

Schaeffler India Limited  
(Formerly known as FAG Bearings India Limited)  
Head Office & Works · P.O. Maneja, Vadodara – 390013, Gujarat, India

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI- 400 001

**National Stock Exchange of India Limited**  
Exchange Plaza, C - 1, Block G,  
Bandra-Kurla Complex, Bandra (E)  
MUMBAI- 400 051

**Company Code: 505790**

**Company Code: SCHAEFFLER**

Your reference, your message from

Our reference, our message from

Phone

Fax

Date

+91-265-6602206

22-10-2018

**Sub: Amendment in Memorandum of Association of the Company.**  
**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir,

With reference to the captioned matter, this is to inform you that pursuant to the Scheme of Amalgamation of INA Bearings India Private Limited ("INA") and LuK India Private Limited ("LuK") with Schaeffler India Limited ("Company"), the Memorandum of Association of the Company is amended by (a) addition of objects of INA and LuK to the objects of the Company in the object clause and (b) increase in Authorised Share Capital of the Company from Rs. 20,00,00,000 consisting of 2,00,00,000 equity shares of Rs. 10 each to Rs. 125,50,00,000/- consisting of 12,55,00,000 equity shares of Rs.10 each in capital clause.

A copy of altered Memorandum of Association of the Company is enclosed herewith.

You are requested to kindly take the same on your record.

Yours truly,

For **Schaeffler India Limited**  
(Formerly known as FAG Bearings India Limited)



**Chirag K. Shukla**  
Company Secretary

Encl.: As above.



**THE COMPANIES ACT, 1956**  
**[COMPANY LIMITED BY SHARES]**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**SCHAEFFLER INDIA LIMITED**  
**[Formerly known as 'FAG Bearings India Limited']**

- i. \*The Name of the Company is "**SCHAEFFLER INDIA LIMITED**".
- ii. The Registered office of the Company will be situated in the State of Maharashtra.
- iii. The Object for which the Company is established are:
  - (1) To carry on business of manufacturers of and dealers in antifriction ball and/or roller bearings and components in respect thereof and also the business of manufacturers and/or assemblers of and dealers in all types of bearing units and other component parts of machinery and accessories in respect thereof.
  - (2) To carry on the business of supplying, repairing, servicing, processing, installing, assembling, altering, improving, converting, rebuilding, reconditioning and/or manipulating of all types of machine elements such as anti-friction ball, cylindrical roller and taper roller bearings, plain bearings and/or thinwalled bearings.
  - (3) To carry on the business of manufacturing, buying, selling, repairing, converting, altering, letting on hire and otherwise dealing in machinery, apparatus, implements, component parts, rolling stock and hardware of all kinds connected with and used in industries engaged in the production of automobiles, bicycles, tricycles, scooters, auto-rickshaws and other self-motivating transport vehicles and in the production of industrial, agricultural, earth moving and conveying equipment whether self-propelled or otherwise.
  - (4) To enter into agreements, without prejudice to the generality of the said premises, with Messrs. Norma Hoffmann Bearing Corporation, Stamford, Connecticut, U.S.A, and other persons or firms for obtaining by grant, license on other terms, formulae and other rights and benefits, and to obtain technical information, Know-how and expert advice for the production and manufacture of all types of ball and or roller bearings.

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\*This was amended by a Special Resolution passed in Extra-Ordinary General Meeting held on April 24, 1986.

\*This was amended by a Special Resolution passed in Annual General Meeting held on April 16, 1999.

\*This was amended by a Special Resolution passed through Postal Ballot /e-voting ended on June 17, 2017

- (5) \*\*To carry on the business of iron foundry, consulting engineers, civil, naval, mining, railway, electrical, gas, mechanical, chemical and general engineers and technicians and manufacturers of and dealers in plant, machinery, equipments, apparatus, accessories tools and implements of all kinds, vehicles, and conveyance of all kinds whether self-propelled or otherwise, manufacturers of chemicals, tool makers, brass foundry, metal and wood workers, foundry, millwright, iron masters, steel makers, iron and steel converters, refiners, smiths, colliery, proprietors, coke manufacturers, miners, smelters and tin-plate makers, in all their respective branches, builders, painters, metallurgists and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, apparatus, implements, rolling stock and hardware of all kinds.

