

**INCORPORATED UNDER THE INDIAN COMPANIES ACT, 1913  
ASA COMPANY LIMITED BY SHARES**

**Memorandum of Association**

**of**

**ESCORTS KUBOTA LIMITED\***

- I. The name of the Company is ESCORTS KUBOTA LIMITED\*
- II. The REGISTERED OFFICE of the company will be situated in the STATE OF HARYANA.
- III. The OBJECTS for which the Company is established are :
  - (1) To carry on the business of general carriers, railway and forwarding agents, warehousemen and common carriers and any other business which can conveniently be carried on in connection with the above.
  - (2) To carry on the business of general contractors.
  - (3) To carry on the business of advertisers, by issuing pamphlets, circulars or by publication of booklets or periodical or newspapers or by any such like means.
  - (4) To carry on the business of advertising agents in all spheres.
  - (4A) To act in India or any where in the world as :

Advisors, Technical, Industrial consultants and to provide technical know-how, render advice on planning, development, research design, plant operation, to make feasibility studies, assist in acquisition and erection of plant and machinery, to provide procurement construction and technical services and to render such other services as are usually rendered by consultants for and in connection with the management, manufacture, production, processing of engineering goods and any other allied products in all types of industries in-general: Management consultants and to provide services of data processing and modern management sciences: Registrars for issue of shares and other securities and deal with all kinds of work connected with issue, transfer and transmission of shares and other securities.

- (4B) To undertake, carryout, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure or any programme or rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "Programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development, and that the words, "rural area" shall include such areas as any be regarded as rural areas under section 35CC of the Income-tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Governments or any Public Institutions or Trusts or any body or organisation recognised under any law for the time being in force or recognised by the Central or State Government as the Directors may approve.

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\* Subject to the availability of the name and approval of the members of the company, CRC and RoC.

- (4C) To undertake, carryout, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit and the Director may without prejudice to the generality of the foregoing, undertake carryout, promote and sponsor any activity for publication of any books, literature, newspapers etc., or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other Scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any Institution, fund, trust etc., having anyone of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts or anybody or organisation recognised under any law for the time being in force or recognised by the Central or State Governments, as the Directors may approve.
- (4D) To manufacture, produce, refine, process formulate, mix or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, buy, sell, exchange, distribute, assign, transfer or otherwise dispose off, trade, deal in and with, import or export any and all classes and kinds of agricultural chemicals, fertilizers, manures, their mixtures and formulations, petro-chemicals, industrial chemicals, and any and all classes and kinds of chemicals, source materials, ingredients, mixtures, derivatives and compounds thereof and industrial and other preparations or products arising from or required in the manufacture, refining of any kind of fertilizers, manures, their mixtures and formulations and any type of fats, dips, sprays, vermifuges, insecticides, germicides, its disinfecting, preparations, fumigators, medicines and remedies of all kinds for agricultural, tree and fruit growing, gardening and other purposes or as remedies for human and animals and whether produced from vegetables, mineral, gaseous, animal.
- (4E) To carry on in all its branches the business of producers, manufacturers, purchasers, processors, refiners, importers, exporters, sellers of and dealers in cement, asbestos, asbestos products, alumina, cement, port and cements, lime and limestone, kankar, plaster, gypsum-board, plastic-board, artificial stone and materials of every kind used in the manufacture thereof, whitening clay, concrete, gravel, sand, sacks, bricks, tiles, building materials of all kind and all materials analogous to or connected therewith and the business of miners, metallurgists, builders, contractors, quarry owners and to purchase and vend all materials raw products or otherwise and all articles in any way connected with the said business and to acquire, erect, construct, establish, operate and maintain cement factories limestone quarries, workshops and other works.
- (4F) To carry on the business of and deal in either principals or agents by sale, purchase or by letting hiring or otherwise and to enter into contract(s) for take over, negotiate or otherwise acquire, any Trawlers, deep sea fishers, fish carriers, fish curer s, wholesale and retail fish merchants, cold storage keepers, warehouse men, utilizers of fish refuse, marine storekeepers, drivers, auctions, assessors, wharfingers, carriers and forwarding agents and also to carry on the business as a manufacturers, importers and exporters of boats, ships, ice fish and other implements apparatus, instruments and processing and canning of the products of the company.
- (4G) To undertake and carry on all or any of the trades and business as of shippers, ship-owners, ship-brokers, shipping agents and insurance-brokers, shipping managers, tug-owners, warehousemen, wharfingers, salvors, ship builders, ship repairers, manufacturers of and dealers in nautical instruments and ships rigging, gear, fittings and equipments of every description, and to establish, maintain and operate shipping transport services (public and private) and all ancillary services and for this purpose, or as an independent undertaking to purchase, take in, exchange, charter, hire, build, construct or otherwise acquire, and to own, work manage, and trade with steam sailing motor, ships, trawlers, drifters, tugs and vessels or any shares or interests in ships vessels, including shares, stocks or securities of companies, possessed of or interested in any ships and to maintain, repair, fit out, refit, improve, alter, sell, exchange or let out in hire-purchase, or charter or otherwise, deal with the dispose off any of ships.
- (4H) To carry on the business of hotel, restaurant, cafe, tavern, beer-house, refreshment room and lodging-house keepers, licenced victuallers, wine, beer and spirit merchants, purveyors, cinemas and show business, caterers for public amusements generally, proprietors of motor and other vehicles, garage, proprietors, importers and brokers of food, live and dead stock and local and foreign produce of all descriptions, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, places of amusement, recreation, sport, entertainment, tobacco and cigar merchants, agents for railway, shipping and air-plane companies and carriers, cinema, theatrical and opera box proprietors.

