

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
OMAXE LIMITED**



भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

कम्पनी अधिनियम, 1956 की धारा 18(3)

राज्य परिवर्तित करने के संबंध में, प्रादेशिक निदेशक के आदेश के पंजीकरण से संबंधित प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L74899HR1989PLC051918

मैसर्स OMAXE LIMITED

ने अपने विशेष विनिश्चय द्वारा, इसके पंजीकृत कार्यालय को दिल्ली राज्य से हरियाणा राज्य में स्थानान्तरित करने के निमित्त अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है और इस परिवर्तन की पुष्टि

Regional Director, Northern Region, Ministry of Corporate Affairs, NOIDA (U.P.)

के दिनांक 10/02/2014 के आदेश द्वारा किए जाने पर,

मैं, यह सत्यापित करता हूँ कि उक्त आदेश की सत्यापित प्रतिलिपि को आज पंजीकृत कर लिया गया है।

दिल्ली में, यह प्रमाण-पत्र, आज दिनांक उन्नीस फरवरी दो हजार चौदह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, National Capital Territory of Delhi and Haryana

SECTION 18(3) OF THE COMPANIES ACT, 1956
Certificate of Registration of Regional Director order for Change of State

Corporate Identity Number : L74899HR1989PLC051918

M/s OMAXE LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Delhi to the Haryana and such alteration having been confirmed by an order of Regional Director, Northern Region, Ministry of Corporate Affairs, NOIDA (U.P.) bearing the date 10/02/2014.

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

Given at Delhi this Nineteenth day of February Two Thousand Fourteen.



Registrar of Companies, National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

*Note: The corresponding form has been approved by Tisainla -, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

OMAXE LIMITED

SHOP NO-19-B, FIRST FLOOR, OMAXE CELEBRATION MALL, SOHNA ROAD,

GURGAON - 122001,

Haryana, INDIA



GOVERNMENT OF INDIA

MINISTRY OF COMPANY AFFAIRS

National Capital Territory of Delhi and Haryana

B-block Prayavaran Bhawan, CGO Complex, Lodhi Road, New Delhi-110003, INDIA

Corporate Identify Number : L74899DL1989PLC035389


Fresh Certificate of Incorporation Consequent upon Change of Name

IN THE MATTER OF M/s OMAXE CONSTRUCTION LIMITED

I hereby certify that OMAXE CONSTRUCTION LIMITED which was originally incorporated on EIGHTH day of MARCH NINETEEN EIGHTY NINE under the Companies Act, 1956 (No. 1 of 1956) as OMAXE BUILDERS PVT LTD having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read the Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A01056639 dated 06/06/2006 the name of the said company is this day changed to OMAXE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Delhi this SIXTH day of JUNE TWO THOUSAND SIX.




(R.K. Singh)
Registrar of Companies
National Capital Territory of Delhi and
Haryana

Company No. 55 - 35389

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME ON
CONVERSION TO PUBLIC LIMITED COMPANY**

***In the Office of the Registrar of Companies, N.C.T. of Delhi & Haryana
[under the Companies Act, 1956 (1 of 1956)]***

IN THE MATTER OF M/s..... OMAXE CONSTRUCTION PVT. LTD.

I hereby certify that OMAXE CONSTRUCTION PVT. LTD. Which was originally incorporated on Eighth March Nineteen Hundred and Eighty Nine under the Companies Act, 1913 (Act VII of 1913)/Companies Act, 1956 (Act 1 of 1956) under the name OMAXE BUILDERS PVT. LTD. having duly passed the necessary Special Resolution on 01/06/1999 in terms of section 31/21 read with section 44 of the Companies Act, 1956, the name of said company is this day changed to

OMAXE CONSTRUCTION LTD.

and this Certificate is issue pursuant to Section 23 (1) of said Act.

Given under my hand at NEW DELHI this Tenth August Nineteen Hundred Ninety Nine.



Sd/-

(D.K.GUPTA)

Dy. REGISTRAR OF COMPANIES,
N.C.T. of DELHI AND HARYANA (JLNS)



Company No. 55-35389

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME

In the Office of the Registrar of Companies, N.C.T. of Delhi & Haryana
[under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF..... OMAXE BUILDERS PRIVATE LTD.

I hereby certify that OMAXE BUILDERS PRIVATE LTD.

.....which was originally incorporated on ..EIGHTHday of MARCH One Thousand Nine Hundred EIGHTY NINE..... under the Companies Act, 1956 (Act 1 of 1956) under the name OMAXE BUILDERS PRIVATE LIMITED.....having duly passed the necessary resolution in terms of section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under section 21 read with Government of India, Department of Company Affairs Notification No. G.S.R. 507(E) dated 24-6-1985 by Registrar of Companies, N.C.T. of Delhi & Haryana, New Delhi vide letter No. 55-35389/2309 dated 4-3-1997 the name of the said Company is this day changed to OMAXE CONSTRUCTION PRIVATE LIMITED.....and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at NEW DELHI this4thday of.....
MARCH.....One Thousand Nine Hundred and Ninety SEVEN.



Sd/-
(N.N.JHA)
ADDL. REGISTRAR OF COMPANIES,
N.C.T. of DELHI AND HARYANA



सत्यमेव जयते

प्रारूप ० एक ०
FORM 1.

निगमन का प्रमाण-पत्र
Certificate of Incorporation

सं.....55-35389.....शक.....1910
No.....55-35389...of...1988-89.

मैं एतद् द्वारा प्रमाणित करता हूँ कि आजओमेक्स बिल्डर्स प्राइवेट
लिमिटेड
कम्पनी अधिनियम, 1956(1956 का 1)के अधीन निगमित की गई है और यह कम्पनी
परिसीमित है।

I hereby certify that OMAXE BUILDERS PRIVATE LIMITED
is this day incorporated under the Companies Act. 1956 [No. 1 of 1956] and that
the Company is limited.

मेरे हस्ताक्षर से आज ता०17 फाल्गुन 1910को दिया गया।

Given under my hand atNEW DELHI.....this.....EIGHTH day
of MARCH One thousand nine hundred and EIGHTY NINE



Sd/-
(बी० भवानी शंकर)
कम्पनी रजिस्ट्रार
दिल्ली एवं हरियाणा
(B.BHAVANI SANKAR)
Registrar of Companies
DELHI & HARYANA

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION*
OF
OMAXE LIMITED

- I.** The name of company is: - **OMAXE LIMITED.**
- II.** The registered office of the Company will be situated in the **State of Haryana.**
- III.** The Objects for which the company is established are:

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To carry on the business of erecting and constructing structure, houses, sheds, flats and other fixtures on land and/or buildings and to purchase taken on lease or otherwise acquire or exchange or transfer any land and buildings of any tenure.
2. To act as civil contractors for any person or governmental authorities for the construction of building of all description roads, bridges, earth work, sewers, tanks, cranes, culverts, channels and Sewage.
3. To carry on the business of taking over, building, developing, maintaining, operating, promoting, modifying, repairing, making, remaking, demolishing for reconstruction or otherwise designing, redesigning, selling, license or easement, renting, assigning, mortgaging, creating any other right, title or interest or disposing or dealing in any manner in all or any of the following, whether alone or in collaboration or assistance or joint venture or partnership or in any other manner or arrangement with one or more person(s) including helping, assisting and/or aiding such person.
 - (a) Any land, building, house, kothi, bungalow, row houses, flats, sheds, factories, godowns, storage facilities and/or any other immovable property or real estate and/or all structures of all kinds whether industrial, commercial, residential or of any other nature or description whatsoever including all kinds of fixtures and attachments.
 - (b) Roads, bridges, docks, harbours, wharves, culverts, channels, highways including all kinds of highway projects, toll roads and toll bridges and housing and/or other projects, activities and facilities whether related to and/or forming part of such projects or otherwise.
 - (c) Dams, reservoir, filter beds, bandhs, wells, water supply projects and systems, irrigation and other water supply storage and/or distribution projects systems and facilities including wells, tube wells and canals, river belts, river water, holders, retainers and diverters.
 - (d) Water treatment plants and systems, common or other effluent treatment facilities, systems and projects water management systems and projects sanitation, sewerage and drainage systems and projects.
 - (e) Airport, dry ports or any other ports, land or waterways, inland ports and all such infrastructure projects, facilities and systems.
 - (f) Rail systems including metro rail projects, facilities and systems and all activities connected with the railways and rail systems including Trams, tramways, Ropeways and other such facilities.
 - (g) Industrial parks, amusement parks, recreation clubs, telecom facilities, telecommunication

installations, power supply systems, facilities and projects, telecom network, computer network, green belt projects and air-conditioning projects.

- (h) Boundary wall, fencing, demarcation, and other projects of like nature.
 - (i) All types of private and/or public utilities, facilities and systems including all type of infrastructure facilities.
4. To act and carry on the businesses as brokers, estate agents, subcontractors, construction and building agents, purchasers, sellers and dealers in all kind of movable and immovable properties including land and building and real estate.
 5. To acquire, exchange, sell, transfer and otherwise deal in all kinds of land, building, plots, real estate and all kinds of immovable properties of all texture and descriptions.
 6. To carry on the business of architects, designer, draughtsmen, surveyor, valuers, consultants, advisers, experts in consultancy services, engineers and constructional engineers and constructional engineers of every type of builders and contractors.
 7. To carry on the activity of establishing, developing, maintaining and operating single or multi product operating Special Economic Zones (SEZ) for all industrial sector including but not limited to information technology, bio technology, food processing, gems and jewellery, marble and granite cutting, polishing, auto manufacturing, auto component ancillary units, garments, textiles, handicrafts, electrical and electrical equipments, paper, paper based products, chemicals , pharma products, lights/heavy machineries ,plastic, plastic module products, leather sheds, leather garments, sports shoes, sports accessories, steel, power, non-conventional energy, including but not limited to all kinds of solar energy cells, modules, systems (including concentrator type solar cells, modules and systems) and equipments or as a Free Trade and Warehousing Zone, or for setting up units to carry out authorized operations or to develop integrated infrastructure for the foregoing including industrial, commercial and social infrastructure and activities of a character similar or analogous to the foregoing or any of them or connected therewith and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein, as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
 8. To carry on the business of constructing, developing, maintaining and operating of infrastructure facilities like road, highway project, bridge, express ways, Infra-urban roads and/or peri-urban roads like ring roads and/or urban by-passes, fly overs, bus and truck terminals, subways, airports, port, inland waterways and inland ports, water supply project, irrigation project, sanitation and sewerage system, water treatment systems, solid Waste management system, power plants or any other facility of similar nature and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein, as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
 9. To carry on the business of manufacturers, makers, processors, buyers, sellers, distributors, importers, exporters, dealers in all kinds of bricks, sands, marbles, tiles, ceramics reformatories, china wares, sanitary, pipes, tubes, cement, adhesive sheets, roofing, glass, furniture, fittings, water supply or storage equipments, floor polish, door closers, concrete mixtures, paints, varnishes, lacquers, preservatives against rust and against decoration wood, coloring matters, dyestuffs, mordents, resins, metals in foil and powder form for painters and decorators, hardware and forest products and any other building and decorative materials made of cement, stone, timber, teak, board, fiber, paper, glass, plastic or any other natural or synthetic substance

and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.

