

# Form No. INC-33



Form language

English  Hindi

## e-MOA (e-Memorandum of Association)

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013]

Refer instruction kit for filing the form

All fields marked in \* are mandatory

### \* Table applicable to company as notified under schedule I of the Companies Act, 2013

(A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

B - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

C - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

D - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL

E - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND HAVING SHARE CAPITAL)

A - MEMORANDUM OF  
ASSOCIATION OF A COMPANY  
LIMITED BY SHARES

### Table A/B/C/D/E

1 The name of the company is

KAYNES SEMICON PRIVATE  
LIMITED

2 The registered office of the company will be situated in the State of

Karnataka

3 (a) The objects to be pursued by the company on its incorporation are:

1. To carry on the business of manufacturing, assembling, testing, marking and packaging (ATMP) and Outsourced Semiconductor Assembly and Test (OSAT) in semiconductor and/or hybrid technology equipments, subassemblies, components, parts, consumables etc.

2. To carry on the business of designers, developers, manufacturers, contract manufacturers, assemblers, proto-type developers, integrators, subcontractors, market consultants, agents, advisors, suppliers, procurer, traders, importers, exporters and any other functionary in all kinds of Software, analog and digital signal generation, processing, measurement, transmission, storage and display devices including but not restricted to Hardware, software, peripherals, Auxiliary and ancillary equipments for computers, computer peripherals, software, process equipments, defence, strategic electronics, logistics,

transportation, avionics, space and satellite equipments, telecommunication(fixed line and mobile), radio, wireless communication, satellite communication, test and measurement equipments, industrial control and signaling, audio & video equipments,entertainment and gaming equipments etc., used in Industrial, home, government, defence sector etc. for domestic and overseas customer.

(b) \*Matters which are necessary for furtherance of the objects specified in clause 3(a) are

1. To purchase, take on lease, acquire, sell or dispose of properties (movable or immovable) or rights therein for the purposes of the Company.
2. To enter into, make and perform contracts of every kind and description, agreements and arrangements with any person, firm, association, corporation, corporate bodies, municipality, country, any state, political body or government.
3. To buy, sell, exchange, alter, improve, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, receptacles, substances, materials, articles and things, necessary or convenient for carrying on any of the above business or processes of the Company.
4. To purchase, take on lease, license, exchange, hire or otherwise acquire any real and/ or personal property, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the Company and in particular any right, title or interest in any land (free hold or other tenure), building, machinery, plant and stock-in-trade and any houses or other structures for the works and purposes of the Company and to install machinery thereat.

5. To build, construct, maintain, enlarge, pull down, remove or replace, improve or develop and to work, manage and control any buildings, offices and to install all kinds of plant, machinery and works thereat.

6. To sell, assign, let, lease, grant licenses, easements and other rights over or in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects, and businesses of the Company for such consideration as may be considered appropriate.

7. To amalgamate with or enter into partnership or any joint purpose or profit-sharing arrangement with or co-operate in any way with, or assist or subsidize any company, firm or person carrying on, or proposing to carry on, any business or other venture.

8. To acquire and undertake on any terms and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company, carrying on any business which the Company is authorized to carry on.

9. To establish, promote, concur, or be interested in establishing or promoting any company or companies for the purposes of acquiring all or any of the property, rights and liabilities of the company or for any other purpose whatsoever and to transfer to any such company any property of this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company and to subsidize or otherwise assist any such other company.

10. To subscribe for,

underwrite, purchase or otherwise acquire, and to hold dispose of and deal with the shares, stocks, securities, debentures, bonds or financial instruments issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof and to buy and sell foreign exchange provided that the Company shall in no circumstances be empowered to carry on business as or act as stock and share brokers of any kind.

11. To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

12. To acquire, hold, use, sell, assign, lease, grant licenses, mortgage, pledge or otherwise dispose of in India or any part of the world any patents, patent rights, licenses, privileges, inventions, improvements, and processes, copy rights, trademarks, trade names, concessions and formulae of any kind whatsoever and apply for purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights, inventions, trademarks, designs, licenses, concessions and like, conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights or information so acquired to expend moneys in experimenting upon, testing or improving any such patents, inventions and rights.

13. To enter into any arrangements with any

government or authority, imperial, supreme, municipal, local or otherwise or company that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think desirable to obtain, and to carry out, exercise, and comply with the same.

14. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments and test of all kinds and to promote studies and research both scientific and technical, investigations and invention by providing, subsidizing, endowing or assisting laboratories, workshop, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes and 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 of the business which the Company is authorized to carry on.

15. To grant donations, gratuities, pensions allowances, benefits, emoluments to any persons (including director and other officer of the Company) who are or shall have been at any time in the employment or services of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such

subsidiary company or the relatives, families or dependants of any such persons, and to establish, subsidize, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members, and to make payments for or towards the insurance of any such persons as aforesaid and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to establish and contribute to any scheme for the purchase by trustees of the shares of the Company to be held for the benefit of the Company's employees.

16. To refer or agree to refer any claim, demand, dispute or any other question by or against the Company in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives, or between the Company and third parties to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards or to challenge the same.

17. To take legal action and proceedings in connection with the business of the Company and to defend the suits and other legal proceedings filed or otherwise initiated against the Company or to which the Company is a party.

18. To pay all preliminary expenses of the Company and any company promoted by the Company or in any company in which this Company is or may contemplate being interested, including in such preliminary

expenses all or any part of the costs and expenses of owners of any business or property acquired of the Company.