5A.To carry on the business of acting as advisers and consultants on all matters and problems relating to the administration, finance and organisation management, commencement or expansion of industry, purchasing techniques and business (including construction of plants and buildings) production, purchase, sales, material and cost control, marketing, advertisement, publicity, personnel, export and import, in respect of re-railing and rescue equipments, Coil winding equipments, electrical clock lifts textile accessories & components & texturised spindles & all other kinds of engineering and textile machinery and equipments related thereto, to and for institutions, concerns, bodies, associations (incorporated or unincorporated), departments and services of the Government, Public or Local authorities, trusts, scientific, research and development centres.

5B.To carry on the business of and act as consultants and advisors in all their respective branches including, without prejudice to the generality of the above matters, technical, commercial, financial, or business, and in such capacity to give advice and information and render services to any person, firm, company or body corporate or authority or Government, which may be given or rendered while carrying on such business as aforesaid which may lead to or be conducive to the adoption by constituents or generality of (1) efficient methods of management, (2) economy in manufacturing costs or costs of production or administration, (3) increase in production (4) handling of financial problems and entering into financial, commercial, industrial and technical dealings with an in particular agreements for collaboration, joint ventures or the acquisition or disposal of assets including the "know-how", (5) rendering of all services whether incidental to the above or not, but which do not appertain to or fall within the scope of the office of the Managing Agents or Secretaries and Treasurers of a Company as defined in the Companies Act, 1956.

\*5C.To carry on the business in India or elsewhere on its own account or on account of others as importers and exporters of, and dealers, in and to act as an export house, trading house or, institution for the export of,

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\*\* This was amended by Special Resolution passed in the Extra Ordinary General Meeting held on September 29, 1981.

\* This Article was inserted by a Special Resolution passed in the Annual General Meeting held on August 27, 1992.

all kinds of machinery, equipment, tools, goods, merchandise and articles and for that purpose to barter, exchange, purchase, sell, manufacture, assemble and/or join others in the manufacture and assembling of all such kinds of properties as aforesaid, to undertake market survey and research and providing other services required by importers and exporters including financing and arranging finance and consultancy services.

5D.\*\*To carry on in India or elsewhere, the business of manufacturing, producing, designing, preparing, assembling, heating, grading, moulding, casting, buying, selling, re-selling, importing, exporting, transporting, storing, forwarding, distributing, disposing, developing, handling, manipulating, marketing, supplying and / or otherwise dealing in all types, description, diameters, capacities, application and uses of anti-friction bearings, needle rollers, needle roller bearings and combined needle roller bearings and their assemblies, linear products engine elements and allied items, their components, parts, raw materials and consumables.

5E.To provide service in connection with the manufacture, preparation, assembly, moulding, casting, buying, selling, re-selling, importing, exporting, transporting, storing, forwarding, distributing, disposing, developing, handling, manipulating, marketing, supplying and / or otherwise dealing in anti-friction bearings, needle rollers, needle roller bearings and combined needle roller bearings and their assemblies, linear products and engine elements and allied items, and to provide maintenance supporting connection thereof to customers, Persons, firms and corporations engaged in business with the Company.

5F.To manufacture, buy, sell, service, repair, import, export, distribute, process, deal and trade in all kinds of automotive components, machinery spares for all types of engines whether stationary, automobile, marine, aircraft, locomotives or others and all parts, supplies, accessories, ancillaries and sub-systems, tools, machine tools and machine tool ancillaries used in the manufacture thereof.

5G.To carry on all kinds of engineering work, including electrical, mechanical, structural and general engineering, to act as Structural and general fabricators and metal workers and metal finishers.

5H.To undertake all kinds of metal finishing such as grinding, machining, welding, riveting, forging, bolting, soldering, brazing, metal powdering, metal spraying, electroforming, electroplating, hot and electro-galvanising, oxidising, anodising, lacquering finishing and polishing, enamelling, thermoplastic coating, metallizing, and engraving.

