

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**MAGNETI MARELLI MOTHERSON AUTO
SYSTEM PRIVATE LIMITED**



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U31500DL2008PLC174123

2007 - 2008

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

MAGNETI MARELLI MOTHERSON AUTO SYSTEM LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी लिमिटेड है।

यह निगमन-पत्र आज दिनांक पंद्रह फरवरी दो हजार आठ को मेरे हस्ताक्षर से दिल्ली में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U31500DL2008PLC174123

2007 - 2008

I hereby certify that MAGNETI MARELLI MOTHERSON AUTO SYSTEM LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is limited.

Given under my hand at Delhi this Fifteenth day of February Two Thousand Eight.



(SANTOSH KUMAR)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies
राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा
National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

MAGNETI MARELLI MOTHERSON AUTO SYSTEM LIMITED

3RD FLOOR, 43, COMMUNITY CENTRE, BHAGERIA HOUSE, NEW FRIENDS COLONY,
NEW DELHI - 110025,
Delhi, INDIA

For Magneti Marelli Motherson Auto Systems Ltd.

Atando
Director/ Authorised Signatory



व्यापार प्रारंभ करने का प्रमाण-पत्र

कम्पनी अधिनियम 1956 की धारा 149(3) के अनुसरण में

कॉर्पोरेट पहचान संख्या : U31500DL2008PLC174123

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
MAGNETI MARELLI MOTHERSON AUTO SYSTEM LIMITED

जिसका निगमन, कम्पनी अधिनियम, 1956(1956 का 1) के अंतर्गत दिनांक पंद्रह फरवरी दो हजार आठ को किया गया था और जिसने निर्धारित प्रपत्र में घोषणा प्रस्तुत की है या विधिवत सत्यापित किया है कि उक्त कम्पनी ने, अधिनियम की धारा 149(2) (क) से (ग) तक की शर्तों का अनुपालन कर लिया है और व्यापार करने के लिए हकदार है।

यह प्रमाण-पत्र आज दिनांक सात मार्च दो हजार आठ को मेरे हस्ताक्षर से दिल्ली में जारी किया जाता है।

Certificate for Commencement of Business

Pursuant of Section 149(3) of the Companies Act, 1956

Corporate Identity Number : U31500DL2008PLC174123

I hereby certify that the MAGNETI MARELLI MOTHERSON AUTO SYSTEM LIMITED which was incorporated under the Companies Act, 1956(No. 1 of 1956) on the Fifteenth day of February Two Thousand Eight, and which has this day filed or duly verified declaration in the prescribed form that the conditions of the Section 149(2)(a) to (c) of the said act, have been complied with and is entitled to commence business.

Given under my hand at Delhi this Seventh day of March Two Thousand Eight.




(KLAIR ANITA)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies
राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा
National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:

MAGNETI MARELLI MOTHERSON AUTO SYSTEM LIMITED
3RD FLOOR, 43, COMMUNITY CENTRE, BHAGERIA HOUSE, NEW FRIENDS COLONY,
NEW DELHI - 110025,
Delhi, INDIA

For Magneti Marelli Motherson Auto Systems Ltd.


Director/ Authorised Signatory

SCHEDULE I
(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)

TABLE –A
MEMORANDUM OF ASSOCIATION
OF
MAGNETI MARELLI MOTHERSON AUTO SYSTEM PRIVATE
LIMITED

- I. The name of the Company is **Magneti Marelli Motherson Auto System Private Limited.**
- II. The Registered office of the company will be situated in the National Capital Territory of Delhi and Haryana
- III. **A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To carry on the business of Designing, developing, manufacturing, assembling, rendering services and marketing of plastic air intake manifolds, head and tail lamps and other lighting products and pedal boxes etc. for automotive applications
 2. To engage in any and all acts, things, business and activities which are related, incidental or conducive directly or indirectly to the attainment of the above objects including imports of various components required for manufacture & assembly of aforesaid products.
 3. To carry on the business as manufacturers, processors, assemblers, fabricators importers, exporters, traders, dealers, wholesalers, retailers, stockiest or suppliers., Act as agents, representatives, brokers, consultants, either in India or elsewhere or otherwise deal in the following:-

For Magneti Marelli Motherson Auto Systems Ltd.


