

The Companies Act, 2013\*\*\*

Company Limited by Shares

**MEMORANDUM OF ASSOCIATION**

**OF**

**AMBA AUTO SALES AND SERVICES LIMITED**

- I. The name of the Company is **Amba Auto Sales and Services Limited**
- II. The Registered office of the Company will be situated in the State of Karnataka
- III. The objects for which the Company is established are:

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

1. To carry on the business as Dealers, Agents Traders, Exporters, Importers, Commission Agents, Service providers of Motor Bikes, Mopeds, Scooters, Cars and vehicles of all description and kinds and other related items in the field of automobiles including spare parts, accessories and decorative items. To also carry on business as Hirers, Repairers, Service Providers, Cleaners, Factors, Advisors, Stockists, Distributors, Consignors and Consignees of all kinds of vehicles and automobiles of all descriptions suitable for propulsion on land air or water irrespective of the fact whether they are propelled by Petrol, Diesel, Gas of all kinds, Solar or Electrical.
2. To carry on the business of automobile workshops for the purposes of repairs, remodelling, replacements and servicing of vehicle of all kinds and descriptions.
3. To carry on the business as Consultants, Advisors, Agents, Operating Agents in India and outside India in technical and financial collaboration with any concern firm or company within India or outside India. To carry on the business of Hirers for all kinds of vehicles and equipments. To act as advisors in the field of Insurance and resale of automobiles. To act as auctioneers, valuers, recovery agents for the vehicle purchased on lease, hire or on installment or any other deferred payment basis.
4. \*\*The MISP shall have in its objects or in its objects or in its deed or any other similar document, distribution and servicing of motor insurance policies including add-ons..
5. \* To carry on Distribution and servicing of motor insurance policies including add-ons for the vehicles sold / dealt by the Company.
6. \* To provide assistance for procuring financial arrangements from the financial institutions for the purchasers of vehicles

\* Altered at the EGM held on 8<sup>th</sup> May, 2018

\*\* Altered at the EGM held on 4<sup>th</sup> July, 2022

7. \*\*\*To manufacture, produce, buy, sell, import, export or otherwise deal in forgings, dies, press, structural and rolling stocks, containers, drums, boxes, barrels, buckets, trusses, tubular structures, railings, sleepers, fish-plates, wheels, axles, implements, hardwares, artwares and all kinds of steel and metal products whether forged, pressed, rolled, drawn or otherwise.
8. \*\*\*To manufacture, produce, process, fabricate, repair, convert, alter, buy, sell, import, export or otherwise deal in plant, machinery, equipments, implements, accessories, stores and spares, rolling stocks, wagons, carriages, locomotives, boilers, turbines, wind-mills, engines, castings, bearings, dynamos and machinery components and assemblies.
9. \*\*\*To carry on the business of ship owners, shippers, shipping agents, ship managers, ship repairers, tug, trawler, or barge owners, transporting and forwarding agents, land, rail, air and water way transporters, truck owners, carriers, haulers, cargo and freight contractors, stevedores, warehousers and custom and clearing agents.
10. \*\*\*To carry on the business of general merchants, importers, exporters, and to undertake and transact all kinds of agency business, to act as import-export house, trading house and to deal in all kinds of goods and merchandises.
11. \*\*\*To carry on the business of steel rolling and reoiling mills and to produce, manufacture, process, buy, sell, import, export or otherwise deal in all kinds of steels, alloys, billets, ingots, rods, bars, rounds, rails, channels, plates, tubes, pipes, wires, strips, angles, flats, sheets and all kinds of iron and steel products thereof.
12. \*\*\*To carry on the business of manufacturers, producers, buyers, sellers, importers, exporters and dealers in all kinds of ferrous and non-ferrous metals including gun metal, copper, tin, brass and alluminium and their products and by-products thereof.
13. \*\*\* To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting or otherwise dealing in all types of electrical and electronic goods, home appliances including air conditioner, air cooler, water purifier, air purifier, entertainment instruments, washing machines, television, mobile phones, microwave, oven, chimney, exhaust fans, computers, laptop, computer accessories, refrigerator, watches, dish washer, vaccum cleaner, and other electrical and electronic goods.