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\*\*Clauses 5D to 5K were inserted pursuant to the order passed by the Hon'ble National Company Law Tribunal, Chennai bench vide order dated June 13, 2018 (read with corrigendum dated July 3, 2018) and the order passed by the Hon'ble National Company Law Tribunal, Mumbai bench dated October 8, 2018, approving the Scheme of Amalgamation of INA Bearings India Private Limited (Transferor Company 1), LuK India Private Limited (Transferor Company 2) with Schaeffler India Limited (Transferee Company), effective from October 22, 2018.

5I.To establish and work heat treatment shops, smithy and press shops, forging shops, tool rooms, drop stamping works, to manufacture and deal in transmission line materials and structural materials.

5J.To carry out research in the development and manufacture of any of the above mentioned products or substances and to act as consultants and technical advisers on the use thereof.

5K.To carry on business as tool makers, mill wrights, machinists, to manufacture deal in and assemble various kinds of tools, small tools, machine tools, machine tools accessories and spare parts, implements, dies, patterns, jigs, fixtures, designs, moulds and punches.

- (6) To purchase, hire or otherwise acquire aircraft or other machines suitable for the prevention and destruction of pests and weeds, the prevention and treatment of plant diseases, and the promotion of plant hygiene and public health and allied operations, and to enter into and carry out contracts for such undertakings.
- (7) To own, manufacture buy, hire, sell, let to hire, ply for hire, import, export, utilise, repair, alter, convert, improve, and otherwise in any way deal in agricultural implements, ground and aerial spraying equipment, pest control machinery, tractors and vehicles of all kinds, ships, motor-boats, hydroplanes, aeroplanes, helicopters, airships, balloons and other land, air parts, fittings, equipment and accessories therefore, and to provide and direct, equip, work, maintain, use, manage, superintend and control docks, harbours, railways, warehouse, landing stations and stages, aerodromes, buildings and sheds and petrol oil and fuel depots and all other constructions and buildings.
- (8) To carry on business as manufacturing, mechanical, civil, electrical and general engineers and manufacturers and importers and exporters, or dealers in engines, pest-control machinery, ground and aerial spraying equipment, tractors and vehicles of all kinds, aircraft, plant, machinery, machine parts and accessories, tools, appliances, equipment and engineering products of all kinds.
- (9) To plant, cultivate, utilise and turn to account any estates or lands for agricultural or farming purposes and to carry on any business for any ordinary or specialised agricultural, pastoral, horticultural, industrial, recreative, amusement or sporting purposes whatsoever.
- (10) To purchase, take on lease or otherwise acquire any lands, mines, mining rights, metalliferous calcareous or any other land and any interest therein and to explore, work, exercise, develop and to turn to account the same.
- (11) To crush, win, get, quarry, smelt, calcine, refine, dress amalgamate, manipulate and prepare for market all metal, cement, lime and mineral and calcareous substances of all kinds and to carry on any other metallurgical operations whatsoever.
- (12) To carry on business as manufacturers of and dealers in manure, paper pulp, paper, glass, bricks, pottery, terra cotta , and sanitary and disinfecting

preparations, coke, cement and artificial stones and to carry on business as quarry masters and stone merchants.

