

(New set of Memorandum of Association is amended/ altered in substitution with the existing Memorandum of Association as approved by the Members of Atlanta Limited on 22<sup>nd</sup> August 2023 by postal ballot through Remote E-voting process by members)

**THE COMPANIES ACT, 1956**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**ATLANTAA LIMITED\***

- I. The name of the Company is **ATLANTAA LIMITED\***.
- II. The registered office of the Company will be situated in the STATE OF MAHARASHTRA.
- III. The main objects for which the Company is established are:

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

1. To acquire and take over as a going concern the business carried on under the name and style of "**ATLANTA CONSTRUCTION COMPANY**" Bombay and to take all the assets and liabilities of that business and with a view there to enter into an agreement and carry into effect, with such modifications if any, as may be mutually agreed upon and to become parties and to enter into and carry into effect all such other agreements, deeds, and instruments as may be necessary or as may be deemed advisable or proper and on take over the concern shall stand dissolved.
2. To carry on in all their respective branches the business of general construction contractors and engineers and among other things to construct, execute, carry out, equip, improve work and undertake works of roadways, roads, bridges, docks, harbours, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewages, drainage and other sanitary works and develop, superintend, manage and control public activity.



\* Amended/Changed/Altered name of the Company from '*Atlanta Limited*' to '*Atlantaa Limited*' vide special resolution passed by way of postal ballot by shareholders of Atlanta Limited on 22<sup>nd</sup> August 2023.

3. To carry on the business of builders, contractors engineers, erectors, constructors of buildings, houses, apartments structures or residential, office, industrial, institutional or commercial or developer of co-operative Housing Societies, developers of housing schemes, townships, holiday resorts, hotels motels, guest houses and in particular preparing of building sites, constructing reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses, factories, ships, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns and other commercial, educational purposes and convenience to purchase for development, investment or development, investment or for resale lands, house, houses, buildings, structures and other properties of any tenure and any interest therein and purchases, sell and dealing in free-hold and lease hold ground rents and to make advance upon the security of lands, houses, structures and other property or any interest therein and generally to purchase property sell, lease, hire, exchange or otherwise deal in land and house property and other property whether real or personal and to turn the same into account as may seem expedient.

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

4. To manufacture all sorts of building, material, including marble mosaic floor tiles, concrete hume-pipes, pre-cast, concrete hollow bricks, stone quarry, aggregate metals of all sizes, pre-cash materials suitable for buildings, bridge, roads.

5. To manufacture the Pre-Cast and Pre-Fabricated houses, building, Industrial Estates, and parts thereof, pillars and any other types of Pre-Cast and Pre-Fabricated Constructions, and materials and for this purpose to install factories and other plants and machineries required for and to obtain licences and other rights etc. for the purpose of Pre-Fabrication, and Pre-Cast Constructions.

6. To purchase, take on lease or tenancy or in exchange, hire, renew or otherwise acquire and hold any estate or interest and to let or sublet in whole or in part, develop, manage, exploit any land, building, machinery easements, rights, privileges, plant, stock-in-trade, business concern, options, contracts, claims, choose in action and any real and personal property of any kind necessary or convenient for any business of the Company and whether to retain the same for the purpose of the Company's business or to turn the same to account as may seem expedient.

7. To carry on in any of the respective branches all or any of the business of quarry proprietors, stone and granite merchants, dealers and exporters and contractors, and to search for, get win, raise, make marketable use, sell and dispose off granite, stone, coal, minerals and mineral substances and products within or under any property of the Company, and to prepare and manufacture cement of any type, paving blocks, tar, macadam, bituminous road materials and all or any other materials.

8. To carry on the business as colliery and mine proprietors, oil merchants, engineers, electricians, metallurgists, metal merchants, machinery merchants, owners and wood workers, wood and timber merchants, coal of any type, coal and fuel merchants, merchants, manufacturing chemists, quarry owners, stones, sand, gravel, lime, cement and fertilizer manufacturers and glass manufacturers, bricks and tile makers, pottery proprietors, metallic residue and by-product dealers, ironmongers and hardware dealers.

