

THE COMPANIES ACT, 2013

**A COMPANY LIMITED
BY SHARES**

MEMORANDUM OF ASSOCIATION

(INCORPORATED UNDER THE COMPANIES ACT, 1956)

**OF
PORWAL AUTO COMPONENTS LTD.**

Certified True Copy
PORWAL AUTO COMPONENTS LIMITED

DATE: 26/10/2025
PLACE: PITHAMPUR



DEVENDRA JAIN
MANAGING DIRECTOR
(DIN: 00232920)

THE COMPANIES ACT, 2013
(A COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION*
OF
PORWAL AUTO COMPONENTS LIMITED
(INCORPORATED UNDER THE COMPANIES ACT, 1956)

- I. The Name of the Company is **PORWAL AUTO COMPONENTS LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Madhya Pradesh.
- III. The objects for which the Company is established are:
 - (A) **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To manufacture, produce, process, buy, sell, export, import, trade and deal in automobile and automotive components, parts, spares, and accessories, castings, and casting products for automobiles.
 2. To set up tool rooms and undertake machining work of automotive components, parts, spares, tools, dies and fixtures.
 3. To manufacture, produce, process, buy, sell, export, import, trade and deal in general and special purpose machines, forging and forging items and machine tools for automobiles use.
 - **4. To carry on the business of generating, producing, refining, improving, buying, selling, acquiring, using, transmitting, distributing, and accumulating power or electricity from renewable and other conventional/non-conventional energy sources, including but not limited to solar (rooftop and ground-mounted), solar with battery storage , stand alone battery storage ,wind, hydel, biomass, tidal energy, and energy derived from petroleum products and by-products such as petroleum coke, LNG, and vacuum residue pitch; and to undertake all related activities including the establishment, installation, commissioning, operation, and maintenance of power plants, substations, transmission systems, and associated infrastructure primarily for the purpose of captive consumption for the Company's operations or as may be incidental or conducive to the efficient conduct of the Company's main business activities, to engage in research, consultancy, and development of methods for energy efficiency, energy conservation, and improved productivity in connection with the Company's manufacturing, processing, packaging, and storage facilities.
 - (B) **OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY ARE:**
 5. To acquire and take over the whole or any part of the business property and liabilities of any person or persons, firms or corporation carrying on any business which the Company is authorised to carry on or possessed of any property or rights suitable for the purposes of the Company.

* New Set of Memorandum of Association has adopted by passing Special Resolution by the members/Shareholders of the Company in the Annual General Meeting held on 26th September, 2025.

** Sub clause 4 of Clause III (A) replaced / substituted by passing Special Resolution by the members/Shareholders of the Company in the Annual General Meeting held on 26th September, 2025.



6. To apply for, purchase, or otherwise acquire any patents, brevets, invention, licenses concessions, and the like conferring an exclusive or non-exclusive or limited right 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 this Company and to use, exercise, develop grant, licenses in respect of or otherwise turn to account the property right and information so acquired.
7. To enter into any partnership or any arrangement for sharing profits, union of interest, joint adventure, reciprocal concession or otherwise with any individual, firm or Company carrying on or engaged in or about to carry on or engage in any business or enterprise which the company is authorised to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and or take of otherwise acquire and hold shares or stock in or securities of and to subsidise or otherwise assist any such Company and to sell, hold, reissue, with or without guarantee or otherwise deal with the same.
8. To enter into any arrangement with any Government or authorities supreme, municipal, local or otherwise that may seem conclusive to the Company's objects or any of them and to obtain from any such Government or authority, any right, privileges and concessions which the Company may think fit or desirable to obtain and carry out exercise and comply with any such arrangements, rights, privileges and concessions.
9. From time to time subscribe render services to any charitable, benevolent or useful object of a public character including exhibition the support of which will in the opinion of the Company tend to increase its repute or popularity among its employees, its customers of the public, to give pension, gratuities or charitable aid to person or persons who have served the Company or to the wives, children or other relatives of such persons and to form and contribute to provident and benefit funds for the benefit of any person engaged by the Company.
10. To sell, dispose or mortgage, exchange, lease or transfer the business property and undertaking of the company or any part thereof for any lawful consideration which the Company may deem fit to accept and particular buy shares fully or partly paidup, debentures, debenture stock, bonds or securities of any other Company and/or to promote any Company or companies for the purpose of acquiring all or any of the properties rights and liabilities for this Company or any other purposes which may seem directly or indirectly calculated to benefit this Company.
11. Generally to purchase, or take on lease or exchange, hire or otherwise acquire any real and personal property and rights and privileges, which Company may think necessary or convenient for the purpose of its business and in particular purchase any land, building construction, basement's machinery, plant stock in trade.
12. To construct, carryout, maintain, improve factories, warehouses and other works and conveniences which may seem directly or indirectly conclusive to any of the Company's objects and to contribute, subside or otherwise assist or to take part such maintenance, management working control superintendence.
13. Subject to the provisions of the Companies Act, 2013, to lend money to such persons and on such terms and conditions as may seem expedient with or without security and in particular, to customers and others having dealings with the Company and to give any guarantee or indemnity as may seem expedient. But the Company will not do banking business as defined under the Banking Regulations Act, 1949.
14. Subject to the provisions and other relevant sections of the Companies Act, 1956 and Companies Act, 2013, rules made thereunder and Directives of the Reserve Bank of India to receive money on deposit with or without allowance of interest, to borrow or raise money with or without security and/or secure the payment of money by mortgage or by the issue of bonds mortgages, hypothecation, lien or any other security founded or based or charged



