



Form I.R.

CERTIFICATE OF INCORPORATION

No. 36261 of 1985

I hereby certify that **DYNAMIC MICROSTEPPERS PRIVATE 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 **BOMBAY** this **EIGHTEENTH** day of **MAY** One thousand nine hundred and **EIGHTYFIVE**.



(V. GOVINDAN)
Registrar of Companies
Bombay.

No. 11-36261

**CERTIFICATE OF CHANGE OF NAME
UNDER THE COMPANIES ACT, 1956.**

In the matter of DYNAMIC MICROSTEPPERS PRIVATE LIMITED

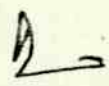
I do hereby certify that pursuant to the provisions of section 23 of Companies Act, 1956 and the Special Resolution passed under sec. 31/44, by the Company at its ~~XXXXX~~ Extra-Ordinary General Meeting on the 4TH JANUARY, 1995

the name of " DYNAMIC
MICROSTEPPERS PRIVATE LIMITED"
has this day been changed to "DYNAMIC MICROSTEPPERS LIMITED"
"

And that the said company has been duly incorporated as a company under the provisions of the said Act.

Dated this TWENTYEIGHTH day of FEBRUARY
One thousand nine hundred and ninety ~~XXXX~~ FIVE.




(S.R.V.V. SATYANARAYANA)
Addl. Registrar of Companies
Maharashtra, Bombay.

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L45206MH1985PLC036261

मैसर्स DYANAMIC MICROSTEPPERS LIMITED

के अंशधारकों ने दिनांक 27/12/1997 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम, 1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मुंबई में यह प्रमाण-पत्र, आज दिनांक इकतीस जनवरी दो हजार बारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object
Clause(s)

Corporate Identity Number : L45206MH1985PLC036261

The share holders of M/s DYANAMIC MICROSTEPPERS LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 27/12/1997 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given at Mumbai this Thirty First day of January Two Thousand Twelve.

Registrar of Companies, Maharashtra, Mumbai

कम्पनी रजिस्ट्रार, महाराष्ट्र, मुंबई

*Note: The corresponding form has been approved by PADMAVATHI BALAKRISHNAN, Deputy Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

DYANAMIC MICROSTEPPERS LIMITED
105, FLYOVER APARTMENT, TELI GALLY, ANDHERI EAST,
MUMBAI - 400069,
Maharashtra, INDIA



THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DYNAMIC MICROSTEPPERS LIMITED

- I.** The name of the Company is **DYNAMIC MICROSTEPPERS LIMITED**.
- II.** The Registered office of the Company will be situated in the State of Maharashtra.
- III.** The Objects for which the Company is established are:
 - A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY COMPANY UPON ITS INCORPORATION:**
 - 1. To carry on business of manufacture, assembly, fabrication, production, preparation and to process, finish instal, import export buy sell hire, deal in micro motors and stepper motors of all kinds and description with or without electronic controls and allied electronic, electrical and mechanical products, equipments and components including testing and measuring equipments and instruments and accessories of all kinds.

*1(a) To build, construct alter, improve, maintain, enlarge pull down remove or replace and develop, work, manage, carry out and control any land, buildings, office, factories, mills, shops, machineries, engines, or any roads, ways, branches, bridges, walls, reservoirs, watercourses, warehouses, electrical works, shops, stores, chawls and other works and conveniences which may seem calculated directly or indirectly to advance the interest and to contribute to subsidies or otherwise assist or take part in the constructions, improvements, maintenance, development, working, management carrying out or control development and to form with any other person(s), company in doing any of these things.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

2. To carry on business of engineers, designers, manufacturers, assembly, fabrication production, processing, finishing, import export deal in plant, machinery, equipments, tools, jigs, fixture of all description and kinds used in manufacture of micro motors, stepper motors, electronic, electrical and mechanical equipments, components, instruments and accessories of all kinds.
3. To act as contractors, subcontractors, consulting engineers, surveyors, supervisors for setting up projects and maintenance contractors for Plant & Machinery for manufacturing micro motors, stepper motors, electronic and electrical and mechanical equipments, instruments, components and accessories thereof.
4. To enter into technical and or financial collaboration or co-operation with any firm or company or corporation within or outside India for obtaining technical know-how, drawings and designs for the manufacture of micro motors, microsteppers, electronic and electrical and mechanical equipments, instruments, components, and accessories, thereof or plant, machinery, equipments, instruments, tools, jigs, fixture used in manufacture of all the said items.

