Kirloskar Industries

25 October 2021

BSE Limited
The Manager
Corporate Relationship Department
1st Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai 400 001.
BSE Scrip Code: 500243

National Stock Exchange of India Limited
The Manager
Listing Department
Exchange Plaza, C -1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051.
NSE Scrip Code: KIRLOSIND

Sir / Madam,

Subject: Updates of material subsidiary

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, (the Regulations), this is to inform you that the Memorandum of Association (MOA) of the Company has been altered by inserting / introducing following new Clause 4G after existing Clause 4F of MOA by passing Special Resolution under Section 13 of the Companies Act, 2013, through Postal Ballot on 14 October 2021. The altered MOA has been approved by the Registrar of Companies, Pune, on 25 October 2021.

"**4G** To undertake and carry out activities as registered core investment company as may be permitted or prescribed under the statutory regulations for registered core investment companies including investment in bank deposits, money market instruments, money market mutual funds that make investments in debt / money market instruments, government securities and bonds or debentures issued by group companies and issuing guarantees on behalf of group companies and to access public funds including funds raised either directly or indirectly through public deposits, inter-corporate deposits, bank finance and all funds raised from outside sources such as funds raised by issue of commercial papers, debentures etc."

Full copy of the altered Memorandum of Association of the Company, is enclosed.

You are requested to take the same on your record.

Thanking you.

Yours faithfully,
For Kirloskar Industries Limited

A.V.Mali

KIRLOSKAR INDUSTRIES LTD. PUNE-05

Ashwini Mali
Company Secretary &
Compliance Officer
Encl.: As above

Kirloskar Industries Limited
A Kirloskar Group Company

Regd. Office: Cello Platina, Office Number 801,
Fergusson College Road, Shivajinagar, Pune- 411005
Tel: +91 (20) 29704374
Fax: +91 (20) 29704374
Email: investorrelations@kirloskar.com
Website: www.kil.net.in
CIN: L70100PN1978PLC088972

सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Pune

PCNTDA Green Building,BLOCK A, 1st & 2nd Floor Near Akurdi Railway Station,Akurdi, Pune, Maharashtra, India, 411044

Corporate Identity Number: L70100PN1978PLC088972

SECTION 13(1) OF THE COMPANIES ACT, 2013

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

The shareholders of M/s KIRLOSKAR INDUSTRIES LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on -- altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

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 under my hand at Pune this Twenty fifth day of October Two thousand twenty-one.

DS Ministry of corporate affairs 7

Digitally signed by DS Ministry of corporate affairs 7
DN: c=IN, o=Ministry of Corporate Affairs, ou=MINISTRY OF CORPORATE AFFAIRS, postalCode=110001, st=DELHI, street=CENTRAL DELHI, 2.5.4.51=Ministry of Corporate Affairs, Bh Floor A wing Shastri Bhawan, serialNumber=6f1e1ab1ab1ab

सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Pune

Pune PMT Building, 3rd Floor Deccan Gymkhana, Pune, Maharashtra, India, 411004

Corporate Identity Number: L70100PN1978PLC088972

SECTION 13(1) OF THE COMPANIES ACT, 2013

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

The shareholders of M/s KIRLOSKAR INDUSTRIES LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on -- altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

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 under my hand at Pune this Second day of January Two thousand eighteen.

DS MINISTRY OF CORPORATE AFFAIRS 07

VIJAYA NAGORAO KHANDARE

Registrar of Companies

Registrar of Companies

RoC - Pune

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

KIRLOSKAR INDUSTRIES LIMITED

13/A, KARVE ROAD, KOTHRUD, PUNE, Maharashtra, India, 411038

भारत सरकार–कारपोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, पूणे

कारपोरेट पहचान संख्या L29112PN1978PLC088972

(कम्पनी अधिनियम, 1956 की धारा 103(4))

पूँजी घटाने की पुष्टि से संबंधित माननीय उच्च न्यायालय के आदेश को रजिस्ट्रीकृत करने से संबंधित

प्रमाण पत्र ।

मैसर्स KIRLOSKAR INDUSTRIES LIMITED

द्वारा विशेष विनिश्चय दिनांक 13/06/2009 पारित करके इसकी पूँजी को घटाने और इस घटौतरी की पुष्टि , माननीय High Court,Bombay

ने एक आदेश दिनांक 31/07/2009 को याचिका संख्या 526 of 2009 में पारित करके कर दी है । मैं, एतद्द्वारा सत्यापित करता हूँ कि उक्त आदेश की एक प्रतिलिपि और माननीय उच्च न्यायालय Bombay

द्वारा अनुमोदित कार्यकृत ,जिसमें ,उक्त आदेश द्वारा कम्पनी की पूँजी और शेयर की परिवर्तित विवरणी को दर्शाया गया है , उनको आज रजिस्ट्रीकृत कर लिया गया है ।

मेरे हस्ताक्षर द्वारा पूणे में, यह प्रमाण-पत्र, आज दिनांक नौ अप्रेल दो हजार दस को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Office of the Registrar of Companies, Maharashtra, Pune

Corporate Identity Number: L29112PN1978PLC088972

(SECTION 103(4) OF THE COMPANIES ACT, 1956)
CERTIFICATE OF REGISTRATION OF ORDER OF THE HON'BLE HIGH COURT CONFIRMING REDUCTION OF CAPITAL

M/s KIRLOSKAR INDUSTRIES LIMITED having by special resolution passed on 13/06/2009 reduced its capital, and such reduction having been confirmed by an order dated 31/07/2009 of the Hon'ble High Court, Bombay passed in Petition number 526 of 2009.