upon all or any of the property or rights of the Company or in such other manner as the Company shall think fit and for the purposes aforesaid to charge all or any of the Company's property or assets movable or immovable liquid or otherwise present and future, including its uncalled capital and collaterally or further to secure any securities of the Company by a trust deed or other assurance and to redeem, purchase or pay off any such security, provided that the Company shall not do banking business as defined in the Banking Regulations Act, 1949.

15. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading warrants, debentures and other negotiable instruments subject to the Reserve Bank of India's Directives.
16. To adopt such lawful means of making known the productions of the Company as may seem expedient, and in particular by advertising in the press, by circular, by purchases and exhibition of works of art or interest by publication of books and periodicals and by granting prizes rewards, and donations, but the Company shall not make any political donation.
17. To establish and maintain local registers, agencies, and branch places of business and to procure the Company to be registered or recognized and carry on business in any part of the world, subject to the law in force.
18. To sell, improve, manage, develop, exchange, enfranchise lease, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the Company.
19. In event of winding up to distribute any of the company's property among the members in species or kind.
20. To pay for any right of property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them shares or securities of the Company, paid up in part or otherwise.
21. To pay out of the funds of the Company all expenses of and incidental to the formation, registration, advertisements and establishments of the Company and the issue and subscription of the share or loan capital including brokerage and or commission for obtaining applications for placing or guaranteeing the placing of share or any debentures, debenture-stocks and other securities of any circular or notice and printing, stamping, circulating of proxies and forms to be filled up by the Members of the Company.
22. Subject to the provisions of the Companies Act, 1956 and Companies Act, 2013, to distribute as bonus shares amongst the members or reserve, or otherwise apply, as the Company may from time to time determine, any money received in payment of dividends accrued on forfeited shares and money realized from the sale by the Company of the forfeited shares, or any money received by way of premium on shares or debentures issued at a premium by the Company, to invest any surplus money of the Company in such investments (including shares or stock in the Company) as may be thought proper and to hold, sell, or otherwise deal with such investment.
23. Subject to the provisions of the Companies Act, 1956 and Companies Act, 2013, to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or other institutions or objects which shall have any moral or other claims to support or aid by the Company, either by reason of locality of operations or of public general utility.

(C) OTHER OBJECTS ARE:

24. To carry on the business as manufactures, buyers, sellers, importers, exporters, agents, fitters, installers, assemblers of and dealers in all types of machineries equipments, components, tolls and spares of compressors.