9. To purchase for investment or resale and to traffic in land and houses and other property of any tenure and any interest therein and to create, sell and

deal, in freehold and leasehold ground rents and to make advances upon security of land or house or other property or any interest therein and generally to deal in traffic by way of sale, lease, exchange or otherwise with land and house property whether real or personal.

**10.** To carry on the business of architects, draughtsman, town planners, surveyors, valuers, consultants, experts in consultancy services, engineers, constructional engineers, civil engineers, electrical engineers, Aeronautical engineers, mechanical engineers, marine engineer, oil/fuel engineers, mining and metallurgical engineers.

**11.** To carry on the business of manufacturers of and dealers in hardware, terracotta, cement of any kind lime, bricks, marbles, tiles, pipes, sanitary and house-hold fittings, requisites and furniture of every description.

**12.** To subscribe for, conditionally or unconditionally, to underwrite issue on commission or otherwise take, hold, deal in and convert stock, shares and securities of all kinds.

**13.** To provide for the welfare of share-holders, ex-share holders, Directors and ex-Directors and employees or ex-employees of the Company, the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of moneys, pensions, allowances, bonus or other payment, or by creating and from time to time subscribing or contributing to Provident Fund and other associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to subscribe or contribute for or otherwise to assist or by grant money to charitable and other Trusts whether private, public, discretionary vested or specific benevolent, religious, scientific, rational specific benevolent, religious, scientific, rational or other institutions or objects, which have any moral or other claims to support or aid by the Company's either by reason of locality of operation or of public and general utility or otherwise.

**14.** To take such steps as may be necessary to give the company the same rights and privileges in any part of the world as are passed by local companies or partnerships of similar nature.

**15.** To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licences 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.

**16.** To give guarantees and carry on transact every kind of guarantee and counter guarantee business and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debenture-stock, mortgages, charges, contracts, obligations and securities, and the payment of dividend on and the repayment of the capital of stocks and shares of all kinds and description.

**17.** To dedicate, present or otherwise dispose of voluntarily or for value any property of the Company deemed to be of national, public or local interest, to any national trust, public body, museum, corporation or authority of any trustees for or on behalf of any of the same of the public.

**18.** To aid pecuniary or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles for the promotion of industry or trade.

**19.** To enter into contracts, agreements and arrangements with any other company for carrying out by such other Company, on behalf of the Company, of any of the objects for which the Company is formed.

**20.** To enter into partnership, or into any arrangement for sharing profits, losses, or for any union of interest, joint-venture, reciprocal concession or co-operation with any person or persons or company or companies carrying on, or engaged in or about to carry on, or engage in or being authorised to carry on, or engage in, any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

**21.** To acquire, take up and hold share, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India and debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any government, Public Body or authority Supreme, Municipal, Local or otherwise.

**22.** To acquire any such shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender, purchase, exchange 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.

**23.** 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 in the event of winding up of the Company.

**24.** To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company for any other purpose which may seem directly, or indirectly calculated to benefit the Company and to place or guarantee the placing of underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other company.

**25.** To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise, or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, licences and concession which the Company may think fit and desirable to obtain and to carry out exercise and comply therewith.

**26.** To apply for, promote and obtain any Act, charter, privilege, concession, licence, authorisation if any, Government, State or municipality, provisional order or licences or any authority for enabling the Company to carry on any of its objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitutions, any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.

**27.** To apply for, purchase, or otherwise, acquire, and protect and renew in any patents, patent rights, brevets of invention, trade marks, designs, licences, concessions, and the like conferring any exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any invention 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 the Company, and to use, exercise, directly or grant licences in respect of or otherwise, turn to account the property, rights or information so required and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

**28.** To establish, provide, maintain and conduct, or otherwise subsidise, 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, and tests of all kinds and to promote studies and research both scientific and technical investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lecturers, meetings and conferences and by providing for award of exhibitions, scholarships, prizes and

grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests, and inventions of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.