10. To carry on the business of manufacturers of and dealers in asbestos and other sheeting, and materials, articles or goods of every description made or composed wholly or partly of asbestos, cement, concrete, concrete products, lime, clay, graven, sand, minerals, earth coke, fuel, china, terracotta and ceramic ware of all kinds, timber, hardware and builders requisite and conveyance or all kinds, pre stressed cement, concrete poles, building pipes irrigation pipes, reinforced cement concrete spun pipes and other allied products and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, Societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
11. To carry on the business as manufacturers and dealers in Grey Cement, White Portland Cement, Ordinary Portland Cement and Cement of all kinds and varieties, Concrete Lime, Clay, Gypsum and Lime Stone, Sagole, Soap Stone, repifix Cement and allied products and bye-products and to establish construct, acquire, run, operate on any factory for manufacturing cement and allied products and to promote, setup, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
12. To carry on business of hotels, restaurant, resorts, cafe, tavern, bear house, refreshment room and boarding house keepers, licensed victuallers, wine bear and spirit merchants, importers and manufacturers of aerated mineral and artificial waters and other drinks, caterers, importers and brokers of all types of food including animal feed, livestock and foreign products of all description, proprietors of clubs, baths, dressing rooms, libraries, grounds and places of amusement, recreation, sports and manage all kinds of entertainment centers including but not limited to multiplexes, cinemas, gaming centers, sports, recreation, exhibitions, ride shows, competition, tournaments, concerts, cinematograph, television performances, stage and Varsity shows, dancing, skating, circuses, amusement parks, restaurants and food courts, theaters, tennis courts, swimming baths, marines, ice cream parlors and acquiring of land or building on leasehold or freehold or any commercial or industrial or residential building for running and management thereof and to carry on the business of producing, distributing and/or otherwise dealing in all types of audio, visual entertainment including music, films and features including Indian and Foreign Features films, Art Films, Corporate Films, Documentaries, Short Films, Advertising Films, training Films, Promotional Films, Educational Films, Television Films whether on electronic media, celluloid or any other medium and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
13. To carry on wholesale, retail, distribution, franchise and other trade and business in India or elsewhere through wholesale, retail, franchise and/or other formats including but not limited to hyper markets, super markets, mega stores/discount stores, cash & carry, departmental stores, shoppers plaza, direct to home, phone order and mail order, catalogue, through internet and other forms and multi-level channels for all products and

services, dealing in all kinds of goods, materials and items including but not limited to food & provisions, household goods, consumer durables, jewellery, home improvement products, footwear, sport, fashion, body care and lifestyle products, luggage, books & stationery, health care and beauty products, toys and music, computers & accessories, telecom products, agro input products, furniture & furnishings, automobile & accessories, and acquiring of land or building on leasehold or freehold or any commercial or industrial or residential building for running and management of wholesale, retail, distribution, franchise and other trade and business in India or elsewhere and to acquire flats, offices and retail spaces for carrying on wholesale, retail, distribution, franchise and other trade and business in India or elsewhere and to sell them, lease or sublet them and to undertake and execute civil, mechanical, electrical and structural works contracts and sub contracts in all their respective branches to carry on wholesale, retail, distribution, franchise and other trade and business in India or elsewhere and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.

14. To carry on the business of running hospitals, nursing homes, clinics, dispensaries maternity homes, child welfare and family planning centers, diagnostic centers, pathological laboratories, X-rays clinics and also to carry on the business of running creches and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
15. To run, establish and maintain Schools, Colleges, Post Graduate Colleges, Institutions (autonomous or otherwise), Universities and Training Centers for imparting regular & by correspondence (wherever possible) elementary, professional, vocational, industrial, technical, physical, intellectual, spiritual and moral education through their own or through a network of franchises in India or elsewhere and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
16. To carry on the business of manufacture, repair, import, export or otherwise deal in furniture and fixtures made from wood, steel, brass, fiber glass, plastics or other alloys and to act as house furnishers, upholsters and dealers in and hirers, repairers, cleaners, stores and warehouses of furniture, carpets, linoleum, fabrics, utensils, china and glass fittings, curtains and household and office requisite of all kinds and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
17. To carry on the business of timber and timber yard and saw mill proprietors and to buy, sell, prepare for the market, import, export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used to carry on the business of lodging and lumbering, purchasing, acquiring and leasing acquiring and leasing timber berths and so far as may be deemed expedient the business of general merchants and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations,

societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special, purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.

18. To carry on the business of and to work as consultants and on, advertising, publicity, public relations, press relations and mass communication, all type of consumer market. Industrial sociological and advertising research, graphic designing including product packaging, exhibition, designing, photography, photo type setting computerized desktop, publish printing, litho work and manufacturing advertising objects, novelties, packaging and other advertising material and to carry on business of advertisement and publicity agents and contractors in various ways and manners including outdoor and indoor, newspapers, magazines, books, screens, slides, walls, buses, railways, other transport vehicles and public places, audio-video display and to prepare, advice, manufacture and construct advertising devices and to publish or advertise the same through any media what so ever and to promote, set up, acquire and establish, whether directly or indirectly. companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
19. To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative, consultants, collaborator or otherwise to deal in power of any nature including electric power in all its branches of such place or places as may be permitted by appropriate authorities by establishment of thermal power plants, hydro power plants, solar power plant, wind power plant, nuclear power plants and other power plants based on any source of energy, as may be developed or invented in future and to carry on the business of purchasing, manufacturing, trading and other business selling, importing, exporting, producing, trading, manufacturing plant, equipment and otherwise dealing in all aspects of-planning, investigation, research, design, engineering and construction and establishment, operation and maintenance of power transmission systems, distribution systems, generating stations, consultancy and execution of turnkey jobs for other utilities/organizations and purchase and sale of power, power system development, ancillary and other allied industries and for that purpose to install, operate and manage generating stations and all necessary transmission & distribution lines, substations, switchyards, load dispatch stations and communication facilities, establishments and allied works and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose or shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
20. To engage in the business of providing cellular mobile, fixed line telecommunication and multi-media services including direct broadcast satellite, high speed internet and interactive video and other value added services, subject to compliance of all terms and conditions as may be imposed by the concerned government authorities including Department of Telecommunications in this respect, from time-to-time, either through the License Agreement or other arrangement(s).
21. To engage in providing satellite based digital voice, facsimile, data transmission to handheld, mobile and user terminals and all other related/ancillary services, to provide full range of satellite-based telecommunication services, including wholesale leasing of satellite capacity, mobile and fixed telephone services, and direct to home satellite broadcast, subject to compliance of all terms and conditions as maybe imposed by the relevant government authorities including Department of Telecommunications in this respect from time-to-time, either through the License Agreement or other arrangements.

22. To Promote, set up and establish companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form or business for providing telecom networks and/ or to run and maintain telecom services like basic/fixed line services, cellular / mobile services, paging video text, voice mail and data systems, private switching network services, transmission network of all types, computer network i.e. local area network, wide area network, electronic mail, intelligent network, multimedia communication systems or the combinations thereof and improvements thereon and for execution of assignments, works or, projects in the telecom industry whether of a private or public character or any joint venture with any government or other authority in India or elsewhere and to subscribe, acquire or dispose of shares/ securities in such companies and funds and interest in such association or partnership subject to compliance of all terms and conditions as may be imposed by the concerned government authorities in this respect, from time to time, either through the License Agreement or other arrangements.
23. To develop, provide, undertake, design, import, export, distribute and deal in Systems and Application Software for microprocessor based information systems, offshore software development projects, software project consultancy, development of computer languages and allied computer services and to own and/or operate business and data processing services, call centers, bureau centers, call centers in India and abroad and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
24. To design, develop, manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, lease, install, repair, service, provide and otherwise to deal in all classes and types of telecommunication, computing and related hardware, apparatus, instruments, machinery, fixtures, devices and contrivances and parts thereof including but not limited to telecommunications electronic calculators, equipment services, electrical and electronic components of every description and mini computer and micro computer products, mainframe and super computers, computer networking products and services, computer software, firmware and programmers, electronic and mechanical computer and their peripherals of every kind, equipment and terminals and workstations (including intelligent terminals), speech and other signal processing equipments and services, test equipment and parts, assemblies and sub-assemblies related to all of the above used in connection therewith and to deal in all other machines, machinery, appliances, apparatus, devices, materials, substances, articles or things of a character similar or analogous to the foregoing or any of them or connected therewith and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form or business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
25. To establish, construct and run Aviation Academy, to promote the Art & Science of flying and aeronautics in all its aspects and all matters connected therewith. To give knowledge and insight into the Aviation field by providing specialized Aviation Training to Pilots Engineers, Technicians, Crew members of Ground Handling functions and to Train Cabin Crew for all Domestic and International Airlines in functions relating to various aspects of service and safety and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships, body corporate or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
26. To Provide/Export Manpower Globally and to carry on the business of providing personnel, whether highly skilled, skilled, semi-skilled or unskilled, anywhere in India and, subject to the permission of concerned government authorities including Reserve Bank of India, outside India to any institution, concern, society, body corporate, firm, association whether incorporated or not, department of government-Central as well

as state, Public or local authority, trust, industry or any other person or group of persons and render services relating to safeguarding the interest of the owner in the property comprising of land, building-factory, office or residential and other assets, residential houses and societies and providing guards for security of any person or group of persons, and to undertake all kinds of activities requiring services of Personnel in India and/or Globally and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.

27. To provide all kinds of consultancy including technical, industrial, engineering and management consultancy services for design, application, development, production, fabrication, erection, promotion, marketing and use of products of stainless steel, aluminum sheets, ceramic, wood, leather, glass, acrylic, plastic, wax, ferro-manganese, magnetite, clay, fire-clay, brick earth, bricks and other metal/alloys sheet in the sector of house hold and official goods architectural, building, construction automobiles, railway transport, air transport, road transport, water transport and other allied sectors and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
28. To carry on the business or, subject to necessary approvals, if any, surveyors, insurance, financial affairs, monetary affairs, merchant bankers, portfolio mangers, management advisors, consultant for capital issue, financial and investment consultants, issue manager, lead manager, underwriters, sub- underwriters, brokers, dealers and agents of shares, debenture or other securities, business of factoring such as full factoring, recourse factoring, maturity factoring, advance factoring, direct export factoring, direct import factoring, invoice discounting or any other form of factoring and/or to make investment or to deal otherwise, whether directly or indirectly, in the shares, debentures or other securities of companies, funds, associations, special purpose vehicles, ventures, societies, trusts, REITs, collaborations or partnerships and to carry on the business of financing, leasing, letting on hire, hire purchase or other like services to the industrial or retail enterprises or other persons by way of lending and advancing money, with or without security and upon such terms and conditions as the Company may think fit and to guarantee or become sureties for the performance of any agreement or contract entered into by any person, body corporate, enterprises with any financial institution, banks or other parties for obtaining finance whether for its long term capital, working capital or for any deferred payment finance or for any other purpose and to carry on and undertake the business of hire-purchase, finance of all kinds of plant and machinery, equipments, data processing, equipments, computers, household articles, land, buildings, flats, agricultural land, agricultural produce, vehicles, motor cars, motor buses, consumer durables, electric and electronic equipments, movable and immovable properties and all kinds of commodities and articles and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
29. To carry on the business of providing transportation and logistic services, material handling and management, transportation including taxi, motor car, motor lorry, carriage including air and water carriage warehousing, distribution and marketing of goods and to provide storage and protection of goods against rain, fire and other natural or man made calamities and to undertake, aid, promote and coordinate logistics training programs, seminars and exhibitions, to bridge up the complexities of Indian logistics with International Standards and to render complete liaison, coordination and allied logistics services including placements services to cater to specific man power needs of Logistics personnel at all levels as per needs of Indian Industry or foreign companies and to carry on the business of handling cargoes and luggage and of consultants in particular with every type of carrier, airlines, steamship, railways including any other type

of transportation Means and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.

