

# MEMORANDUM OF ASSOCIATION

CERTIFIED TRUE COPY

*G. Ambal*



**The Companies Act, 2013  
Company Limited By Shares**

**MEMORANDUM OF ASSOCIATION  
OF  
BONFIGLIOLI TRANSMISSIONS LIMITED**

- I. The name of the Company is Bonfiglioli Transmissions Limited<sup>1</sup>.
- II. The Registered Office of the Company will be situated in the State of Tamil Nadu.
- III. A. The Main objects for which the Company is established are
1. To carry on business of designing, manufacturing, developing, hiring, repairing, importing, exporting, buying, selling and dealing in gears of all types eluding in particular, spiral bevel, straight bevel, spur and helical and worm gears, gear boxes, winches, speed drivers, reduction gear boxes, gear motors, speed variators, electric and hydraulic motors, motor controllers, electromechanical and electronic devices, accessories and transmission devices.
  2. To carry on business as manufacturers exporters and repairers in ring gears and pinion sets, transmission gears and complete differential and components thereof.
  3. To carry on the business of distributors, stockists, dealers, agents of Spare parts and components of all types of boxes, gear motors, speed variators, electric and hydraulic motors, motor controllers, electromechanical and electronic devices, accessories and transmission devices.
  4. To act as industrial consultants and undertake, aid, promote, and co-ordinate project studies, arrange collaboration, extend technical assistance and services prepare schemes, project reports, market research and studies, to arrange technical, financial agreements, to make agreements and arrangements to provide management personnel, supervise and setup production techniques assist in finding markets for manufactured goods of Indian and foreign origin, secure sound investments of foreign capital in Indian undertakings and to act as agents or render assistance to any person, firm company, association or government.

---

<sup>1</sup> The name of the Company has been changed from "Bonfiglioli Transmissions Private Limited" to "Bonfiglioli Transmissions Limited" vide special resolution passed by the members at their Extra-Ordinary General Meeting held on 01.09.2025

CERTIFIED TRUE COPY

*G. Amb*



**B. The Company shall also be entitled to carry on all or any of the under mentioned objects as being incidental or ancillary to the attainment of the main objects specified in clause A hereof.**

1. To establish other business which in the opinion of the Company may be capable of being conveniently carried on in connection with the above or calculated directly to enhance the value of or profitability of any of the Company's property or rights.
2. To buy, purchase, lease, take on lease, exchange or otherwise acquire lands, buildings, flats of any tenure or description in India or elsewhere whether for residential, business, or other purposes and any rights, easements, advantages and privileges relating thereto and either for investment or resale and to turn the same into account as may seem appropriate or expedient, and to construct, alter, improve, decorate, develop. Furnish and maintain offices, flats, houses, buildings and other structures, works and conveniences of all kinds on any of the lands or immovable properties purchased or acquired by the Company and to lease sell, deal in or to otherwise dispose of the same.
3. Subject to such regulations as may be applicable, to borrow or raise moneys or loans for the purposes of the Company by promissory notes, bills of exchange, hundies, and other negotiable or transferable instruments or by mortgage, charge, hypothecation or pledge, or by debentures or by debenture stock, perpetual or otherwise charged upon all or any of the Company's property and assets, both present and future, movable and immovable including its uncalled capital, upon such crisis as the Directors may deem appropriate or expedient or in such other manner, or to take money on deposit or otherwise (merely for time purpose of financing the business of the Company) with or without allowance of interest thereon and to lend money to customers and others having dealing with the Company and to guarantee the performance of contracts by any such persons and to execute all deeds, writings and assurances for any of the aforesaid purposes.
4. To open current, fixed, overdraft or other accounts with any Bank, and to pay into and to draw money from such accounts.
5. To advance moneys with or without security as may be thought proper.
6. To invest the funds of the Company from time to time in such assets, properties, securities, shares, bullion, investments or otherwise as may from time to time be determined appropriate by the Directors and from time to time sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

CERTIFIED TRUE COPY

G. Ambal



7. Upon any issue of shares, debentures or any other securities of the Company, to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash or issue of shares, debentures or other securities of the Company, by the granting of options to take the same or in any other manner allowed by law.
8. To enter into partnership or into any arrangement for sharing profits, union or interest, co-operation, joint venture, reciprocal concession or otherwise, or collaborate with any person or company, carrying on or engaged in, any business or transaction, either in India or abroad, which this Company is authorised to carry on or engage in or any business or transaction, capable of being conducted so as directly or indirectly to benefit the Company.
9. To act in conjunction with, unite or amalgamate with, create or constitute or assist in creating or constituting any other company or association of a kind similar wholly or partially to this Company for the purpose of acquiring all or any of time properties, rights and liabilities of the company and to buy up or absorb all or any part of the business or property of any such company or association and to acquire and secure membership seat or privilege in and of any association, exchange, market or institution in India or any part of the world.
10. To enter into any arrangements with any government or authorities Municipal, local or otherwise, or any persons or company in India or abroad, that is or may be conducive to the objects of the Company or any of them, and to obtain, from any such government, authority, persons or company any rights, privileges, charters, contracts, licenses and concessions which the Company deems desirable and to carry out, exercise and comply therewith.
11. To alter, manage, develop, exchange, lease, mortgage, underlet, give in gifts or otherwise dispose of, improve or deal with the land properly, assets and rights and resources and undertaking of the company or any part time of such considerations 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 this Company and to distribute among the members of the Company in cash or in specie any property or assets of the Company provided that no such distribution amounts to reduction of share capital except in accordance with the provisions of the Companies Act 1956 in this behalf.
12. To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company shall construe to be preliminary, including therein the costs of advertising commission for underwriting brokerage, printing and stationery and time expenses attendant upon the ibrrnation of agencies and local boards.

