

TABLE A

THE COMPANIES ACT, 2013

PAVNA INDUSTRIES LIMITED

MEMORANDUM OF ASSOCIATION

(A COMPANY LIMITED BY SHARES)

- I. The name of the Company is **PAVNA INDUSTRIES LIMITED**.
- II. The Registered office of the Company will be situated in the State of **Uttar Pradesh**.
- III. The object for which the Company is established are :-

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on and undertake the business of Manufacturing, Export and Commission agency of all types Automobiles Locks, Auto Parts, Accessories, spare parts assemblies components, building Hardware and building Materials.
2. To acquire and take over, take on lease or on rent or in exchange, hire or otherwise or in partnership as going concern all the assets including installed machinery, plant, stores, stock and machinery under installation and other quota rights, entitlements, patents, trademarks, inventions, copyright and privileges which are presently held by Smt. Asha Jain under the name and style of AUTO LOCKS and with a view thereto enter into any agreement for the same with the proprietor of the said Business.
3. To manufacture, buy, sell, supply, distribute, import, export and deal in all types of automobile Locks including but not limited to pad locks such as die cast locks, brass locks, cycle locks, door locks Sutter locks, telephonic locks and all other special types of locks, hand cuffs, safe deposit lockers and all kinds of safes and cash boxes made out of metals and non- metal such as plastic as well as electronic locks working with or without remote controls and accessories, ancillaries, stores and spares thereof.
4. To manufacture, buy, sell, supply, distribute, import, export, engineering, develop, design, assemble, and deal in all types of Automobile Parts including but not limited to electric auto switches their accessories, ancillaries, stores and spares and Ignition Switches, Fuel Tank Caps, Latches, Handles, Switches, Oil Pump, Carburettor, Throttle Body, Fuel Cocks, Injection System, Die Casting Components (with or without metal), tools makers, brass founders, metal workers, machine, iron and steel converter, box strapping and mild steel products such as cold and hot rolling materials, locks levers, metal bars, metal handles, metal armllets, metal knobs, metal dusting, chilled and malleable castings, special alloys, casting, steel castings, gun metal, copper and brass and accessories, ancillaries, stores and spares thereof.
5. * To engage in the aforementioned businesses, both within India and globally, and to acquire entities involved in similar or complementary sectors that align with the company's objectives, either individually or in collaboration with other persons, companies or corporations and to enter into agreements and contracts, strategic alliances, business association, joint-ventures, partnerships or into any arrangement for sharing profits, union



of interest, cooperation, reciprocal concession or other alike business propositions, with such person, firm, corporate or other entity 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 business or undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the company.

**New Clause (5) added in main objects of the Clause III(A) by passing Special Resolution through e-voting by the Shareholders of the Company in the Extra Ordinary General Meeting of the Company held on 23th October, 2024.*

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

1. To enter into contracts, agreements and arrangements with any other company, firm or person in India or abroad on behalf of the Company for the objects for which the Company is formed.
2. To employ experts to investigate and examine into the conditions, prospects, value, character, and circumstances of any business concerns or undertakings or of any assets, properties, rights in connection with the business of the Company.
3. To establish branches, subsidiary companies or appoint agencies for or in connection with any of the objects of the Company, and to enter into any arrangement with such subsidiary company for taking the profits to and bearing the losses of any business or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which seems desirable with reference to any business or branch so carried on including power at any time either temporarily or permanently, or close any such branch or business.
4. To establish and maintain branch offices and local registers and to procure recognition of the Company and to carry on business in any part of the world as are possessed by local companies or partnerships or as may be thought desirable.
5. To nominate directors or managers of any such subsidiary or any other company in which this company is or may be interested.
6. Subject and supervision of the Act to take part in the technical supervision and control of the business or operations of any company or undertaking having similar objects and to appoint and remunerate any directors, accountants or other experts or agents for such business operations.
7. To purchase, take on rent on in exchange, hire or otherwise acquire any immovable or movable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, and in particular any land, buildings,



machinery, plant and either to retain any property so acquired for the purpose of the Company's business or to the same to account as may seem expedient.

8. To construct, improve, maintain, work, manage, carry out or control any buildings, offices, roadways, branches or siding, bridges, wells, reservoirs, watercourses, wharves, warehouse, electric works, shops, stores and other buildings for housing employees, workers, and others, other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests, and contribute to, subsidize or otherwise or take part in the construction, improvement, maintenance, development working, management, carrying out or control thereof.
9. To sell, rent, mortgage, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights, and effects of the company or any part thereof, for such consideration as the company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the company.
10. To acquire and undertake whole or any part of the business, property and liabilities of any person, firm, or company carrying on or proposing to carry on any business which the company is authorized to carry on or possessed of property suitable for the purpose of this company.
11. To amalgamate, enter into any partnership or partially amalgamate with or acquire interest in the business of any other company, person, firm carrying on or engaged in, or about to carry on or engage in any business or transaction included in the objects of the company, or enter into arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company, to acquire the business of the company or connected therewith any of the company's property and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
12. Subjects to the provisions of the Companies Act, 2013 to amalgamate with any other company whose objects are, or include objects similar to those of this company whether by sale or purchase of fully or partly paid up shares or otherwise of the undertaking subject to the liabilities of this or any such company as aforesaid, with or without winding up or by sale or purchase of fully or partly paid up shares or otherwise of controlling interest in the shares or stock of this or any other company as aforesaid or in any other manner.
13. To enter into arrangement with any government or authorities, municipal, local or otherwise, or any other person or company that may seem conducive to the company's objects, or any of them, and to obtain from such government, authority, person or