Directed/Authorised Signatory

- i) PVC, Plastics and other Polymer products and PVC, Polymer and other material compounding;
 - ii) All kinds of machinery including office
 - iii) All kinds of Electronic and Electrical;
 - iv) All kinds of Packing products;
 - v) All kinds of Automobiles tools and Spare Parts;
 - vi) All kinds of Manual dies/commercial tool room activities.
4. To carry on the business of owning, running, managing all types of power plants and power projects.
 5. To carry on the business of real estate, as builders, engineers and contractors on turnkey basis or otherwise.
 6. To carry on the business of software development.
 7. To carry on all kinds of agency business inter-alia including that of brokers, commission agents, representatives, indenting agents, DEL CREDRE agents, clearing and forwarding agents, purchasing and selling agents and generally to transact and undertake all kinds of agency business in respect of commercial, industrial and financial matters.

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

1. To acquire from any person or any source, technical information, know-how, data processes, formulae, techniques and methods, engineering , manufacturing and operating data, plans, layouts, blue prints, and other data for the design, installation, erection and consultancy , maintenance and operation of the plant, machinery, equipment's and facilities, whatsoever required for attaining the main objects of the Company, and objects ancillary to the attainment of the main objects, and to acquire

any grant of license and other rights and benefits in connection therewith.

2. To act as stockists, distributors, or attorneys in connection with the main objects of the Company and agents and brokers for sellers, buyers, exporters, importers manufactures, merchants, tradesmen and others and generally to undertake and carry out agency work of any kind and to transact all types of agency and commission business.
3. To enter into contract, agreements, and arrangements with any other Company, firm or person for the carrying out by such other company, firm or person on behalf of the Company of the objects for which the company is formed.
4. To train and/ or arrange for training of our own and or the customer's personnel in India and/ or abroad in connection with the business of the Company.
5. To subcontract, buy, export, exchange and alter, improve refine, manipulate, prepare, for market and otherwise deal in all kinds of plant, machinery, equipment, apparatus, tools, utensils, receptacles substances, material, articles and things necessary, useful or convenient for carrying on any of the business or processes of the Company usually dealt in by persons engaged in the like business or processes.
6. To import, export, deal in, prepare for market, revise, clean, restore, re condition, treat and otherwise manipulate and deal and turn to account by any process or means whatsoever all by products, refuse and waste and other products capable of being manufactured or produced out of , or with the use of, all or any raw materials, ingredients, substances or commodities used in the manufacture of or any of the products which the Company is entitled to manufacture or deal in and to make such other use of the same as may be thought fit.
7. To import and purchase any machinery, implements, material, articles and stores.
8. To repair, alter, remove, clean, renovate, convert, manipulate and prepare for resale any goods from time to time, belonging to the Company.

9. To employ Indian or foreign experts to supervise, manufacture, assemble or install plant and machinery and to investigate and examine into the conditions, prospects, value, character and circumstances of any business concern and undertaking and of any assets, property or rights.
10. To appoint Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
11. To take part in the supervision and control or the business and operations of any Company or undertaking in connection with the business of the company.
12. For the purpose mentioned in the preceding clause, to nominate, appoint or remunerate any Directors, accountants, lawyers or other experts or agents, subject to the provisions of the Companies Act., 2013.
13. To purchase, take on lease, or in exchange or otherwise acquire any immovable or moveable property, and any rights or privilege 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 and either to retain any property to be acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.
14. To, or to lend, or otherwise dispose of any property belonging to the company and to finance the purchase of any article or articles, by way of Loans, or by the purchase of any such article or articles, and the letting thereof on hire purchase or otherwise.
15. To buy and sell foreign exchange in all Lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf, and to invest and deal with the money of the company in or upon such securities and in such manner as may from time to time be determined and to hold, sell otherwise deal with such investments.
16. To acquire and undertake the 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 authorised to carry on, or possessed of property suitable for the purpose of this Company, or which can be carried on in conjunction therewith, or which

is capable of being conducted so as to directly or indirectly benefit the Company.