25. To carry on the business of iron masters, forgers, iron founders, mechanical and electrical engineers, steel and non-ferrous metal converters, manufacturers of agricultural implements and manufacturers of machines and tools, brass founders, metal workers, boiler makers, and metal-lurgists.
26. To carry on and conduct workshop, engineering work of every description and kind and foundries of iron and steel, brass and other metals, wood and any other substances.
27. To purchase, take on lease or otherwise any mines, mining rights and to acquire Certificate of approval iron the Union of India and any interest therein, and to prospect, explore, work, exercise, develop and turn to account same.
28. To construct, purchase or take on lease cinematography, theatres, cinema halls and other building and works convenient for the purpose thereof and to manage, maintain and carry such the- atres and other buildings, when so erected on.
29. To carry on the business of manufacturer, purchaser, seller of bricks, tiles, wood works, cement empty cement bags, boards, plywood, aluminium and all other building materials.
30. To carry on the business of running motor lorries, motor taxis, motor mini buses, and conveyances of all kinds and on such lines and routes as the Company may think fit, and to transport passengers and generally to do the business of common carriers.
31. To establish and work cement factories and to carry on the business of cement, lime burners and ceramics including sanitary fitting and chinaware.
32. To cultivate, grow, produce, or deal in any agriculture, vegetable, or fruit products and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers and milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, fruit essences, vegetables, cash crops, and provisions of all kinds, growers of, and dealers in corn, hay, and straw, seedsmen and nurserymen, all types of flower products, flower essences, and to buy, sell, manufacture, and trade in any goods usually traded in any of the above businesses or any other business inclusive of staple foods and medicinal preparation from milk, vegetables, flowers, and animal products or any substitute for any of them associated with the farming interests which may be advantageously carried on by the Company
33. To carry on the business of manufacturers of or dealers in soap, cosmetics, perfumes and toilet requisites, pulp and paper of all kinds, and articles made from paper or pulp and materials used in the manufacture or treatment of paper, including cardboard, mill boards, wall and ceiling papers, packaging cartons, and newsprints, and photographic raw films.
34. To carry on the business of manufacturers of or dealers in industrial machinery of all types including bearings, speed reduction units, pumps, machine tools, agricultural machinery, and earth moving machinery including road rollers, bulldozers, dampers, loaders, shovels, draglines, and light engineering goods such as cycles, sewing machines, and their components..
35. To carry on the business as manufacturers, dealers, stockists, exporters, and importers of bolts, nuts, and nails, hinges, hooks, and all other hardware items of all types and descriptions.
36. To produce, manufacture, purchase, refine, prepare, import, export, sell, and generally deal in iron and/or by-products thereof.
37. To carry on in India and elsewhere the trade or business of ironmasters, steelmakers, steel converters, rolled steel makers, miners, smelters, engineers, tinplate makers, and iron and steel founders, in all their respective branches, and manufacturers of ferro-manganese, coke, and all sorts of bars, rods, and other sections, sheets, and plates, wire, and wire products of iron and steel and other metals.

38. To undertake and execute the contracts for works involving supply and use of any machinery and to carry out any ancillary or other works comprised in the contract.
39. To do all types of interior decoration work, repair, fabrication, processing work according to customer's specification in furnishing the buildings.
40. To carry on business or businesses of manufacturers, importers, exporters and dealers in sheets, metal (ferrous and non-ferrous) and sheet metal articles of all kinds in particular (i) aluminium and steel doors, windows, levers and automatic door closers, (ii) galvanized buckets, fire buckets, bath tubs, mugs, drums, tanks, tin containers and other articles for carrying or storing water oil and other solid or liquid materials (iii) all kinds of steel and metal furniture (iv) chimneys copes, ridgins, ventilators, roofings, hand carts, municipal carts and all other such articles.
41. To carry on business or businesses of manufacturers, importers and exporters and dealers in ferrous and non-ferrous casting of all kinds and particular (i) pans, rice bowls, cooking pots and hollow-wares of all kinds (ii) cooking stoves of all description and their accessories (iii) cast iron pipes and fittings railings, staircases, ventilators and all building materials, (iv) main hole covers, surface boxes, cisterns, weights and castings of all description big or small (v) mild and malleable castings, special alloy castings and foundry works of all kinds, (vi) forgings of mild carbon alloy stainless steel and forging of all types.
42. To buy, sell, let on hire, repair, alter and deal in machinery component parts, accessories and fittings of all kinds for moters and other things and all articles used in or capable of being used in connection with manufacture, maintenance and working thereof.
43. To carry on the business of garage keepers and suppliers in and dealers of petrol or other motive power to motors and other things.
44. To carry on the business of buying, selling, exchanging, altering, importing, improving, assembling, distributing motor vehicles, trucks, tractors, implements, electrical goods, refrigerators, household and commercial appliances, iron and steel furniture, and other manufacturing.
45. To carry on the business of manufacturers of and/or dealers in leather imitation leather, oil cloth, linoleum, tarpaulins and the like.
46. To carry on the business of all types of cotton as purchasers, sellers, and commission agents.
47. To carry on the business of manufacturers, purchasers, sellers, importers, exporters, and distributors of synthetic fiber yarn fabrics, and man-made fabrics.
48. To carry on the business of manufacturers, buyers, sellers, exporters, contractors, and dealers in textile machinery, industrial lubricants, chemicals, and sizing material, and all types of items required by the textile industry.
49. To carry on the business of manufacturers, refiners, importers, and exporters of and dealers in extracting oil merchants in copra, cotton seed, linseed, castor seed, soyabean seed, groundnut or any other nut or seed or oil-bearing substances whatsoever, and oils, cakes manufactured there from, manufacturers of cattle feed, edible flour, nutritionates, lectured food, protein-enriched food, and fattening preparation of every description, maker and manufacturers of manures and fertilizers of every description and flour merchants
50. To carry on the business in poultry of all kinds of breeders in livestock, including cattle, cows, buffaloes, pigs, sheep, goats, mules, and such other useful animals, and in cattle rearing, sheep farming, livestock importers, exporters, agents in agricultural tools, devices, accessories, seeds, plants, manures, flowers, farming accessories, clays, aromatic chemicals, and to prepare, formulate, and create recipes of all such sorts which would help as the business of the Company.
51. To produce tea, coffee, rubber, cinchona, and such other products.



