



Form I. R.

# CERTIFICATE OF INCORPORATION

No. 3408 of 19 71.

I hereby certify that EMA-INDIA INDUSTRIES HEATS

COMPANY PRIVATE LIMITED

and Registered Office of Company

at Kanpur

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at Kanpur

this 5th day of May

1971 hundred and Seventy One.



M. C. BASU  
Registrar of Companies  
KANPUR

S. C. I.

5-19 General - GIPC - (C-22) - (5-5-56 - 6,000)

Secretary  
Office



## FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

In the Office of the Registrar of Companies, U.P. Kanpur  
[Under the Companies Act, 1956 (I of 1956)]

In the Matter of\* EMA - INDIA INDUCTION HEATING  
COMPANY LTD.

I hereby certify that EMA-India Induction Heating Co. Ltd.  
Which was originally incorporated on 6th day of May 1971 under the  
Companies Act, 1956 and under the name of EMA - INDIA INDUCTION HEATING  
COMPANY LIMITED having duly passed the necessary resolution in terms of section  
21 of Companies Act, 1956 and the approval of the Central Government signified in  
writing having been accorded thereto in the Ministry of Law Justice & Company Affairs,  
Affairs, Department of company, Regional Director, N. R. Company Law Board, Kanpur.

Endit. No. 1465-U/2791 dated 19th April 1976 the name of the  
said company is this day changed to EMA INDIA LIMITED and this  
certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at Kanpur this day of 27th April 1976  
(One thousand nine hundred Seventy Six )

Sd/-  
(S.C. Basu)  
Registrar of Companies, U.P.  
Kanpur

\*Here give the name of the company as existing prior to the change  
I here give the name of the Act(s) under which the company was originally registered and incorporated.



**THE COMPANIES ACT, 1956**  
**(COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**EMA INDIA LIMITED**

- I. The name of the Company is EMA INDIA LIMITED.
- II. The Registered Office of the Company is established in the State of UTTAR PRADESH.
- III. (a) The main objects to be pursued by the Company on its incorporation are:
  1. To manufacture machines of different kinds and description suitable for induction heating and hardening and implements, tools, jigs & dies, parts, components, assemblies, castings and machine-tools for special application and to purchase, import, export, sell and generally deal in the same and for that purpose to acquire by purchase, lease or otherwise necessary lands, buildings and other structures, plant and machinery with all accessories and other appurtenances and also to erect, construct, equip, maintain, add to or alter any buildings, structures, plant or machinery as may from time to time be necessary.
  2. To enter into technical, financial and/or other kind of collaboration with M/s. ElektroMaschinen K.G. of West Germany and/or other firms or Government Department in or outside India on the basis of payment of royalty or an outright sum or both for the fulfilment of the Company's objectives and to take over and effect transfer in the name of Company at all or any approvals, sanctions, licences and permits granted to the promoters.
  3. To purchase, import, export, sell and generally deal in all sorts of fuel oils (mineral and synthetic) including kerosene, gasoline/petrol, diesel, solvent oil, furnace oil. Gases, spirits, lubricating oils, greases, waxes, paints, varnishes, natural and synthetic resins, batteries, distilled water and other auxiliary materials which are required for running, maintaining, up-keep and servicing of the products for the time being manufactured or dealt with by the Company.
  4. To acquire, erect, construct, establish, maintain, improve, manage, alter, carry on, control or work and contribute towards acquisition, erection, construction, establishment, maintenance, improvement, managing, alteration, carrying on, controlling, working of training centres, schools, colleges and institutions as may be necessary for imparting training, education, experience and guidance to the employees of the Company (present, past or future, including their wives, widows, family members and dependents), prospective buyers, customers, users, stockists, agents and distributors of the Company's products for the time being manufactured or dealt with by the Company to ensure their proper use, up-keep and to render efficient and effective after-sale-service.

5. To establish, run, maintain, manage or contribute towards establishment, running, maintaining and managing after-sale-service stations/booths, garages, workshops, stalls (mobile and immobile) for after-sale-service, care, repairs, oiling, lubricating and cleaning of any of the company's products being manufactured or dealt with by the Company.