\*\*\*inserted vide Special Resolution passed at the EGM held on 4<sup>th</sup> August, 2025

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

1. To acquire, own, sell, exchange, or otherwise deal in or dispose off, let on hire or lease, repair and assemble all kinds of motor vehicles, crafts, ships, boats, plant and equipments, accessories, apparatus, spare parts, tools, implements, raw materials, stores and machinery required and as are necessary, useful, convenient or desirable for all or any of the objects of the Company.
2. For the purpose of business of the Company to transact and to carry on any agency business.
3. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund, for any purpose whatsoever conducive to the interest of the Company.
4. To promote, carry on, maintain and develop trade of all kinds, and trade, industrial, commercial and financial relations of every kind and description in all matters connected with the objects of the Company.
5. To process, produce, treat, manipulate recondition, buy, sell, import, export or otherwise deal in all by-products, refuses, wastes, scraps and other products capable of being manufactured or produced out of or within the use of all or any raw materials, ingredients, substances, commodities, used in the manufacture of all or any of the products which the Company is entitled to manufacture or deal in and to make such other use of the same as may be thought fit.
6. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licenses, leases, grants and concessions for or in relation to the objects or business herein mentioned or any of them, and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
7. To give guarantees and to carry on and transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys, interests or any other moneys secured or payable by the Company.
8. To dedicate, present or otherwise dispose off either voluntarily or for value any property of the Company deemed to be of national, public or local interest, to any national, trust, public body, corporation or authority or any trustees for or on behalf of any of the same or of the public.
9. To aid, pecuniarily or otherwise, any association, body or movement having for an object, the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
10. To enter into contracts, agreements and arrangements with any other company for the carrying out, by such other company on behalf of the Company, of any of the objects for which the company is formed.



11. To enter into partnership or into any arrangements.
12. To undertake, acquire, subscribe for, buy, sell, take up, hold or otherwise deal in shares, stocks, debentures, bonds, obligations and securities and to hold the same as investment or stock-in-trade and realise or sell the same.
13. To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company.
14. To establish or promote or concur or be interested in establishing or promoting any company or companies for the purposes of acquiring all or any of the property, rights and liabilities of the company of or for any other purpose whatsoever and to transfer to any such company any property of this company which may seem directly or indirectly calculated to benefit the Company.
15. To enter into any arrangement with any government or authority, Central, State, Municipal, Local or Foreign or Public body or otherwise any person or company that may seem conducive to the Company's objects or any of them and to carry out, exercise and comply with any such arrangements.
16. To apply for, promote and obtain an Act of Parliament, charter, decrees, rights, contracts, privileges, concessions, licenses or authorization from any Government, State, or Municipality for enabling the company to carry out any of its objects into effect.
17. To apply for, purchase or otherwise acquire and protect and renew in India or any other part of the world any patent, rights, brevets, inventions, trademarks, designs, licenses, concessions, and the like and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend the money in experimenting upon, testing or improving any such patents, inventions or rights.
18. To establish, provide, maintain and conduct or otherwise subsidise and assist 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, tests and inventions that may be considered likely to assist any of the business which the Company is authorised to carry on.
19. To make donations either of cash or any other asset or property, to subscribe, contribute or grant money for any charitable, scientific, religious or benevolent, national, public or other institutions, funds, persons, associations, subjects, trusts, exhibitions or for any other useful objects.
20. To provide welfare of the employees, directors, or ex-directors, and their families or dependents and shareholders either by grant of money, pensions, grants, bonus or allowances or in any other manner.

21. To refer, agree to refer any claim, demand, dispute or any other question, by or against the Company or in which the Company is interested or concerned to arbitration in India or at any place outside India, and to observe and to do all acts, deeds, matters and other things to carry out or enforce the awards.
22. To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the company and/or the issue of its capital or of raising finance including cost of advertising, printing and stationery, brokerage and commission.
23. To pay to promoters such remuneration and fees or recompose them for the times and services rendered by them as per the provisions of the Companies Act, 1956.
24. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested.
25. To pay for any rights or property acquired by the Company and to pay commission or remunerate any person or company for services rendered or to be rendered whether by cash payment or by allotment of shares, debenture or other securities of the Company, credited as paid up in full or in part or otherwise.
26. Subject to the provisions of Section 58A and Section 3(1)(ii)d of the Companies Act, 1956, and the rules framed thereunder and the directions of Reserve Bank of India, to borrow or raise money or accept deposits and secure the payment of any moneys so borrowed, raised or received or of debentures or bonds, obligations or deposits, by mortgages, charges and securities of all kinds on the undertaking or whole or any part of the property, rights assets or revenue and profits of the Company, present or future, including its uncalled capital, by trust, assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers as may seem expedient and to purchase, redeem or pay off and such securities.
27. Subject to the provisions of Companies Act, 1956, to lend, advance, invest and deal with money and funds of the company in such manner as may from time to time be determined, or deemed fit by the Board of directors.
28. To open and operate current, fixed or overdraft accounts with any bank, bankers, institutions, shroff or merchant and to pay into and draw money from such accounts.
29. To lend or advance money or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of or by any such persons or Companies.
30. Subject to the Banking Regulation Act, 1949, to draw , make, accept , endorse, discount, execute and issue bills of exchange, hundies, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