52. To carry on the business as brewers, distillers, manufacturers of and merchants and dealers in wines, spirits, beer malts, grains, gases, fuels and energy, and powers, materials of all kinds and descriptions, seafood products, to deal in all agricultural inputs such as implements, machinery, fertilizers, pesticides, seeds, and any other commodities and things.
53. To carry on the business of hotel, restaurant, flight kitchen, café, tavern, beer house, refreshment room, and lodging house proprietors, dramatic and musical publishers and printers, theatrical agents, box office keepers, concert room proprietors, licensed victuallers, wine, beer, and spirit merchants, brewers, masters, distillers, and manufacturers of aerated mineral and artificial water and other drinks, purveying caterers for public amusements generally, and proprietors, job masters, farmers, dairymen, poultries, ice merchants, importers, and brokers goods of live and dead stock, and colonial and hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, libraries, grounds and instruction of all kinds, tobacco and cigar merchants, agents for railways and shipping companies, carriers, theatrical and opera box office proprietors, enterprises, and general agents.
54. To carry on the business of manufacturers of bitumen, hussein-based roofing felts, fiberglass issues, aluminum foils, fibers, plastic, or any articles or things.
55. To carry on the business of manufacturers, dealers, merchants, exporters, and merchants' agents in textile goods as wholesalers, semi-wholesalers, retailers, as also installation of power looms and establishing process houses for bleaching, dyeing, printing, calendering, and other processing of textile goods, and to act as commission agents.
56. To manufacture, process, or sell low and high-density polythene, polypropylene, high molecular, high-density polythene film and bags, and sheeting, and lay flat tubings, and/or to convert any of the polythene, polypropylene HM/HDPE products into any size or shape for use in packing and wrapping of all varieties of goods and to print all plastic, high-density/low-density polythene, polypropylene HM/HDPE products, whether rigid or flexible, for packing, wrapping, and for use as stationery articles, publicity and display, and for daily domestic or commercial/industrial use.
57. To establish shopping markets, showrooms, nursing homes, schools, clubhouses, cinemas, office premises, and other buildings for commercial purposes on lands seized and licensed basis.
58. The liability of the members is limited.
59. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10 (Rs. Ten) each with rights, privileges, or conditions attaching thereto as provided by the regulations of the company for the time being, with power to increase and reduce the capital of the company and to divide the shares in the capital into several classes and attach thereto respectively such preferential 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 manner as may for the time being be provided in the regulations of the company



We, the Several persons, whose names and addresses description and Occupations are hereunto subscribed are desirous of being formed into a Company in persuance 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.

S. No.	Name (In full) Addresses Description and Occupation of the Subscribers	No .of Equity Shares taken (in words and figures)	Signature of Subscribers	Signature, name addresses, description and occupation Of witness.
1.	SMT.SUNITA JAIN W/o Shri Mukesh Jain Kanti Mansion, 6, Murai Mohalla, INDORE BUSINESS	10(TEN)	Sd/-	Witness to the Signature of all the Subscribers Sd/- SANJAYGUPTA S/o Dr. M. C. Gupta Chartered Accountants A-96,SudamaNagar,INDORE
2.	DEVENDRA JAIN S/o Late Shri Utsavlal Ji Jain Kanti Mansion, 6, Murai Mohalla, INDORE BUSINESS	10(TEN)	Sd/-	
Total No. of Equity Shares taken		20 (Twenty)		

DATED: 20-1-1992