*** Inserted vide Special Resolution passed by the members of the Company at the Extra ordinary General Meeting held on 27th December 1997.**

5. To acquire, build, contract, after maintain enlarge, pull down remove or replace and to structural work manage and control whether for investment or sale any building, offices, factories, mills, shops, machines, engineers, roads, railways siding reservoirs, water courses, electric works and conveniences which may seem calculated directly or indirectly to advance the interest of the company and to join with other person or company in doing any of these things.
6. To purchase take on lease or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, work cultivate, deal with and turn to account, concessions, grants, decrease, licenses privileges claims options leases, property real or personal, or right or power of any kind which may appear to be necessary or convenient for any business of the company and to purchase, charter hire, build or otherwise acquire vehicles of any or every sort or description of or use on or under land or water or in the air and to employ the same in the carriage of merchandise of all kinds and carry on the business of owners of trucks, lorries, motor cars.
7. To carry on all or any of the business of importers, exporters, manufacturers, assemblers, installers, maintainer, repairs of and dealers in electrical and electronic components, apparatus and instruments of every description, required for application like generation, distribution, transmissions, tape recorders, dictaphones, cassettes, phonographs, records, gramophones, stereos, biomedical, entertainments, data handling and processing office, domestic, security industrial etc. including converters, investors, rectifiers, battery charges, regulated power suppliers, induction dielectric microwaves, heating and melting equipment, automatic voltage regulators, programmable systems, data handling and processing equipment computers, radio and live communication, Televisions and wireless equipments relays fuses, sensors and transducers, active and passive components transformer switchgears, generators, motors, requisite parts, accessories, fittings and equipment of every kind.

8. To carry on the business of designing, manufacturing, assembling importing and exporting, buying selling and distribution or otherwise dealing in all professional grade electrolytic and polystyrene capacitors, resistors for telecommunications and other electronic goods and appliances, components, materials, accessories, sub assemblers, as well as packing, including electrodes, chemical electrolytes, mixtures, solutions and pastes, printed paper, metal and plastic sheets and laminates as well as containers and lackers thereof, insulators as well as containers and packers thereof, insulators as well as all kinds of components for any type or types of capacitors.
9. To develop, cause to develop, produce and/ or deal in connected components and raw materials, knowhow and facilities required for production of the connected raw material and components.
10. 'To manufacture, produce, import, export, purchase, sell, hire let on hire, repair, assemble, distribute, dispose of or debar in refrigerators, refrigerating plants, dry ice making and humidifying, dehumidifying, ventilating and cooling plants, quick freezing plants, air conditioning plants, water pumping machinery, automotive cables, containers for preserving, storing transporting dry ice or refrigerated food stuff and accessories, containers, equipments, appliances parts, implements, tools and devices for use thereof or any of them.
11. To manufacture, assemble, sell, import, export deal in hire and distribute equipments and instruments for recording, amplifying, reproducing or transmitting voice, sound, light vision, impulse, currents and signals and components and part thereof.
12. To repair, maintain service, and after all or any of the above articles and products.
13. To carry on the business of manufactures, assemblers, factors, builders, importers, hirers and dealers in theatrical, film producing and studio equipments of every description, cameras, talking picture equipments of both recording and reproducing and laboratory equipments of every description, photographic apparatus, instruments, materials and products of every description and printed and other advertising matters and in

connection therewith to undertake and carry out all or any of the functions, operations, services or works ordinarily or which can conveniently be undertaken and carried out by persons engaged in such business.