17. To enter into any partnership or acquire any interest in the business of any other company, person or firm or enter into any arrangement for sharing profits, or for co-operation or for mutual assistance, with any person, firm or company, or to acquire, carry on any other business(whether manufacturing or otherwise)auxiliary to the business of the company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with above, or calculated directly or indirectly to enhance the value of or render more profitable 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 or retain, or sell, mortgage and deal with any shares, debentures, debentures stock or securities so received subject to Section 391 to 394 of the Act.
18. Subject to Section 391 to 394 of the Companies Act, 1956 to amalgamate or merge or demerge any undertaking of the company or reconstruct the company or to enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint venture or reciprocal with any person or persons of company or companies."
19. To enter into any partnership or into any, arrangement for sharing profits, or losses or for any union of interest, joint venture, reciprocal concession or Co-operation or with any person, or persons, or company or companies 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.
20. To acquire any such share, stocks, debentures-stock, bonds, obligation or securities 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.
21. To establish or promote, or concur in establishing or promoting 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 the

Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other company.

22. To enter into any arrangement with any Government or other authority supreme, municipal, local or otherwise or any person or company, that may seem conducive to the Company's objects or any of them and to obtain from any such Government authority, person or company rights, privileges, characters, contracts, licenses and concessions which the company may think fit, or desirable to obtain or carry out, exercise and comply therewith.
23. To apply for, purchase or otherwise, acquire or renew in any part of the world any patents, patents right, brevets invention, trade mark, designs, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or 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 the benefit of the company and to use excise, develop or grant licenses in respect of, or otherwise, turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
24. Subjects to the provision of Section 182 of the Act, to make donations to such persons or institutions in cash or any other assets as may be thought directly or indirectly conducive to any or the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and also to subscribe, contribute, or otherwise assist or a guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, education or other institutions, or for any exhibition for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefits of the employees or ex-employees (including Directors) of the Company, or its predecessors in business, or of persons having dealing with the Company, or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowance, gratuities and bonuses, either by way of annual payments or as a lump-sum and to make payment towards insurance and to form or contribute to benefit funds and other welfare funds of or for such persons.

25. 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 member or members of his or their representatives, or between the Company and third parties to arbitration in India or at any place outside India and to observe and perform and do all acts, deeds, matters and things to carry out or enforce the award.
26. To pay out of the funds of the Company all preliminary and other expense which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital, including brokerage and commission for obtaining applications for taking, placing or underwriting of debentures or other securities of the company.
27. To pay for any rights or property acquired by the Company and to remunerate any person or company for services rendered or to be rendered in placing of shares in the Company's capital or any debentures, debenture-stock, or other securities of the Company, or in or about the formation or promotion of the Company, or the acquisition of property of the Company or the conduct of its business, whether by cash payment.
28. To adopt such means of making known the business of the Company as may seem expedient and in particular, by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations, or writing articles in paper, magazines.
29. To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and in particular, to customers and other having dealing 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 and generally to give guarantees and indemnities, provided that the Company shall not do any banking business within the meaning of Banking Regulation Act, 1949.
30. To invest and deal with the money of the Company not immediately required in such manner as may from time to time be determined, or raise money in such manner as the Company shall think fit, with the right to convert such investment into shares and in particular, by the issue of debentures or debentures- stock (perpetual or otherwise) and

to secure the payment of any money borrowed, raised or owing by mortgage, or lien upon all or any of the property or assets of the Company (both present and future) , including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any person or Company as the case may be.

31. To undertake or execute any trust (including the office of executor, administrator, receiver or liquidator the undertaking of which may seem to the Company desirable and either gratuitously or otherwise vest any real or personal property, rights or interest, acquired or the belonging to the Company, in any person or Company on behalf of or for the benefit of the Company or with or without any declared trust in favour of the Company.
32. To open current or other bank accounts with any banks, to deposit money into and draw money from such accounts and to draw, make, accept endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of lading, warrants debentures and other negotiable or transferable instruments.
33. To sell, improve, manage, develop, exchange lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company for the time being, 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.
34. To insure the whole or any part of the property 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 also to ensure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise.
35. To carry out any part of the Republic of India all or any part of the company's objects as principal, agents, factor, trustee, contractor or otherwise, either alone or in conjunction with any other person, firm association, corporate body, municipality, province, state body, or Government, or colony or dependency thereof.
36. 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 Republic of India and in any or all states, territories, possessions, colonies and

dependencies thereof and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.

