MEMORANDUM OF ASSOCIATION
OF
KERALA AUTOMOBILES LIMITED

I The name of the Company is "KERALA AUTOMOBILES LIMITED".

II The Registered Office of the Company will be situated in the State of Kerala.

III A The main objects to be pursued by the Company on its incorporation are:-

To carry on business as manufacturers, sellers, importers, exporters and dealers of:

1. Three-wheeled and Four-wheeled vehicles, Scooters, Motor-cycles and all kinds of powered and non-powered vehicles; and
2. All kinds of equipments, spare parts, chassis and fitments used in the Vehicles as aforesaid.

III B The objects incidental or ancillary to the attainment of the main object are:

1. To promote, establish, run, manage, supervise, finance, advise, assist, aid and collaborate with any individual, association, firm, company, enterprise, undertaking, institution or industrial unit including ancillary for the development, manufacture, sale and servicing of the products mentioned in III A above.
2. To carry on business in and relating to research, development, pilot production, manufacture, assembly, repairing, servicing, converting, elaborating, hiring and dealing in apparatus, equipments, components, tools, jigs & fixtures required for the manufacture of the products mentioned in III A above.
3. To acquire and undertake the whole or any part of the business, property, assets and liabilities of any person, firm, association, company, institution or undertaking carrying on business which the Company is authorised to carry on and which is suitable for the purposes of the Company.
4. To manufacture, buy, sell, exchange, install, work, alter, improve, manipulate, prepare for market, import or export, and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on any of the business which the Company is authorised to carry on or usually dealt in by persons engaged in such business.
5. To carry on business in and relating to the supply of components, sub-assemblies and assemblies to outside parties for the fuller utilisation of capacity.
6. To search for and to purchase or otherwise acquire from any Government, State or authority, licences, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account and to work, develop, carry out, exercise and turn to account the same.
7. To apply for, tender, purchase or otherwise acquire, any contract and concession for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of works and conveniences and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
8. To enter into any contract or arrangement for the more efficient conduct of the business of the Company or any part thereof and to sublet contracts from time to time, upon such conditions as may be thought expedient.
9. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments, and tests of all kinds, to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remunerations of scientific or technical professors or teachers and by providing or contributing to 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 the Company is authorised to carry on.

10. To purchase or by any other means acquire and protect, prolong and renew any patents, patent rights, brevets invention, licences, protections, and cencessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and manufacture under or grant licences 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.

11. Subject to provisions of the Companies Act, 1956 to take or otherwise acquire and hold shares in any other company having objects, altogether or in part, similar to those of this Company and to take or otherwise acquire shares in any other company if the acquisition of such shares seems likely to promote further or benefit the business or interests of this company.

12. To sell, let out on hire or otherwise deal with, all or any of the property of the company whether immovable or movable including all and every description of apparatus or appliances on such terms and conditions as the Company may think fit.

13. To enter into partnership or into any arrangements for sharing or pooling profits, amalgamation, union of interests, co-operation, joint adventure, reciprocal concession or otherwise or amalgamate with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in any business undertaking or transaction which may seem capable of being carried on or conducted so as to directly or indirectly to benefit this Company.

14. To sell, let, exchange or otherwise deal with the undertaking of the Company or any part there of for such consideration as the Company may think fit and in particular for shares, debentures, or securities of any other Company having objects altogether or in part similar to those of this Company.

15. To pay for any properties, rights or privileges acquired by the Company, either in shares of this Company or partly in shares and partly in cash, or otherwise.

16. To promote and undertake the formation of any institution or Company for the purpose of acquiring all or any of the property and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company or form Subsidiary Company or Companies.

17. To obtain order, or Act of any Legislature in India for enabling the Company to obtain all powers and authorities necessary, or expedient to carry out or extend any of the objects of the Company, or for any other purpose which may seem expedient, and to oppose any proceedings on applications which may seem calculated directly or indirectly to prejudice the Company's interests.

18. To enter into any arrangements with the Government of Kerala, Government of India or any local or State Government in India or with any authorities local or otherwise or with any bodies or groups of persons or other persons that may seem conducive to the Company's objects or any of them and to obtain from them any rights, powers and privileges, licences, grants 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.

19. To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependants or connections of any such persons by building or contributing to the building of houses and dwellings or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to Provident Fund and other associations, institutions, funds and trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to subscribe or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national, public or other institutions or objects or purposes.

20. To make, draw, accept, endorse execute and issue Cheques, Promissory Notes, Bills of Exchange, Bills of Lading, Debentures and other negotiable or transferable instruments.

21. To invest and deal with the moneys of the Company not immediately required in any securities, shares, investments, properties, movable or immovable and in such manner as may from time to time be determined and to sell, transfer or deal with the same.