I hereby certify that a copy of the said order and Minutes approved by the Hon'ble High Court of Bombay showing the particulars of the capital and shares of the company as altered by the said order have this day been registered.

Given under my hand at Pune this Nineth day of April Two Thousand Ten

(VISHNU PANDURANG KATKAR)

कम्पनी रजिस्ट्रार / Registrar of Companies

कम्पनी रजिस्ट्रार /Registrar of Companies

महाराष्ट्र, पूणे

Maharashtra, Pune

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार हेतु पता

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

KIRLOSKAR INDUSTRIES LIMITED

LAXMANRAO KIRLOSKAR ROAD,, KHADKI,

PUNE - 411003,

Maharashtra, INDIA

भारत सरकार–कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, पूणे

नाम परिवर्तन के पश्चात नया निगमन प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या :L29112PN1978PLC088972

मैसर्स KIRLOSKAR OIL ENGINES LIMITED

के मामले मे, मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स
KIRLOSKAR OIL ENGINES LIMITED

जो मूल रुप में दिनांक तेरह जून उन्नीस सौ अठहत्तर को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
PRASHANT KHOSLA PNEUMATICS PRIVATE LIMITED

के रुप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रुप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं.सा.का.नि 507 (अ) दिनांक 24.6.1985 एस.आर.एन A81868226 दिनांक 31/03/2010 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम अब परिवर्तित रुप में मैसर्स
KIRLOSKAR INDUSTRIES LIMITED

हो गया है और यह प्रमाण–पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण मे जारी किया जाता है।

यह प्रमाण–पत्र, मेरे हस्ताक्षर द्वारा पूणे में आज दिनांक इकतीस मार्च दो हजार दस को जारी किया जाता है।

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

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number :L29112PN1978PLC088972

In the matter of M/s KIRLOSKAR OIL ENGINES LIMITED

I hereby certify that KIRLOSKAR OIL ENGINES LIMITED which was originally incorporated on Thirteenth day of June Nineteen Hundred Seventy Eight under the Companies Act, 1956 (No. 1 of 1956) as PRASHANT KHOSLA PNEUMATICS PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No G.S.R 507 (E) dated 24/06/1985 vide SRN A81868226 dated 31/03/2010 the name of the said company is this day changed to KIRLOSKAR INDUSTRIES LIMITED and ths Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Pune this Thirty First day of March Two Thousand Ten .

(VISHNU PANDURANG KATKAR)
कम्पनी रजिस्ट्रार / Registrar of Companies
महाराष्ट्र, पूणे
Maharashtra, Pune

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
KIRLOSKAR INDUSTRIES LIMITED
LAXMANRAO KIRLOSKAR ROAD,, KHADKI,.
PUNE - 411003,
Maharashtra, INDIA

CIN NO
Telephone : Off.(Direct) & Fax : 5530042
: Gen : 5521376
e-mail : roc-pun@sb.nic.in

GOVERNMENT OF INDIA
MINISTRY OF FINANCE & COMPANY AFFAIRS
DEPARTMENT OF COMPANY AFFAIRS
OFFICE OF REGISTRAR OF COMPANIES
PMT COMMERCIAL BUILDING 3rd FLOOR
DECCAN GYMKHANA
PUNE-4.

No. ROCP/RECORD/2002/ Date: 18/5/06

To,
M/s. Kirloskar Oil Engines Limited
Laxmanrao Kirloskar Road,
Khadki, Pune - 411 003.

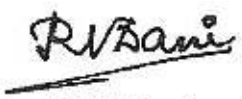
Sub: Change of Your Old Company No. **11/ 88972**
to New Company No.

CIN	L	2	9	1	1	2	M	H	1	9	7	8	P	L	C	0	8	8	9	7	2

Sir,

This is to inform that the CIN No. of your company is as mentioned above. All documents should be tendered with newly allotted number with immediate effect. Also please quote new number in all your Correspondence with this office in future.

Yours faithfully,



(R. V. Dani)
REGISTRAR OF COMPANIES,
PUNE

No. 11 : 88972

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA, MUMBAI.

In the matter of PRASHANT KHOSLA PNEUMATICS LIMITED

I hereby approve and signify in writing under Section 21 of the Companies Act, 1956 (Act of 1956) read with the Government of India, Department of Company Affairs, Notification No. G. S. R. 507E dated the 24th June 1985 the change of name of the Company :

from PRASHANT KHOSLA PNEUMATICS LIMITED

to KIRLOSKAR OIL ENGINES LIMITED

and I hereby certify that PRASHANT KHOSLA PNEUMATICS LIMITED which was originally incorporated on THIRTEENTH day of JUNE, 1978 under the Companies Act, 1956 and under the name PRASHANT KHOSLA PNEUMATICS PRIVATE LIMITED [illegible] of [illegible] the name of the said Company is this day changed to KIRLOSKAR OIL ENGINES LIMITED ** and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at MUMBAI this FIRST day of MARCH one thousand nine hundred ninety SIX.