37. To procure the Company to be registered or recognized in any part of the Republic of India.
 38. To undertake, carry out, promote and sponsor any activity for publication of books, literature, newspapers etc., or for organizing lectures, conferences of seminars, workshops, training programs, etc., likely to advance the aforesaid objects, or for giving merit awards, scholarships, loans or any other assistance to institutes, deserving students or other scholars or consultants or persons, to enable them to pursue their studies or academic pursuits, and for establishing or assisting any, institution, fund, trust etc. having one of the aforesaid objects as one of its objects.
 39. Subject to the provisions of the Companies Act, 2013 to borrow and raise money in such manner as the company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
 40. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, replacing, reviewing, extending or maintaining any of the properties of the Company or for any other purpose whatsoever deemed beneficial to the Company.
 41. To distribute any of the property of the company in specie among the members, subject to the provisions of the Companies Act, 2013 in the event of winding up of the Company.
 42. To become members of and communicate with trade, industry and business associations, chambers of commerce and other mercantile and public bodies throughout India and in other parts of the world and to promote measures for the advancement and protection of the trade, industry and business in which the Company may be engaged.
- 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 Share Capital of the Company is Rs. 1,500,000,000/- (Rupees Fifteen Hundred Million only) divided into 3,800,000 equity shares of Rs. 10 (Rupees Ten) each /- and 146,200,000 Preference shares of Rs.10 (Rupees Ten) each)

For Magneti Marelli Motherson Auto Systems Ltd.


Director/ Authorised Signatory

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set against our respective names:

Name, addresses, Description and occupation of each subscriber	No. of Shares Equity	Signature Of the Subscriber	Name, addresses, Description, occupations and signature of witness.
<p>Samvardhana Motherson International Limited Regd. Office 2nd Floor, F-7, Block B-1, Mohan Cooperative Industrial Estate, Mathura Road, Delhi-110044</p> <p>Occupation : Public Limited Company</p> <p>Through its Authorised Representative:</p> <p>Ashok Tandon S/o Sh. Rup Kishore Tandon R/o H1A-141, DLF Westend Heights, Phase-V, Gurgaon, Haryana -122001</p> <p>(Service)</p> <p>Ashok Tandon S/o Sh. Rup Kishore Tandon R/H1A-141, DLF Westend Heights, Phase-V, Gurgaon, Haryana -122001</p> <p>(Service)</p> <p>VIVEK AVASTHI S/o Late Sh. Pramod Avasthi R/o B-1/6, Vasant Vihar, New Delhi-110057</p> <p>(Service)</p> <p>GEETA SONI W/o Sh. Rajeev Soni R/o : B-46, Greater Kailash-I, New Delhi-110048</p> <p>(Business)</p>	<p>49994 (Forty Nine Thousand Nine Hundred Ninety Four only)</p> <p>1 (One only)</p> <p>1 (One only)</p> <p>1 (One only)</p>		<p>I hereby witness the signatures of all subscribers who have signed before me at New Delhi.</p> <p>Sd/- Manoj Kumar Garg S/o Sh. S.P. Garg 131/1, Krishna Nagar, Street No. 8, Safdarjung Enclave, New Delhi-110029</p>

Name, addresses, Description and occupation of each subscriber	No. of Shares Equity	Signature Of the Subscriber	Name, addresses, Description, occupations and signature of witness.
<p>ROHITASH GUPTA S/o Sh. B.L.Gupta R/o 46-D, Pocket-1, MIG Flat, New Kondli, Mayur Vihar-III New Delhi-110096</p> <p>(SERVICE)</p>	<p>1 (One only)</p>		<p>I hereby witness the signatures of all subscribers who have signed before me at New Delhi.</p> <p>Sd/- Manoj Kumar Garg S/o Sh. S.P. Garg 131/1, Krishna Nagar, Street No. 8, Safdarjung Enclave, New Delhi-110029</p>
<p>MANOJ MAHESHWARI S/o Badri Narain Maheshwari R/o 2nd Floor, 182 Avtar Enclave, PAschim Vihar, New Delhi- 110063</p> <p>(Service)</p>	<p>1 (One only)</p>		
<p>VIDHU PRAKASH AGRAWAL S/o Sh. K.P.Agrawal R/o : B-163, Sector-51, Noida-201301</p> <p>(Service)</p>	<p>1 (One only)</p>		

Place: New Delhi

Date: 13-02-2008

For Magnet Media Solutions Pvt. Ltd. & its Systems Ltd.

Atandor
Director/ Authorised Signatory