company any rights, privileges, charters, contracts, licenses and any concessions which the company may think fit, desirable to obtain and to carry out, exercise and comply therewith.

14. To apply for, promote and obtain any act, charter, order, regulation, privilege, concession, license, or authorization of any government, municipality or any other authority or any corporation or any public body which may be empowered to grant for enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for any other purpose which seems expedient and to oppose any bills, proceedings or applications which may be seen calculated to prejudice the company's interests, and to appropriate any of the company's share, debenture or any other securities and assets to defray the necessary cost, charges and expenses thereof.
15. To apply for, purchase or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, invention, trade-marks, designs, formulae, copyrights, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company and to use exercise, develop, or grant licenses in respect of or otherwise turn to account the proprietary rights, or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventories or rights.
16. To sell any patent right or privilege belonging to the company or which may be acquired by it or any interest in the same, and to grant licenses for use and practice of the same or any inventions, patents or privileges in which the company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any invention, patents, and privileges in which the company may be interested.
17. To sell or sublet any concession or licenses obtained for contracts entered into and generally to sell the whole or part of the property and business of the company for cash or for the shares or obligations of any person or persons.
18. To improve, manage, cultivate, develop, exchange, refine, repair, alter, let on account, grant rights, and privileges in respect of or otherwise deal with all or part of the properties and rights of the company.
19. To adopt such means of making known the business of the company as may seem expedient, and in particular by advertising in the press, circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
20. Subject to the provisions of the Companies Act, 2013 to make donations to such persons or institutions and in such case and either by cash or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient



and in particular to remunerate any person or corporations introducing business to this company and also to subscribe, contribute or otherwise assist or guarantee money for charitable scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects or for any exhibition or for any public, general or other objects.

21. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pensions or superannuation fund for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at the time in the employment or service of the company or any company which is a subsidiary of the company or its predecessors in business or of persons having dealing with 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 any other company, as aforesaid, and the wives, widows, families, dependents and connections of any such persons, and to also establish and subscribe to any institutions, associations, clubs, or funds calculated to be for the benefit of or for advancing the interests and well being of the company or any such other company as aforesaid, and make payments toward the insurance of any such persons and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
22. To refer or agree to refer any claim, demand, dispute or any other question, by or against the company, or in which the company is interested or concerned, and whether between the company and the members or their representatives, or between the company and third parties, to arbitration in India or at any other place outside India, and to observe and perform awards made thereon, and to do all acts, deeds, mailers and things necessary or expedient to carry out or enforce the awards.
23. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the promotion, formation and registration of the company.
24. To pay all preliminary expenses of any company promoted by the company or any company in which the company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owner of any business property acquired by any such company.
25. To pay for any rights or property acquired by the company and to remunerate any person or company for services rendered in placing of or assisting to place or guaranteeing the placing of shares in the company's capital or any debentures, debenture stock, or any other securities of the company or in or about the formation or promotion of the company, or in the acquisition of property by the company or the conduct of its business or otherwise for any of the purpose of the company, whether by cash payment or by allotment of shares, debentures, or other securities of the company, credited as paid up in full or in part or otherwise.



26. To open any kind of accounts in the bank, and to make, draw, accept, endorse, discount, execute, and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
27. To vest any movable or immovable property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
28. Subject to the provisions of Companies Act, 2013, to distribute among members in specie or in kind any property of the company or any proceeds of sale or disposal of any property of the company in the winding up of the company.
29. To insure whole or any part of the property and assets of the company either fully or partially to protect and indemnify the company from liability or loss in any respect either fully or partially, and to also ensure, and to protect and indemnify any part or portion thereof either in mutual principle or otherwise.
30. To carry out in any part of the world all or any of the company's objects as principal, agent, contractor, or otherwise, and by or through agents or otherwise, and either alone or in conjunction with any person, firm, association, corporate body, municipality, province, state, body politic or government or colony or dependency thereof.
31. To subscribe, acquire, take up, and hold shares, stocks, debentures, debenture stock, bonds, obligations, and any other securities issued or guaranteed by any company, Government Sovereign, Ruler, Commissioner, public body or authority supreme, municipal, local or otherwise, whether in India or in any foreign country.
32. To issue and deposit any securities which the company has power to issue by way of mortgage, to secure any sum or for performance of any contracts or obligations of the company or of its customers or any persons or corporations having dealings with the company, or in whose business or undertakings the company is interested, whether directly or indirectly.
33. To borrow money from banks, institutions and other agencies for the objects of the company at such terms as may be decided by the Board of Directors from time to time.
34. To lend or advance money or property with or without security or to give credit to such persons or companies and upon such terms as may seem expedient and in particular to the customers and persons having dealings with the company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies, generally to provide guarantees and to give indemnities and generally to provide credit facilities to customers and others, provided that the company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.