**29.** To make donations to such person or institutions and in such cases and either of each or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remuneration any person or corporation introducing business to the Company and also to subscribe, contribute, or otherwise assist or guarantee money for charitable or other Trusts, whether public, private specific or discretionary, scientific, religious, or benevolent, national, public other institutions, objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support or associations, institutions, funds, trusts whether public, private, specific, discretionary and convenient for the benefit of the employees or ex-employees, share holders or ex-shareholders, Directors or ex-Directors of the Company or its predecessors in business or of persons having dealings with the Company or the dependants, relatives or connection of such person and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses whether by way of annual payments or lump sum and to make payments towards insurances and to form and contribute to provident and benefit funds of or for such persons.

**30.** To refer or agree to refer any claims, dispute and/or other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the Member or Members or his or their representatives, or between the Company and third parties, to arbitration and to observe and perform and to do all acts, deeds, matters, and things to carry out or enforce the awards.

**31.** To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company of the issue of its capital including brokerage or commission for obtaining application for or taking, placing or underwriting or procure the underwriting of shares, debentures or other securities of the company.

**32.** 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, 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.

**33.** To pay for any rights or property acquired by the Company, to pay, remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in the Company's capital or any debentures, debenture-stock, or other securities of the Company's or in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business whether by cash payment of shares, debentures, or other securities of the Company, credited as paid up in full or in part or otherwise.

**34.** To raise or borrow money from time to time for any of the purpose of the Company by receiving advances of any sum or sums of money with or without security upon such terms as the Directors may deem expedient and in particular by taking deposits from or credits or open accounts current with any individual or firms including the agents of the Company or any banker or bankers (whether with or without giving the security or by mortgaging or selling or receiving advances on the sale of any lands, building, machinery, goods or other property of the Company, or by the issue of the debentures of debenture-stock, perpetual or otherwise charged upon all or any of the properties (both present and future) of the Company including its uncalled capital, or by such other means as the Directors may in their absolute discretion deem expedient subject to the provisions of Section 58-A and directives of Reserve Bank of India.

**35.** To borrow or raise or secure the payment of money or to receive money and deposit as time deposit or otherwise at interest for any purpose of the

Company and at such time or times and in such manner as may be thought fit and in particular by the creation and issue of debentures or debenture stock, bonds, shares credited as fully or partly paid up, obligations, mortgages, charges, and securities of all kinds, either perpetual or otherwise, either redeemable annuities and in and as an by way of securities for any such money so borrowed, raised or received or of any such debenture or debenture stock, bonds, obligations, mortgages, charges and securities of all kinds, either so issued to mortgage, pledge or charge 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 or otherwise howsoever by trust and special 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 any such securities. The Company shall not carry on business of Banking as defined by the Banking Regulation Act, 1949, Subject to the provisions of Section 58A and the Directives of the Reserve Bank of India.

**36.** To invest any of the surplus money and funds of the company from time to time in Government securities or in securities guaranteed by Government or in debentures or other securities for money issued by or on behalf of any Municipal body or of any Corporate Body established in India under the authority of any Act of legislature established in India under or in any shares or securities of public and on private company in India and in the shares of co-operative societies as may from time to time be determined by Directors or on the mortgage of immovable properties whether freehold or lease-hold or of any other tenure in Bombay or elsewhere or on the pledge moveable property in Bombay or elsewhere as the Directors may from time to time determine, or in fixed deposits or by way of loans on interest in any one of the local banks or with any firms, companies or banks (including the Agents of the Company) or in such other securities as may from time to time be determined by the Directors and from time to time sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf;

**37.** 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 principal or otherwise, including debenture-stock, bonds, shares, obligations, mortgages, and securities of all kinds either convertible into shares of this or any other Company.

**38.** To procure the Company to be registered or recognised in any part of the world; and

**39.** To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

**40.** To carry on business or branch of a business which this Company is authorised to carry on by means, or through the agency of any subsidiary Company or Companies, and to enter into any arrangements with such subsidiary Company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company guaranteeing its liabilities, to make any other arrangement which may seem desirable with reference to any business or branch as carried on including power at any time and either temporarily or permanently to close any such branch or business.