14. To manufacture and deal in voltage regulations, stabilisers, conductors, alternators, battery charges, battery eliminators and voltage testing sets.
15. To manufacture and deal in electrical equipment, electric motors, dynamos, electric instruments, sound equipments conductors A.A.C. and A.C.S.R. conductors, appliances, apparatus, accessories thereof, electric wiring accessories (such as switches, ceiling roses holders) electric fans, air conditioning apparatus and refrigerating apparatus and appliances.
16. To carry on business as manufactures, assemblers, fabricators, of all kinds of electric lamps including gas field lamps, electric discharge tubes, luminous electrical 'signs, devices, ornamental and decorative work, electrical mechanical and other articles, instruments and things required for or capable of being used for or in connection with wires for wireless signaling, lighting, heating motive power, cable lines, power, stations, exchanges, accumulators, dynamos, switching regulating, controlling and signaling apparatus.
17. To carry on the business of electricians, electrical engineers and manufacturers of all kinds of electrical machinery and electrical apparatus and to manufacture, sell supply and deal in accumulators, lamps, meters, engines, dynamos, batteries, telephonic or telegraphic apparatus of any kind.
18. To undertake and execute any contracts for works involving the supply or use of any materials, machinery, skilled, or unskilled labour and to carry out any ancillary or other works comprised in such contracts.
19. To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.

20. To apply for purchase, or otherwise acquire any patents brevetted inventions, licenses, permissions, rights, concessions, privileges, designs, technical know-how, processes and the like conferring an exclusive or limited right to or from any Governments, States, Municipalities, local Boards or from any individual firm or company to use the same or any secret or other information as to any Invention which seem capable of being used for any purposes of the company and to use, carry out, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
21. To carry out researches, investigations and experimental work of every description in relation to electrical and electronics field and or application and use of electricity.
22. To establish, provide, maintain and conduct or otherwise subsidise research laboratories, and experimental workshops for scientific and technical researches and experiments and to undertake and carry on scientific and technical researches, experiments and test of all kinds, to promote studies and research both scientific and technical investigation and invention by providing, endowing or assistant laboratories, workshops, libraries, lectures, meetings' and conferences and by providing the remunerations of scientific or technical professors or teachers and by providing for the award of scholarships, prizes, grants to students or otherwise and generally to encourage promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which company is authorised to carry on.
23. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
24. To transact and carry on agency business of electronic, electrical and allied products and equipments.
25. To enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concessions or otherwise or collaborate with any person or company, carrying on or engaged in any business transaction either in India or abroad, which this Company is

authorised to carry on or encourage in or any business transaction capable of being conducted so directly or indirectly to benefit the Company.

26. To enter into any arrangement with any Government or authorities Central, State, Municipal, Local or otherwise or any corporations, companies) or persons that may seem conducive to the Company's objects or any of them and to obtain from such Government authority, corporation, company or person any rights to 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.
27. 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 company, or for redemption of debentures or redeemable preference shares, or for any other purpose whatsoever conducive to the Interests of the Company.
28. To provide for the welfare of employees or ex-employees of the company, and the wives and families, or the dependants or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation hospitals and dispensaries, medical and other attendances and other assistance as the Company shall think fit and to subscribe or otherwise to assist or to guarantee money to charitable benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of public and general utility or otherwise.
29. To adopt such means of making known the goods and products of the Company as may seem expedient, and in particular, by advertising in the press, by circulars, by purchase and exhibition and sponsorship of works of art or interest, by publication of books and periodicals and by granting prizes, rewards, and donations subject to the provisions of Section 293A of the Companies Act, 1956.