- (4I) To carry on the business of brewers, distilleries and -manufacturers of, merchants, exports and dealers in alcohol and products thereof for industrial and other applications, beer, ale, porter, stout, wines, spirits aerated waters and liquors of every description, whether intoxicating or not, and of casks, bottles and other receptacles for the same.
- (4J) To carry on the business manufacturing, developing, designing, improving, hiring, repairing, buying, selling, dealing in importing and exporting ferrous and non-ferrous castings of all kinds and in particular chilled and malleable castings, special alloy castings, steel castings, gun metal, copper, brass, aluminium castings and foundry work of all kinds and forgings of all types of ferrous and non-ferrous metals and in any weight for any industry whatsoever.
- (4K) To carry on in all its branches the business of, production, manufacture, sale, purchase, processing, refining, deal in, grow, plant, blend, produce, import, export, buy and sell, all kinds of agricultural and vegetable produce, food products, cereal products, beverages, tea, coffee, cocoa, seeds, fruits, vegetable, milk products, poultry, animal husbandry and products thereof, dairy and dairy products, vegetable and edible oils, provisions of all kinds, plantations, natural and synthetic rubber, cattle food, oil extractors and manufacturers, millers, flour milling, cold storage plants and refrigeration equipment and other apparatus for preservation of agricultural and dairy produce, poultry products and food stuff, and any goods or activity usually dealt in any of the above business.
- (4L) To carry on business of manufacturing, fabricating, processing, converting, installing, erecting, assembling, repairing, improving, reconditioning, altering, buying, selling hiring, cleaning, servicing, exporting, importing, distributing, and/or otherwise, deal in all types of electronic and electrical equipments and components, Electron and Picture Tubes Communication Equipments, Telecommunications, Broadcasting Equipment, Radar and Navigational Equipments, Medical Electronics and Surgical Equipment, Amplifiers, Transmission Players, Television Sets, Tape Recorders and Cassette Machines (Audio & Video), Record Players, Paging and Public Address Equipments, Loudspeakers & their components, spares and accessories.
- (4M) To take on lease, acquire land property of any kind and to develop the same in any manner for agricultural, commercial, industrial and residential purposes, by itself or in collaboration or partnership with other and in particular any residential premises, offices, flats, apartments, township and colonies, industrial plants, godowns, warehouses, hospitals, Schools and conveniences of all kinds and to give on lease, licence, or hire or otherwise dispose off the same.
- (4N) To plan, promote, develop, organise and operate air transport services, scheduled and non-scheduled, for the carriage of passengers, mail, freight and cargo and for any other purpose including aerial work.
- (4O) To operate any air transport service, or any flight by air craft for commercial or other purpose, inland or international and to carry out all forms of aerial flights and services within and outside India.
- (4P) To provide personalized air transport to Company executive and tourist groups from within and outside India.
- (4Q) To provide joy rides with a view to promoting air mindedness in the country.
- (4R) To equip and maintain works and to purchase, sell and let or hire aeroplanes, helicopters, hovercrafts and all other types of aircraft for the carriages of passengers or freights and to carry on the business of carriers by air or by hovercrafts.
- (4S) Contract and corporate farming, provision of agricultural farm extention, research and consultancy services, renting of farm machinery and equipment, producing, manufacturing, selling, purchasing, processing, refining, bulk handling, storing, transporting, importing, exporting and otherwise dealing in or facilitating trading in seeds, fertilizers, pesticides, agricultural chemicals, fuels, irrigation equipments and systems, cattle feed and all types of agricultural produce and other agri allied products, facilitation of agri loans through Banks and Financial Institutions.
- (5) To trade or to do business as petrol and automobile agents and generally to do all things incidental thereto.
- (6) To act as Managing Agents or Selling Agents of any other Company or Companies.
- (7) To undertake and transact all kinds of agency business.
- (8) To carry on or promote any business, commercial, financial or otherwise under sound principles or to act as distributors, agents or managing agents on commission and on/ or allowances as may be deemed fit.