35. To place, to reserve, or to distribute as bonus shares among the members or otherwise to apply as the company if permitted by law and may deem fit including other money received by way of premium on shares or debentures or debentures issued at a premium by the company and the money received in respect of dividends accrued on forfeited shares.
36. To undertake and execute any trusts, the undertakings of which may seem to the company desirable and either gratuitous or otherwise.
37. To render or assist in rendering of technical services to any person, firm, company and undertaking in connection with the business of the company.
38. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India, and in any or all states, territories, possessions, colonies and dependencies thereof and in all foreign countries, and for this purpose to have and maintain and to discontinue, such number of offices and agencies therein as may be convenient.
39. Subject to the provisions of the Companies Act, 2013 and the Regulations made there under and the direction issued by concerned Authorities, to receive money, securities, valuables of all kinds of deposit or safe custody (not amounting to the business of Banking as defined under the Banking Regulations Act, 1949) and to borrow or raise money in such manner as the company shall think fit and in particular by issue of debentures and debenture stocks (perpetual or otherwise) and to secure the repayment of any money borrowed or raised on owing by mortgage, charge or lien upon all or any of the company's property (both present and future) including its uncalled capital and guarantee the performance by the company or any other person or body corporate of and any obligation undertaken by the company or any other such person or company, as the case may be.
40. Subject to the provisions of the Companies Act, 2013 and the Regulations made there under and the direction issued by concerned Authorities, to provide guarantees, counter-guarantees, third party guarantees or stand as surety for payment of money, secured or unsecured, obtained by the company from Banks, Financial Institutions, companies, firms, individuals or other entities on commission or otherwise and to pay for the money so guaranteed in respect of contracts, mortgages, charges, banking facilities, instruments and securities of any such entities as aforesaid. The company shall give guarantee or security by way of mortgage of companies immovable properties for such loans/cash credit/overdraft, acquired by any of its directors, bodies corporate, directly or indirectly or the directors, others may themselves advance money to company or other companies at such interest, terms and conditions as they may deem fit.
41. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them and to carry on any business which may seem to the

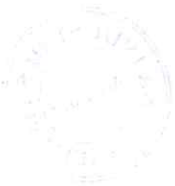


company capable of being conveniently carried in connection with any of the company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

iv. 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.

V. The Authorized Share Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crores Only) comprising of 3,00,00,000 (Rupees Three Crore only) Equity Shares of Rs.10/- (Rupees Ten) each.*

**The Authorized Share Capital has been increased from Rs. 18,00,00,000 (Rupees Eighteen Crores only) comprising of 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each to Rs. 30,00,00,000 (Rupees Thirty Crores only) comprising of 3,00,00,000 (Three Crores) Equity Shares of Rs. 10 (Rupees Ten) each by passing a Ordinary Resolution through e-voting by the Shareholders of the Company in the Annual General Meeting held on 30th September, 2024.*



I/we the several persons, whose name and address are given below are subscribers and desirous of being formed into a Company in pursuance of this memorandum of Association and we respectively agree to take the no. of shares in the capital of the Company set opposite to our respective names

Serial No.	Name, address, description and occupation of each subscriber	No. of Shares taken by each subscriber	Signature of subscriber	Name, address description and occupation of witness
1.	ASHA JAIN W/o. SRI PAWANJAIN "VIMLANCHAL" HARI NAGAR ALIGARH - 202001 (U.P.) OCCUPATION: BUSINESS P.S. GOPAL PURI	200	Asha Jain	(M.H. SINGHAL) F.C.A M.H. SINGHAL & CO. CHARTERED - ACCOUNTANTS RAILWAY - ROAD ALIGARH (U.P.)
2.	PAWAN JAIN S/o SH. K.C. JAIN "VIMLANCHAL" HARINAGAR, ALIGARH (U.P.) 202001. P.S. GOPAL PURI OCCUPATION: BUSINESS	200	Pawan	
3.	KAILASH CHAND JAIN S/o LATE M.L. JAIN "VIMLANCHAL" HARI NAGAR, ALIGARH :- 202001 OCCUPATION: BUSINESS P.S. GOPAL PURI	200	Kailash Chand Jain	
Total Six Hundred Equity shares only		600	my	

कम्पनी नं. 20-16359
 दिनांक 19-4-94
 रजिस्ट्रार

In Place - Aligarh
 Date - 20.3.94