(a) to act as agents, representatives, stockists, brokers, dealers, importers, exporters, warehousemen for manufacturers, merchants and others, whether Indian or Foreign, and to enter into agreements or arrangements with parties including Government, Semi-Government, Agricultural Corporations and private parties for promotion of any of their products or articles including but not limited to textile goods of all kinds and fibers, engineering goods, machineries of all kinds and description used in various industries, Electrical fittings and wiring accessories, quality control and measuring instruments, furniture and related fittings, leather goods and made ups, chemicals, handicrafts including brassware, rubber goods, plastic goods, gems, jewellery, bullion, items used by information media, computers including hardware and software and computer peripherals, electronic equipment, television, communication equipment, medical, surgical and diagnostic equipment, navigational and aerospace aids and equipment, railway equipment and components, equipment and components used by transport and passenger vehicles, energy devices, paper and board and their product including machinery, beauty aids, cosmetics, audiovisuals aids and equipment, lighting equipment, products of floriculture and aquaculture, eatables/food related articles, mineral products and machinery, refrigeration and cooling equipment, timber and its products, and other merchandise of all types.

(b) The ancillary objects of the Company shall be:

6. To undertake and execute any contract or contracts for works involving the supply or use of any of the Company's products being manufactured or dealt with by the Company and to carry out any ancillary or other works comprised in such contract or contracts.
7. To purchase, take on lease or otherwise acquire any estate, lands, buildings, other immovable property, plant, machinery, other immovable or personal property of any description or any rights or privileges (including any patents, copyright or trade marks) which may be deemed necessary or convenient for any business which the Company is privileged to carry on and erect, construct, equip, maintain or alter any buildings, plant and machinery as may be necessary or convenient for any of the purposes of the Company.
8. To sink wells, shafts, lay down pipes, construct, maintain and improve any or all of them and other works incidental thereto calculated directly or indirectly to advance the interest of the Company and to pay and contribute to the construction, maintenance and improvement of any such work.



9. To establish agencies in India and abroad and to regulate and discontinue the same.
10. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or right with the object of finding out suitable transactions.
11. To promote, establish and otherwise assist any company or companies for the purposes of acquiring any of the property or furthering any of the objects of the Company.
12. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to render profitable or enhance the value of any of the Company's property or rights.
13. To enter into trade and/or technical and other similar collaborations with any person, firm, company, corporate body, Government, Semi-Government or other bodies either foreign, local or otherwise to carry out all or any of the objects of the Company on such terms and conditions, as the Company thinks fit and proper.
14. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bill of lading, warrants, debentures and other negotiable or transferable instruments.
15. To lend money to such persons or companies on such security, and either with or without the borrowers' personal security or on personal security alone, and on such terms and conditions as may be thought fit and in particular to customers of and persons having dealings with the Company and to guarantee the performance of contracts by any such persons.
16. To lend, invest, or otherwise deal with the moneys of the Company, upon such securities or without security and in such manners as may from time to time be determined, and that free from any restrictions imposed by statute upon the investment of trust funds, provided always that the funds of the Company shall never be employed in the purchase of or lent upon the security of its own shares.
17. To borrow for the purposes of the Company on mortgage of its property or otherwise or on any part thereof, or any bond, promissory notes, debentures, or deposits receipts payable to bearer or otherwise, or on all or any of them and at such rates of interest and for such period or periods and repayable in such manner and generally on such terms as the Directors may consider desirable, and to re-borrow the same or any part thereof on all or any of such securities and to issue mortgages, bonds, promissory notes, debentures and deposit receipts as aforesaid on such terms and conditions as the Directors shall determine.
18. To enter into and carry into effect any contract or arrangement for sharing profits, union of interest, cooperation, amalgamation, joint adventure, reciprocal concession or

otherwise with any person or persons, company or association carrying on or engaged in or about to carry on engage in any business which this Company is authorized to carry on or engage in business or transaction capable of being conducted so as directly or indirectly to benefit this Company or advance its objects or interests.

19. To enter into and to complete conveyances, dispositions, assignments, transfers, leases, contracts of copartnership agreements, licences and other contracts or writings of every description requisite for or incidental to or connected with any of the Company's objects or conducive to the attainments thereof.
20. To pay out of the funds of the Company all expenses which the Company may lawfully be required to pay with respect to its formation, registration and floatation.
21. To pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture-stock or securities of the Company or of any company promoted by the Company.
22. To facilitate and encourage the creation, issue or conversion of debentures, debenture-stock, bonds, obligations, shares, sticks and securities and to act as trustees in connection with any such securities.
23. To constitute any trusts with a view to the issue of preferred or any other special stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purpose of any such trust and to settle and appropriate for the purpose of any such trust and to settle and regulate, and, if thought fit, to undertake and execute any such trusts, and to issue, dispose of, or hold any such preferred or other special stocks or securities.
24. To collect rents and debts, and to negotiate loans, to find investment and to issue and place in market shares, debentures, debenture-stocks or securities.
25. To guarantee the payment of money unsecured or secured by 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 authority, supreme, municipal, local or otherwise or of any person whomsoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the due payment of any loans or the performance of any contracts or obligations.
26. To create any reserve fund, sinking fund, insurance fund, development rebate fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any to the property of the Company or for any other purposes conducive to the interest of th Company.