**Pursuant to the order of BIFR dt.7.2.1996 issued under section 18 of Sick Industrial Companies(Special Provisions)Act, 1985.

R Narendran

Registrar of Companies,
Maharashtra, MUMBAI.

No.11-88972

(Section 18(3) of Companies Act 1956)

CERTIFICATE OF REGISTRATION OF THE ORDER OF

COMPANY LAW BOARD , NORTHERN REGION BENCH, NEW DELHI

CONFIRMING TRANSFER OF THE REGISTERED OFFICE

FROM ONE STATE TO ANOTHER

The PRASHANT KHOSLA PNEUMATICS LIMITED
having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the registered office by changing it from the state of NCT OF DELHI to the state of MAHARASHTRA and such alteration having been confirmed by an order of COMPANY LAW BOARD, NORTHERN REGION BENCH, NEW DELHI bearing date the 26th April 1995

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at BOMBAY
this THIRTYFIRST day of MAY
one thousand nine hundred and NINETYFIVE



(Y.M.DECLIKAR)
ADDL. REGISTRAR OF COMPANIES
MAHARASHTRA.

C.L.B. 00.109. 11765

[कम्पनी अधिनियम, 1956 की धारा 18(3)]
[Section 18(3) of Companies Act, 1956]

एक राज्य से दूसरे राज्य में रजिस्ट्रीकृत कार्यालय के अन्तरण की पुष्टि करने वाले न्यायालय के आदेश के रजिस्ट्रीकरण का प्रमाण-पत्र

CERTIFICATE OF REGISTRATION OF THE ORDER OF COURT CONFIRMING TRANSFER OF THE REGISTERED OFFICE FROM ONE STATE TO ANOTHER

प्रधान होजरी [illegible] लिमिटेड ने विशेष संकल्प द्वारा रजिस्ट्रीकृत कार्यालय का राजस्थान राज्य से दिल्ली राज्य में अन्तरण करने के लिए संस्थापन के अनुच्छेदों में परिवर्तन कर दिया है और ऐसे परिवर्तन की कम्पनी लॉ बोर्ड तारीख 25.2.81 के आदेश द्वारा पुष्टि कर दी गई है।

The Prashant Hosiery [illegible] Limited having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the registered office by changing it from the state of Rajasthan to the state of Union Territory of Delhi and Company Law Board having been confirmed by an order of bearing date the 25.2.81

मैं एतद्द्वारा प्रमाणित करता हूँ कि उक्त आदेश की प्रमाणित प्रति इस दिन रजिस्ट्रीकृत कर दी गई है।

I hereby certify that a certified copy of the said order has this day been registered.

मेरे हस्ताक्षर से यह तारीख 23.5.81 को दिया गया।

Given under my hand at Delhi this Twenty third day of May One thousand nine hundred and Eighty One

सी०एल०बी०-6
C.L.B.—6

कम्पनियों का रजिस्ट्रार
Asstt. Registrar of Companies

GMGIPND—78 Forms/81—Job I—6-9-81—3,500

4346 of 12/478

REGISTRAR OF COMPANIES
RAJASTHAN, JAIPUR

प्रपत्र क सारि आर
Form I. R.
निगमन का प्रमाण-पत्र
CERTIFICATE OF INCORPORATION

सं. ..... दी गई ..... को

No. 1795 of 1978-79

मैं एतद्द्वारा प्रमाणित करता हूं कि निम्नांकित

I hereby certify that PRASHANT KHOSLA RHEUMATICS LIMITED

Registrar of Companies

Company is JAIPUR

कंपनी का रजिस्ट्रीकृत कार्यालय राज्य ..... को स्थित है।

Given under my hand at JAIPUR THIRTEENTH

day of JUNE One thousand nine hundred and SEVENTY EIGHT

(Saka- 23rd JYAISTHA, 1900)

(R. D. KUREEL)
कम्पनियों का रजिस्ट्रार
Registrar of Companies
RAJASTHAN, JAIPUR

जे० एस० सी०-1
J. S. C-1

प्रकाशन-मुद्रण-397-10 प्रकाशन तिथि/78-79-आपूर्ति क्र० (सी०-478)=5 ₹ 71=20,000.
MGIPC—397-10 Genl. Admin./78-79—GIPTC—(C-408)—5-5-79—JL,000.

CONTENTS

MEMORANDUM OF ASSOCIATION

Subject	Clause	Page
Name of the Company	I	1
Registered Office	II	1
Objects of the Company	III	1-9
Liability of Members	IV	9
Share Capital	V	9
Names of subscribers to the Memorandum	-	10

Memorandum of Association

OF
KIRLOSKAR INDUSTRIES LIMITED

I. The name of the Company is **KIRLOSKAR INDUSTRIES LIMITED.**

II. The Registered Office of the Company will be situated at Pune in the State of Maharashtra.

III. The Objects for which the Company is established are:

(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE AS FOLLOWS:

1. To carry on the business of iron founders, mechanical engineers, manufacturers of all types of internal combustion engines including oil and petrol engines, gas turbines, steam turbines, boilers, locomotives, road rollers, automobiles, trucks, tractors, agricultural implements and pumps, machine-tool makers, brass founders, moulders and metal workers, iron and steel converters, smiths, wood workers, tool makers and metallurgists, and to buy, sell, repair, convert, alter, export, import, let on hire and deal in machinery, implements and hardware of all kinds.