- (13) To carry on the trades or businesses of manufacturers of blasting ballastic and pyrotechnic apparatus and other articles and things of a similar or analogous description or use or of and in the several component parts thereof.
- (14) To carry on the trades or businesses of manufacturers of and dealers in explosives, ammunition, fire-works and other explosive products accessories of all kinds and of whatsoever composition and whether for military, sporting, mining or industrial purposes or for pyrotechnical display or for any other purpose.
- (15) To carry on the business of manufacturers of every sort of missile, arm and weapon for warlike, sporting or other purposes.
- (16) To carry on the business of spinners, doublers and manufacturer of cotton, thread, silk, artificial silk, woollen, linen flax, hemp, jute and other yarns and other fibrous materials and substances or any substitute for any of them.
- (17) To cultivate, grow, produce or deal in any vegetable products for the time being required for any of the manufacturers which the Company is authorised to undertake, and to carry on all or any of the businesses of farmers, dairymen, milk contractors, dairy farmers, millers, surveyors and vendors of milk, cream, cheese, butter, poultry and provisions of all kinds, growers of and dealers in corn, hay and straw, seeds men and nurserymen, and to buy, sell and trade in any goods usually traded in any of the above businesses, or any other businesses associated with the farming interest which may be advantageously carried on by the Company.
- (18) To carry on all or any of the businesses of engineers, iron, brass and other metal founders, machinists, tool makers, wire drawers, tube, pipe and tank manufacturers, moulders, metallurgists and metal workers, fitters, millwrights, galvanisers, japanners, electro-platers, and enamellers.
- (19) To carry on the business of a water-works Company in all its branches and to sink wells and shafts and to make, build and construct lay down and maintain dams reservoirs water works, cisterns, culverts, filter-beds, mains and other pipes and appliances and to execute and do all other acts and things necessary or convenient for obtaining storing, selling, delivering, measuring, distributing and dealing in water.
- (20) To own, prospect for, explore, acquire by lease licence purchase or otherwise, open, work, develop and maintain natural deposits of iron-ore, manganese and other minerals of all kinds and to carry on and conduct the business of working and getting and supplying to other persons such iron-ore, manganese and other minerals.
- (21) To manufacture, prepare and treat quarriable and mineral substances or products of all kinds obtained as aforesaid for sale or use or for manufacturing, building or any other purposes or processes and to manufacture there from every kind of product.

- (22) To purchase, take on lease or in exchange, or otherwise acquire, either absolutely or by lease, license, concession, grant or otherwise, any lands, mines, mineral rights, easements, rights and privileges, and to search for ores and minerals, mine and grant licenses for mining in or over any lands which may be acquired by the company, and to lease out any such lands for building or agricultural use, and to sell or otherwise dispose of the lands, mines or other property of the Company.
- (23) To work mines or quarries and to find, win, get, work, crush, smelt, manufacture or otherwise deal with lime-stone, chalk, clay, ores, metals, minerals, oils, precious and other stones or deposits or products and generally to carry on the business of mining in all branches.
- (24) To acquire by concession, grant, purchase, barter, lease, license or otherwise any tract or tracts of country, in India or elsewhere together with such rights as may be agreed upon and granted by Government or the rulers or owners thereof, and to expand such sums of money as may be deemed requisite and advisable in the exploration, survey, and development thereof.
- (25) To acquire by concession, grant, purchase, amalgamation, barter, lease, license, or otherwise, either absolutely or conditionally and either solely or jointly with others any houses, land, farms, quarries, water rights, way leaves and other works, privileges, rights and hereditaments and any machinery, plant, utensils, trade marks and other movable and immovable property of any description.
- (26) To acquire, be interested in, construct, maintain or take on lease any omnibuses and other vehicles, ships, boats, barges, launches, aeroplanes, airships, balloons and aircraft of every description and kind and to equip, maintain, work and develop the same by electricity, steam, oil, gas, petroleum, horses, or any other motive power and to employ the same in the conveyance of passengers, merchandise and goods of every description, and to authorise any local authority, Company or persons to use and to work the same or any part thereof.
- (27) To acquire provide and maintain hangars, garage, sheds, aerodromes and accommodation for or in relation to conveyances.
- (28) To carry on the business of railway, tramway, airway, omnibus, van, carriage and boat proprietors and carriers goods by land, sea or air.
- (29) To search for and to purchase or otherwise acquire from any Government, State or Authority any licenses, concessions, grant, decrees, rights, powers, and privileges whatsoever which may seem to the Company capable of being turned to account and in particular any water rights or concessions either for the purposes of obtaining motive power or otherwise, and to work, develop, carry out, exercise and turn to account the same.
- (30) To carry on the business of a General Electric Power Supply Company in all its branches, and to construct, lay down, establish, fix and carry out all necessary power stations, cables, wires, lines, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity, and to light cities, towns, streets, docks, markets, theatres, buildings, and places, both public and private.