**41.** To appoint Directors of any Subsidiary Company or any other Company in which this Company is or may be interested.

**42.** To take part in the management, supervision and control 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.

**43.** To let out on hire all or any of the property of the company, whatever real personal immovable or moveable including all and every description of apparatus or appliances.

**44.** To adopt such means of making known the business of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibitions of works of art or interest, by publications of books, periodicals and by granting prizes, rewards and donations.

**45.** To purchase or by any other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, brevets of inventions, licences, productions and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions, or rights which the Company may acquire.

**46.** To let on lease or hire-purchase system or to lend or otherwise dispose off 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 act as financiers generally.

**47.** To sell, lease, grant licences, easements and other rights over and in any other manner deal with or dispose off the undertaking property, assets, rights and effects of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, debenture bonds or securities of any other Company.

**48.** To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of this 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.

**49.** To exercise all or any of the corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all States, territories, possessions, colonies and dependencies thereof and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.

**50.** 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 or transaction included in the objects of the Company, or enter into any arrangements for sharing profits or for co-operation, or for limiting competition or for mutual assistance, with any such person, firm or company, or to acquire, carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property and to give or accept by way of consideration of the cats or things aforesaid or property acquired, any shares, debentures, debenture-stock, or securities that may be agreed upon, and hold and retain, or sell mortgage and deal with any shares, debentures, debenture-stock or securities as received.

**51.** To carry out all or any part of the foregoing objects as principals, agents, factors, trustees, contractors or otherwise, either alone or in conjunctions with any other persons, firm, association corporate body, municipality province, state body or government or colony or dependency thereof.

**52.** To accept donations, gifts, with or without such conditions, restrictions, obligations, stipulations and liabilities as are not derogatory to the provisions of the law.

**(C) OTHER OBJECTS :**

**53.** To carry on the business of manufacturers, suppliers, buyers, sellers, importers and exporters of and dealers in all kinds of engineering tools and machinery pipes and fitting, ball and roller bearings nuts bolts, washer, precision tools, dynamos, pumps, accumulation, compressors, cylinders/sheets.

**54.** To act as stockist, distributors, commission agents, manufacturers, representative, or agents, selling, and purchasing agents, distributors, brokers, trustee, attorneys, and registrars and transfer agents for any other company, firm, corporation or persons.

**55.** To establish, maintain and operate air, shipping, road transport services (public and private) and all ancillary services and for this purpose as independent undertaking, to purchase, take in exchange, charter, hire, build, construct or otherwise acquire, and to own, manage and trade with steam sailing, motor, air craft and other ships, trawlers, drifters, tugs and vessels, motor and other vehicles, with all necessary and convenient equipment, engine, tackle gear furniture and stores in shares or interests in ships, vessels, motor and other vehicles including ships, stocks, or securities of Companies to maintain, repair, fit or refit, improve, insure, alter, sell, exchange or let out on hire or hire purchase or charter or otherwise deal with or dispose off any of the ships, vessels and vehicles, shares, stocks and securities or any of the engines, tackle, gear, furniture, equipment and stores of the Company.

**56.** To buy, sell, import and export, manufacture, fabricate, repair, convert, alter, let on hire and deal in plant, machinery, implements, tools, instruments, accessories and equipment of whatsoever description and material, and rolling stock, locomotives, wagons, carriages, boilers, turbines, engines, telephonic apparatus, dynamos, motors, lamps, meters, batteries, pumps, accumulators, transformers, laboratory equipment and other apparatus and metal goods, and generally as machinists, refiners, spinners, turners, polishers, metal workers, dyecasters and sinkers, oxydilisers, bronzers, lappurrers, enamellers galvanisers, japaners, annealers, platers and painters.

**57.** To carry on the business of warehousemen, removers, packers, hauliers, transport, cartage and haulage contractors and agents, distributors, as storekeepers and general providers, carriers, custom agents, clearing, forwarding, transport and commission agents, wharfingers, cargo, superintendents, job-masters, muccadams and to receive money, securities, valuable and goods and materials on deposit or for safe custody and to lend or to give guarantee on the security thereof.