2. To carry on the business of electrical engineers, machinists, millwrights, founders, wire drawers, tube-makers, and to buy, sell, repair, alter and deal in apparatus, machinery, materials and articles of all kinds and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being.

3. To carry on the business of general electric power supply company in all the branches, and to construct, lay down, establish, fix and carry out all necessary power stations, cables, wires, lines, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity and to light cities, towns, streets, docks, markets, theatres, buildings and places, both public and private.

4. To carry on any business relating to the mining and working of minerals, the production and working of metals and the production, manufacture and preparation of any other materials which may be usually or conveniently combined with the engineering or manufacturing business of the Company or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.

4A* To carry on, acquire, run, promote and establish the business of filter industry and for that purpose to design, manufacture, fabricate, produce, process, develop, make, repair, buy, sell, import, export, let on hire, assemble, improve or otherwise deal in all kinds and varieties of filters such as air filters, water filters, oil filters, gas filters, filter elements, filter papers or any other products covered in the range of filter elements and to manufacture, make, sell, export, import, process and improve and otherwise deal in filter elements and filter processing paper and other media such as felt, wire gauge, glass, wool and like or any other product which may due to advanced technique be or become useful as media or material or base for the manufacture of filter elements including depth type, edge type, state type and micronite paper type media which are used for filtration.

4B* To manufacture, buy, sell, process, improve, import, export or otherwise deal in all types of chemicals including processing chemicals, solvent filters, oil filters, air filters, water filters, gas filters and all other types of filters and to carry on the business of manufacturing filter element, chemical processing papers and paper processing, felt processing, and any other method of processing of filtration and to carry on business as manufacturers and dealers in products, services, consumer goods, appliances, and the like associated with the engineering and filter industry or produce from plastic, vinyls, felt, glass wool, or wire or wire gauge, papers, chemicals, whether soft or heavy, and any other consumer or other products which will be required by the business of the Company due to technical, commercial or industrial development and to carry on the business of manufacturers of filter making plants, equipments and specifications required for the manufacturing of filter, filter elements.

* Added vide order of the High Court of Judicature, Mumbai, dated July 17, 1997, sanctioning the Scheme of Amalgamation between Kirloskar Oil Engines Ltd. and Kirloskar Filters Ltd.

4C# To promote, establish or carry on business as iron-smiths, carpenters, brick-layers, masons, civil engineering contractors, iron founders, tin-smiths, galvanisers, electro-platers or as dealers in or manufacturers of metal, alloys, metal sheets, metal-wares, or articles in which metal of any kind is used.

4D# To promote, establish or conduct machine-shops, work-shops, repair shops, foundries, smithies, rolling mills or sheet-mills, or carry on business as dealers in machines and machinery spare parts or accessories, required or used in such establishments.

Added vide order of the Board for Industrial and Financial Reconstruction, dated December 16, 1999 sanctioning the Scheme of Amalgamation between Kirloskar Oil Engines Ltd. and Shivaji Works Ltd.

4E## To carry on the business of a General Electric Power Supply Company in all its branches and to generate, develop, accumulate, augment, receive, transmit, distribute, sell, resell, supply or otherwise deal in electric power by establishment, erection of diesel genset power plants, gas based combined cycle power plants, therma power plants, solar power plants, wind power plants, atomic power plants, hydraulic power plants or any other power plants based on any source of energy as may be developed or invented in future and to construct, lay down, establish, fix and carry out and execute all necessary work in respect of power stations, cables, wires, lines, accumulators and transformers.

Added vide order of the High Court of Judicature at Bombay dated March 26, 2003, sanctioning the Scheme of amalgamation between Kirloskar Oil Engines Ltd. and Kirloskar Power Supply Co. Ltd.

4F: "To carry on the business of development of land, estates, plantations, forests, gardens, real estate, held by the Company or purchased, taken on lease, exchange or otherwise acquired or landed properties and estate or interest therein or rights connected therewith, infrastructure development for industrial, institutional, commercial, residential purposes and constructing and setting up of Software Technology Parks, Special Economic Zones (SEZs) and engage in construction activities of buildings, complexes, factories, warehouses, godowns, shops, clubs, theatres, water works, roads, schools, hospitals, hotels, restaurants, malls, garden, pavilions, bridges canals, pleasure grounds, amusement parks on BOT basis or otherwise and in particular by laying out and preparing building sites by planting, paving, draining and cultivating land and by demolishing, constructing, reconstructing, altering, improving, decorating, furnishing, maintaining, administering, equipping the same and generally to carry on the business of land development company and to appropriate, use or layout land belonging to the Company and transfer by sell / lease / give on rent or license or otherwise dispose off or present such land so laid out and / or properties so constructed, to the Government / semi-government authorities, public or to any person(s) or company(ies), conditionally or unconditionally as the Board of Directors think fit."

(Inserted vide Special Resolution passed by the members of the Company through Postal Ballot on 14 December 2017)



"**4G** To undertake and carry out activities as registered core investment company as may be permitted or prescribed under the statutory regulations for registered core investment companies including investment in bank deposits, money market instruments, money market mutual funds that make investments in debt / money market instruments, government securities and bonds or debentures issued by group companies and issuing guarantees on behalf of group companies and to access public funds including funds raised either directly or indirectly through public deposits, inter-corporate deposits, bank finance and all funds raised from outside sources such as funds raised by issue of commercial papers, debentures etc."