- (31) To acquire the right to use or manufacture and to put up telegraphs, telephones, phonographs, dynamos, accumulators and all apparatus now known or which may hereafter be invented in connection with the generation, accumulation, distribution, supply and employment of electricity, or any power that can be used as a substitute therefore, including all cables, wires or appliances for connecting apparatus at a distance with other apparatus, and including the formation of exchanges or centres.
- (32) To carry on the business of electricians and electrical mechanical engineers, suppliers of electricity for the purposes of light, heat, motive power or otherwise, and manufacturers of and dealers in apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, galvanism, magnetism, or otherwise.
- (33) To manufacture, acquire, produce, use, sell and supply gas and electricity for lighting, heating or power purposes and to deal with manufacture and render saleable all residual products obtained in the manufacture of gas.
- (34) To carry on the business of a telephone and telegraph company, and in particular to establish work, manage, control, and regulate telephone exchanges and works, and to transmit and facilitate the transmission of telephonic and telegraphic communications and messages.
- (35) To construct, maintain, lay down, carry out work, sell, let on hire and deal in telephonic and all kinds of works machinery apparatus conveniences and things capable of being used in connection with any of these objects and in particular any cables, wires, lines, stations, exchanges, reservoirs, accumulators, lamps, meters and engines.
- (36) To carry on all or any of the business of lithographers, printers, publishers and stationers.
- (37) To establish, provide, maintain, and conduct, or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on all scientific and technical researches, experiments, and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidising, endowing or assisting, laboratories, workshop, libraries, lectures, meetings and conferences and by providing the remunerations of scientific or technical professors or teachers and by providing for the award of exhibition scholarship prizes, grants and bursaries to students or independent students or otherwise and generally to encourage, promote and reward studies, researches, investigation, experiment tests and invention of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
- (38) To erect, construct, enlarge, alter and maintain buildings, and structures of every kind necessary or convenient for the Company's business.
- (39) To acquire, be interested in, construct, maintain, carry out, improve, work, alter, control, and manage any tramways, railways, airways, steam boats, roads, tunnels, water works, water rights, canals, irrigation works, gas works, electric works, reservoirs, water courses, furnaces, stamping works, smelting works,



factories, warehouses and other works and conveniences which the Company may think conducive to any of its objects, and to contribute to and take part in the constructing, maintaining, carrying on, improving, working, controlling and managing or any such works or conveniences.

- (40) To let out on hire all or any of the property of the Company whether immovable or movable including all and every description of apparatus or appliances, and to hold, use, cultivate, work, manage, improve, carry on and develop the undertaking land and immovable and movable property and assets of any kind of the Company or any part thereof.
- (41) To purchase or buy any other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, brevets d' invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patent, inventions or rights which the Company may acquire or propose to acquire.
- (42) To buy, sell, manufacture, refine, repair alter, manipulate, import, export, and deal both wholesale and retail in machinery, commodities, substances, apparatus, articles and things of all kinds capable of being used or which can conveniently be dealt in by the Company in connection with any of its objects.
- (43) To transact and carry on all kinds of Agency business and to act as Managing Agents of any Company or concern.
- (44) To carry on any other trade or business, whether manufacturing or otherwise, which may seem to the Company capable of being carried on 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.
- (45) To be interested in, promote and undertake the formation and establishment of such institutions, businesses or companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the Company, and to carry on any other business (industrial, agricultural, trading, manufacturing or other) which may seem to the Company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly to render any of the Company's properties or rights for the time being profitable, and also to acquire, promote, aid, foster, subsidise or acquire interests in any industry or undertaking.
- (46) To enter into partnership or into any agreement for sharing or polling profits, amalgamation, union of interests, co-operation, 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 which this Company is authorised to carry on or engaged in, any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit this Company.