30. To carry on the business of any commodities, substances, articles, merchandise, machines, goods and things whether solid or liquid or gaseous as agents, commission agents, forwarding agents, clearing agents, distributors, warehouseman, licensees, merchants, traders, sales organizers, representatives of commodities goods, articles, materials and things and for that purpose to buy, sell, exchange, market pledge, distribute, install, service, maintain or otherwise deal in all commodities, goods, articles and things and to carry on the agency business and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
31. To carry on the business of travel planners, ticketing agents for all modes of transportation including air, rail, road and sea providing complete range of services for the business and individual traveler, as well as arrangements for tour groups, incentive programs, pilgrimage tours, trekking & mountaineering charters, photo safaris, camel safaris, wildlife tours, soft adventure tours, honeymoon tours and other range of special interest tours in India and abroad and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all -laws, rules and regulations, directions as may be applicable in this regard from time to time.
32. To purchase or otherwise, acquire, manufacture, maintain, sell, give on lease or otherwise deal in all kinds of plant, machinery and equipments including motor vehicles, marine engines, marine boats, aircrafts, helicopters,- launches, ships, yachts, vessels, hotel equipments, office equipments, computers, photocopying machines, cold storage, ice places, ice-cubing plants, all types of air conditioning plants, refrigerators, cooling appliances, apparatus and machinery, construction machinery, ice-cream manufacturing machinery, furniture and fixtures, televisions, electronic equipments, lifts, household equipments and appliances, and all components, parts, accessories, articles and fittings or any other such equipments or assets that the Company may think fit and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
33. To setup new business and to acquire, take over, whether directly or indirectly, as a going concern the businesses at such place or places as carried on as a partnership firm, proprietorship firm, company, funds, associations, special purpose vehicles, ventures, societies, trusts, collaborations or any other type of business with all or any of the assets and liabilities together with goodwill, patents, trademarks, rights and privileges, outstanding contracts and all appurtenant rights, benefits and advantages of the said business including import and other quota, rights, licenses, permits, telephones and all other properties movable and immovable whatsoever and where-so-ever of the said business and all trades connected therewith on such terms and conditions as may be agreed upon and with a view thereto adopt become parties to and to enter into such agreements or other deeds, instruments and writings as may be deemed proper or advisable and to agree to make such modification therein as may be fit and to carry the same into effect with or without modifications.

34. To carry on in India and/or elsewhere, mining of any mines or ore and the trades and businesses of ironmaster, steel makers, steel converters, manufacturers of ferromanganese, colliery proprietors, coke, extractors, miners, smelters, engineers, tin plate makers and iron founders, in all their respective branches and to prospect, explore, search for, get, work, raise, extract, exploit, make merchantable, sell and deal in iron, copper, copper alloys, copper products, copper scrap, copper foil, copper powders, copper sheets, copper wires coal, ironstone, limestone, manganese, ferro-manganese, magnetite, clay, fire-clay, brick earth, bricks and all other metals, minerals, substances, other allied substances, allied products, by products and to manufacture and sell briquettes and other fuel, and generally to undertake and carry on any business, transaction or operation commonly undertaken or carried on by explorers, prospectors, extractors or concessionaires and to search forwin, work, get, calcine, reduce, amalgamate, dress, refine and prepare for the market any quartz and ore and mineral substances and to buy, sell, manufacture and deals in minerals and mineral products and other allied products, plants and machinery and other things capable of being used in connection with mining or metallurgical operations or required by the workmen and others employed by the Company and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
35. To carry on the business of manufacturers, makers, processors, buyers, sellers, distributors, importers, exporters, dealers in all kinds of alloys, ferrous and non ferrous, metallic and non-metallic Including ferro manganese, ferro chromium, ferro prosperous, ferro silicon, ferro titanium, ferro tungsten, dioxide chemicals containing manganese, pig iron, steel, coke, steel, scrap, lead, copper, nickel, bronze, aluminum, zinc, tin and other metals, their articles like doors, windows, levers, buckets, tank, containers and all other metal articles, wires wire fencing, wire netting, wire nails, wire clips, wire staples and products/ byproducts thereof and to carry on the business of founders, casters, mechanical engineers and manufacturer of agriculture and industrial implements and other light and heavy machinery, tool makers, brass founder, metal workers, boiler makers, iron and steel converters, smiths, wood let on hire and deal in machinery, implements, rolling stock and hardware and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
36. To carry on the business of refiners, stores, suppliers and distributors of petroleum and petroleum products including the business of extracting, treating, pumping, drawing, transporting, distilling, purifying and dealing in petroleum, lubricating and mineral oil and to purchase or otherwise acquire, manufacture, extract, refine, purify, treat, reduce, modify, distil, blend, smelt, compress, store, hold, transport, use, experiments with, market, supply, distribute, exchange, sell or otherwise dispose of, import, export, trade, act as agents/ dealers/retailers of all kinds of crude oil, LPG, LNG, compressed hydrocarbon, petroleum and petroleum products, mineral oils, and other substances, lubricating oils, all kinds of other industrial oils, carbon, activated carbon, industrial carbon, black feedstock, asphalt, sulphur, clays bitumen, bituminous, nitrates, and in general subsoil, products and subsurface deposits of every nature and description and the products or the bye-products which may be derived, produced, prepared, developed, compounded, made or manufactured there from and substances obtained by mixing any of the foregoing with other substances and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
37. To carry on the business of manufacturers, makers, processors, buyers, sellers, distributors, importers,

- exporters, dealers in all kinds of salts like chlorides, hydroxides, peroxides, carbonates, hydrosulphites, sulphates, nitrates, sulphites etc. of sodium, potassium, calcium, strontium, barium, nickel, zinc, titanium, zirconium, lead, gold, silver, molybdenum etc. used in industries, defense, space, public utilities etc. and their compounds, raw materials, byproducts, derivatives, intermediates, adhesive and other allied materials and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
38. To carry on the business of manufacturers, suppliers, processors, producers, growers, makers, importers, exporters, distributors, agents, sellers of all kinds of Ammonium Sulphate, Nitrate (Double Salt), Ammonium Chloride, Super Phosphate, urea and other types of ammonium nitrate, calcium ammonium nitrate (nitrolime stone), organic or inorganic or mixed fertilizers of synthetic or natural origin containing nitrogen, phosphorus or other compounds, soda ash, insecticides, preservatives, pesticides and DDT and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
 39. To carry on the business of manufacturer, producer, refiner, processor, formulator, acquirer, convenor, buyer, seller, distributor, importer and exporter in organic and inorganic chemicals, including but not limited to, alkalis, acids, gases, petro chemicals, salt, electro chemicals, chemical elements and compound pesticides, insecticides, weedicides, fungicides, germicides, explosives, light and heavy chemicals of any nature used or capable of being used in pharmaceuticals, textile industry, defense chemicals, fertilizers, petro chemicals and industrial chemicals, and solvents of any mixtures, derivatives and compounds thereof and to carry on the business of manufacturer, producer, acquirer, buyer, seller, distributor, importer and exporter in chemical, scientific and surgical apparatus and materials and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
 40. To carry on the business of manufacturing, trading, warehousing, takeover, clearing and forwarding agent, purchasing and selling agent, export, import, brand establishment or otherwise dealing in basic drugs, pharmaceuticals, medicines, chemicals preparation, drug formulation including ayurvedic and homeopathic formulations, proteins, nutrients, medicated oils, capsules, artificial limbs, bandage materials, hospital acts, patients aids, medical professional aids, pharmacist's aids and handicapper's aids both in internal, external and import markets and all kinds of chemical, pharmaceutical and allied products and surgical, medical equipments and accessories and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
 41. To carry on the business of manufacturers, makers, processors, buyers, sellers, distributors, importers, exporters, dealers in all kinds of detergent cakes, detergent bars, detergent powders, liquid detergents, toilet soaps, paper soaps, medicated soaps, toilet requisites, their raw materials, by products, ingredients, additives, substance, compounds, intermediaries and other allied materials, such as all kinds of oils and oleaginous and saponaceous, substances, alpha olefin sulphonates and other downstream and allied

products and to do all such incidental and ancillary acts and things of similar nature and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.

42. To grow , cultivate, plant, produce, breed , manufacture, extraction, trading , purchasing and selling agent, export, import, or otherwise deal in all kinds of crops , all kinds fertilizers and chemicals agricultural products like pesticides, insecticides, livestock, dairy products, fisheries, hatcheries, animal husbandry, poultry farms, vegetable and food products, gur, spices, sugar, grains, oil, oil cakes, fruits, juices, food, animal feed, sheep feed, poultry feeds, pig feeds, supplementary feeds, hotels and poultry products like chickens, incubators, ducks, turkeys, guirrea fowls and other birds and to manufacture, produce, assemble, design, develop, use, buy, sell, operate, run, let on hire, import or export, deal in all kinds of earth moving and agricultural machines, petrol, diesel and gas engines, tractors, traulies, cranes, mining equipments, pump sets, machine parts, accessories, ancillaries, stores & spares, industrial and other machines and all type of tools, plants, equipments, instruments, appliances and hard ware of all kinds and description made of metals, alloys, glasses, synthetic and other fibers, chemicals or any other material, packing and repacking of any chemicals, fertilizers, pesticides and/or aforesaid goods and other agriculture equipments and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
43. To carry on the business as dealers in and purchasers of dairy farms, gardens and produce of all kinds of dairy farm and in particular milk, cream, butter, ghee, cheese, vegetable ghee, artificial ghee, bread, sausages, manures, egg, pork pies, prawns, brawn patted meat, table, delicacies etc. and to purchase, acquire, keep, maintain, breed, sell or otherwise dispose of all kinds of Cattle, buffaloes, pigs, poultry and live and dead stock of all description, marine products, sea water foods, river foods, inland water foods including fish, fish prawns, snakes, mussels, oysters, salmon, tuna, hilsa, frogs, crabs, shrimps, feeds, manures, meat furs and all other allied products and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
44. To carry on the business of manufacturing, trading, importing, exporting, wholesaling, retailing, distributing, supplying, preparing, preserving, canning, refining, grading, sorting, bottling, manipulating, packing, repacking, marketing and to act as a commission agent, broker, C&F agents, consigner or otherwise to deal in coffee, tea, chicory, cocoa, and the like products in all or any of their forms including spray dried, freeze dried, chicory blend and other preparations thereof for instant consumption and otherwise in whatsoever manner and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
45. To carry on the business of manufacturer, producer, refiner, processor, acquirer, converter, buyer, seller, distributor, importer and exporter in all types of confectionary items and processed foods, its products, by-products, ingredients, compounds and allied material such as flour, cakes, pastry, cornflakes, bread, biscuits, chocolates, sweets, fruit products, glucose, chewing gum, ice creams, fruit juices, mineral water, aerated water, foods, butter, ghee, and other dairy products, jam, jellies, pickles, sausages, milk, milk

powder and to do all incidental acts and things for the attainment of above objects and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.