22. To borrow or raise money or to receive money on deposit at interest or otherwise for purposes of financing the business of the Company in such manner as the Company may think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, including debenture or debenture stock convertible into shares of this Company, or perpetual annuities, and in security of any such money 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 assignment or otherwise or to transfer or convey the same absolutely or in trust to purchase, redeem, or pay off any such securities. To receive grants, loans,

advances or other moneys on deposit or otherwise from State or Central Government, Banks, Companies, Trust or individuals with or without allowance of interest thereon but the Company shall not carry on banking business within the meaning of the Banking Regulation Act, 1949.

23. To pay all the costs, charges and expenses if any incidental to the promotion, formation, registration and establishment of the Company or make donations to any person or persons, or company for services rendered or to be rendered in the conduct of its business or in introducing any property or business to the Company or for any other reason which the Company may think proper.

24. To employ or pay experts, foreign consultants etc., in connection with the planning and development of all business connected with the Company's operations.

25. 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 shares, or for special dividends, or equalizing dividends, or for any other purpose whatsoever, and to transfer any such fund or part thereof to any of the other funds herein mentioned.

26. To establish branches and agencies any where and to regulate and discontinue the same. To adopt such means of making known the business of the Company or of any Company in which this Company is interested as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of the works, by publication of books and periodicals and by establishing competitions and granting prizes, rewards, premia and donations.

27. To amalgamate with any other Company having objects altogether or in part similar to those of this Company.

28. To purchase, take on lease or in exchange or under amalgamation, licence or concession or otherwise absolutely or conditionally, solely or jointly with others and make, construct, maintain, work, hire, hold, improve, alter, manage, let, sell, dispose of or exchange, roads, canals, watercourses, ferries, piers, aerodromes, lands, buildings, warehouses, works, factories, mills, workshops, railways, sidings, tramways, engines, machinery and apparatus, water rights, way leaves, trade marks, patents and designs, privileges or rights.

29. To construct, execute, carry out, improve, work develop, administer, manage or control works and conveniences of all kinds which expression in this Memorandum includes railways, tramways, ropeways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigation, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric light, telephonic, telegraphic and power supply works and hotels, warehouses, markets and buildings, private or public and all other works or convenience whatsoever required for the purpose of carrying on the business of the Company.

30. To acquire or take over with or without consideration and carry on the business by themselves or in partnership with others or Companies or partnerships or concerns whose objects may be similar, in part or in whole, to those of the Company.

31. To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with any of the Company's objects or calculated directly or indirectly to enhance the value of or tender profitable any of the Company's property or rights.

32. To set up facilities for research and development, inspection, quality control, tool room and other services.

33. To manufacture, store, sell or distribute and/or deal in all types of materials or products including auxiliary and ancillary items required for and relating to the products specified in III-A above.

34. To do all or any of the above mentioned things and all such other things as are incidental or as may be conducive to the attainment of the above objects or any of them as principals, agents, contractors, trustees or otherwise either along or in conjunction with others.

III C. The other objects for which the Company is established are :

i) To carry on the business of contractors, merchants, importers, exporters and farmers in all their respective branches.

ii) To carry on the business of carriers by land, sea and air,

iii) To purchase, take on lease, licence concession or otherwise, lands, buildings, works, forests, plantation, and any rights and privileges or interest therein and to explore, work, exercise, develop and to turn to account the same.

IV The liability of the members is limited.

V The Authorised Share Capital of the Company shall be Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 18,00,000 (Eighteen Lakhs) Equity Shares of Rs.100/- (Rupees Hundred only) each and 2,00,000(Two Lakhs) Preference Shares of Rs.100/- (Rupees Hundred only) each with rights, privileges and conditions attached thereto and with powers to increase or reduce the capital of the Company in accordance with the provisions in the Companies Act, 1956 .

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company, in pursuance of the 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.

Sl. No.	Name of the Subscriber	Address and description and occupation, if any	No. of equity shares taken by each	Signature of the Subscriber
1.	V.P. Joseph Aged 51 years, son of late Shri V.A. Pascal, on behalf of the Governor of Kerala	Joint Secretary to Government, Industries Department, T.C. No. 15/167 Cotton Hill, Trivandrum-14	Ten (10)	Sd/-
2.	N.S. Mannadiar Aged 50 years, son of Shri N. Kannappa Tharakan	Deputy Secretary, Industries Department, T.C. 14/1109, Forest Office lane, Trivandrum	One (1)	Sd/-
3.	A.M. Ismail Aged 38 years, son of Shri J.M. Abdul Khadir	Senior Grade Assistant Industries Department, Govt. Secretariat, Lekshmi Vilasom, Pachalloor, Trivandrum	One (1)	Sd/-

Witnessed by:

T.N. Padmanabha Pillai
Joint Secretary to Government,
Law Department,
Secretariat, Trivandrum.

Dated : 14th March 1978