

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
HELLA INDIA LIGHTING LIMITED**



Form I. R.

**CERTIFICATE OF INCORPORATION**

No. T.3126 of 19 59

I hereby certify that J M A INDUSTRIES PRIVATE LIMITED

Is this day incorporated under the Companies Act, 1956 (No. 1 of 1956)  
and that the Company Limited.

Given under my hand at NEW DELHI

this 4th (13th) day of September (Bhadra)

One thousand nine hundred and fitynine (1881)

Sd/-

(B. P. Roy)

*Registrar of Companies*

**Delhi**



Form I. R.

### CERTIFICATE OF INCORPORATION

No. T.3126 of 19 59

12.3.76  
Asst. Registrar of Companies  
Delhi & Haryana

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Given under my hand at **NEW DELHI**

this **4th (13th)** day of **September (Bhadra)**

One thousand nine hundred and **fifty-nine (1881)**

Sd/-

(B. P. Roy)

Registrar of Companies

Delhi

**COMPANY NO. 55-3126**

**FRESH CERTIFICATE OF INCORPORATION**  
**CONSEQUENT UPON CHANGE OF NAME**

In the office of the Registrar of Companies, NCT of Delhi & Haryana  
[Under the Companies Act, 1956 (1 of 1956) ]

**IN THE MATTER/OF M/s J M A INDUSTRIES LTD.**

I hereby certify that **J M A INDUSTRIES LTD.**

which was originally incorporated on Fourth September of one thousand nine hundred and fifty nine under the Companies Act, 1956 (Act 1 of 1956) under the name

**J M A INDUSTRIES PRIVATE LIMITED**

having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 read with Government of India, Department of Company Affairs, Notification No. G.S.R. 507 (E) dated 24-06-1985 by Registrar of Companies, NCT of Delhi & Haryana, New Delhi vide letter No. ROC/21/35-3126/1039 dated 18/10/2004 the name of the said company is this day changed to

**Hella India Lighting Limited**

and this Certificate is issued pursuant to Section 23(l) of the said Act

Given under my hand at New Delhi this Ninth November of Two Thousand and Four.

Sd/-



(Anandwari Saini)  
REGISTRAR OF COMPANIES,  
N.C.T. OF DELHI AND HARYANA

MEMORANDUM OF ASSOCIATION  
OF  
**HELLA INDIA LIGHTING LIMITED**

- I. The name of the Company is Hella India Lighting Limited.
- II. The Registered Office of the Company will be situated in the Union Territory of Delhi.
- III. The Objects for which the Company is established are:
  1. To Carry, on the business of importing, exporting, manufacturing, assembling producing, exhibiting, using, manipulating, working, distributing, buying and selling and otherwise dealing in all kinds of machinery and automobile spare parts and accessories, automobiles, omnibuses, motor cars, motor cycles, bicycles, velocipedes, aeroplanes, sea planes, hydroplanes, gliders, vehicles and carriages, and other vehicles of all kinds, whether moved by mechanical power or not, and all machinery, industrial engines, tractors and agricultural implements and tools, general tools and implements, utensils, appliances, apparatus, lubricants, petroleum and petroleum products of all sorts, cements, solutions, paints, enamels, tyres and tubes and other rubber goods, body building materials, and all other things capable of being used therewith or in the manufacture, maintenance and working thereof respectively, or in the construction of any tracks or surfaces adopted for the use thereof and for the above purposes to carry out experiments and other research work.
  2. To carry on the business of manufactures, importers, exporters or otherwise dealers, either in wholesale or in retail, in incandescent bulbs, tubes and lamps of all sorts, cut outs, switches, adopters, insulators, radio valves, radios, condensers, rectifiers amplifiers, microphones, loudspeakers, horns, wipers and other automobile parts and accessories and generally all parts and spares of all or any one of the foregoing and to engage in other allied or subsidiary activities and to conduct all operations connected with the foregoing or incidental thereto, and generally to organize and develop agencies secured from manufactures in India and abroad and to act as manufactures' representatives.
  3. To carry on the business of general carriers of goods and passengers by whatsoever conveyance and for that purpose to purchase, build, hire take on lease, charter or otherwise own, hold, use, work and dispose of steam and other ships and vessels, lorries, motor cars, omnibuses and other vehicles and their appurtenances.
  4. To carry on the business of railway or other wagon or railway or other coach builders, carriage, car, cart and wagon or other vehicles builders, iron founders, mechanical engineers and manufactures of implements and machinery and general merchants.
  5. To carry on the business of electrical and mechanical engineers and manufacturers of electrical goods of all kinds whatsoever, refrigerators, radios, transmitters, receiving sets and the like and be dealers in electricity and motive power and to supply the same for production, transmission or use of any lighting, heating or motive or other power as may