46. To carry on the business of manufacturers, suppliers, importers, exporters, distributors, agents, sellers of all kinds of bidies, cigars, cigarettes, tobacco leaves, tendu leaves and pure form of tobacco for chewing and to plant, grow, produce, improve, finance and promote the cultivation of tobacco and tendu leaves used for manufacture of any of the aforesaid product and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
47. To carry on the business of distillers, rectifiers, methylators, brewers, malsteres manufacturers, researchers, consultants, franchise holders, packers , and make, import, export and deal in country and foreign wines, sprits and liquors potable, commercial, industrial powered and absolute alcohols, rectified or methylated sweat spirits, beers, aerated waters, mineral waters and all kind of beverages , whether alcoholic or non-alcoholic and dry ice and to carry on all or any of the business of distillers, importer, exporters, wine and sprit manufacturers or all kind of beverages , bottling of Indian manufactured foreign liquors bottle makers or any all kinds beverages , bottle stopper makers, manufacturer of and dealers in aerated and mineral waters and other dinks, beverages and license virtuallers and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
48. To carry on the business to manufacture, make, process, buy, sell, distribute, import, export, crush, extract, reclaim, convert, or otherwise deal in all kinds of verities, colors, dimensions, descriptions, applications and uses of sugar including cane sugar, beet sugar, maple sugar, khandsari sugar etc. in the form of powder, granules, cubes and lumps and its products, byproducts, derivatives, formulations, substances and materials including glucose, sucrose, fructose, lactose, molasses, confectionaries, chocolates, sugar candy and to do all other incidental acts and things necessary to for the attainment of the above objects and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
49. To carry on the business and/or trade of cotton, non-cotton spinning combing, cleaning, preparing, packing, weaving, manufacturing, bleaching dying, coloring, printing, finishing, processing of all types of fabrics, yarns, threads, textiles as may be prepared from nylon, polyester, acrylic, fiber, rayon, silk, artificial silk, linen, cotton, wool, jute or other synthetic, artificial or natural yarns, and fibers and converters of synthetic, artificial and natural fiber including fiber glass into materials like cloth, carpets, rugs, mats, linoleums and other material for vocering floors, wall hangings, lace and embroidery, tapes, ropes, yarns, cords, twins and such other allied articles as may be conveniently produced, manufactured or processed and generally to carry on the business of spinning, weaving, processing in cotton and manmade fiber and textiles and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds,

associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.

50. To carry on any trade or business whatsoever which can, in the opinion of the Company be advantageously and conveniently carried on by the Company by way of extension of, or in connection with any new business, or is calculated directly or indirectly to develop any branch or the Company's business or to increase the value of any of the Company's assets, property or grants and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
51. To carry on the business of manufacturers, makers, process garment, leather shoes, shoe uppers, leather bags and baggage, leather gift articles, leather furnishing, leather wallets, leather belts, leather gloves and all types of canvass and plastic shoes and substances capable of being made out of leather and other leather made goods of every description and to carry on the business as manufacturers, dealers, retailers, exporters and importers of machinery required for processing, refining, manipulating leather, leather goods or other related goods for the purpose of buy, Sell, resale, import, export and obtain indents to act as distributors, stockiest, representatives and to do all other businesses related to the aforesaid purposes and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
52. To carry on the business of manufacturers of and to deal in articles made from and all types of raw materials required from and all types of raw materials required in all varieties of rubber i.e. natural, synthetic reclaimed or in compounds made from rubber and the by products of rubber or the same in combination with metallic or non-metallic substances, leather, hides, skin chemicals, nylon, rayon, linoleum tarpaulins, canvas, rayon tyre cord and other like materials and to carry on the business of manufacturers, suppliers, processors, producers, growers, makers, importers, exporters, distributors, agents, sellers of all kinds of tyres, semi tyres, inner tubes, flaps for heavy and light passenger transport vehicles such as cars, trucks, buses, jeeps, vans, motorcycle, scooter, cycles, rickshaws and bicycles and other transport, industrial, domestic, agricultural vehicles and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, Funds associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
53. To establish, run, promote, conduct, install and maintain, cleaning shop, places, agencies and to carry on in India or abroad the business of dry cleaners, dyers, launderers and washer man in all its branches for all kinds of costumes, garments, fabrics, wearing apparels and cloths whether made of woolen, cotton, synthetic or any combination thereof and to purchase, sell, export, import or otherwise to deal in incidental goods connected with the foregoing activities and to do all incidental and ancillary acts and things of similar nature and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
54. To carry on the business of manufacturers, makers, processors, buyers, sellers, distributors, importers, exporters, dealers in all kinds of precious metals like diamonds, ruby, pearls, gem stones, blue sapphires,

- cats eye stone, coral, topas, zircan, rock crystal, blood stone, gold stone, tiger eye, sunstone, touch stone, gold, silver, platinum or other metal and alloys thereof and to act as a goldsmith, silversmith, jewelers, polishers, purifiers and to do all incidental/ancillary acts and things of similar nature and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
55. To carry on the business of manufacturers, makers, processors, buyers, sellers, distributors, dealers in all kinds papers, paper board, paper products, cards, paper bags, registers, exercise books, forms, note book, computer stationary, visiting cards, wedding cards, files, diary, carbon papers, folders, printing material and to carry on the business of printers, stationers, machine rulers, envelop manufacturers, engravers, embossers, photoethographers, screen printers, binders, photo composers, laminators, box makers and to carry on the business of all kinds of pulp papers, wood and bamboo pulp, Rangoon pulp, sulphate pulp, semi chemical pulp, synthetic pulp and other allied pulps used for manufacturing of all kinds of papers and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
 56. To carry on the business activities relating to the invention, creation and development of technology and techniques for treatment of all types of waste, solid or otherwise, garbage and damaged or refusal products including plastics, papers, wood, steel, iron, copper, metal, for their recycle and further use and to deal in all types of water, waste water, sewage water, drainage water, chemical mix water, effluent for further use of development, up gradation, drinking or other water resources, energy generation, distributions, selling, buying and recycling to use in cultivation, growing, producing, processing, urban reinforcement, manufacturing in all types of agricultural, horticulture, breed, sericulture, botanical, musharoom farming including cash and commercial crops, medial plants and byproducts, dairy products, animal product of high genetic value, bio fertilizer and cattle feed and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
 57. To carry on in India or elsewhere the business of manufacturers, makers, buyers, sellers, distributors, designer, developers, modular, renovator, importer, exporter, supplier, vendor, or otherwise deal in all shapes, sizes, varieties, capacities, descriptions, specifications and facilities of revolvers, pistols, artillery weapons, guns, machine guns, rifles, bullets, ammunitions and other similar weapons used for defense, internal security, border security etc. and to carry on the business of manufacture of explosives, gun powders of every descriptions, whether sporting or military, nitroglycerine, dynamite, gun cotton, blasting powder or ether substances and things required for or incidental to the manufacture, preparation, adaptation, use or working of explosives or the packing, storing, firing, carrying or disposal thereof and to promote, set up, acquire and establish, whether directly or indirectly, companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business for undertaking the above and to subscribe, acquire or dispose of shares, debentures, other securities or interest therein as may be applicable, in such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business, subject to compliance of all laws, rules and regulations, directions as may be applicable in this regard from time to time.
 58. To Promote, set up, acquire and establish, whether directly or indirectly, companies, funds, associations, special purpose vehicles, ventures, societies, trusts, collaborations or partnerships for providing the here before mentioned objects and to subscribe, acquire or dispose of shares, debentures or other securities in

such companies, special purpose vehicles, ventures, collaborations, funds, associations, societies, trusts, partnerships or any other form of business and interest therein as may be applicable subject to compliance of all laws, rules and regulations as may be applicable in this regard from time to time.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:-

1. To enter into financial and/or technical collaboration with any person or Company carrying on or engaged in any business or transaction, either in India or abroad, which this company is authorised to carry on.
2. To take on lease any factory or establishment carrying on the business which, this Company is authorised to carry on.
3. To acquire and take over either the whole or any part of the business, goodwill trademarks, patents and property, assets and liabilities of any person or persons, firms or corporation, carrying on any business which the company is authorized to carry on.
4. To lend money and negotiate loans for the purpose of the company provided that Company shall not carry on business of banking within the meaning of Banking Regulations Act, 1949.
5. To draw, accept, endorse, discount, buy, sell and deal in Exchange, Promissory Notes, Bonds, Debentures, Hundies, Coupons and other negotiable instruments and securities.
6. To enter into partnership or into arrangement for sharing profits or losses or into any union of interest, joint ventures, reciprocal concession or co-operation, with any person or persons or company or companies carrying on or engaged in any business or transactions which this company is authorised to carry on.
7. Subject to the provisions of Section 73 and 179 of the Act, to borrow or raise money for the purpose of the company's business and to secure the same in such a manner as the company may think fit and in particular, but without limiting the generality of the forgoing power, by the issue of debenture stock, perpetual or otherwise for the purpose of the company's business and with a view thereto mortgage and charge all the company's property, both present and future and to purchase redeem or pay of such securities.
8. Subject to Section 73 and 179 of the companies Act, and the regulations made thereunder and directions issued by Reserve Bank of India to take deposits of money at interest or otherwise from any person or persons, banks, local authorities and Government and advance loan or deposit any money or other money of the company for the time being on such security or otherwise as the company may deem expedient, but the company will not carry on any banking business within the meaning of the Banking Regulations Act, 1949.
9. Subject to the provisions of Sections 230 to 240 of the Act, to amalgamate with any other company having objects altogether or in part similar to those of this company.
10. To purchase or otherwise acquire any patents, inventions, licenses, concessions, monopolies conferring an exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the company.
11. To acquire any movable or immovable property which the company may think desirable to acquire by way of instrument or with a view to resell or otherwise.
12. To issue on commission, subscribe for, purchase, take, acquire and hold, sell, exchange and deal in shares, stock, bonds, debentures, obligations or securities of any Government, Local Authority or other interest in any other company.
13. To appoint agents, sub-agents, dealers, managers, canvassers, sales, representatives or salesman for transacting all or any kind of business which this company is authorised to carry on and to constitute agencies of the company in India or in any other country and to constitute agencies in different parts of the world.

