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**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
INDIA RADIATORS LIMITED**

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[DUPLICATE FOR THE FILE.]

No.

6561  
1849



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# Certificate of Incorporation.

I hereby certify

That the " RAYALA CORPORATION (MYSORE) LIMITED "

is this day incorporated under the Mysore Companies Act, XVIII of 1938, and that the Company is LIMITED.

Fee paid Rupees One Hundred and Seventy-Eight only.

Given under my hand at Bangalore this Fifth day of January

One Thousand Nine Hundred and Forty-Nine.

*K. Srinivas Rao*  
Registrar of Joint-Stock Companies in Mysore.

Certificate received by

6561  
1849

18/1/49

Dated

Kolady George  
Joseph  
Jackson

N.B.—If it is sent by Post, the date of despatch should be stated.

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567/55-56



# Certificate of Incorporation on Change of Name.

[Pursuant to Section 11 (4) and (5) of the ~~Mysore~~ Indian Companies Act, ~~Mysore~~ VII of 1913.]

I hereby certify that the "Royala Corporation (Mysore) Ltd.,"

having, with the sanction of a special resolution of the said Company and with the approval of the ~~Mysore~~ Central Government, signified in Government Order No. 28(13)-CL/51 dated the 21st May 1955,

changed its name, is now called the "India Radiators Limited,"

and that the new name has this day been entered in the register.

Given under my hand at Bangalore, this Thirty First day of May, One Thousand Nine Hundred and Fifty-Five.



*R*  
*[Signature]*  
Registrar of Joint and  
Private Companies in M

RECEIVED ON 31/5/55



*[Signature]*  
24/6/55  
श्री एच कार्ल मार्क्स / C. M. KARL MARX  
सहायक, कम्पनी पंजीयक  
Asst. Registrar of Companies  
तमिलनाडु, चेन्नै / Tamilnadu, Chennai

24.06.2014

**MEMORANDUM OF ASSOCIATION  
OF  
INDIA RADIATORS LIMITED.**

- I. The name of the Company is **INDIA RADIATORS LIMITED.**
- II. The Registered Office of the Company will be situated in Madras.
- III. The objects for which the Company is established are:—
  1. To acquire and take over the assets and liabilities of the Bangalore Branch of "RAYALA CORPORATION" constituted under an instrument of partnership, dated 15th December, 1943, at Madras.
  2. To carry on the business of manufacturers, importers, exporters and dealers and assemblers, factors builders, letters to hire, repairers, cleaners, stores and warehouses of automobiles, motor-cars, motor lorries, motor buses, motor trucks, motor cycles of all kinds, bicycles, carriages and vehicles of all kinds whether mechanically propelled by steam, oil, gas, petrol, electricity or otherwise or not and machinery, implements, appliances, apparatus, accessories and spare parts, tyres, tubds, paints, petrols, lubricants, cements, solutions, glasses, leathers, cloths, carpets, upholstery materials, steel, aluminium, iron and other metals, storage batteries, dynamoes, motor and all automobile and electrical equipments and all things necessary or accessory to the said company's business.
  3. To carry on the business of motor-car, lorry, truck and bus-body builders, mechanical engineers, metal workers, machinists, smiths, woodworkers, builders, painters and general automobile and electrical engineers.
  4. To carry on the business of manufacturers, importers, exporters, distributors of, dealers in, cables, wires, ceiling and table fans, lamps, shades, switches, fuses, cut-outs and all kinds of electrical appliances, apparatus and goods, office equipment, Typewriters, Calculators, Refrigerators and other general merchandise.
  5. To carry on the business of structural and mechanical engineers, machinists, iron founders, brass founders, founders of all metals and metal compounds whatsoever, metal workers and welders.
  6. To do the business of Garage Proprietors in general including equipping; maintaining the operating public service vehicles for carrying of fare-paying passengers, and also goods, vehicles and lorries for haulage of all kinds of goods and merchandise.
  7. To take part in the formation, management, supervision or control of the business or operations of any company or undertaking and for that purpose to act as Directors, Administrators, Managers, Secretaries or in any capacity -and to appoint and remunerate any Directors, Administrators, Managers, Accountants or other experts or agents.
  8. To give instruction in the art of driving and to train Bus and Lorry Drivers and Bus Conductors.
  9. To act as Chief Agents or Agents for any fire, accident, life-indemnity and general insurance

company (excepting life insurance) and especially in relation to motor vehicles and motorists and to grant or effect assurances against or upon the contingency of injury, damage or loss by reason of any accident.