30. To make donations or gifts to such persons or institutions, either of cash or any other assets, or to become a member of and subscribe to any institution, society, club, association or organisation as may though directly or indirectly conducive to any of the Company's objects or otherwise expedient, to subscribe or guarantee money for charitable or benevolent objects, or any public object which shall have any moral or other claim to support or aid of the Company.
31. To aid pecuniarily or otherwise any association body or movement having for its objects the solution settlement in or sum mounting of industrial or labour problems, or troubles or the promotion of industry or trade, but the company shall not act as a trade union.
32. To amalgamate with any other Company or Companies having objects altogether or in part similar to those of this Company.
33. To pay out of the funds of the Company all costs, charges and expenses, preliminary and incidental to the formation, establishment and registration of the Company, and the issue and subscription of the share capital including brokerage or commission for obtaining applications for or placing or guaranteeing the placing of shares, or any debentures, debenture stock and other securities of this Company and all expenses attending the issue of any circular or notice.
34. To sell or dispose of the undertaking of the Company or any part thereof for such considerations, as the Company may think fit and in particular for shares, debentures or securities of any other associations or company having objects altogether or In pact similar to those of this Company.
35. To pay for all property or rights, acquired by the Company either in cash or shares with or without preferred or deferred rights in respect of dividend or payment of capital or otherwise or by any securities which the Company has power to issuer or partly in one mode and partly in another and generally on such terms as the directors may approve.
36. To take or otherwise acquire and hold shares in any other company, firm or association having objects altogether or in part similar to those of this Company.

37. To establish a Trust or Trusts and/ or appoint Trustees thereof from time to time and vest fund or any property in the trustees who shall hold and deal with such funds or property in such a manner as the Company may decide.
38. To enter into contracts of every description, in connection with the business of this Company.
39. To draw, make, accept, discount, execute and issue Bills of Exchange, Promissory Notes, Bills of Lading, Warrants, Debentures and other negotiable instruments or securities, in connection with the business of the Company.
40. To lend and advance money or give credit to such persons and on such terms as may seem expedient, and to give guarantees or become surety for any such persons.
41. To establish offices or agencies within or outside India or appoint agents in order to carry out the objects of the Company.
42. To conduct undertake the conduct of and participate in national or international, exhibitions, subject to the rules and regulations of the Reserve Bank of India.
43. To Promote, form and aid in the promotion, formation and registration of any Company or companies subsidiary or otherwise for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or Indirectly calculated to benefit the Company, and to transfer to any such Company any property of the Company, and to be interested in, or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and other securities in and to subsidise or otherwise assist any such Company.

44. To distribute as bonus shares among the members or to reserve 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.
45. To distribute any of the property of the Company amongst the members in specie or in kind. Subject to provisions of Companies Act, 1956 in the event of winding up.
46. To remunerate or make donations to (by cash or other assets, or by the allotment of fully or partly paid shares, or by a call or option on Shares, debentures, debenture stock, 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 or persons for services rendered or to be rendered in introducing any property or business to the Company or for the any other reason which the Company may think proper in connection with its business and affairs.
47. To procure the registration or other recognition, of the company in any country, state or place, outside India and to establish and maintain local registers and branch places of business in any part of the world, subject to law in force.
48. To do 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 principals agents contractors trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others provided that the company shall not carry on any business which may borne within the purview of the Banking Regulation Act, 1949, or of the Insurance Act, 1938.

C. OTHER OBJECTS:

49. To carry on the processing of metal plating and metallising of the products of the Company and of any other person, firm, company or corporation.