14. To acquire, takeover, promote, form and register, aid in the acquisition, taking over, promotion, formation and registration of any firm (s) or company or companies, subsidiary or otherwise in India or abroad for the purpose of acquiring whole or any part of the business, properties, management, rights and liabilities of such company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of share, stock, debenture and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management work, duties and business on such terms as may be expedient.
15. To carry on the business of electronics, electrical engineers, electricians manufacturers, constructors, suppliers of and dealer in electric and other appliances, electric motors, fans, lamps, furnaces, household appliances batteries, cables, wirelines, dry cells accumulators.
16. To carry on the business of producers and manufacturers of industrial gases, oxygen, dissolved acetylene, nitrogen, argon, hydrogen, carbon dioxide, nitrous oxide, freon, carbonic acid and other gases or kindred substances or any compounds thereof by any process and of selling or supplying such gases, substances and compounds or any of them to such purposes.
17. To manufacture, sell, electrodes, wire, rods, welding fluxes, welding materials and to put up steel furnaces and other allied lines of electric/gas welding and brazing accessories.
18. To carry on the business of Cinema in all its branches including the production distributions and exhibition of films and pictures and to organize and run Cinema shows of all sorts and description.
19. To deal with, manufacture and render saleable coke, coaltar pitch asphaltum ammoniacal liquor and other residual products obtained in the manufacture of gas.
20. To carry on the business of millers in all its branches and to set up mills in India for milling and dealing in wheat, gram, maize, other grains and cereals, dal, besan, and other allied products and to manufacture and to deal in food products such as biscuits, flakes, starch sago, corn-flour, dalia and confectionery from flours of all kinds and descriptions and to set up factories or mills for the manufacture thereof.
21. To set up ice factories and cold storages.
22. To acquire, develop and improve land and hereitaments and to erect and build thereon flats, houses and other buildings and to hold occupy, underlet, mortgage, sell or otherwise deal with the same and to carry on business as hoteliers and moteliers.
23. To undertake and carry out all kinds of contracts in government departments, local bodies, corporate or incorporate, individual firms, and the supply of all kinds of articles, commodities and materials.
24. To Purchase, sell or hire out or sell on hire purchase system of all kinds or motor vehicles, motor cycles, cycles, sewing machines, radio sets, gramophones, cinematographs, taking films and machines and all classes of machinery.
25. To establish chemical works, spinning and weaving mills, and agricultural implements and manufacturing plants.
26. To carry on the business of transport agents, clearing agents and commission agents.
27. To carry on the business as manufacture of and dealers in radio, television sets, teleprinters, television sets, teleprinters, telecommunication and electronic equipments, radars computers, business machines and their components, including valves , transistors, condensers and coils.
28. To carry on the business of stationers, printers, book binders, account book manufacturers, machine rulers ,numerical printers, paper marker, paper bag and account books makers ,box markers, manufacturers of and dealers in playing, visiting, railway, complimentary and fancy cards, pen, ball pen and pencils, book-sellers and publishers.

29. To manufacture import, export, buy, sell, assemble, distribute, repair, exchange, alter or hire or otherwise deal in all kinds of educational games, schools and colleges requisites like drawing boards, squares, set square, black boards, mathematical instruments kindergarten and other games.
 30. To act as contractor for any other person or government authorities for the construction of buildings of all description, roads, bridges, earth work, sewer tanks, drains, culverts, channels and sewage.
 31. To carry on the business as manufacturers, traders, importers and exporters of and dealers in readymade garments and all other kind of textile goods of all varieties and distinctions and hosiery goods.
 32. To carry on trades and the business of meal manufacturers, dealers in consumable stores and provisions of all kinds food stuffs, grains, flour, oils, corn, wheat, wheat products, dry fruits, kirana goods and vanaspati products.
- IV.** The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V.** The Authorised Share Capital of the Company is Rs. 560,00,00,000/- (Rupees Five Hundred Sixty Crores only) divided into 21,00,00,000 (Twenty One Crores only) Equity Shares of Rs.10/- (Rupees Ten only) each and 35,00,00,000 (Thirty Five Crores only) Preference Shares of Rs.10/- (Rupees Ten only) each with power to increase, reduce, consolidate, divide and/or sub-divide the Share Capital or reclassify them into several classes and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules and regulations from time to time and to vary, modify or abrogate such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/ resolutions of the Company or are provided for in the Articles of Association of the Company and to reorganize shares or issue shares of higher or lower denominations.

We, the several persons whose names and addresses are subscribed, below 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, occupation and description of subscribers.	Number of Equity Shares taken by each subscriber	Signature Of Subscribers	Signature of Witness with address, description and occupation
1. ROHTASH KUMAR GOEL S/o Sri Yadram Goel 18-E/1, Jai Sarai, New Delhi-110016 (Business)	1 (One) Equity share	Sd/- Rohtash Kumar Goel	<p>Witness for both the subscribers.</p> <p>Sd/- (ANIL KUMAR SINGH) F.C.A. M.No. 81757 S/o Late Sri Basu Dev Singh A.K.SINGH & ASSOCIATES Chartered Accountant 2, Viboda Puri, Lajpat Nagar-II New Delhi-110 024</p>
2. MRS. SUSHMA GOEL Y W/o Sri Rohtash Kumar Goel 18-E/1, Jai Sarai, New Delhi-110016 (House-wife)	1 (One) Equity share	Sd/- Sushma Goel	
TOTAL	2 (Two) Equity share		

NEW DELHI Dated 28th day of FEBRUARY, 1989

(THE COMPANIES ACT, 2013)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION*
OF
OMAXE LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table F' in the Schedule I to the Companies Act, 2013 as may be applicable to the Company.

INTERPRETATION

2. In these Regulations :-

"The Company" or this Company means Omaxe Limited.

"Office" means the Registered Office of the Company for the time being.

"Act" means the Companies Act, 2013, and any statutory modification (including applied in pursuance of any previous Company law) thereof.

"Seal" means the Common Seal of the Company.

"These Regulations" means these Articles of Association as originally framed or as altered, from time to time.

"Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever name called.

"Articles" shall mean these Articles of Association as originally framed or as altered, from time to time.

"Annual General Meeting" shall mean the meeting as mentioned under Section 96 of the Act.

"Beneficial Owner" Means a person whose name is recorded as such with a depository.

"Committee" shall mean the committee of the Board of Directors of the Company.

"Chairman of the Board" shall mean one of the Directors elected as chairman by and from amongst the members of the Board.

"General Meeting" shall mean a meeting, which is held by the Shareholders of the Company.

"Month" means calendar month.

"Members" means members of the company as defined under the Act and shall include the Beneficial Owner as defined in clause (a) of the Sub-section (1) of section 2 of the Depositories Act, 1996.

"Person" shall include any corporation as well as individual.

"Proxy" includes attorney duly constituted under a power of attorney.

"Seal" means the common seal for the time being of the Company.

"Security" means the security as defined in clause (h) of Section 2 of the Securities Contract (Regulation Act), 1956. Words importing the singular number include also the plural number and VICE VERSA, and words importing the masculine gender include also the feminine gender and VICE VERSA.

Unless the context of these definitions otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force on the date on which these Articles become binding on the Company.

SHARE CAPITAL AND VARIATION OF RIGHTS

3. The Authorized Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company. The authorized share capital of the company is capable of being increased or decreased in accordance with the company's regulations and legislative provisions for the time being in force in that behalf.
4. Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at premium or at par and at such time as they may from time to time think fit and with the sanction of option or right to call from time to time think fit and with the sanction of Company in the general meeting to give to any person or persons the option or right to call for any shares either at premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the general meeting. The Board shall cause to be made the returns as to allotment provided for in Section 39 of the Act.
5. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of share within the meaning of these Articles; and every person who thus or otherwise accepts any shares and whose name is entered as a member in one the register of members shall, for the purpose of the Articles, be a member.
6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up be varied with the consent in writing of the holders of three fourth of the issued shares of that class or with a sanction of resolution passed at a separate meeting of the holders of that class. However, to every such separate meeting, the provisions of these regulations relating to meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons at least holding or representing by proxy or one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking *Pari-Passu* there with.
- 7A. Subject to the Provisions of Section 55 of the Act and including any other relevant enactments, rules, regulations, guidelines, circulars issued by the relevant authorities, the Company shall have the power to issue Preference Shares which are, or at the options of the Company, liable to be redeemed or converted and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption or conversion and such other terms and conditions of the issue(s) and such authorization to the board for deciding on such terms and conditions of the issues(s) including modifications changes, alternation etc from time to time, as may be applicable.
- 8 (1) The company may exercise the powers of paying commissions conferred by section 40 of the Act, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that Section subject to the such conditions as may be prescribed by rules thereunder.
 - (2) The rate or the amount of the commission shall not exceed the rate or amount prescribed in rules made under Section 40 of the Act.
 - (3) The commission may be satisfied by payment in cash or by allotment of fully or partly paid shares or partly in one and partly in the other, may be lawful.

9. Subject to section 89 of the Act, no person shall be recognized by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent future or partial interest in any share or any interest in any fractional part of share or any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee, not less than twenty rupees for each certificate after the first, as the director may from time to time determine) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of consolidation or renewal of any of its shares as the case may be. Every Certificate of share shall be under the seal of the company and shall specify the numbers and distinctive numbers of shares in respect of which it is issued and amount paid up thereon and shall be in such form as the directors may prescribe or approve, provide that in respect of a share or shares held jointly or by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of share to one of several joint holders shall be sufficient delivery to all such holders.

10. (i) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement or transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the Company deem adequate, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs. 20/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement or transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulations or requirements of any Stock Exchange or Listing agreements or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

- (ii) The provisions of the Article 9 and 10 shall mutatis mutandis apply to debentures of the Company except the Company may provide debenture certificate(s) within 6 Months from the date of allotment.

11. The company agrees, that it will not charge any fees exceeding those, which may be agreed upon with the Stock Exchange.

- (i) For issue of new certificates in replacement of those that are torn, defaced, lost or destroyed.
- (ii) For subdivision and consolidation of shares and debentures certificates and for subdivision of Letter of Allotment and Split, consolidation, renewal and Pucca Transfer receipt into denomination other than those fixed for the market units of the trading.

12. The Company may issue such fractional certificates as the Board may approve in respect of any of the shares of the company on such terms as the Board thinks fit as to the period within which the fractional certificates are to be converted into shares certificates.