CERTIFIED TRUE COPY

G. Anand



13. To procure the incorporation, registration, or other recognition of the Company in India, and to establish and regulate agencies for the purposes of the Company's business and to apply or join in applying to governmental, local, municipal or other authority or body for concessions, orders, rights or privileges that is or may be conducive to the Company's objects or any of them and to oppose any proceedings or applications which are or may be calculated directly or indirectly to prejudice the Company's interests.
14. To provide for welfare of the Directors or former Directors or the employees or former employees of the Company, and the wives, widows and families of such persons, by building or by contributing to the building of houses, dwelling houses, or by grant of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing to provident and other funds and providing or subscribing towards schools, places of instructions and recreation and hospitals, dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to form, subscribe to or otherwise aid benevolent religious, scientific, national, public or other institutions or objects or purposes.
15. To dispose of or transfer the business, property and undertaking of the Company or any part thereof for any consideration which the Company may deem fit to accept and in particular for shares, debentures, debenture stock, bonds or securities of any other company or companies for the purpose of its or their acquiring all or any of the property, rights, or liabilities of this Company or for any other purpose which may seem calculated to benefit this Company
16. To create any reserve fund, sinking fund, insurance fund, dividend equalization fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purposes conducive to the interests of the Company.
17. To place, to reserve or to distribute as dividend or bonus among the Members or otherwise to apply as the Company may from time to time think fit, any moneys received, by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends,
18. To do all or any of the things hereby authorised either alone or in conjunction with, or in partnership with any person, firm or body corporate, or as factors trustees or agents of any other companies or persons or by or through any factors, trustees, or agents.

CERTIFIED TRUE COPY

G. A. S. B. I.



19. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herewith set forth, either along or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or power or any part or parts thereof.
20. To remunerate any person, firm or company to rendering services to the company whether in cash or by allotment of shares or securities (including debentures) Of the company credited as paid in full or in part or otherwise as may be thought expedient.
21. To accept gifts of property, shares or assets in connection with the attainment of main objects of the company.
22. To enter into arrangements for rendering and obtaining of technical know-how, services and/or technical collaboration with individuals, firms, research laboratory, body corporate whether in or outside India.
23. To establish research establishments and/or grant donations for research whether connected with the business of the company or not.
24. To carry on all or any of the business of manufacturers, processors, importers, exporters, of and dealers in all kinds of ferrous and non-ferrous metals meant for any industrial or non-industrial use whatsoever and to carry on the business in cold or hot rolling, re-rolling, slitting, edge-milling, sheeting, stamping, pressing, extruding, forging, drawing, flattening, straightening, heat treatment of all kinds of steel and other metals or any other kind of steel and other metals or any other kind of strips, sheets, foils, tapes, wires, rods, plates and any other sections, shapes or forms.
25. To invent, develop, design, manufacture, fabricate, process, prepare, assemble or cause to be designed, fabricated, processed, assembled and manufactured, plant and machinery, equipment, appliances, instruments, tools, and things required for the manufacture of products of the Company.
26. To carry on and conduct workshops, engineering works of every description and kind and foundaries of iron and steel, brass and other metals.

CERTIFIED TRUE COPY

G. Ambal



27. To carry on business of designing, developing, fabricating, processing, repairing, assembling, manufacturing, buying, selling, reselling, importing, exporting, machinery and equipment, distributing, hiring, letting on hire and dealing in all kinds of machinery, plant equipment, instruments and appliances, operated by the use of electricity, steam, motive power or mechanical force or otherwise,
28. To carry on business of designing, developing, processing, manufacturing, buying, selling, reselling, importing, exporting goods, materials, distributing and dealing in all kinds of machinery.

IV. The liability of the members is limited.

- V. *\*The Authorized Share Capital of the Company is Rs. 187,99,58,340 (Rupees One Hundred Eighty-Seven Crore Ninety-Nine Lakh Fifty-Eight Thousand Three Hundred Forty only) divided into 18,79,95,834 (Eighteen Crore Seventy-Nine Lakh Ninety-Five Thousand Eight Hundred Thirty-Four) Equity Shares of ₹ 10 (Rupees Ten only) each.*

*\* Amended vide Special Resolution dated 10<sup>th</sup> November 2025.*

CERTIFIED TRUE COPY

*G. S. S. S.*



VI. We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of equity shares in the capital of the Company set opposite our respective names.

Sl.No	Signatures, Names, Father's Names, Addresses, Occupation of the subscribers	No. of Equity Shares taken By each subscriber	Signature, Name, Address, Description & Occupation of Witness
1.	Sd/- K BALASUBRAMANIAN S/o. Mr. K. Krishnaswamy Plot No:16, Second Street Elango Nagar Virugambakkam Chennai-600092 Chartered Accountant	10 (Ten only)	For 1 and 2  N SIVASUBRAMANIAN S/o. (Late)K.Sundaramoorthi 20/2, Thirumalai Pillai Road 'ARUNODAYA', Flat No:7 T Nagar Chennai- 600017 Chartered Accountant
2.	Sd/- M S NATESAN S/o.Mr.M.P.Srinivasan 37, Giri Road T Nagar Chennai- 600017 Chartered Accountant	10 (Ten only)	
		20 (Twenty only)	

Dated this Nineteenth day of June 1998

Place : Chennai

CERTIFIED TRUE COPY

G. Ambal