- (9) To export, import, produce, manufacture, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, produce articles and merchandise of all kinds and power such as electrical, steam gas or otherwise and, land, farms, buildings, mines, quarries and other properties tangible, intangible whatsoever.
- (10) To establish, acquire and carry on factories, mills, works, workshops or stores in India or outside and to purchase, lease or otherwise acquire, carry on, develop and improve any business.
- (11) To manufacture, export, buy, sell, repair, and/or service or otherwise deal in pistons, piston rings, piston pins, cylinder sleeves, circlips, connecting rods, gaskets and other automotive parts, shock absorbers both railway and automotive types, railway brakes, railway couplers, railway track equipment of various types, railway buffers and buffer springs, brake blocks of all types, diesel, petrol, multifuel internal combustion engines, all types of motorcycles, scooters, scooterettes and autocycles, trucks, motor vehicles, tractors, trailers of all types, internal transport equipment of all types, agricultural implements and farm equipment of all kinds, earth moving and construction equipment, steel structurals, cranes, pumps of all types, x-ray apparatus, and electro-medical equipment including x-ray tubes, fluorescent and intensifying screens, tubular heating elements, electrical appliances and other allied equipment, equipment of power generation, diesel, steam, gas and hydel, engineering equipment electrical or mechanical of all kinds, gear and transmission equipment for transport or other vehicles and razor blades and all things used in or in connection with the above mentioned things and all machinery, implements, spare parts, appliances, apparatuses, lubricants and all other things capable of being used therewith or in manufacture, maintenance and working thereof.
- (12) To acquire by purchase, lease or otherwise, land for farming, to establish and run farms, to carry on the business of agriculture, horticulture, dairy farming, animal husbandary, to carry out any processes connected with anyone or more of such products, scientifically store farm products and deal in purchase and sale of articles of farm product.

The Company will maintain separate accounts of the agricultural business and in the balance sheet separately show the profit and loss of that business.

- (13) To erect and maintain any mills and machineries required for carrying on any business.
- (14) To purchase, construct or otherwise acquire any lands, houses, offices, workshops, buildings and premises and fixed or moveable machineries, tools, engines, boilers, plants, implements, patterns, stock-in-trade and patent rights convenient to be used in or about carrying on any business.
- (15) To enter into any arrangement with the Government, Native State or Authority, Municipal, Local or otherwise or with any person or Corporation whatsoever that may seem conducive to the Company's objects or any of them and obtain from any such Government, Native State or Authority, person or Corporation all rights concessions and privileges which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
- (16) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company shall consider to be preliminary including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery and expenses attendant upon the formation of agencies and local boards.
- (17) Upon any issue of shares, debentures or other securities of the Company to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures, or other securities of the Company or by the granting of options to take the same or in any other manner allowed by law.
- (18) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any land, buildings, offices, workshops, mills, plants, machinery and other things found necessary or convenient for the purpose of this Company.
- (19) To apply for and take out purchase or otherwise acquire any patents, patent rights or inventions, copy rights or secret processes which may be useful for the Company's objects and grant licences to use the same.
- (20) To let on lease or hire the whole or any part of the movable and immovable property of the Company on such terms as the Company shall determine.