50. To manufacture photo lithographic masks, semi conductor materials and semi metals.
51. To manufacture, assemble and deal in watches, time pieces, clocks, chronometers, horological instruments, electronic goods, watch straps and bracelets and all kinds of watch accessories.
52. To carry en the business of advisers and/ or consultant on all matters and problems relating to the administration, managements, organisation, manufacture, production, storage, marketing, distribution, sale and purchase of goods, property, personal accounts and other activities of and in relation to any business, trade, commerce industry, mines, or agriculture, to carry on all or any of the business of industrial, business, commercial and personal consultants to advise upon the means, methods and procedures for the establishment, development, improvement and expansion of any or all types of business, trade, commerce, and expansion of any or all types of business, trade, commerce, and industry and all systems, methods, techniques, processess, principles in relation to the foregoing and/or in relation to the rendering of any services.
53. To carry on the business of manufacturers of and dealer in Rubber and plastic goods, films, and moulded goods of all kinds, and of all purposes and in bottles, containers, tubes, tyres, wrapping materials, foam rubber and plastic products, industrial articles, pipes, tubes, houses, tank equipments', electric products, shoe products and part thereof, toys, insulating materials and all other blower, moulded formed, extruded, calendared, and dipped goods and articles.
54. To carry on business of manufacturing, importing, assembling, buying, selling, reselling, repairing, improving, exchange on hire advising, consulting, distributing or dealing in mechanical electrical, textile, agricultural, refrigeration, air conditioning Pharmaceuticals, chemicals, consumer products, and other products, apparatus, tools appliances. Machinery and goods of every description and kind and all components and spare parts use in connection therewith.

55. To act as advertising agents and contractors and dealers of advertisements in all their branches for, newspapers, periodicals, enameled iron plates for business and public purposes, signboards, plates, letters circulars, bills plying, art, signs, posters, and other methods of publicity.
56. To carry on business as dealers, distributors, stockiest, buyers, sellers, repairers, cleaners, importers, exporters, or agents of motor cars, trucks, lorries, and carriages, motor cycles, scooters, bicycles, tractors, earth moving equipments, trailers, and other vehicles, agricultural implements, pumps and machineries and spare parts, engines, motor accessories, components, tools, batteries, glass panels and sheets, apparatus, fittings, furnishing materials, tyres tubes, paints lubricating, fuel oil gas or other materials used or required for such vehicles, implements, or machine and to act as transporters of goods and passengers, travelling or cleaning agents and to let out hire or finance or hire purchase system or otherwise automobile and other vehicles, implements, machine and any of the aforementioned products or things.
57. To carry on business as proprietors of flats and to let on, lease or otherwise apartments there in and to provide for the convenience commonly provides in Gates, suites residential and business quarters.
58. To carry on the business of manufacturers of and dealers in and distributors and/or commission agents and importers and exporters and/or otherwise deal in organic, inorganic, chemicals and petrochemicals, regent chemicals, antibacterial, disinfectants, bio-chemicals, medicinal chemicals, and , drugs, Pharmaceuticals intermediate and medicines and by products thereof and to act as druggists, analytical chemists and dry smelters.
59. To export to all parts of the world, buy sell barter, exchange pledge, make advance, as upon, or otherwise deal in agricultural and plantation produce of all kinds, made thereof and to act as export house or in any other capacity and to set high, standards in the performance of contracts for exports and in particular in regard to the maintenance of quality, specification and delivery schedule and for all or any of the aforesaid purposes to establish or acquire and carry on offices trading stations factories, stores and depots in all parts of the world subject to laws of foreign countries.

60. To carry on the business of mechanical engineers, chemical engineers, founders of iron and steel and ferrous non-ferrous metals, tool makers, brass founders, metal workers, mill' wrights, mechanists, iron and steel converters, builders, metallurgists, electrical engineers, smeltors, galvanisers electroplaters, enamellers, water supply engineers, gas makers, and to run workshops to undertake and execute machining mechanical and structural jobs.
61. To carry on business of investment Company and for that purpose to invest in, acquire, underwrite, subscribe for hold shares, bonds, stocks, securities, debentures, debenture stocks issued or guaranteed by any company constituted and carrying on business in India or in any foreign country and/ or debentures, debenture stocks, securities, bonds, obligations issued or guaranteed by any Government State, dominions central provincial, commissioners, port trust, public body or authority, supreme, municipal local or otherwise whether in India or elsewhere.

IV. The liability of the Members is limited.

V. The Authorised share capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each with rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for time being with power to increase or reduce the capital and to divide the sub divide the shares into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or as provided by the Articles of Association of the Company for the time being.