**58.** To carry on the trade or business of manufacturers of, and dealers in explosives, 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 purposes.

**59.** To buy, sell, let on hire, repair, alter and deal in machinery, components, parts, accessories and fittings of all kinds for motors and other things and all articles and things, referred to in clauses 58 to 64 hereof or used in or capable of being used in connection with the manufacture, maintenance and working thereof.

**60.** To carry on the business of a water-works company in all its branches, and to sink wells and shafts, and to make, build and construct, lay down and maintain dams, reservoirs, water-works, cisterns, culverts, filter beds, mains and other pipes and appliances and to execute and to do all other acts and things necessary or convenient for obtaining, storing, selling, delivering, measuring, distribution and detailing in water.

**61.** To carry on the business of water proofers, and manufacturers of Indian rubber, leather imitation leather, leather cloth, plastic, oil cloth, linoleum, tarpaulins, hospital sheetings and surgical bandages.

**62.** To carry on the business of hotel, restaurant, flight kitchen, cafe tavern, beer house, refreshment room and lodging house keepers, the theatrical agents, box office keepers, concert room proprietors, dramatic and musical publishers, and printer, Licensed victuallers wine, beer and spirit merchants, brewers, malsters, distillers, importers and manufacturers of aerated, minerals and artificial waters and other drinks, purveyors, caterers for public amusements generally coach, cab and carriage and motor proprietors, lively stable keepers, coach and motor repairers, garage owners and proprietors, job masters, farmers, dairyman, poultors, ice merchants, importers and brokers of good, live and dead stock, and colonial and foreign produce of all descriptions, hair dressers, perfumers, chemists, proprietor of clubs, baths, dressing rooms, libraries, grounds, and instructions of all kinds, tobacco, and cigar merchants, agents, agents for railway and shipping companies, and carriers, the theatrical and opera box office proprietors, enterprises and general agents and any other business which can be conveniently carried on in connection therewith.

**63.** To carry on business as wood and timber merchants and manufacturers of and dealers in wood, heels and soles, wood litters, wood pulp, wood wool, ply-wood, masts spare, derricks, sleepers, tool handles, panelling, wood work, furniture, bricks and wood workers, materials, and suppliers of equipment of all description.

**64.** To carry on the business of manufacturer of chemicals and allied substances.

**65.** To carry on business as auctioneers, land and estate agents and rent collectors, average adjusters, yacht agents and brokers, assessors, appraisers, surveyors, brokers and valuers and finance brokers in respect of all classes of property, both real and personal, to take stock and prepare inventories, to purchase, sell or otherwise deal in real and personal property and to build upon, exploit and develop land owned by the Company from time to time, construct, own, manage and let, auction rooms, to finance builders and to take part in development and exploitation of any kind of property, to undertake agencies and generally to undertake any business, work or transaction usually undertaken by auctioneers, estate agents or valuers, or which might advantageously be carried on by them.

**66.** To carry on the business of manufacturer, sale, use, distribution, marketing of laboratory and electronic instruments and machinery of all kinds.

**67.** To carry on the business as insurance brokers and agents in respect of all classes of insurance including marine, fire, accident, burglary, workmen's compensation indemnity and motor.

**68.** To carry on the business as manufacturers and dealers in radios, television sets, radio receiving and transmitting sets and their components, parts, wireless apparatus and appliances and radio and other materials, goods, machinery and requisites.

**69.** To carry on the business of manufacturers of universal tools, cutters, printing machines belt, sanding machine gauges and service tools and undertake service jobs of other firms or bodies.

**70.** To carry on the business as importers, exporters, buyers and sellers of and merchants and dealers in and manufacturers of merchandise goods, materials and machinery of all kinds, parts, accessories and equipments.

**71.** To carry on the business of manufacturers of and dealers in hires, repairs, cleaners, stores, warehouse of motor cars, motor cycles, cycle cars, motors, scooters, cycles, bicycles and carriages, launches, boat and vans and other conveyance of all descriptions (all hereinafter comprised the term "motor and other things") whether

propelled or assisted by means of petrol, spirit, steam, gas, electrical, animal or other power, and of engines, chassis bodies, and other things used for, in, or in connection with motors and other things or in the construction of any truck or surface adopted for their use.