(Inserted vide Special Resolution passed by the members of the Company through Postal Ballot on 14 October 2021)

KIRLOSKAR INDUSTRIES LTD. PUNE-05

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

5. To undertake the business of manufacturers of and dealers in ferrous and non-ferrous castings and forgings of all types and also the business as iron masters, iron and steel makers, steel founders, steel converters, steel fabricators, extruders, iron ore miners, steel re-processors and re-rollers, metallurgists, smelters.

6. To carry on the business of founders of ferrous and non-ferrous metals, sheet worker, mechanical, structural, electrical and metallurgical engineers, to carry on the work of cast iron foundry and to manufacture iron, steel brass, bronze aluminium and other metal products, machinery, tools, accessories, implements and machinery of all kinds and also to manufacture and deal in castings of all materials.

7. To carry on the business of manufacturers, fabricators, producers, importers, exporters, dealers, agents, stockiest, retailers, traders or brokers of all kinds of foundry equipments, mould boxes, ingot moulds, material handling equipments, tools, machine tools, gadgets, accessories, spares and machinery.

8. To carry on the business of all or any kind of iron and steel founders, steel melters, steel makers, steel shapers and manufacturers, mechanical, civil, electrical and general engineers and fabricators, contractors, machinists, tool makers, brass founders, metal workers, fitters, manufacturers of steel metal and malleable gray castings including ferrous, non-ferrous special and alloy steel, spring steel, forging quality steel manufacturers, forgers of iron, steel and other metal manufacturers, forgings and casting, processors of all types of forged components.

9. To construct, manufacture, rebuild, repair, purchase, sell, import, export, rent and deal in machines, and machinery and stores of any kind and description which may appear to be necessary or convenient for or incidental to any business of the Company.

10. To acquire by concession, grant, purchase, amalgamation, barter, lease, licence or otherwise, either absolutely or conditionally and either solely or jointly with others, any tract(s) of country, lands, houses, flats, apartments, estates, quarries, water rights, way leaves and other works, privileges, rights and hereditaments and machinery, plant, utensils, trade marks and other movable and immovable properties of any description whatsoever at any place(s) in India or in any foreign country and together with such rights as may be agreed upon and granted by the Government or the owners, thereof and to expend such sums of money as may be deemed requisite and advisable in the exploration, survey, cultivation and development thereof.

11. To develop the resources of and turn to account any lands and any rights over to or connected with land belonging to or in which the Company is interested in particular by clearing, draining, fencing, irrigating, grazing and promoting irrigation and establishment of colonies and settlements.

12. To purchase, take on lease or in exchange or otherwise acquire, either absolutely or by lease, licence, concession, grant or otherwise, any lands, mines, mineral rights, easements, rights and privileges and to search for ores and minerals and mines and grant licences for mining in or over any lands which may be acquired by the Company and to lease out any such lands for building or agricultural use and to sell or otherwise dispose of the lands, mines or other property of the Company.

13. To establish branches or appoint agencies for or in connection with any of the objects of the Company, to carry on any business or branch of a business which the Company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits of 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 arrangement which may seem desirable with reference to any business or branch so carried on including the power at any time and either temporarily or permanently to close any such branch or business.

14. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the Company and to finance the purchase of any articles whether made by the Company or not, by way of loans or by the purchase of any such article or articles and the letting thereof on the hire purchase system or otherwise howsoever and to act as financiers generally.

15. To sell and in any other manner deal with or dispose of the undertakings of the Company or any part thereof, for such consideration and generally upon such terms and conditions as the Company may think fit, and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the Company.

16. To sell, improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any part of the property, rights and concessions of the Company.

17. To promote any company having similar objects, corporation, firm for the purpose of acquiring all or any of the properties and liabilities of the Company.

18. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, hotels, guest houses, machinery, engines, roads, ways, tramways, railways, branches of sidings, bridges, reservoirs, warehouses, wharves, electric works and other works and conveniences, which may seem calculated directly to advance the interests of the Company and to join with any other person or company in doing any of the aforesaid things.

19. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any underwriting or other commissions, broker's fees and charges in connection therewith and to remunerate (by cash or other assets or by the allotment of fully or partly paid up shares, preference or otherwise and upon such terms and conditions as to payment of dividend and voting rights as the Company's Directors may deem fit 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 profit or otherwise) any person or firm or company for services rendered or to be rendered, introducing any property or business to the Company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock, or other securities of the Company or in or about the formation or promotion of the Company or for any other reason which the Company may think proper.

20. To enter into any arrangement with any Government or Authority, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority, any rights, privileges, and concessions which the Company may think it desirable to obtain and to carry out, execute and comply with any such arrangements, rights, privileges and concessions.

21. To erect, construct, enlarge, alter and maintain, buildings and structures of every kind necessary or convenient for the business of the Company.

22. To accept or make gifts, donations, bequests, whether onerous or not, from or to any person, firm company or trust.

23. To establish, provide, maintain and conduct or otherwise subsidise, 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 tests of all kinds and to promote studies and research, both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and by providing for the award or exhibition, scholarship, prizes, and grants to students or independent 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 businesses which the Company is authorised to carry on.

24. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets d' invention, trade marks, designs, copyrights, know-how, licenses, concessions, industrial property, intellectual property and the like conferring any exclusive or nonexclusive or limited right to their use, application or any secret or other information as to any invention or otherwise which may seem capable of being used for any of the purpose of the Company and to use, exercise, develop, grant licenses in respect of or otherwise turn to account the property, rights, or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

25. To sell any patents, rights or privileges belonging to the Company or which may be acquired by it or any interest in the same and to grant licenses for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the Company may be interested and to do all such acts and things as may be considered/deemed expedient, for turning to account any inventions, patents and privileges in which the Company may be interested.

26. To be interested in promoting and undertaking the formation and establishment of such institutions, businesses or companies having similar objects as may be considered to be conducive to the profit and interest of the Company.

27. To enter into partnership or into any arrangement for sharing or pooling profits, amalgamation, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in, any business or transaction which this Company is authorised to carry on.

28. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.

29. 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.

30. To draw, accept, make and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading and other negotiable or transferable instruments.

31. To borrow or raise money or to receive on deposit, at interest or otherwise, in such manner as the Company may think fit, and in particular by the issue of debentures or debenture-stock, perpetual or otherwise, including debentures or debenture-stock convertible into shares of this Company or perpetual annuities and in security of any money so borrowed, raised, or received, to mortgage, pledge, hypothecate or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital, by special assignment or otherwise, or to transfer or convert the same absolutely or any interest therein and to give lenders power of sale and other powers as may seem expedient, and to purchase, redeem, or payoff any such securities, subject to section 58 A of the Companies Act, 1956 and directives of the Reserve Bank of India.

32. To invest surplus funds in any shares, securities or investments upon such terms as may be thought proper and from time to time vary such transactions in such manner as the Company may think fit, and to invest and to deal with the money of the Company in any investments, movable or immovable, in such manners as may from time to time seem expedient and be determined, and also to lend money and to make advances to or make deposits with such persons, firms, companies and on such terms as may seem expedient and in particular to or with customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons, firms or companies.

33. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.

34. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable and either gratuitous or otherwise.

35. To bear and pay all preliminary expenses of any company, firm or body corporate promoted by this Company or 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 by the Company.

36. To guarantee the payment of money, unsecured, or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any person whomsoever, whether incorporated or not incorporated and generally to guarantee and become sureties for the performance of any contracts or obligations, AND also to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national and other institutions and 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.

37. To subscribe or to contribute or otherwise to assist or guarantee money to public, political and charitable objects, purposes, funds and institutions and to any other useful institutions, funds, or purposes which in the opinion of the Board of Directors are likely to promote the interests or the business of the Company or to further its objects and/or to charitable and other useful funds whatsoever or for any exhibition.

    AND also further to aid pecuniarily or otherwise any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems, disputes or troubles, or the promotion of industry, science, art or trade.

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

39. To adopt such means of making known the business and products of the Company, as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations or otherwise howsoever.

40. To distribute any of the property of the Company amongst the members in species or kind subject to provisions of the Companies Act, 1956, in the event of winding up.

41. To appropriate, use or layout land belonging to the Company for streets, parks, pleasure grounds, amusements and other public or private conveniences and to present any such land so laid out to the public or to any persons or companies, conditionally or unconditionally as the Company thinks fit.

42. To provide for the welfare of employees, or ex-employees of the Company and to wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or chawls or by grant of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations,

institutions, funds or trusts, and by providing or subscribing or contributing towards places of instruction and recreation, hospital and dispensaries, medical and other attendance, and other assistance as the Company shall think fit.

43. To do all of 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 in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and so that the word "Company" in this Memorandum, when applied otherwise than to this Company shall be deemed to include any authority, partnership or other body or persons, whether incorporated or not incorporated and the intention is that the subjects set forth in each of the several paragraphs of this clause shall have the widest possible construction and shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph of this Clause or the name of the Company.

(C) OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE

44. To carry on business as manufacturers and repairers of and dealers in forgings, castings, projectiles, plates, boilers, engines, stores, screws, nails, sewing machines, machinery, presses, implements, gears, motor cars, tool and engineering products of all kinds, motor lorries, omnibuses, coaches, tramcars, locomotives, railway carriages and trucks and other vehicles, aeroplanes, seaplanes, airships, aircraft and hardware and wireless goods.

45. To manufacture, purchase or otherwise acquire engines and other machinery, machine tools, pumps, tractors, agricultural implements, bullocks, horses and other animals and pay for the same either in cash, shares or debentures.

46. To undertake and execute any contracts for works involving the supply or use of any machinery and carryout any ancillary or other works comprised in such contracts.

47. To negotiate, deal with and enter into contracts/arrangements with railways, shipping and airway companies and other transport carriers/contractors and those managing directly or in control or associated with other means of transport, the post office authorities and other transport and distributing agencies, couriers services and agencies with respect to the transit and transmission of goods and cargoes and facilities generally.

48. To buy and sell foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf, and generally to invest and deal with the moneys of the Company in or upon such securities and in such manner as from time to time be determined.