- (47) To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
- (48) To pay for any properties rights or privileges acquired by the company, either in shares of the company or partly in shares and partly in cash, or otherwise.
- (49) To pay all the costs, charges, and expenses incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any underwriting or other commissions, brokers fees and charges in connection therewith, and to remunerate or make donations to (by cash or other assets or by the allotment of fully or partly paid shares or securities of this or any other company or in any other manner, whether out of the company's capital or profits or otherwise) any person firm or Company for services rendered or to be rendered in introducing any property or business to the Company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or for any other reason which the Company may think proper.
- (50) To enter into any arrangements with any government or authorities, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority, any rights, privileges and concessions, which the Company may think it desirable to obtain and to carry out execute and comply with any such arrangements, rights, privileges and concessions.
- (51) To draw accept and make and to endorse discount and negotiate promissory notes, hundis, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (52) To borrow or raise money or to receive money on deposit at interest, or otherwise in such manner as the Company may think, fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise including debentures or debenture stock convertible into shares of this Company, or perpetual annuities; and in security of any such moneys so borrowed, raised, or received, to mortgage, pledge, or charge the whole or any part of the property, assets or revenue of the company, present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient; and to purchase, redeem, or payoff any such securities.
- (53) To accumulate funds and to lend, invest or otherwise moneys belonging to or entrusted to the Company upon any securities or investments upon such terms as may be thought proper and from time to time to vary such transactions manner as the Company may think fit.
- (54) To invest and deal with the moneys of the Company in any investments movable or immovable in such manner as may from time seem expedient and be determined.
- (55) To sell and in any other manner deal with or dispose off the Undertaking of the Company, or any part thereof, for such consideration as the Company may think

fit, and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the Company.

- (56) To sell, improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any part of the property rights and concessions of the Company.
- (57) To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund whether for depreciation, or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference share or for any other purpose whatsoever conclusive to the interest of the Company.
- (58) To construct, carry out, maintain, improve, manage, work, control and superintend any hats, markets, reservoirs, water works, tanks, bridges and works in connection therewith, hydraulic works, electrical works and factories, coolie lines and houses, and bustees, villages and other works and conveniences, which may seem directly or indirectly, conducive to any of the object of the Company and to contribute to subsidise or otherwise aid or take part in any such operations.
- (59) To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture stock, contract, mortgages, charge, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any person, whomsoever, whether incorporated or not incorporated and generally to guarantee are become sureties for the performance of any contracts or obligations.
- (60) To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or other wise.
- (61) To grant pensions or other emoluments or gratuities to any employees or ex-employees and to officers and ex-officers (including directors and ex-directors) of the Company or the relations, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds, and trusts, which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustee of shares in the Company to be held for the benefit of the Company's employees and officers and to lend money to the Company's employees and to provide for the welfare of any employees or ex-employees and officers and ex-officers (including directors and ex-directors) of the Company, or the relations, connections or dependents of any such persons, by building or contributing to the building of houses or dwellings or quarters or by providing any other amenities and benefits or by creating and from time to time subscribing or contributing to Provident Funds and other Funds, Associations, Institutions, Schemes or Trusts and buy, providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company may from time to time think fit.
- (62) To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, political or any other useful institutions, objects or purposes, or for any exhibition.

- (63) To distribute any of the property of the Company amongst the members in specie or kind but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) from the time being required by law.
- (64) 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 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.
- (65) To adopt such means of making known the products of the as may seem expedient and in particular by advertising 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.
- (66) To dedicate, present or otherwise dispose of either voluntarily or for value any property of the Company deemed to be of national public or local interest, to any national trust, public body, museum, corporation, or authority or any trustees for or on of the same or of the public
- (67) To appropriate, use or layout land belonging to the Company for streets, parks, pleasure grounds, allotments and other conveniences and to present any such land so laid out to the public or to any persons or company conditionally or unconditionally as the Company thinks fit.
- (68) To aid, peculiarly or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
- (69) To acquire from time to time all such stock-in-trade, goods, chattels and effects and may be necessary or convenient for any business for the time being carried on by the Company.
- (70) To acquire by purchase, subscription or otherwise and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose off stocks, bonds or any other obligations or securities of any company or companies; to amalgamate, merge or consolidate with any company in such manner as may be permitted by law; to aid in any manner any such company whose stocks, bonds, securities or other obligations are held or in any manner guaranteed by the Company or in which the Company is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stocks; bonds, securities or other obligations; and while owner of any such stocks, bonds, securities or other obligations to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stocks or the principal or interest, or both, of any bonds, securities or other obligations, and the performance of any contracts.
- (71) To refer all questions, disputes or differences arising between the Company and any other persons whomsoever in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner

and upon such terms as the Company and such other person may mutually agree upon in each case, and such reference to arbitration may be in accordance with the provisions of the Indian Arbitration Act or the Rules of the International Chamber of Commerce relating to Arbitration or otherwise.