**72.** To carry on the business and to act as Merchants, Traders, Commission Agents, Importers, Exporters, Wine and Provision Merchants, Brokers, Manufacturer, Representative, Contractors, Carriers, Ship-owner, Charterers of Ships or other vessels, Warehousemen, ship and insurance Brokers, Bankers, Forwarding Agents or in any other capacity in India or elsewhere.

**73.** To carry on the business of proprietors and managers of theatres (Cinema picture-places and concert halls) and to provide for the production, representation and performance (whether by mechanical means or otherwise) of operas, stage plays, operettas, burlesques, vaudeville revues, ballets, pantomimes, spectacular pieces, promenade and other concerts and other musical and dramatic performances and entertainments.

**74.** To search for, get, win, raise, work, raise, make merchantable buy, sell or otherwise deal in metals, minerals, oils, gases, and fuels whether found in natural state or obtained by processing from other substances and to carry on business relating to the winning, production working, manufacture, and preparation of any materials, used in the manufacture of any of the above mentioned items or which may usefully or conveniently be combined with the manufacturing or engineering business of the Company or any contracts undertaken by the Company and either for only such purposes or as an independent business.

**75.** To carry on any business relating to the mining and working of minerals, the production, manufacture and preparation 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 the purpose only of such contracts or as in independent business.

**76.** To manufacture, prepare for market, refine, clean, restore, recondition and otherwise manipulate and deal in and turn to account all refuse, by-products and other products and waste and other materials of all kinds and to recondition the same or make such other use of the same as may be thought fit.

**77.** To carry on the business of importers, exporters, retailers and wholesalers in any goods.

**78.** To carry on the business as financiers, commercial agents, mortgagers, brokers, financial agents and adviser.

**79.** To act as agents and brokers or sellers, buyers, exporters, importers, manufacturers, merchants, tradesmen, insurers and others generally to undertake and carry out agency work of any kind whatsoever and transact all manners of agency and commission business.

**80.** To carry on the business of cloth, leather, paper and substance proofing in all its branches and to buy, sell, manufacture and deal in cloth, papers, materials, substances, stores, articles, chattels and effects of all kinds as might be required for the carrying out of such business and/or business or businesses of proofing against water or other liquid fluid, bombs, gases, explosive and gunpowder materials, of every description, nitroglycerine, dynamite, blasting powder or.

**81.** To carry on the business as manufacturers of chemical and manures, distillers, dye-makers, gas-makers metallurgists and mechanical engineers.

**82.** To carry on the of development of computer software and to offer services in data processing in all fields of application and to buy, sell, hire, lease, export, import, for all varieties of computer software including but not restricted to platforms for

e-commerce, e-retailers, e-procurement, e-music developer, e-music sellers, providers of solutions and related software, developing networks, setting up security services and secured internet web based payment gateways, dot com related areas, and to build fibre optic networks, VSAT, broad band services, set-up networks, Data Warehousing and processing services, Call Centers, Wireless Application Protocol Solutions (W.A.P.), internet security and to develop, source, buy, sell, hire, lease, export, import, provide entertainment games, and related services.

**83.** To develop, buy, sell, hire, lease, acquire rights for music, software, and various Business-to-Business (B2B), Business to Customer (B2C), Customer to Customer (C2C), services and solutions on various platforms and to enter into e-sharing business by hosting high value application software and hardware packages, to provide transaction processing facilities, to develop horizontal and vertical hubs, to enable information technology enabled services, to develop, buy, sell, hire, lease, acquire rights of software for exports, and to develop, acquire, provide, maintain Virtual Private Network (V.P.N.) Data Centers and Managed Network services (M.N.S.) and to provide basic services in Telecom, television software, wireless, mobile Services, multi media, animation laboratories support provider, financial and health services, establish an information cyber system.