31. To ensure 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 protect and indemnify whole or part or portion thereof either on mutual principle or otherwise.
32. To appoint Directors or Managers of any subsidiary company or any other company in which this Company is or may be interested.
33. To take part in the management, supervision and conduct of the business or operations of any company or undertaking and for that purpose to appoint and remunerate the Directors, trustees, accountants or other experts or agents.
34. Subject to the provisions of the Act, to vest, pass on, delegate, authorise transfer to any other company or Board of Directors of such other company, the control and the composition of the Board of Directors of this Company.
35. To let out on hire all or any of the property of the Company whether real or personal, immovable or movable.
36. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising whether in India or outside India in the press, by circulars, by purchase and exhibition of works of art of interest, by publication of books, periodicals and by granting prizes, rewards and donations.
37. To purchase, to take on lease/license or in exchange, hire or otherwise acquire any immovable or movable property, land, buildings, easements, machinery, plant and stock-in-trade or any rights or privileges for the purposes of the Company's business or to turn the same to account as may seem expedient.
38. To sell, or let on lease or on hire purchase, lend, grants, licenses, easements and other rights over and in any other manner whatsoever to transfer, deal with dispose off the undertaking, property, assets, rights and effects of the Company or any part thereof or any articles or goods whether made by the Company or not for such consideration as the Company may think fit and in particular, for shares, stocks, debentures, debenture bonds or other securities of any other Company.
39. To purchase, take over or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on; or possessed of property or rights suitable for any of the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
40. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India or abroad.



41. Subject to the provisions of Monopolies and Restrictive Trade Practices Act, to amalgamate, enter into any partnership or partially amalgamate with or acquire interest in the business of any other company, person or firm carrying on or engaged in or about to carry on or engage in any business whether or not included in the objects of the Company, and to amalgamate or merge with the company whose business is acquired, purchased or taken over and or to enter into agreement with the objects of acquisition of such undertaking and/or business.
42. To create and issue equity, preference and guaranteed shares or stock or debentures and to redeem, buy back, cancel and accept surrenders of any such shares or stocks.
43. To alienate, transfer, gift, sell, donate, settle or dispose of any property of the Company with or without consideration and upon such terms and conditions as the Board of Directors may deem fit.
44. To accept donations, gifts, with or without such conditions, restrictions, obligations, stipulations and liabilities as are not derogative to the provisions of any law for the time being in force.
45. To carry out in part of the world all or any part of the foregoing objects as principals, agents, factors, trustees, contractors or otherwise and either by or through agents, sub-contractors or otherwise and either alone or in conjunction with others.
46. To enter into any arrangements and contracts with foreign and/or Indian parties and other persons for obtaining by grant, license and/or on other terms, technical and engineering information, assistance and service, collaborations, know-how and expert advice for installation of plant and machinery, production and manufacture of any products and to pay for such technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in shares or partly in cash or otherwise.



**@. Clause III (C) Deleted**

IV The liability of the members is limited

#V The Authorised Capital of the Company is Rs. 20,00,00,000/- ( Rupees Twenty Crores Only) divided into 2,00,00,000 ( Two Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each.

@Clause III (C) Removed vide Special Resolution Passed at EGM held on 4<sup>th</sup> August, 2025

#Altered Vide Ordinary Resolution passed at EGM held on 4<sup>th</sup> August, 2025





We the several persons, whose names and addresses are subscribed hereunder, 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 as set opposite to our respective names:

S. No	Names and Addresses, Description and Occupation of Subscribers with their Signatures	Number of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of the witness
01	Vikash Kumar Lohia S/o Shri Pradeep Kumar Lohia #1960 Laxmana House Hongasandra Bangalore 68 Business Sd/-	9900 Nos	Sd/- SREEKANTH H.C. Auditors & Tax Consultants Appanna Reddy Complex Konappana Agrahara Hosur Main Road Banglore – 68 Ph. 28528626
02	Rakesh Kumar Lohia s/o Shri Pradeep Kumar Lohia #1960 Laxmana House Hongasandra Bangalore 68 Business Sd/-	50 Nos	
03	Pradeep Kumar Lohia s/o Mali Ram Lohia #1960 Laxmana House Bangalore 68 Hongsomdra Business Sd/-	50 Nos	
	Total	10000 ( Ten Thousand Shares Only )	

Dated this 14<sup>th</sup> day of Feb. 2005 at Bangalore