27. To provide for the welfare of the employees or ex-employees of the Company and the wives, widows and families of the dependents or connections of such persons, by building or contributing for the building of houses, dwellings or chawls or by grants 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, hospitals and dispensaries medical and other attendance and other assistance as the Company shall think fit; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific or other institutions or objects which shall have any moral or other claim for support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise and to create trusts for carrying out all such objects.
28. To sell the undertaking, property and right of the Company or any part thereof for such consideration as the Company may think fit, in particular for cash, shares, stocks, debentures, debenture-stocks, securities or property of any other company, constituted or to be constituted having or nothing objects similar or in part similar to those of the Company.
29. To distribute among members of the Company in kind any property of the Company and in particular any shares, debentures, debenture-stocks or security of other companies belonging to this Company or of which this Company may have the power of disposing in case of winding up.
30. To remunerate officials and employees of the Company and others out of the profits of the Company or otherwise as the Company may think fit.
31. To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with any other company, association, firm, person or persons and either as principals, agents, contractors or otherwise.
32. Generally to do all such other things as may appear incidental or conducive to the attainment of the beforementioned objects and/or other objects mentioned hereinafter or any of them.

(c) The other objects of the Company shall be :-

33. To establish and carry on the business of cultivators, growers, buyers, dealers in grains, cereals, pulses, jute, cotton, tea, coffee, rubber, sugar and all other products of the soil including vegetables products, fruits, ground-nuts, cashew-nuts, coco-nuts, kernel, soyabeans, maize etc.

34. To carry on the business of manufacturers and dealers in vegetable-oil, oil seeds and cakes, refiners, fruit and vegetable canners and preservers in all branches of such business.
35. To carry on the business of manufacturers of, dealers in, hirers, repairers, cleaners, stores and ware-houses of tractors, motor car, motor cycles, cycle cars, motors, scooters, cycles, bicycles and carriages, launches, boats, vants, aeroplanes, helicopters, hydroplanes and other conveyances of all description (all hereinafter comprised 'Motor and other things') whether propelled or assisted by means of petrol, spirit, gas, electricity, animal or other power and of engine, chasis, bodies, component-parts, accessories, fittings and other things, used for, in, or in connection with motors and other things, their manufacture, maintenance and working thereof.
36. To manufacture pipes, tubes and other contrivances (including specials and fittings) out of iron or other metals or out of non-metallic bases including cement for carrying water or other liquids or semi-solids or gases of whatsoever nature or kind for water-supply, sewage, drainage, sanitation and health service schemes.
37. To carry on the business of iron foundries, mechanical engineers, manufactures of machineries and metal moulds.
38. To carry on the trades and business of iron masters, steel makers, iron and steel converters, colliery proprietors, coke manufactures, miners, smelters, engineers, manufacturers, patentees, tins-plate makers in all their respective branches at Kanpur or elsewhere within or beyond India.
39. To carry on the business or manufacture of machineries including machine tools and implements, tools-makers, brass foundries, metal workers, boiler makers, millwrights, machinists, smiths, wood workers, builders, painters, metallurgists, electrical engineers, water supply engineers, manufacturers of chemicals, fertilisers and manures, natural and synthetic gums, readymade garments, distillers, dye makers, gas makers, printers, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in minerals, plant, machinery, implements, rolling-stock, conveyances and hardware of all kind within or beyond India.
40. To carry on business relating to the mining and working of minerals, the production, working and sale of metals and the production, manufacture, preparation and sale of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the Company or any contracts undertaken by the Company and either for purposes only of such contracts or as an independent business.
41. To search for, get, work, raise, make merchantable, buy, sell, and deal in iron, coal, coke, minerals, oils, stone, limestone, lime, brick-earths, pipes, tiles, fire-clay, ores, metals and mineral substance of all kinds and to manufacture and sell patent fuels, to work mines



and mining rights in, under or upon the lands and properties, for the time being belonging to the Company and to mine, quarry, crush, wash, smelt, reduce, refine, dress, amalgamate, manipulate or otherwise treat and render marketable and sell or dispose of the produce of mines, quarries, mining rights, bricks fields and oil wells whether belonging to the Company or not.