49. To acquire, take up and hold shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country; and also any debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government, Commissioner, Public Body or Authority, Supreme, Municipal, Local or otherwise whether in India or in any foreign country; AND to acquire any such shares, stocks, debentures, debenture-stocks, bonds, obligations or securities by original subscription, purchase, exchange or otherwise. To subscribe for, take, purchase or otherwise acquire and hold shares, stock, debentures, debenture-stocks, bonds or other interest in or securities of any other Company or body having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company and to subscribe for the same, either conditionally or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

50. To act as agents and brokers for sellers, buyers, exporters, importers, manufacturers, merchants, tradesmen, insurers, and others and generally to undertake and carry out agency work on commission basis.

51. To promote, establish, improve, develop, administer, own and run agro-industries, projects or enterprises or programmes for manufacture or production of plant and machinery, implements, accessories, tools, materials, substances, goods or things of any description, which in the opinion of the Company will help the growth and modernisation of agriculture, horticulture, forestry, pisciculture, sericulture, apiculture, poultry farming and animal husbandry.

52. To carry on anywhere in India or abroad, the business of manufacturers of and/or dealers in wires, cables of all types and kinds, copper conductors, aluminium conductors or other conductors made of any matter or substance and all types of machinery, plant and apparatus and things required for or capable of being used in connection with the manufacture of the above or for the generation, accumulation, distribution, supply or employment of electricity.

53. To investigate, search, survey, prospect, explore, extract, drill, dig, raise, pump, procure, excavate, produce, purify, refine, separate, treat, process, blend, store, transport, buy, sell, import, export, distribute, market, pack, and otherwise deal in minerals, oils, metals, inorganic substances, ores, stones, precious stones, and their derivatives, mixtures and gaseous, liquid, semi-liquid or solid form.

54. To acquire and work mining leases or rights or otherwise own, sub-lease, explore, plan, design, mines and to undertake on contract or otherwise shaft sinking, tunneling, grouting, shafting, cementing, construction of production well, development of mines and co-ordinate mining activities.

55. To carry on the business of benefication, purification, amalgation, chemically treating metals, minerals, inorganic substances and to undertake alloy making, development of new combinations and put to multiple use metals and minerals.

56. To provide for consideration or otherwise finance, labour, materials, machines for carrying on mining activity and to undertake on turn key basis development and exploration of mines, and purification, processing, amalgation, treatment of minerals, metals, inorganic substances.

57. To undertake on contract or otherwise conduct geological and hydrogeological prospecting and exploration, geophysical surveys, geological mapping and laboratory testing.

58. To own, or otherwise acquire, lease, let on hire plant and machinery, equipments, tools and other infrastructural facilities as may be stipulated under any enactment applicable for the time being for mining activity.

59. To carry on the business of manufacturers of and dealers in containers, boxes, packings, packages, wrappings, wrappers and receptacles of all kinds made from paper and boards, including cardboards and plywoods, plastic, plastic materials, metals, alloy, glass, veneers and other materials of all kinds, whether synthetic or not, for trade and industries of every description.

60. To carry on business as estate agents and estate managers, and to collect rents, repair, look after and manage immovable properties of or any persons, firms and companies, Governments and States, as well as this Company. To give, take, let and sublet, rent-farming contracts, and to carry out, undertake, or supervise any building, constructing, altering, improving, demolishing and repairing operations and all other works and operations in connection with immovable estates and properties.

61. To carry on the trades or business of manufacturers, importers, exporters, buyers, sellers, commission agents and dealers in explosives, explosive accessories, other machineries, ammunition, fireworks and other explosive products and accessories of all kinds and of whatsoever composition and whether for military, sporting, mining or industrial purposes or for pyrotechnical display or for any other purpose.

62. To carry on the business of garage keepers, garage owners for service, repairs, or overhaul of automobiles, and other vehicles of any kind and description and also to carry on the business of body-builders, painters and furnishers of all types of automobiles and other vehicle suppliers of and dealers in petrol, diesel oil, electricity and other motive power for motors and other automobiles, and also to carry on the business of servicing, repairing and maintaining of all kinds of motors and other vehicles of every description.

63. To manufacture, draw, purchase, sell and deal in nickel, zinc, silver, bronze, gun metal, white metal, cadmium silicon, tin aluminium, lead, copper, brass, rods, flats, pipes, sheets, circles, gates, railings, grills, stairs, channels, columns, trusses, metal doors and windows and other building materials, railway carriage and wagon fittings and die and press works of all kinds, enamels, rivets, bolts, screws, nuts, wire nuts, pins, cables, conduit pipes, cast iron pipes, galvanising pipes, sheets and wires, reinforced pipes, barbed wire and fittings and accessories thereof and other similar products and materials.

64. To establish, operate, plant and carry on business in India and elsewhere in the world, for producing, manufacturing, processing, developing, marketing, dealing in importing, exporting and selling zinc oxide, lead oxide, tin oxide, alimony oxide and metallic oxides including sulphides, chlorides, and litharges, and their by-products connected therewith AND also to carry on the business in India and elsewhere in the world, relating to mining and working of iron ore, coal, bauxite, manganese, copper, brass, zinc and other minerals, metallic ores and substances, the production and working of aluminium hydroxide, magnesia and oxides and the winning and working of salts and combinations thereof and chemical products.

65. To purchase, sell, develop, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale, or working the same, any real or personal estate including lands, mines, business, building, factories, mill, houses, cottages, shops, depots, warehouses, machinery, plant, stock-in-trade, mineral rights, concessions, privileges, licenses, easement or interest in or with respect to any property whatsoever for the purpose of the Company in consideration for a gross sum or rent or partly in one way and partly in the other or for any other consideration and to carry on business as proprietors of flats and buildings and to let on lease or otherwise, apartments therein and to provide for the conveniences commonly provided in flats, suits and residential and business quarters.