**84.** To carry on business selling through direct marketing, e-commerce, internet, interactive media catalogs, television, cable, paper based mail order catalogs, physical department stores, direct to consumer business and through all their channels of business either directly or indirectly for the purpose of buying, selling or serving for all categories of products and services, including travel and hospitality service, financial and health services and dealing in all types of goods and materials in India and any other part of the world, to carry on web technology consulting services, software development, designing and developing web technologies and other software solutions, developing and launching hosting web portals and related projects, and to acquire, lease, sell, rights of internet domains and to act as consultants and to lease out, import, export, buy, sell, distribute, repair, convert, hire alter or otherwise deal in all kinds and types of electronic data, products such as micro processor based digital computer machines, mini computers general purpose and process control computer and data processing machines, tapes, cards, calculators, software and other micro processors based products, devices and articles and their accessories and to design, plan, lay down and implement computers and data processing system and to own and/or operate data processing center, computer services centers and deal in all varieties of computer and Micro processor based products through such centers and to provide hardware and software support services and to organize training for customers and to provide education in computer usage and application, conduct feasibility studies for computerisation and to assist in purchase and installation of computers and to provide support services, to act as agents for hardware and software manufacturers and to organise marketing networks for selling the products, and to act as consultants and developers in the field information technology and to market information technology products such as audio, video aids and kits, communications linkages and programme using all available media, franchise educational institute for imparting education in computers and other information technology areas and running education programme, using information technology aids and kits.

***AND IT IS HEREBY DECLARED THAT :***

**(i)** The objects incidental or ancillary to the attainment of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of other objects of the Company herein mentioned.

**(ii)** The word 'Company' (save when used with reference to this Company) in this Memorandum shall be deemed to include any Partnership or other body or association or person whether incorporated or not and wherever domiciled.

**(iii)** The objects set forth in each of the several clauses of paragraph III hereof shall extend to any part of the world.

(iv) Subject to the provisions of the Companies Act, 1956, the objects set forth in any clause of such paragraph (c) above shall be in no way limited or restricted by reference to or reference from the terms of any of the clause of sub-paragraph (A) or by the name of the Company. None of the clauses in sub-paragraph (C) or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxilliary merely to the objects mentioned in any of the clauses of sub-paragraph (A).

(v) Nothing in this paragraph shall authorise the Company to do any business which may fall within the purview of the Banking Regulation Act, 1949, or the Insurance Act, 1938.

#### IV. THE LIABILITY OF THE MEMBERS IS LIMITED.

V\*. The Authorised Share Capital of the Company is Rs. 23,00,00,000/- (Rupees Twenty Three Crores only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 2/- (Rupees Two only) each and 30,00,000 (Thirty Lakhs) 25% Non-Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each with the rights, privileges and conditions, attaching thereto with power to vary, modify or abrogate such rights, privileges and conditions as may be provided by the Articles of Association of the Company 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 for the time being be provided by the Articles of Association of the Company.

We, the several persons whose names and address 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 :

Name, Address and Description or Occupation of Subscriber	No. of Equity Shares taken by each subscriber	Signature of Subscriber	Signature of Witness, with Address, Description and Occupation
<b>ATUL BAROT</b> S/o. Ambalal Barot 'Atlanta' B-22, Vaikuntlal Mehta Road, Vile Parle (West), Mumbai – 400 049.  <b>OCC. : BUSINESS</b>	10 (Ten) Equity	SD/-	<b>Sd/-</b> <b>UMESH M. PARIKH</b> S/o. Madan Mohan S. Parikh M. S. Parikh & Co. A-25, 2nd Floor, Tamarind House, 36, Tamarind Street, Mumbai – 400 023. <b>OCC. : CHARTERED ACCOUNTANT</b>
<b>BHAVANA R. BAROT</b> W/o. Rajendra Barot 'Atlanta' B-22, Vaikuntlal Mehta Road, Vile Parle (West), Mumbai – 400 049.  <b>OCC. : BUSINESS</b>	10 (Ten) Equity	SD/-	
<b>TOTAL</b>	<b>20</b> <b>(TWENTY)</b> <b>EQUITY</b>		

**Mumbai, Dated this, 23rd day of December, 1983**