42. To carry on the business of manufacturers of, dealers in, hirers, repairers, cleaners of jets, spinnerettes, nozzles, watches, clocks, time-pieces, laboratory-ware and equipment, hospital equipment, glass, ceramics, refrigerators, air-conditioners, compressors, air-conditioning and humidification plants and equipment, air-handling, filtration and ventilation plants and equipment, radios, televisions, wireless sets, inter-communication equipment, office equipment, furniture and business machines, electronics, optical glasses, electrical and mechanical instruments and apparatuses.
43. To carry on the business of fitters, wire-drawers, tube makers, galvanisers, jap paners, annealers, enamellers, electropolaters and painters.
44. To manufacture, buy, sell and generally deal in any plant, machinery, tools, accessories, fittings, spare parts, goods or things of any description which in the opinion of the Company may be conveniently dealt with in connection with any of its objects.
45. To acquire, erect, construct, establish, maintain, improve, manage, alter, carry on, control or work and contribute towards acquisition, erection, construction, establishment, maintenance, improvement, management, alteration, carrying on, controlling and working of cotton mills, jute mills, woollen mills, sugar mills, flour mills, paper mills, rayon mills, nylon mills, all sort or synthetic fibres, mills, knitting mills, aluminium works, copper mills, soap mills, cement factories, cosmetics factories, electric works, engineering works, caprolactum mills, tobacco factories, mines of coal, bauxite and aluminium navigation works, tea gardens, synthetic product works, cable works, silk mills, iron and steel factories, manufacture of machine tools, spare parts and machineries of all types, leather works, rubber factories, plastic factories, aqueducts, refineries, ice plants, oil mills, works for manufacturing, preparing, processing and fabricating products of all descriptions.
46. To acquire, erect, construct, establish, maintain, improve, manage, alter, carry on, control of work and contribute towards acquisition, erection, construction, establishments, maintenance, improvement, management, alteration, carrying on, controlling and working of any water works, warehouses, roads, railways, tramways, telegraphs, telephones, ropeways and other ways, motors, and other vehicles for use on land, sea or air, ships, boats and barges, buildings, huts, machinery and works and conveyances of every description which may be deemed convenient or useful for any of the purposes of the Company and for developing and improving any of its property or rights,

AND IT IS HEREBY DECLARED THAT, in the interpretation of this clause, the power conferred on the Company by any paragraph, shall not be restricted by reference to any other paragraph, or to the name of the Company, or by the juxtaposition of two or more objects, and that, in the event of any ambiguity, this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the powers of the Company.

- IV. The liability of the share-holders is limited.
- V. The Authorised Share Capital of the Company is Rs. 3,00,00,000 (Rupees Three Crores Only) divided into 27,50,000 (Twenty Seven Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 25,000 (Twenty Five Thousand) Preference Shares of Rs. 100/- (Rupees Hundred) each with the power to increase or reduce the same in accordance with the provisions of law.

We, the several persons whose names, and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.



*Chhangana*



Name, addresses, description of subscribers	Numbers of shares taken by each subscriber	Name, addresses, descriptions and occupations of witnesses to the signature of subscribers
1. Shri G.S. Bhargava, Gauri Shanker Bhargava, Advocate, S/o Shri Krishna Jiwan Bhargava, 3/11, Vishnupuri, Kanpur- 2	200	Shri Hari Har Nath Bhargava, Business, S/o Pt. Gauri Shanker Bhargava, 3/11, Vishnupuri, Kanpur-2
2. Shri B.N. Bhargava, Bhupendra Nath Bhargava, Service, S/o Shri Gauri Shanker Bhargava, 3/8, Vishnupuri, Kanpur-2	200	Shri K.M. Joseph, Kuthukat Mathai Joseph, Service, S/o Shri (Late)K.P. Mathai, 124/24, (M) (I) Govind Nagar, Kanpur
3. Shri M.N. Bhargava, Mahendra Nath Bhargava, Service, S/o Shri Gauri Shanker Bhargava, 3/11, Vishnupuri, Kanpur- 2	200	Shri V.K. Gupta, Service, S/o Shri S.K. Gupta, 58/36, Birhana Road, Kanpur.
4. Shri P.K. Bhargava, Pradip Kumar Bhargava, Business and Service, S/o Shri Hari Har Nath Bhargava, 3/8, Vishnupuri, Kanpur-2	200	Shri N.P. Bhargava, Naresh Prasad Bhargava, Service, S/o Shri Mahesh Pd. Bhargava, 120/400, Lajpat Nagar, Kanpur,
Total number of shares:	800	

Date: the Twenty-eighth day of April, 1971