- be thought advisable for industrial, manufacturing and other purposes whatsoever.
6. To carry on business as manufactures and makers of and dealers in metals, plastics, wood, enamel, aluminum, alloys and other products, substances and things of every description and kind and to carry on and conduct workshops and foundries of all types.
  7. To carry on the business of hotels and restaurants and to deals with all matters relating thereto.
  8. To run, manage and maintain tea and coffee houses and refreshment rooms and generally to take over or undertake the management of any hotel and restaurant or dairy, confectionary, ice cream manufacture or any other allied business.
  9. To carry on the business of general importers and exporters of all types of articles, things and merchandise including handicrafts and products of cottage industries and be generally dealers therein.
  10. To carry on the business of hire purchase of every type of article and merchandise.
  11. To carry on the business of furnishers and decorators in all its branches and generally to deal in all things and materials of whatsoever kind which may be necessary or incidental to any of the operations in connection with the objects of the company.
  12. To carry on the business as dealers in and producers of dairy farms and garden produce of all kinds and in particular as farmers, millers, and manufactures of canned fruits and preserved provisions of all kinds.
  13. To carry on the business of glass manufactures and dealers in all sorts of goods made of glass in all its aspects and, in that behalf, to take on lease, acquire or otherwise set up any glass factory and run and control the same whether for the objects of the Company or otherwise.
  14. To carry on the business of builders, contractors, decorators, manufactures, merchants and dealers in building materials, hardwares, cements, colours, varnishes, paints, chemicals, chemists and druggists, provisions and stores, house hold furniture, office equipment, packing cases and generally all consumer goods whatsoever.
  15. To carry on the trade or business of brass founders, metal workers, mill wrights, mechinists, smiths, painters type founders, stationers, manufactures of brass, and copper and other metals and sheet metal goods of all kinds, dealers and manufactures of all kinds of machinery, tools, implements, engines, water pumps, agricultural machinery of all kinds, textile machinery, tools of all kinds, lathes, planers, shapers, drillers, grinders, boring machines, slotters, milling machines, radio goods of all types, and generally to work as consulting Engineers and contractors in all branches of work whatsoever known to engineering, iron masters, metallurgists, builders, hardware merchants, metal workers, and the like.
  16. To import, manufacture, buy, sell or otherwise deal in all types of wines and liquors and tobacco and tobacco products, and generally to carry on the business of wine merchants and tobacconists.
  17. To carry on the business as importers, exporters, manufacturers and dealers in general stores and provisions of all kinds.

