

The Companies Act, 2013
and
The Companies Act, 1956 (to the extent applicable)
Company Limited by Shares
Memorandum of Association
of
Maruti Suzuki India Limited

- I. The name of the Company is Maruti Suzuki India Limited.
- II. The registered office of the Company will be situated in the Union Territory of Delhi.
- III (a). The objects to be pursued by the Company on its incorporation are:
 1. To acquire and take over from Government of India the right, title and interest in relation to the Undertakings of Maruti Ltd. as provided for in the appropriate enactment of the Government of India together with the liabilities of the Government of India so far as they related to the Undertakings of the said Company.
 2. To carry on the business of manufacturers of, and dealers in, automobiles, motor-cars, lorries, buses, vans, motor-cycles, cycle-cars, motor, scooters, carriages amphibious vehicles and vehicles suitable for propulsion on land, sea or in the air or in any combination thereof and vehicles of all descriptions (all hereinafter comprised in the term “motor and other things”), whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, electrical, animal or other power, and of internal combustion and other engines, chassis-bodies and other components, parts and accessories and all machinery, implements, utensils, appliances, apparatus, lubricants, cements, solutions enamels and all things capable of being used for, in, or in connection with manufacture, maintenance and working of motors and other things or in the construction of any track or surface adapted for the use thereof.
 3. To carry on the business of garage keepers and suppliers of and dealers in petrol, electricity and other motive power for motors and other things.
 4. To carry on the business of iron founders, mechanical engineers and manufacturers of machinery, tool makers, brass founders, metal workers, boiler makers, millrights, machinists, iron and steel converters, smiths, wood workers, builders, electroplaters, chromium platers, lacquerers, enamellers, painters, metallurgists, electrical engineers and printers and to carry on any branch of manufacturing and engineering business.

- 5*. To carry on the business of engineering, manufacturing, assembling, selling, supplying, importing, exporting and otherwise dealing in all kinds of powertrain parts and components of automobiles which include engines (petrol, diesel, etc.) and transmission for such engines and their components like transmission case, gears, shafts and yorks.
- 6*. To manufacture, sell, import, export and generally to deal in all types of materials, equipment, appliances, devices and contrivances required for the manufacture, assembly, preparation and production of the aforesaid parts and components or for the marketing and distribution thereof.
- 7*. To carry on the business of manufacturers, assemblers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, distributors, merchants and dealers in parts and components of automobiles and two wheelers, including, without limitation, aluminum die casting and low pressure casting parts such as cylinder blocks, transmission cases and cylinder heads for automobiles as well as materials required or used for manufacture of such parts and components.

* (As amended by scheme of amalgamation approved by the order of the Hon'ble High Court of Delhi dated 29th January 2013.)

- 8**. To act as insurance intermediary, including brokers, agents, insurance consultants, surveyors, loss assessors and third party administrators, in regard to insurance business whether it may be general insurance business or life insurance business, as the case may be, and to carry on business as corporate insurance agents in respect of all classes of insurance, including motor, marine, fire, accident, burglary, insurance and workmen's compensation indemnity.

** (As amended by scheme of amalgamation approved by the order of the Hon'ble National Company Law Tribunal dated 27th June, 2017)

- (b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:
 - 1. To enter into any agreement in connection with the main objects of the Company with any company, situated in and outside India which may conveniently be implemented by the Company.
 - 2. To acquire by purchase, lease, exchange, hire or otherwise, lands, buildings and hereditaments of any tenure or description, and any estate or interest therein and any rights in or connection with land and either to retain the same for the purpose of the Company's business or to turn the same to account as may seem expedient.

3. To acquire, construct, erect, laydown, maintain, enlarge, alter, work and use all such lands and buildings, easements, gas and other works, machinery, plant, mills, stock, pipes, lamps, motors fittings, meters, apparatus, materials, and things, as may be necessary, incidental or convenient, in connection with the production, use, storage, regulation, measurement, supply and distribution of any of the products of the Company.
4. To undertake research work and to expend money in experiment and test and in improving or seeking to improve and giving publicity and placing upon the market any products which the Company may or may propose to manufacture, or distribute any patents, inventions, processes, information or rights which the Company may acquire or lease or propose to acquire.
5. To apply for, purchase or otherwise acquire any trade marks or any patents, licences or any other forms of intellectual property rights as may be applicable, concessions and the like, conferring any exclusive or non-exclusive or limited right of any kind, which may appear to be necessary or convenient for the business of the Company, and to purchase or otherwise acquire any secret or other information as to any invention or process which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly to benefit this Company, and to use, exercise, develop, protect, prolong, renew, grant license, in respect of, sell or otherwise turn to account the trade marks, patents, rights or information so acquired.
6. To take part in the supervision or control of the business or operations of any company or undertaking, having object(s) similar to that of the Company and for that purpose to appoint and remunerate any directors, accountants or other experts or agents, and to act as agents of any such company or undertaking.
7. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorized to carry on, or possessed of property suitable for the purposes of this Company.
8. To enter into any agreement in connection with any of the objects of the Company with any governments or authorities (supreme, provincial, state, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, sanctions, subsidies, loans, indemnities, privileges and concessions or licences which the Company think desirable to obtain and carry out, exercise and comply with the same.

9. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorized to carry and to lend money to, guarantee the contracts of, or otherwise to assist any such person or company, and to take and otherwise acquire shares and securities of any such company, and to sell, hold, reissue with or without guarantee, or otherwise deal with the same.
10. To sell or otherwise dispose of the undertaking of this Company or any part thereof, for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
11. To promote and undertake the formation of any institution or 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 or form any subsidiary company or companies.

(As amended by a resolution passed in extraordinary general meeting held on 4th February 1987.)

12. To invest moneys of the Company in and subscribe for, take, acquire, hold and deal in shares, stock, debentures or securities of any other company or corporation, whatsoever and to invest moneys of the Company on any other securities and in any other manner, including the purchase of any book or other debts.
13. To receive money on deposit at interest or otherwise, and lend money to such persons, and on such terms as may seem expedient, and to guarantee their performance of contract by any such person.
14. To borrow, raise or secure the payment of money in such a manner and upon such terms as the Company shall think fit, and for that purpose or for any other purpose to grant, create, issue, make and give any mortgage or charges or any debentures or debenture stock charged or not charged upon the undertakings or all or any part of the property, and assets of the Company, both present and future, including its unpaid capital for the time being, whether the same shall have been called upon or not, and to issue or deposit with any person lending money to the Company and debentures or debenture stock by way of security, collateral or otherwise, and to purchase, redeem, or pay off any such securities.
15. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
16. To sell, improve, manage, develop, lease mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.

17. To act as agents or brokers, and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
18. To remunerate any person, firm or body corporate rendering services to the Company either by paying commission or brokerage in cash or by allotment, shares and security of the Company credited or paid up in full or part or otherwise.
19. To procure the Company to be registered or recognized in any foreign country or place.
20. To pay the costs, charges and expenses preliminary and incidental to the formation, establishment and registration of the Company, and 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 of the shares of the Company's capital, or any debenture or other securities of the Company, or in or about the conduct of its business.
21. To take or otherwise acquire and hold shares, and securities in any company and sell, hold, reissue with or without guarantee or otherwise deal with the same.
22. To establish and maintain branches, receiving offices and distributing centers either in India or outside India and to enter into contracts or agency agreements with any other person or persons, firms, company or association for establishment and maintenance of such branches, receiving offices and distributing centers for carrying on of the business of the Company.
- 23*. To amalgamate with any other company.

*(As amended by resolution passed through postal ballot on 24th February 2012.)
24. To do all or any of the above things in any part of the world, either as principals, agents, contractors, trustees, agents or otherwise, either alone or in conjunction with others, and to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
25. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees and ex-employees and officers and ex-officers (including directors and ex-directors) of the Company, or the dependants 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 object.
26. To distribute any of the property of the Company among the members in specie, and in particular any shares, debentures or securities of other companies belonging to

this Company, or of which this Company may have the power of disposing.

- 27 To establish, support and/or aid in the establishment of one or more institute(s) involved in automotive skill development to impart technical/other training.

*(As amended by resolution passed through postal ballot on 24th February 2012.)

28. To carry on the business of the commission agents, contractors, factors, general merchants, exporters and importers, concessionaires, general storekeepers, carriers, forwarding contractors, forwarding agents, warehousemen, designers, or agents or trustees, brokers, representatives or agents, for any person or company.

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

30. To carry on business as general merchants, and as importers, exporters, buyers and sellers of, either by wholesale or retail, and dealers in goods, wares, merchandise, articles, products produce, substances, commodities and things of every description, and to carry on any branch of mercantile business.

31. To do all other things as may be conducive to the attainment of any of the objects of the Company.