19. To borrow or raise money or to receive money on deposit or loan at interest or otherwise in such manner as the Company may think fit and in particular by the issue of debentures (perpetual or otherwise) and convertible into shares of this or any other company and to secure the repayment of any such moneys borrowed, raised or received by mortgage, charge or lien upon all or any of the property, assets, or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or other person, firm or company of any obligation undertaken by the Company or any other person, firm, or company as the case may be, but not to carry on banking business within the definition of Banking Regulation Act, 1949.

20. To lend money with or without security and to subsidize, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any person or companies, and in support of such guarantee to mortgage or charge all or any part of the undertaking or property of the Company.

21. To give all descriptions of guarantees and indemnities.

22. To draw, make, accept, endorse, discount, execute and issue and negotiate bills of exchange, hundies, bills of lading, promissory notes, warrants, debentures and other negotiable or transferable

instruments or securities subject to the provisions of Banking Regulation Act, 1949.

23. To act as agents or brokers and trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world and as principals, agents, contractors or trustees or otherwise and by or through agents, sub-contractors or trustees or otherwise and either alone or jointly with others.

24. To procure the incorporation, registration or other recognition of the Company in any country, State or place and to establish and regulate agencies for the purpose of the Company's business.

25. To spend money for internet and technology for the business, to use electronic design tools owned by foreign and local companies.

26. To carry on any business or branch of a business which this Company is authorized to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangements with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and to act as managers or to appoint directors or managers of any such subsidiary company.

27. To adopt such means of making known the business of the Company as may seem

expedient, and in particular by advertising in the press, by circulars, by purchases and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes rewards and donations.

28. To insure the whole or any part of the property of the Company, either fully or partly, to protect and indemnify the Company from liability or loss in any respect either fully or partly and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.

29. To do all or any of the above things in any country of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and to allow any property to remain outstanding with such agents or trustees.

30. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.

31. To apply for, promote and obtain any order or license of the concerned authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings directly or indirectly likely to prejudice the Company's interests.

32. To engage any person, firm or company rendering professional, consultancy or advisory services to the Company and to remunerate any such person, firm or company as may be thought expedient.

33. To employ, retrench, lay-off, suspend, terminate the

appointment of or dismiss executives, managers, assistants, support staff and other employees and to remunerate them at such rates as shall be thought fit.

34. To train or to pay for the training in India or abroad of any member or any of the Company's employees or directors or any other candidates in the interests and for the furtherance of the Company's business.

35. To do all and everything necessary, suitable or proper for the accomplishment of any of the objects or the furtherance of any of the power herein before set forth either alone or in association with other corporate bodies, firms or individuals and to do every other act or acts, thing or things incidental or appurtenant to growing out of or connected with the aforesaid business or power or any part thereof provided the same is not inconsistent with the laws of India.

36. To act as a sales agent earning commission or any other form of remuneration in relation to the business activities of the company, to render any and all kinds of consultancy, advisory and technical services including, without limitation, in the areas of information technology, mechanical and electrical engineering, electronics, purchase and procurement, sales and marketing, human resources, finance and accounting.

37. To carry on any other trade or business that can be conveniently or advantageously combined with the business activities of the Company and to do any and all acts or things that may be necessary or desirable to give effect to or in connection with any of the foregoing.

38. To open accounts with any bank or banks and to deposit moneys therein and draw and

endorse cheques on and to withdraw moneys from such accounts and generally operate the same (whether overdraft or not) as may be required for the purposes of the Company.

39. To provide for or utilize such sum or sums of money that may be agreed upon by the Company from time to time for research work connection with the objects of the Company and for protection of the interest of the Company.

40. To enter into contracts and agreements with foreign individuals, non-residents of Indian origin, companies or other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.

41. To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value or render profitable any of the property or rights of the Company.

4 The liability of the member(s) is limited, and this liability is limited to the amount unpaid if any, on the shares held by them.

The liability of the member(s) is limited

The liability of the member(s) is Unlimited

5 Every member of the company undertakes to contribute:

(i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and

(ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among

themselves), such amount as may be required, not exceeding \*  rupees.

(iii) The share capital of the company is  rupees, divided into

Equity Share	Shares of	10	Rupees each		250000
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- We, the several persons, whose names and address are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:
- I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company:
- We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association:

Subscriber Details					
S. No.	*Name, Address, Description and Occupation	DIN / PAN / Passport number	No. of shares taken	DSC	Dated
1	Savitha Ramesh Nominee of Kaynes Electronics Manufacturing Private Limited as Registered Owner. Beneficial Owner is Kaynes Electronics Manufacturing Private Limited D/o: Mr. Raghunath Ayillath Address: No. 128/11, Emerald Enclave, Belavadi Post, Angahalli, Mandya-571606 KA Occupation: Business	01756684	1 Equity,0 Preference		06/05/2023
2	Kaynes Electronics Manufacturing Private Limited Represented by Mr. Ramesh Kunhikannan S/o Mr. Payamputtam Kunhikannan Nambiar Address: 128/11, Emerald Enclave, Belavadi Post, Angahalli, Mandya-571606 KA Occupation: Business	02063167	249999 Equity,0 Preferen		06/05/2023
<b>Total shares taken</b>			250000 Equity,0 Preference		

**Signed before me**

Membership type of the witness <i>(ACA/FCA/ACS/FCS/ACMA/FCMA)</i>	*Name of the witness	*Address, Description and Occupation	DIN / PAN / Passport number / Membership number	DSC	Dated
FCS	VIJAYAKRISHNA KT	#496/4, II Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore-560080 KA Occupation: PCS	1788		06/05/2023

7 Shri / Smt   Of  resident of   
 aged  years shall be the nominee in the event of death of the sole member.