18. To enter into agreement with any company in India or abroad carrying on its business in the aforesaid articles and goods for the sale or purchase of the above articles as may be required by the company
19. To erect, maintain, construct, alter, purchase, take on hire, lease or otherwise acquire to maintain necessary laboratories with factories, shops and godowns for the manufacture, production and sale of the aforesaid articles and goods.
20. To take contracts from Government, Municipal and other public bodies and private individual and corporations for the supply of all sorts of goods and commodities.
21. To acquire and deal with the following property:
  - i. The business, property and liabilities of any company or firm or person carrying on any business within the objects of the Company;
  - ii. Land, buildings, easements and other interest in real estate;
  - iii. Plant, machinery, personal effects, patents, patent rights, inventions, processes, devices, trade marks and other rights; and
  - iv. Stocks and shares in or of any company or undertaking the acquisition of which may promote the interest of the company.
22. To buy, sell, manufacture, repair, alter and exchange, let on hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the businesses which the Company is entitled to carry on, or which may be commonly supplied or dealt in by persons engaged in any such business, which may seem capable of being profitably dealt with in connection with any of the said businesses.
23. To lease, let out on hire, pledge, sell or otherwise dispose of the whole or any part of the undertaking of the Company; or any land, business, property, rights or assets of any kind of the Company or any share or interest therein respectively in such manner and for such consideration as the company may think fit, and in particular for shares, debentures, or securities of any other corporation or company having objects altogether or in part similar to those of the Company.
24. To promote, form and constitute corporations, companies, associations, societies and syndicates with objects wholly or partly similar to those of the Company, or in any manner beneficial to any of its objects and to do all that may be necessary for the purpose, and to lend money, guarantee contracts of, or otherwise assist any such person, corporation, association, society, syndicate or company; and to take or otherwise acquire shares and securities of any such corporation or company, and to sell, hold, reissue, guarantee or otherwise deal with the same.
25. To float or promote companies with or without limited liability, and generally to act as managers, of companies and corporations, and officers, and appoint managers, for the management of its own affairs.
26. To purchase, to take over, to hold shares, to amalgamate or otherwise to acquire, on such terms as may be deemed expedient, all or any part of the business, goodwill property, assets and liabilities of any person or persons, corporation or corporations, and companies carrying on any business which the Company is authorized, in whole or in part, to carry on, or owing any property or assets suitable for the purposes. And to take over the business of hotels and restaurants being carried on by any other person or company.
27. To amalgamate with any other company or companies

28. To carry on any of the businesses of the Company with foreign collaboration on terms and conditions subject to laws governing the same.
29. To acquire by purchase or otherwise any patents, licences, brevet 'd' inventions, concessions, and monopolies and the like, conferring limited or unlimited rights to use the same or any secret or other information as to any inventions which may seem capable of being used for any of the purposes of the Company.
30. To establish or acquire and carry on trading stations, factories, stores and depots in India or elsewhere and to purchase, lease or otherwise acquire, carry on, develop and improve any business or personal property or estate.
31. To acquire and/or take over business of and/or carry on and/or act as selling agents, purchasing agents, sub-agents or agents of any kind or description or as producers, buyers, sellers, distributors or suppliers for any to any Government, State or any other public authority or office and any other person, firm, corporate or incorporate body and/or association of persons.
32. To become members of any association or Company of traders or brokers or dealers or manufacturers in forward or ready business in any merchandise or commodity or securities or bullion or to become members of any Chamber of Commerce or any other Merchants or Traders' Association of Exchange.
33. To establish instructional institutes for mechanical and technical training or otherwise for the benefit of the customers and/ or the people in general and to train them in the several lines and businesses of the Company or others.
34. To send and of the Directors, representatives, servants or employees of the Company or some other person to foreign countries or within India for getting training in any subject connected with the Company's business in the interest of the Company and to pay all such expenses incurred for such purposes.
35. To enter into agreement with or to employ experts, chemists, salesmen, agents, representatives or any other servants for the retail or wholesale depots, factories of the Company at the Head Office or at Branches of the Company.
36. To provide for the shareholders and/or their nominees approved by the Board of Directors of the Company with commodious and healthy lodgings and dwellings and to give them maximum of accommodation at a reasonable price as determined by the Directors from time to time.
37. To establish agencies and sub-agencies in and outside India to secure efficient marketing of the products of the Company or to act as import and export agents and manufacturers' agents in pursuance of the object of the Company.
38. To provide funds for the research work to be done for the improvement in yield, quality or better utility of the manufactured commodities of the Company or any other commodity in the business of which the Company may be interested and to exploit the result of the said research work if any achieved, in a manner the Company thinks proper and beneficial.
39. To open retail stores for selling the goods of the Company and goods of other manufactures with the Company may purchase and deal in as principals or as agents, distributors or as commission agents.



