture and/or deal in seats for automobile and other applications, spare parts and components for the seats and to act as agents for manufacturers of seats and its various parts and components.
2. To manufacture and/or deal in automobiles, automobile parts, components, equipment, lubricants and fuel and/or acquire agencies thereof.
3. To acquire and hold by way of investment, shares, stocks, debentures, debenture stock, bonds, obligations or securities, by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same or to guarantee the subscription thereof and to deal in shares, stocks, debentures, debenture stock, bonds, obligations, units securities and other investments.

**(B) Matters which are necessary for furtherance of the objects specified in III (A) are:**

1. Subject to Section 73 and section 186 of the Companies Act, 2013 and the rules made thereunder and in directions of RBI, to receive money, deposits on interest or other wise and to lend money and negotiate loans with or without security to such Companies, firms or persons and on such terms as may seem expedient and to guarantee the performance of contracts by any persons, Companies or firms.
2. To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.

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3. To build, construct, alter, maintain, enlarge pull down, remove, or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or siding, bridges, reservoirs, water –courses, wharves, electric works, and other works, and conveniences which may seem calculated directly or indirectly, to advance the interest of the Company and to join with any other person or Company in doing any of these things.
4. To make known the business of the company in such manner as may be thought fit, either by advertisement slides or otherwise.
5. To apply for, purchase or otherwise acquire any patents, inventions, licenses, concessions and the like conferring any exclusive or non-exclusive or limited rights to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the Company in connection with its business and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights, or information so acquired.
6. To acquire and undertake the whole or any part of the business, property or any liabilities of any person or company on or proposing to carry on any business which the company is authorized to carry on.
7. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation joint-venture or reciprocal concession or for limiting competition with any person or Company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on.
8. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
9. To vest any movable or immovable property, rights or interest acquired by or received or belonging to the Company in any person or persons or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
10. To invest and deal with the moneys and other assets of the Company, not immediately required, in any manner.
11. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
12. To apply for and obtain order under any Act or legislature, charter, privilege, concession, license or authorisation of any government, state or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification

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of the constitution of the Company or for any other purpose which may seem calculated directly or indirectly to prejudice the interests of the Company.

13. To enter into any arrangements with any government or authorities or any person or Company that may seem conducive to the objects of the Company or any of them, and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the company may think desirable to obtain and to carry out and exercise and comply therewith.
14. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commissions for obtaining applications for of taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
15. To pay for any rights or property acquired by the company and to remunerate any person or company whether by cash payment or by the allotment of the shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
16. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-annuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company or who are or were at any time directors or officers of the Company or of any such other Company aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as afore said and make payments to or towards the insurance of any such person as afore said and to any of the matters aforesaid, either alone or in conjunction with any such other Company as afore said.
17. To procure the Company to be registered, incorporated or recognised in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country any business or profession of the Company.
18. To establish or promote or concur in establishing or promoting any companies or company for the purpose of acquiring all or any of the property, rights and liabilities of the company.
19. To sell, lease, mortgage, exchange, grant, licences and other rights over, improve, manage, develop and turn to account and in any other manner deal with or dispose of the undertaking, investments, property, assets, rights and

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effects of the company or any part thereof for such consideration as may be thought fit and in particular any shares, stocks, debentures or other securities of any other Company whether or not having objects altogether or in part similar to those of the Company.

20. To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with the sanction if any for the time being required by law.
21. To act as agents or brokers or as trustees for any person or Company and to under-take and perform sub-contracts and to do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors, or otherwise and either alone or jointly with others and either by or through agents or contractors, sub-contractors, trustees or otherwise.
22. To become member of any other bodies of persons, associations, institutions, clubs, societies and bodies corporate including companies limited by guarantee.
23. To accept gifts, bequests, devises or donations of any movable or immovable property or any rights or interest therein from members or others.
24. To employ agents or experts to investigate and examine the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights.
25. To subscribe, contribute, gift or donate any money, rights or assets for any national, education, religious charitable, scientific, public, general or useful objects or to make gifts or donations of money or other assets to any institutions, clubs, societies, political parties, associations, trusts, scientific research associations, funds, universities, colleges or any individual or bodies of individuals or bodies corporate.
26. To open bank accounts of any type including overdraft account and to operate the same in the ordinary course of business.
27. To undertake or promote scientific research related to any business or class of business in which the Company is interested.
28. To take part in the formation, supervision or control of the business or operations of any Company or undertaking and to act as administrators ; managers, secretaries, receivers or in any other capacity as far as permitted by law and to appoint and remunerate any director, administrator, manager or accountant or other expert or agent.

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29. To do all such things as may be considered incidental or conducive to the attainment of the above objects.
  30. To invest, buy, sell, transfer, hypothecate, deal in and dispose of any shares, stocks, debentures, whether perpetual or redeemable debenture, debenture stock, securities, properties of any other Company including securities, of any Government Local Authority, bonds certificates.
  31. To arrange collaboration with foreign and Indian Parties for and in connection with the business of the Company.
- IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Share Capital of the Company is Rs. 70,000,000/- (Rupees Seven Crores) divided into 35,000,000 (Three Crores and Fifty Lacs) Equity shares of Rs. 2/- (Rupees Two) each.

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We, the several persons, whose names and addresses are subscribed below, 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 share capital of the Company set opposite our respective names.

Names, addresses, description, and occupation of subscribers	No. of Equity Shares taken by each subscriber	Signature of Subscribers	Name, addresses, description and occupation of witness
1. Narinder Dev Relan S/o Shri Ram Kishan Relan S-233, Panchshila Park, New Delhi-110017 (Share Broker)	100 (One Hundred)	Sd/-	I hereby witness the signatures of all the seven signatories. Sd/- (ANIL K. AGARWAL) A.C.A. S/o Shri R. B. Agarwal C-4/5, Krishna Nagar, Delhi-110051
2. Rohit Relan S/o Shri Narinder Dev Relan S-233, Panchshila Park, New Delhi-110017 (Chartered Accountant)	100 (One Hundred)	Sd/-	
3. Mala Relan W/o Ajay Relan S-233, Panchshila Park, New Delhi-110017 (Business)	100 (One Hundred)	Sd/-	
4. Sharda Relan W/o Shri Narinder Relan S-233, Panchshila Park, New Delhi-110017 (Business)	100 (One Hundred)	Sd/-	
5. Ajay Relan S/o Shri Narinder Relan S-233, Panchshila Park, New Delhi-110017 (Industrialist)	100 (One Hundred)	Sd/-	
6. Ritu Relan W/o Rohit Relan S-233, Panchshila Park, New Delhi-110017 (Business)	100 (One Hundred)	Sd/-	
7. Deepak Relan S/o Shri Arjun Dev Relan 8-C, 30 Ferozeshah Road, New Delhi-110017 (Share Broker)	100 (One Hundred)	Sd/-	
<b>TOTAL</b>	<b>700 (Seven Hundred) Equity Shares</b>		

Place: New Delhi

Dated: 27<sup>th</sup> February, 1986