- (21) To sell the undertaking of Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debenture stock, policies or securities of any other Company having objects altogether or in part similar to those of this Company and to promote any Company or Companies for the purpose of acquiring the undertaking of this Company or any part thereof or all or any of the property, rights and liabilities of this Company.
- (22) To raise or borrow or secure the payment of money in such manner and on such terms as may seem expedient and in particular by the creation or issue of any mortgage, debenture stock, perpetual or otherwise bonds or notes and to purchase, redeem and payoff any such securities and to guarantee the payment of money, unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgages, charges, 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 or become sureties for the performance of any contract or obligations.
- (23) To draw, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures, whether express to be payable to bearer or otherwise and other negotiable or transferable instruments and securities.
- (24) To subscribe for conditionally or unconditionally to underwrite, issue on commission or otherwise take, hold, deal in and convert stock, shares and securities of all kinds and to enter into partnership or any arrangement for sharing profit union of interests reciprocal concessions or co-operation with any person, partnership or company and to promote and aid in promoting Companies or partnerships of all kinds for the purpose of acquiring and undertaking any property and-liabilities of this or any other Company or of advancing directly or indirectly the object thereof for any other purpose which this Company may think expedient.
- (25) To invest and deal with moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (26) To sell, improve, manage, develop, exchange, enfranchise, lease, mortgage, dispose or turn to account or otherwise deal with any part of the property or rights of the Company.
- (27) To amalgamate with any other institution, societies, associations or bodies having objects wholly or partly similar to those of this Company.
- (28) To establish and support or aid in the establishment and support of associations, institutions, funds or trusts and conveniences calculated to assist the Company in the conduct of its business or to benefit employees or ex-employees of the Company or its dependents or connections of such persons and to grant pensions and allowances and to make payment towards insurance and to subscribe, contribute or otherwise assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, political or any other parties and/or institutions, objects or purposes or any exhibition.
- (29) To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the company's capital or any debentures, debentures stock or other securities of the Company or in the formation of the Company or the acquisition of property by the Company or the conduct of its business.
- (30) To establish branches or agencies of the Company in India or elsewhere and to undertake the management of any company or Companies having objects altogether or in part similar to those of this Company.
- (31) To distribute any of the property of the Company among the members in specie or kind.
- (32) To take all needful steps for enabling the Company to act as a legally authorised Company according to laws of the Government, Republics or States in which the Company shall for the time being seek to carry on business or have transactions but so that the limited liability of the members shall not be in any way prejudiced.
- (33) To do all or any of the matters hereby authorised whether alone or in conjunction with or as factors trustees, contractors or agents for any other Companies or person or by or through any factors, trustees, agents, subcontractors or otherwise.

- (34) 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 or calculated directly or indirectly to enhance the value of or render valuable any of the Company's property or rights.
- (35) Generally to do all such other things, as may appear incidental or conducive to the attainment of the above objects or any of them.
- (36) And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated and whether domiciled in India or elsewhere and the intention is that the objects specified in each paragraph of this clause, be in anyway limited or restricted by inference from the terms of any other paragraph or the name of the Company.
- IV The liability of the members is limited.
- V The Authorised Share Capital of the Company is Rs. 12,890,000,000 ( Rupees one thousand two hundred and eighty nine crore only) divided into 401,000,000 (Forty crore and ten lakh only) equity shares of Rs. 10/- each and 888,000,000 (Eighty eight crore and eighty lakh only) unclassified shares of Rs. 10/- each. The Board of Directors/its committee thereof shall have the power to classify the Unclassified shares into such class(s) of shares and/or redenominate such shares, as may be considered expedient.\*

We, the several persons whose names are subscribed below are desirous of being formed into a Company in accordance with this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

\*Amended w.e.f. 12 October, 2012 vide Scheme of Arrangement approved by High Court of Punjab & Haryana.

Names, addresses and descriptions of subscribers	Number of ordinary shares taken by each subscriber	Names, addresses and descriptions of witnesses
<p>H.P. Nanda Merchant 32, Queens Road, Lahore</p>	<p>5</p>	
<p>Y.R. Nanda Merchant 32, Queens Road, Lahore</p>	<p>5</p>	
<p>Total .....</p>	<p>10</p>	

*Dated this 13th day of October, 1944*