13. If any shares stand in the names of two or more persons, the person first named in the register of members shall, as regards receipt of dividends, the service of notices and subject of the provision of these Articles, all or any other matter connected with the Company except the issue of share certificates, voting at meeting and the transfer of the shares, be deemed the sole holder thereof.

LIEN

14. (1) The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up share/debentures) registered in the name of each member (whether solely or jointly with other) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article shall have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien, if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provision of this article.
- (2) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

15. (1) The company may sell, in such manner as the Board thinks fit, any share on which the Company has a lien provided that no sale shall be made:
- (a) Unless a sum in respect of which the lien exists is presently payable; or
- (b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount, in respect of which the lien exists as is presently payable, have been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency and stating that amount so demanded if not paid within the period specified at the Registered Office of the Company, the said shares shall be sold.
- (2) To give effect to any such sale, the Board may authorize some person to transfer the share sold to the purchaser thereof.
- (3) The purchaser shall be registered as the shareholder of the shares comprised in any such transfer.
- (4) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 16 (1) The proceeds of the sale shall be received by the Company and applied in payment of the whole or a part of the Company in respect of which the lien exists as presently payable.
- (2) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares at the date of sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

- 17 (1) The Board of Directors may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (2) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment of the call money pay to the Company at the time or times and place so specified, the amount called on his shares.
- (3) A call may be revoked or postponed at the discretion of the Board.
- 18. Call shall be deemed to have been made at the time when the resolution of the board authorizing the call is passed. Call money may be required to be paid by installments.
- 19. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 20. (1) If a sum called in respect of share is not paid before or on the day appointed for payment thereof; the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof up to the time of actual payment at ten per cent. per annum or at such lower rate of interest as the Board may determine.
- (2) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 21. (1) Any sum which by terms of issue of share become payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for purpose of these regulations, be deemed to be a call duly made and payable on the date on which by terms of issue such sum becomes payable.
- (2) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- 22. The directors may, if they think fit, receive from any member willing to advance the same whole or any part of the monies due upon the shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the company may pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, 12% (twelve per cent) per annum, as the member paying such sum in advance and the directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The directors may at any time repay the amount so advanced.

The members shall not be entitled to any voting rights in respect of the monies so paid by him until the same would but for such payment, become presently payable.

The provision of the articles shall mutatis mutandis apply to the calls on debentures of the company.

- 23. On the trial or hearing of any suit or proceedings brought by the company against any member or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of members of the Company as holder or one of the holders of the number of shares in respect of which such claim is made and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who resolved to make any call, nor that quorum of Directors was present at the Board meeting at which any call was resolved to be made, nor that the meeting at which any call was resolved to be made was duly convened or constituted nor any other matter, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
- 24. Neither the receipt by the Company of a portion of any money which shall from time to time, be due from any member to the company in respect of his shares, either by way of principal or

interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

TRANSFER OF SHARES

25. The company shall keep a "register of transfer", and therein shall fairly and distinctly enter particulars of every transfer or transmission of any share.
26. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
27. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
28. Subjected to the Section 56 of the Act and duly compliance thereof, the instrument of transfer shall be in writing in respect of all transfer of shares and registration thereof.
29. Unless the Directors decide otherwise, when an instrument of transfer is tendered by the transferee, before registering any such transfer, the Directors may give notice by letter sent by registered acknowledgment due post to the registered holder that such transfer has been lodged and that unless objection is taken the transfer will be registered. If such registered holder fails to lodge an objection in writing at the office within ten days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer. Where no notice is received by the registered holder, the director shall be deemed to have decided not to give notice and in any event the non-receipt by the registered holder of any notice shall not entitle him to make any claim of any kind against the company or the Directors in respect of such non-receipt.
30. Subject to the provisions of Section 58, 59 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may at their own absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid up or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a member of the Company but in such cases, the Directors shall within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the company has a lien on the shares. Transfer of shares/ debentures in whatever lot shall not be refused.
31. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may, from time to time, determine:

Provided that such registration shall not be suspended for more than forty-five days in the aggregate in any year or more than thirty days at any one time.
32. No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.
33. There shall be no charge for :

- (a) Sub- division and/or consolidation of shares certificates and sub division of letters of allotments and split consolidation, renewal and pucca transfer receipts in to denomination corresponding to the market units of trading;
- (b) Sub division of renounceable letters of rights;
- (c) Issue of new certificates in replacement of those which are decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilized.

TRANSMISSION OF SHARES

34. (1) On the death of a member, the survivor or survivors where the member was a joint holder and his legal representative where he was a sole holder shall be the only person recognized by the Company as having any title to his interest in the shares.
- (2) Nothing in clause (1) shall release the estate of deceased joint holder from any liability in respect of any shares which had been jointly held by him with other persons.
35. (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect, either
 - (a) To register himself as holder of the share; or
 - (b) To make transfer of the shares as the deceased or insolvent member could have made.
- (2) The Board shall in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had himself transferred the share before his death or insolvency.
36. If the person so becoming entitled, shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
 - (a) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
 - (b) All the limitations, restrictions and provisions of these regulations relating to the right of transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.
37. On the transfer of the share being registered in his name a person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled he was the registered holder of the share and that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.
 Provided that the Board may, at any time, given notice requiring any such person to elect either to register himself or to transfer the share and if the notice is not complied within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of the share, until the requirements have complied with.
38. Here the company has knowledge through any of its principal officers within the meaning of Section 2 of the Estate Duty Act, 1953 of the death of any member or of debenture holders in the company, shall furnish to the controller within the meaning of such section, the prescribed particulars in accordance with the Act and rules made thereunder and it shall not be lawful for the company to register the transfer of any share or debentures standing in the name of the deceased, unless the transferor has acquired such shares for valuable consideration or a certificate from the controller is produced before the company to the effect that the Estate Duty in respect of such shares or debentures has been paid or will be paid or that none is due, as the case may be.

39. The Company shall incur no liability whatever consequence of its registering or giving effect, to any transfer of share made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto, in any book of the Company, and the company shall not be bound or required to regard or attend or give effect of any notice which may be given to it of any equitable right, title or interest or be under any liability for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company though not bound so to do, shall be at liberty to regard and attend to any such notice and give effect thereto in if the Board shall so think fit.
40. In case of a One Person Company-
- (i) On the death of the sole member, the person nominated by such member shall be the person recognized by the company as having title to all the shares of the member;
 - (ii) The nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the Company;
 - (iii) Such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the Company was entitled or liable;
 - (iv) On becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of death of the member, become the member of the Company.
41. (1) Any shareholder of the company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be prescribed under the Act.
- (2) Where the shares of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the right in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be prescribed under the Act.
- (3) Notwithstanding anything contained in any other law for the time being in force or in any disposition whether testamentary or otherwise, in respect of such shares in, or debentures of, the company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in, or debentures of, the company the nominee shall on the death of the shareholder or debenture holder or, as the case maybe on the death of the joint holders become entitled to all the rights, in relation to such shares or debentures, or as the case may be, all the joint holders, in relation to such shares in, or debentures of the company to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be prescribed under the Act.

Where the nominee is a minor, it shall be lawful for the holder of the shares or debenture, to make the nomination to appoint any person to become entitled to shares in or debentures of the company in the manner prescribed under the Act, in the event of his death, during the minority.

FORFEITURE OF SHARES

42. If a member fails to pay any call or installment of call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
43. The notice aforesaid shall:

- (a) Name a further day (not earlier than the expiry of fourteen days from the date of service of notice) on or before which the payment required by the notice is to be made; and
 - (b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made, will be liable to be forfeited.
44. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the date of forfeiture, which shall be the date on which the resolution of the Board is passed forfeiting the shares.
45. (1) A forfeited share may be sold or otherwise disposed off on such terms and in such manner as the Board thinks fit.
- (2) At any time before a sale or disposal, as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
46. (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay the Company all money which, at date of forfeiture, were presently payable by him to the Company in respect of the shares together with interest thereon from the time of forfeiture until payment at the rate of 9% (nine) percent per annum.
- (2) The liability of such person shall cease if and when the Company shall have received payments in full of all such money in respect of the shares.
47. (1) A duly verified declaration in writing that the declarant is a director or the secretary of the Company and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share.
- (2) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed off.
- (3) The transferee shall there upon be registered as the holder of the share.
- (4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
48. The provisions of these regulations as to forfeiture shall apply, in the case of nonpayment of any sum which, by terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
49. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and all other rights incidental thereto except only such of those rights as by these Articles are expressly saved.
50. Upon any sale, after forfeiture or for enforcing a lien in purported exercise of powers hereinabove given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money and after his name has been entered in the Register in respect of such shares, the validity, of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

51. (1) Upon any sale, re-allotment or other disposal under the provisions of these Articles relating to lien or to forfeiture, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect. When any shares, under the power in that behalf herein contained are sold by the Board and the certificate in respect thereof has not been delivered to the Company by the former holder of such shares, the Board may issue a new certificate for such shares distinguishing it in such manner as it may think fit, from the certificate not so delivered.
- (2) The directors may, subject to the provisions of the Act, accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof.
52. The provisions of the Articles 15 to Articles 51 and any other article(s) with respect to the shares of the Company shall mutatis mutandis, as applicable, apply to debentures of the Company.
53. In respect of the Security of the Company, the provisions of these Articles, as may be required under any law, Act, rules, regulations that may be applicable to such securities shall be applicable mutatis mutandis with such modification(s) as may be required.
54. (1) For the purpose of this Article:

"Beneficial Owner" means a person whose name is recorded as such with a Depository.

"SEBI" means the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992.

"Depositories Act" means the Depositories Act, 1996 including any statutory modification or re-enactment thereof for the time being in force.

"Bye Laws" means bye-laws made by a Depository under Section 26 of the Depositories Act.

"Depository" means a company formed and registered under Companies Act, 1956, and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

"Member" means the duly registered holder from time to time of the shares of the Company and includes every person whose name is entered as a Beneficial Owner in the records of the Depository.

"Debenture holder" mean the duly registered holders from time to time of the debentures of the Company.

"Participant" means a person registered as such under section 12 (1A) of the Securities and Exchange Board of India Act, 1992.

"Record" includes the records maintained in the form of books or stored in computer or in such other form as may be determined by regulations made by SEBI in relation to the Depositories Act.

"Regulation" means the regulations made by the SEBI.

"Security" means such security as may be specified by the SEBI.

Words imparting the singular number only include the plural number and vice versa.

Words imparting persons include corporations.

Words and expressions used and not defined in the Act but defined in the Depositories Act shall have the same meaning respectively assigned to them in the Act.

Company to recognize interest in dematerialized securities under the Depositories Act

- (2) Either the Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the right and obligations of parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, as amended from time to time or any statutory modification thereto or re-enactment thereof.

Dematerialization of Securities

- (3) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing securities, rematerialize its securities held in the Depositories and / or issue fresh securities in a dematerialized form pursuant to the Depositories Act and the rules framed thereunder, if any.

Options to receive security certificates or hold securities with Depository

- (4) Every person subscribing to securities offered by the Company or holding securities of the Company shall have the option either to receive security certificates or to hold the securities with a Depository. Where a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of that security.