66. To carry on all or any of the business of transport, lorry operator, oil tank operators, cartage and haulage contractors, garage proprietors, service stations, spares and accessories shop, owners and charters of road vehicles, aircrafts, ships, trucks, barges and boats of every description, lighterman, carriers of goods and passengers by road, rail, water or air, carman, cartage, contractors, stevedores, wharfingers, cargo superintendents, packers, haulers, warehouse-men, store-keepers and job-masters;

    AND ALSO to carry on the business of running motor lorries, motor taxies, motor omnibuses, tank, lorries, coaches, tankers, tractors, combines, jeeps, trailers, trolleys and conveyances of all kinds and on such lines and routes as the Company may think fit and to transport passengers and goods and generally to do the business of common carriers.

67. To carry on the business of an investment company or an investment trust company and to undertake and to transact all kinds of trust and agency. To carry on business as financiers and for that purpose to lend or invest money and negotiate loans in any form or manner, to draw, accept, endorse, discount, buy, sell and deal in bills of exchange, hundies, promissory notes and other negotiable instruments and securities and also to issue on commission, to subscribe for, undertake, acquire and hold, sell and exchange and deal in shares, stocks, bonds, or debentures or securities of any Government or public authority or company, gold, silver and bullion, and to form, promote, subsidise and assist companies, syndicate and partnerships of all kinds to project, promote and to start industries and also to give any guarantee for payment of money or performance of any obligation or undertaking and to undertake and execute any trust, but not to carry on the business of banking or insurance within the purview of the Banking Regulation Act, 1949 or the Insurance Act, 1938.

68. To carry on the business as manufacturers and repairers of and dealers in dynamos, motors, armatures, magnetos, batteries, conductors, insulators, transformers, converters, switch boards, cookers, glass, pottery, rubber, insulating materials and generally electrical plant, appliances and supplies of every description.

69. To carry on business as manufacturers of and dealers in cables, chains, anchors, belts, wires, cords, conductors, turbines, boilers, engines, dynamos, motors and mechanical and electrical machinery plant and fittings generally.

70. To undertake the custody and warehousing of merchandise, goods and materials and to provide cold storage and other special storage facilities.

71. To carry on the business of manufacturers, hirers, repairers, cleaners of and dealers in all types of aircrafts, hovercrafts and other crafts of all types and descriptions that are capable of being flown in air or run on land whether on dry land or waterways like rivers, lakes or sea, whether carrying passengers or cargo and other equipments of whatsoever nature or kind which are presently being used or may be used hereinafter in aircrafts or hovercrafts.

72. To undertake, carry out, 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 an expenditure on any programme of 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 uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development and that the word "rural area" shall include such area as may be regarded as 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 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 funds, as the Directors may approve.

73. To undertake, carry out, 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 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 without prejudice to the generality of the foregoing, undertake, carryout, promote and sponsor any activity for publishing any books, literature, newspaper 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 for academic pursuits or research and for establishing, conducting or assisting any institutions, funds, 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 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 funds as the Directors may approve.

IV. The liability of the members is limited.

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

(Substituted vide Order of the High Court of Judicature at Bombay, dated 31st July 2010 read with its Order dated 19th March 2010, sanctioning the Scheme of Arrangement for Demerger between Kirloskar Oil Engines Ltd. and Kirloskar Engines India Ltd.)

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 respectively agree to take the number of shares in the capital of the company set opposite our respective names.

No.	Name, Address and Occupations of the Subscribers	Signature of the Subscribers	No. of Shares taken by each Subscriber	Names, Address, Occupation of Witness
1.	K. G. Khosla S/o. Late Shri. R. N. Khosla 11, Prithvi Raj Road, New Delhi 110 011 - Industrialist	Sd/-	8 Preference	
2.	Mrs. Kanwal Khosla W/o. Shri. K. G. Khosla 11, Prithvi Raj Road, New Delhi 110 011 - Business Executive	Sd/-	1 Equity 2 Preference	
3.	For K. G. Khosla Compressors Ltd. 1, Deshbandhu Gupta Road, New Delhi 110 055 - Industry	Sd/- K. G. Khosla Mg. Director	6 Equity	
4.	B. N. Kapur S/o. Late Shri. R. C. Kapur 10/9, East Patel Nagar, New Delhi - Business Executive	Sd/-	1 Equity	Sd/- (B. P. Chand) S/o. Late Sh. Diwan Sansar Chand C-5/197, Janak Puri, NEW DELHI Service
5.	K. L. Mehra S/o. Shri. R. R. Mehra 130, Double Storey, New Rajinder Nagar, New Delhi - Business Executive	Sd/-	1 Equity	
6.	Deepak Khosla S/o. Shri. K. G. Khosla 11, Prithvi Raj Road, New Delhi 110 011 - Industrialist	Sd/-	1 Equity	
7.	Mrs. Deepti Khosla W/o. Mr. Deepak Khosla 11, Prithvi Raj Road, New Delhi 110 011 - Business Executive	Sd/-	1 Equity	
		TOTAL	11 Equity 10 Preference	

New Delhi, Dated the 27th May, 1978.