- (72) To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them and as principal agents, contractors, trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others, and so that the word "Company" in this Memorandum when applied otherwise than to this Company shall be deemed to include any authority, partnership or other body of persons whether incorporated or not incorporated and the intention is that the objects set forth in each of the several paragraphs of this Clause shall have the widest possible construction and shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph of this Clause or the name of the Company.
- (73) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

#### **IV. The Liability of the Members is Limited.**

- V.** \*The Authorised Share Capital of the Company is Rs. 125,50,00,000 (Rupees One Hundred and Twenty Five Crore Fifty Lakh Only) divided into 12,55,00,000 Equity Shares of Rs. 10 each, with the Rights, Privileges and conditions attaching thereto as are provided by the Articles of Association 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 for the time being into several classes and to attach thereto respectively such preferential, deferred qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association 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 by the Articles of Association of the Company.

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\*1 This was amended by a Special Resolution passed in the Extra- Ordinary General Meeting held on September 29, 1981.

2 This was amended by a Special Resolution passed in the Annual General Meeting held on April 21, 1988 & in the Annual General Meeting held on October 20, 1989.

3 This was amended by a Special Resolution passed in the Extra Ordinary General Meeting held on November 30, 1992.

4 This was amended pursuant to the order passed by the Hon'ble National Company Law Tribunal, Chennai bench vide order dated June 13, 2018 (read with corrigendum dated July 3, 2018) and the order passed by the Hon'ble National Company Law Tribunal, Mumbai bench dated October 8, 2018, approving the Scheme of Amalgamation of INA Bearings India Private Limited (Transferor Company 1), LuK India Private Limited (Transferor Company 2) with Schaeffler India Limited (Transferee Company), effective from October 22, 2018.

Names, addresses, descriptions and occupations of Subscribers	Number of shares taken by each Subscriber	Signature, addresses, descriptions and occupations of witnesses
<b>The East Asiatic Co. (India) Pvt Ltd.</b> "Wavell House", 15 Graham Road, Ballard Estate, Bombay-1.  <b>Limited Company</b>	One	<b>Sd/-</b> <b>Eruch B Desai</b> <b>Solicitor</b> (Mr.Eruch Byramsha Desai) C/o Mulla & Mulla & Craigie, Blunt & Caroe Mahatma Gandhi Road, Bombay-1
<b>Mr. Kamlashankar Prabhashankar Joshi,</b> "Amalfi", Nepean Road, Bombay.  <b>Merchant</b>	One	
<b>Mr. Shiavax Ratanshaw Vakil,</b> Jahangir Wadia Building, 15, Mahatma Gandhi Road, Bombay-1.  <b>Solicitor</b>	One	
<b>Mr. Palle (S/o Aage) Buchwald</b> "Wavell House", 15 Graham Road, Ballard Estate, Bombay-1.  <b>Merchant</b>	One	
<b>Mr. Ole (S/o Christian) Stub,</b> "Wavell House", 15 Graham Road, Ballard Estate, Bombay-1.  <b>Merchant</b>	One	
<b>Mr. Knud (S/o Sophus) Hein,</b> "Wavell House", 15 Graham Road, 	One	

Ballard Estate, Bombay-1.		
<b>Merchant</b>		
<b>Mr. Mahendra Kamlashanker Joshi,</b> "Amalfi", Nepean Road, Bombay-1.	One	
<b>Merchant</b>	Seven	
Dated at Bombay this 6 <sup>th</sup> Day of April 1962.		