Provided that in the event of the listing regulations requiring compulsory dematerialization of shares and prohibiting the Company from issuing any share certificate the Company may refuse to issue any share certificate.

Securities in Depositories to be in fungible form

- (5) All securities held by a Depository shall be dematerialized and shall be in a fungible form.

Nothing contained in Section 89, 186 or any other contrary provisions of any other section of the Act shall apply to a Depository in respect of securities held by it on behalf of the Beneficial Owners.

Right of Depositories and Beneficial Owners

- (6) (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of a Beneficial Owner.
 - (b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting right or any other rights in respect of the securities held by it.
 - (c) Every person holding securities of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company. The Beneficial Owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository.

Beneficial Owner deemed as absolute owner

- (7) Except as ordered by a court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or where the name appears as the Beneficial Owner of shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has express or implied notice thereof, but the Board shall be entitled at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

Depository to Furnish information

- (8) (a) Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.
- (b) The Company shall make available to the Depository copies of the relevant records in respect of securities held by such Depository.

Cancellation of certificates upon surrender by a person

- (9) Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the company shall cancel such certificate and substitute in its records the name of Depository as the registered owner in respect of the said securities and shall also inform the Depository accordingly.

Option to opt out in respect of any security

- (10)(a) If a Beneficial Owner seeks to opt out a Depository in respect of any security, the Beneficial Owner shall inform the Depository accordingly.
- (b) The Depository shall on receipt of intimation as above make appropriate entries in its records and shall inform the Company.
- (c) The Company shall within thirty (30) days of the receipt of intimation from the Depository and on fulfillment of such conditions and on payment of such fee as may be specified by the regulations, issue the certificates of securities to the Beneficial Owner or the transferee as the case may be.

Service of Documents

- (11) Notwithstanding anything in the Act or these Articles to the contrary, where securities are held by a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

Provisions of Articles to apply to shares held by a Depository

- (12) Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien, on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held by a Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

Allotment of Securities dealt with in a Depository

- (13) Notwithstanding anything in the Act or these Articles to the contrary, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

Distinctive number of Securities held in a Depository

- (14) The shares in the capital shall be numbered progressively accordingly to their several denominations, provided however, that the provision relating to progressive numbering shall not apply to the shares of the company which are dematerialized or may be dematerialized in future or issued in future in dematerialized form. Except in the manner hereinbefore mentioned, no share shall be sub-divided. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.

Register and Index of Beneficial Owners

- (15) The Company shall cause to be kept a Register and Index of members and a Register and Index of debentures holders in accordance with sections 88 of the Act respectively and the Depositories Act, with details of shares and debentures held in material and dematerialized form in any media as may be permitted by law including in any form of electronic media. The Register and Index of Beneficial Owners maintained by a Depository under section 11 of the Depositories Act shall be deemed to be Register and Index of Members and Register and Index of Debenture holders, as the case may be, for the purpose of the Act.

Register of Transfer

- (16) The Company shall keep a "register of transfer" and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form.

CONVERSION OF SHARES INTO STOCK

55. The Company may, by an ordinary resolution: -
- (a) Convert all or any of its fully paid-up shares into stock; and
 - (b) Reconvert any stock into fully paid-up shares of any denomination authorised by these regulations.
56. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit:
- Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
57. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting and meeting of the Company, and other matter, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
58. Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid-up shares shall apply to stock and the words "shares" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.

ALTERATION OF CAPITAL

59. The Company may, from time to time, by ordinary resolution increase its share capital by such sum, to be divided into shares of such amount, as the resolution shall specify.
60. Subject to the provisions of Section 61 of the Act, the Company may, by ordinary resolution in general meeting:
- (a) Consolidate and divide all or any of its capital into shares of larger amounts than its existing shares;
 - (b) Sub-divide its shares or any of them, into shares of smaller amounts than is fixed by the Memorandum of Association, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
 - (c) Cancel any share which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the share so cancelled.
61. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,-
- (a) Its share capital;
 - (b) Any capital redemption reserve account; or
 - (c) Any share premium account.
62. (1) Subject to Section 62 of the Act read with rules thereunder, where at any time, a Company having share capital proposes to increase its subscribed capital by issue of further shares, such shares shall be offered
- (a) To person who, at the date of the offer, are holders of equity shares of the Company; or
 - (b) To employee under a scheme of employee' stock option subject to special resolution and compliance of other condition(s) prescribed under the Act.; or
 - (c) To any other person, if it is authorized by special resolution and compliance of other condition(s) prescribed under the Act.
- (2) Nothing in the Article 62(1) shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debenture issued or loans raised by the Company:
- (a) To convert such debentures or loans into shares in the Company; or
 - (b) To subscribe for shares in the Company (whether such option is conferred in these Articles or otherwise).
- Provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:
- Either has been approved by the Central Government before the issue of the debenture or the raising of the loans by a special resolution passed by the company in general meeting.
- (3) Notwithstanding anything contained in these articles the company may follow the order of the government passed under section 62 in compliance of rules made thereunder.
63. The Company may, from time to time, by special resolution and on compliance with the provisions of Section 66 of the Act, reduce its share capital and any capital reserve fund or share premium account.

64. The Company shall have power to pay interest out of its capital on so much of shares which were issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provisions of any plant for the company.
65. The Company, if authorized by a special resolution passed at a general meeting may amalgamate or cause itself to be amalgamated with any other person, or body corporate, subject however, to the provisions of Section 391 to 394 of the Companies Act 1956 or Section 230, 231, 232 and any other applicable provisions of the Act, including any modification/amendment thereof.

BRANCH OFFICE

66. The Company shall have power to establish Branch Office, Subject to the provisions of the Act or any statutory modification thereof.

BUY - BACK OF SHARES

67. Notwithstanding anything contained in these Articles but subject to the provisions of Section 68 to 70 and any other applicable provision(s) of the Act or any other law for the time in being force, the Company may purchase its own shares or other specified securities.

CAPITALIZATION OF PROFITS

68. (i) The company in general meeting may, upon the recommendation of the Board,

Resolve

- (a) That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) That such sum be accordingly set free for distribution in the manner specified in clause (ii) to the member(s) or amongst the member(s) or any particular section of the members who would have been entitled thereto under the laws, rules, regulations, notifications, directives, circulars and order, if any, as may be applicable to the Company or as may be approved by the members and/or by the board of the Company, from time to time, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-
- (a) Paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (b) Paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst the member(s) or any particular section of the members as per their entitlement or otherwise under the laws, rules, regulations, notifications, directives, circulars and order, if any, as may be applicable to the Company, from time to time, in the proportions aforesaid;
 - (c) Partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); Provided that allotment or distribution of shares shall not be made to those members who furnish to the Company a written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid up pursuant to this article and accordingly the corresponding amount shall not be capitalized.
- (iii) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to

- members of the company as fully paid bonus shares;
- (iv) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
69. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall-
- (a) Make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
- (b) Generally do all acts and things required to give effect thereto.
- (ii) The Board shall have full power-
- (a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
- (b) To authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.
- 69.(A) (1) The Company in the general meeting shall have the power to authorize/delegate/vest any such power with the Board of the Company to capitalize the profits of reserve up to a particular limit and within the specified time frame, in one or more tranches, as and when the board may deem fit and proper, and any such action taken by the board for capitalization and/or for issuance of shares pursuant to such delegated authority shall be deemed to have necessary consent to the members of the Company
- (2) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

GENERAL MEETING

70. All general meetings other than the Annual General Meeting of the Company shall be called Extra- Ordinary General Meeting.
71. (1) The Board may, whenever it thinks fit call an Extra-Ordinary General Meeting.
- (2) If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, , any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, in which such a meeting may be called by the Board.

CONDUCT OF GENERAL MEETINGS

72. No general meeting, annual or extraordinary, shall be competent to enter upon, discuss or transact any business which has not been stated in the notice by which it was convened or called.
73. No business shall be transacted at any general meeting, unless a quorum of members is present at the time when the meeting proceeds to business.
- (a) Save as otherwise provided herein, the quorum for the general meetings shall be provided in Section 103 of the Act.
- (b) A body corporate, being a member shall be deemed to be personally present if it is represented in accordance with section 113 of the Act.

74. Chairman, if any of the Board shall preside as Chairman at every general meeting of the Company.
75. If there is no such Chairman or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the directors present shall elect one of themselves to be the Chairman of the meeting.
76. If at any meeting no Director is willing to act as Chairman or no Director is present within 15 (fifteen) minutes after the time appointed for holding the meeting, the members present shall choose one of the members to be the Chairman of the meeting.
77. No business shall be discussed at any general meeting except the election of a chairman, while the chair is vacant.

ADJOURNMENT OF MEETING

78. (1) The Chairman may with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting, from time to time and place to place.
(2) No business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.
(3) When a meeting is adjourned for thirty days or more, fresh notice of the adjourned meeting shall be given as in the case of an original meeting.
(4) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
79. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
80. Any business other than that upon which a poll has been demanded, may be proceeded with, pending the taking of the poll.

VOTES OF MEMBERS

81. Subject to any rights or restrictions for the time being attached to any class or classes of shares:
(a) On a show of hands, every member present in person shall have one vote; and
(b) On a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
82. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
83. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of joint holders stand in the Register of members.
84. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the office not less than 24 hours before the time of holding the meeting or adjourned meeting at which such person claims to vote on poll.

85. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
86. (1) No member shall be entitled to vote at any general meeting unless all calls, and other sums presently payable by him in respect of shares in the Company or in respect of shares on which the Company has exercised any right of lien, have been paid.
- (2) No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.
- (3) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision thereon shall be final and conclusive.

PROXY

87. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarized copy of that power of attorney shall be deposited at the registered office of the Company, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for taking of the poll; and in default the instrument of proxy shall not be treated as valid.
88. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105 of the Act.
89. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

90. The number of Directors of the Company shall not be less than three and not more than fifteen. The following were the first directors of the Company:-
1. Mr Rohtas Goel 2. Mrs Sushma Goel
91. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) The Board of directors may pay all expenses incurred in the formation, promotion and registration of the company.
- (iii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-
- (a) In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) In connection with the business of the company.
92. The Board may pay all expenses incurred in getting up and registering the company.