40. To acquire, start, run and maintain workshops, factories, mills and other industries at such places as may be decided upon and also to run these on lease or otherwise either for service, manufacture or otherwise.
41. To grant pensions, advances, gratuities and bonuses and other amenities to employees or ex-employees of the Company or its predecessors-in-interest or the dependents of such persons and to support or subscribe to any charitable objects, institutions, clubs, societies or funds.
42. To enter into any agreement with the Government of India or any State Government or with any authorities, municipal, local or otherwise, or with any person or persons, corporate or incorporate body, that may seem conducive to the Company's objects, or any of them; and to obtain from such Government or authority or other persons, or companies, any rights, privileges, and concessions which the Company may think desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
43. To draw, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading, debentures and other negotiable or transferable instruments.
44. To enter into partnership or any arrangement for sharing profits or interest in cooperation, joint adventure, reciprocal concession or otherwise with any person, firm or company, carrying on or engaged in or about to carry on or engage in any business or transaction capable in the opinion of the Company of being conducted so as directly or indirectly to benefit the company, and to lend money to, guarantee the contracts of, or otherwise assist any such person, firm or company, and to take or otherwise acquire and hold shares, stock, debentures or any other rights or interests in any such company.
45. To establish and support associations, institutions, funds, trusts and conveniences calculated to assist the Company in the conduct of any part of its business; or to benefit officers or ex-officers, employees or ex-employees of the Company or the dependents or connections of such persons, and grant pensions and allowances, and to make payment towards insurance, and to subscribe, or guarantee money for charitable, religious or benevolent objects, or for any exhibition or for any public, general, or useful object, or any other purpose which the Company may consider proper.
46. To establish agencies or branches for the purpose and sale of goods of all description in the Indian Union and elsewhere; and to undertake the management of any company or companies having objects altogether or in part similar to those of this company.
47. To manage, let, mortgage, sell, sublet or otherwise turn to account, dispose of or deal with all or any part of the real or immoveable and personal or moveable property and rights of the Company, whenever and however required.
48. To invest or deposit the moneys of the Company upon such securities or in such manner as may, from time to time, be determined by the Directors, and to receive moneys as deposit or interest or otherwise, and to lend money to any person or company on such terms as may be expedient.
49. To distribute any of the property of the Company among the members in specie; but not distribution amounting to a reduction in capital shall be made without the requisite sanction of the Court.

50. To create and issue ordinary, preferential and guaranteed shares or stock, and to redeem, cancel and accept surrenders of such shares or stock.
51. To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by issue of debentures, debenture bonds or debenture stock, perpetual or otherwise, secured by mortgage, or any other securities, charged upon the undertaking of the Company, or without any such security and upon such term as to priority, or otherwise and generally to borrow money in such manner as the Company shall think fit.
52. To institute, conduct, defend, compound and abandon any legal proceedings by or against the Company, or its officers, or otherwise, concerning the affairs of the Company, to refer any claim or demands by or against the Company to arbitration, and to observe and perform the awards, and also compound allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Company.
53. To sell or dispose of the Company or any Part thereof in such manner and for such considerations as the Company may think fit, and in particular for shares, fully or partly paid up, or debenture stock or securities of any other company, whether promoted by this Company or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property of the Company.
54. To pay all preliminary expenses of any kind and incidental to the formation and incorporation of the Company out of the funds of the Company.
55. To give any guarantee in relation to the payment of any loan, debenture stock, bonds, obligations, or securities; and to guarantee the payment of interest thereon or of dividend on any stock or shares of any Company.
56. To remunerate any person or company for services rendered, or to be rendered in placing or assisting in placing, or guaranteeing the placing of any shares in the Company's Capital or any debentures, debenture-stock or other securities of the Company.
57. To adopt such means of making known the products 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.
58. To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or to create harmonious relations between labour and management or the promotion of industry or trade.
59. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above objects of calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
60. To buy, sell, manipulate and deal both wholesale and retail in commodities, articles and things of all kinds which can conveniently be dealt in by the Company in connection with any of its objects.
61. To lend any advance money or give credit, either with or without security, to such persons on such terms as may seem expedient, to do hire-purchase or installment business, to give guarantee or become surety, to receive money on deposit with or without interest

thereon, to make and receive advance payments, but so as not to do banking business of any type.