10. To acquire, build, make, construct, equip, maintain, improve, alter and work factories, workshops, buildings, roads, water courses and other works and conveniences which may be necessary or convenient for the purpose of the Company or may seem calculated directly or indirectly to advance the Company's interests; and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
11. To purchase for investment or resale and to traffic in land and house and other property of any tenure and any interest thereon and to create, sell and deal in freehold and leasehold ground rents and to make advances upon the security of land or house or other property or *any* interest therein and generally to deal in, traffic by way of sale, lease, exchange or otherwise, with land and house property and any other property, whether real or personal.
12. To acquire, undertake or have an interest in the whole or any part of the business, property and liabilities of any person or company carrying on any business or .undertaking which the Company is authorised to carry on or capable of being conducted so as to be of benefit and advantage to the Company or possessed of property suitable for the purpose of this Company.
13. To enter into any arrangements with any Governments or Authorities, Municipal, Local or otherwise, that may seem conducive to the Company's object or any of them, and to obtain from any such Governments or Authorities any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
14. To apply for, purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property, patents, license, rights or privileges, which the Company may think necessary or convenient for the purposes of its business and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
15. To lend, deposit or advance money, securities and property to or with such persons and on such terms as may seem expedient.
16. To promote any company or companies 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 this Company.
17. To invest and deal with the monies of the Company in such manner as may from time to time be deemed advantageous to this Company.
18. To borrow, raise or secure the payment of money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property both present and future including its uncalled capital and to purchase, redeem or to pay off any such securities.
19. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects and to make donations to such persons and in such cases as the Company may think conducive to any of its objects or otherwise expedient.
20. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or partly in one manner and partly in another and generally on such terms as may be determined upon by the Company.

21. To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit and in particular for shares (whether fully or partly paid up) debentures or securities of any other Company, having objects altogether or in part similar to those of this Company.
22. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimise financial disturbances which might affect the Company.
23. To draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
24. To amalgamate with any other company having objects altogether or in part similar to those of this Company.
25. To distribute any of the property of the Company in specie among the members.
26. To assign to any member or class of members -any preferential special or qualified rights or privileges over or as compared with any other members as regards participation in profits or assets and as regards voting and as regards winding up or otherwise however.
27. If thought fit to take steps for dissolving the Company re-incorporating as a new company for any of the objects specified in this memorandum or for effecting any other modification in the Company's constitution.[
28. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
29. To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

IV. The liability of the members is limited.

V. The Authorised share capital of the Company is Rs. 21,00,00,000 /- (Rupees Twenty-One Crores only) divided into be 10,00,000 Equity Shares of Rs.10/- each and 2,00,00,000 Preference Shares of Rs.10/- each .\*\*\*

The Company shall have power from time to time to increase or reduce its capital. The shares forming the Capital (original, increased or reduced) of the Company may be subdivided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be described by the Articles of Association and regulations of the Company for the time being or otherwise.

\*\*\* Proposed amendment

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 and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names

<b>No,</b>	<b>Names, Addresses and Description of Subscribers.</b>	<b>Number of shares taken by each Subscriber</b>	<b>Witness with addresses and Description</b>
1.	Sree Rajah Saheb of Bobbili The Palace, Bobbili, Landlord & Businessman.	10	
2.	M. R. R. Naidu, Businessman, 4, Vijayaraghavachari Road, T.Nagar, Madras.	10	
3.	Kumara Rajah of Bobbili, The Palace, Bobbili, Landlord & Businessman.	10	Sree M. G. Appa Rao
4.	M. R. Pratap, Businessman, 4, Vijayaraghavachari Road, T.Nagar, Madras.	10	
<b>Total shares taken</b>		<b>40</b>	