62. To constitute any trust with a view to issuing of preference and/or any other special stock and securities based on or representing any shares, stocks or other assets specifically appropriated for the purpose of any such trust, and to settle and regulate, and, if thought fit, to undertake and execute any such trusts; and issue, dispose of or hold any preferred or other special stock or securities.
63. To appoint legal and other advisors and to appoint bankers and operate upon the accounts and pay all expenses connected therewith.
64. To carry on various types of other business which in the opinion of the Company it is desirable or convenient to carry on in conjunctions with or in lieu of any other business which the company is authorized to carry on
65. To do all or any of the above things in any part of the world either as principals, agents, contractors, trustees or otherwise, either alone or in conjunction with others, and by or through agents, sub-contractors trustees or otherwise
66. To do all such other things as are incidental to or as the Company may think conducive to the attainment of the above objects or any of them
67. And it is hereby expressly declared that in the interpretation of this paragraph, the objects of the Company, described in various sub-paragraphs, and powers exercisable by the company pursuant thereto, shall not be limited or restricted (unless it is expressly so stated) by reference to any other paragraph, or to the name of the Company or by other in which the various objects are described, or by juxtaposition of two or more of the objects, and every part of this paragraph shall be constructed in such a way as to widen and not to restrict, the power of the Company

The aforesaid objects of the Company extend to the territories of all the States of the Union of India, and so far as the objects relating to the trading activities of the Company are concerned, they extend to all the foreign countries also of the Company are concerned, they extend to all the foreign countries also

IV. The liability of the members is limited

V. The Authorised Share Capital of the Company is ₹25,50,00,000/- (Rupees Twenty-Five Crores Fifty Lakh only) divided into 40,00,000 (Forty Lakh) Equity Shares of ₹ 10/- (Indian Rupees Ten) each and 21,50,000 (Twenty-One Lakh Fifty Thousand) Non-Cumulative Preference Shares of ₹100/- (Rupees Hundred) each.”

The Company shall have the power to increase or reduce the Share Capital of the Company and to divide or consolidate or cancel the shares in its capital for the time being into several classes of shares, rights, preferential, qualified or special privileges and conditions in such manner as may, from the time be provided for in the Articles of Association of the Company.

We, are 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 capital of the Company, set opposite our respective names.

Sl.No	Names, addresses, description and occupation of subscribers.	Number & Class of shares, taken by each Subscriber.	Signatures of Subscribers	Names, addresses and description of witnesses
1	Sh. DhanrajSondhi S/o Late RaizadaBindra Ban, 5, AtaruRehman Lane, Under Hill Road, DELHI.  Businessman.	Fifty (50) Eqty. Shares	Sd/- Dhanraj.	Sd/- PannaLalVohra, Advocate, 5 Madras House Darya Ganj Delhi.
2	Sh. Inder Saran Mehra, S/o Late Sh. Radha Saran Mehra, 27, Alipur Road, Delhi.  Businessman.	Fifty (50) Eqty. Shares	Sd/- Inder Saran Mehra	Sd/-""
3	Sh. Bansi Ram Katyal, S/o Late LalaHukam Chand, 1/1217 Kashmere Gate, Delhi.  Businessman.	Fifty (50) Eqty. Shares	Sd/- Bansi Ram	Sd/-""
4	Sh. SurinderNathSondhi, S/o Late RaizadaBindra Ban 3/10, Jain Mandir Road, New Delhi.  Businessman.	Fifty (50) Eqty. Shares	Sd/- S.N. Sondhi	Sd/-""
5	Sh. V.N. Sharma S/o Late Sh. B.N. Sharma, 26, Fire Brigade Lane, New Delhi.	Fifty (50) Eqty. Shares	Sd/- V.N.Sharma	Sd/-""

Dated the 27<sup>th</sup> day of August 1959