93. (1) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceeds the maximum strength fixed for the board by the Articles.
- (2) Such person shall hold office only up to the date of next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
94. At every annual general meeting of the company one third of such directors for the time being as are liable to retire by rotation in accordance with the provisions of Section 152 of the Act read with rules thereunder or if there number is not three or a multiple of three, then the number nearest to one third shall retire from office in accordance with the applicable provisions of the Act.
95. The Directors shall not be required to hold any qualification shares in the Company.
96. Subject to the provisions of Section 161 of the Act, the Board of Directors shall have power to appoint an alternate Director to act as an alternate director for a director during his absence for a period not less than three months from India.
97. Subject to the provisions of Section 161 of the Act, the Board of Directors shall have power to appoint any person as a director nominated by any institution (not limited to financial institution, bank etc) in pursuance of the provisions of any law for the time being in force or of any agreement or by the contra/state Government by virtue of its shareholding in a government company. Provided that every nomination, appointment or removal shall be in writing and in accordance with the rules and regulations of the government, corporation or any other institution. However, nominee director shall be entitled to the same rights and privileges and be subject to same obligations as any other Director of the Company.
98. A Director may be or become a director of any company promoted by the company or in which it may be interested as a vendor, shareholder or otherwise and no such director shall be accountable for any benefits received as director or shareholder of such company. Such Director before receiving or enjoying such benefits in case in which the provisions of section 188 of the Act are attracted will ensure that the same have been complied with.
- If it is provided by any trust deed securing or otherwise in connection with any issue of debenture of the Company that any person or persons shall have power to nominate a Director of the Company then in the case of any and every such issue of debentures, the person having power may exercise such power, from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as Debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be liable to retire by rotation, but he, shall be counted in determining the number of retiring Directors.
99. (1) The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
- (2) The Board may exercise the powers to have an official seal of the Company for use abroad.
- (3) Subject to Section 188 of the Act, the Directors may enter into contract or arrangement on behalf of the Company subject to the necessary disclosures required by the Act, being made wherever any Director is in any way, whether directly or indirectly concerned or interested in the contract or arrangement.

100. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board (including committee thereof) shall from time to time by resolution determine.
101. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book/attendance slip to be kept for that purpose.
102. In the course of its business and for its benefit, the company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, corporation, government, financing institutions or other authority that he or it shall have the right to appoint his or its nominee on the Board of Directors of the company upon such terms and conditions as the directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Special directors. Special directors shall be entitled to hold office until requested to retire by the government, authority, person, firm, institution or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office whether upon request as aforesaid or by death, resignation or otherwise the government, authority, person, firm, institution or corporation who appointed such Special Director may if the agreement so provide, appoint another Director in his place. But he shall be counted in determining the number of retiring Directors.
- 103.(1) Subject to the provisions of Section 197 of the Act and read with rules thereunder as applicable and amended from time to time, each director including Managing Director(s) and Whole Time Director(s) may be paid sitting fees for each meeting of the board or a Committee thereof, such sum as may be determined by the Board of Directors from time to time within the maximum limit specified in the above provisions and rules.
- (2) Subject to the provision of Section 197, 188 of the Act, read with rules and schedule thereunder, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in general meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination, shall be divided among the Directors equally or if so determined paid on the monthly basis.
- (3) Subject to the provision of Section 197, 188 of the Act, read with rules and schedule thereunder, if any Director be called upon to perform any extra services or make special exertions of efforts (which expression shall include work done by a Director as a member of any committee formed by the Directors) the Board may pay such Director special remuneration for such extra services or special exertions of efforts either by way of a fixed sum or by percentage of profit or otherwise and may allow such director at the cost and expenses of the Company such facilities or amenities (such as rent free house, free medical aid and free conveyance) as the Board may determine from time to time.
104. The office of a Director shall become vacant :
- (i) On the happening of any of the events provided for in Section 215 of the Act;
 - (ii) On contravention of the provisions of Section 184 and/or 188 of the Act, or any statutory

- modifications there of;
- (iii) If person is a Director in more Companies than as specified, from time to time, under section 165 of the Act.
 - (iv) In the case of alternative Director on a return of the original Director of the State, in term of Section 161 of the Act;
 - (v) On resignation of his office by notice in writing.

POWER IN RELATION TO BRROWING/INVESTMENTS/LOAN ETC

105. Subject to the provisions of Section 73, 76, 179, 180 and 181 of the Act, and rules made there under and directions issued by the R.B.I., the Director may exercise all the powers of the company to borrow money (including acceptance of public deposits) and to sell, lease or otherwise dispose of the whole or substantial the whole undertaking or to invest the amount of compensation or to mortgage or charge its undertaking, property including pledge on shares, (both present and future) and uncalled capital, or any part thereof and to issue debentures, stock and other securities whether outright as security for any debt, liability or obligation of the Company or of any third party.
106. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit and in particular by a resolution passed at the meeting of the Board (and not by circulation) by the issue of debenture or Debenture stock of the Company, charged upon all or any of the property of the company (both present and future).
107. Any debenture, debenture-stock or other securities may be issued at a premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at general meetings, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in general meeting by a special resolution.

The Company shall have the power to re-issue redeemed debenture in accordance with the provisions of the Act.

108. Subject to the provisions of Section 186 of the Act, and any other applicable provisions made thereunder the Board is authorized, to lend by way of loan or otherwise, to invest as an investment or in projects or otherwise, to pledge and / or mortgage any of its assets, movable or immovable held as investment, stock or otherwise as security and to guarantee the payment of money, unsecured or secured, or to become sureties for the performance of any contracts or obligations with any bank, financial institution, private party, NBFC etc. for raising any finance for itself or for securing any loan given to any other Company or body corporate or any other person as and when the Board of Directors may deem fit. Subject to the provisions of the Companies Act the board may delegate any or all the aforesaid power(s) mentioned in the Article 105 to 108 or other power(s) of the Board to any committee of the directors of the Company.

PROCEEDINGS OF THE BOARD

109. Subject to Section 174 of the Act, the quorum for the meeting of the Board of Directors shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors, whichever is higher; provided that where at any time number of interested Directors exceed or is equal to two third of the total strength, the number of the remaining Directors, that is to say, the number of Directors, who are not interested, present at the meeting, being not less than two, shall be the quorum during such time. However, the participation of the directors by video conference or by other audio visual means shall also be counted for the purpose of the quorum.

- 110(1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meeting, as it think fit.
- (2) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
111. If a meeting of the Board could not be held for want of quorum, whatever number of Directors, not being less than two, shall be present at the adjourned meeting, notice whereof shall be given to all the Directors, shall form a quorum.
- 112.(1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of vote.
- (2) In case of an equality of Votes, the Chairman of the meeting shall have a second or casting vote.
- 113 The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long their numbers is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Director or Director may act for the purpose of increasing the number to that fixed for the quorum or for summoning a general meeting of the Company, but for no other purpose.
- 114(1) Subject to the restrictions contained in Section 179 and 181 of the Act, the Board may delegate any of its powers to committees of the Board consisting of such member or members of its body as it thinks fit and it may, from time to time, The Company shall have the power to re-issue redeemed debentures in accordance with the provisions of the Act. revoke such delegation and discharge any such committee of the Board either wholly or in part and either as to persons or purposes, but every committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulation that may from time to time imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointment but not otherwise, shall have the like force and effect as if done by the board.
- (2) The Board shall be entitled to exercise all such powers, and to do all such acts and things, as the Company in authorized to exercise and do under the Act, Listing agreements, deed, agreement(s) etc or any other Law applicable to the Company
115. The meeting and proceedings of any such committee of the board, consisting of the two or more members shall be governed by the provisions herein contained for regulating the meeting and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulation made by the Directors.
- 116(1) A committee may elect a Chairman of its meetings.
- (2) If no such chairman is elected or if at any meeting the chairman is not present within five minutes of the time appointment for holding the meeting, the members present may choose one of their members to be chairman of the meeting.
- 117(1) A committee may meet and adjourn as it thinks proper.
- (2) Questions arising at any meeting of a committee shall be determine by a majority of votes of the members present and in case of an equality of votes, the chairman shall have a second or casting vote.
118. All acts done by any meeting of the Board or by a committee thereof or by any person acting as Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of any of such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to act as such, or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, had duly continued in office, was qualified, had continued to be a Director, his appointment had not been terminated and he had been entitled to be a Director provided that nothing in this Article shall be deemed to given validity to any act done by a Director after his

appointment has been shown to the Company to be invalid or to have terminated.

119. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

MANAGING DIRECTORS(S) AND WHOLE TIME DIRECTOR(S)

120. Subject to provisions of Section 196 and 197 of the Act read with rules and schedule thereunder, the Board of directors may, from time to time, appoint one or more of their director, whether holding the position of Chairman of the Company/board or not, to the office of Managing Director/s or whole time Director/s for a period not exceeding 5(five) years at a time and on such terms and conditions as the Board may think fit and subject to the terms of any agreement entered into with him, may revoke such appointment, and in making such appointments, the Board shall ensure compliance with the requirement of the Companies Act, 2013 and shall seek and obtain such approvals as prescribed by the Act, provided that a Director so appointed, shall not, while holding such office, be subject to retirement by rotation, but his appointment shall be automatically determined if he ceases to be a Director. However, he shall be counted in determining the number of retiring Directors.
121. The Board may entrust and confer upon Managing director/s including joint or deputy or additional Managing Director or whole time Director/s any of the powers of management which would not otherwise be exercisable by him upon such terms and conditions and with such restrictions as the Board, may think fit, subject always to the superintendence, control and direction of the Board. The Board may, from time to time, revoke, withdraw, alter or vary all or any of their powers.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

122. Subject to the provisions of the Act,-

- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
123. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

- 124.(1) The Board shall provide a common seal for the purposes of the Company and shall have power, from time to time, to vary or cancel the same and substitute a new seal in lieu thereof. The Board shall provide for the safe custody of the seal for the time being.
- (2) Subject to any statutory requirements as to Share Certificates or otherwise, the seal of the

Company shall not be affixed to any instrument except by authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of atleast one Director and of the Secretary or of two directors who shall sign every instrument to which the seal of the Company is so affixed in their presence or in such manner as the Board may determine by specific resolution in that behalf.

DIVIDENDS AND RESERVES

- 125 The Company in General meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
- 126 Subject to the provisions of section 123, the Board may, from time to time, pay interim dividends to the members.
- 127 (1) The Board may, before recommending any dividend, set aside out of the profits of the Company, such sums, as it may think proper, as reserve or reserves which shall at the discretion of the Board, be applicable for any of the purposes to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such applications may at the like discretion either be employed in the business of the Company or be invested in such investments as the Board may, from time to time, think fit.
- (2) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.
- 128 Subjects to the rights of the persons, if any, holding shares with special rights as to dividends, and dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.
- (a) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposed of this regulation as having been paid on the share.
- (b) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
129. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 130 (1) Any dividend, interest or other money payable in cash in respect of share may be paid by cheque or warrant sent direct to the registered address of the holder or, in case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the first named holder or joint holders may in writing direct.
- (2) Every such cheque or warrant shall be made payable to the order of the person, to whom it is sent.
- (3) Any one of two or major joint holders of a share may give effectual receipts for any dividends, bonus or other money payable in respect of such share.
- (4) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- (5) No dividend shall bear interest against the Company, irrespective of the reason for which it has remained unpaid. The company shall comply the applicable Section/provisions of the Act in respect of such shares.
- (6) Where the Company has declared a dividend but which has not been paid or claimed or the

dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within 7 days from the date of expiry of the said period of 30 days, open a special account in that behalf in any scheduled bank called "Unpaid Dividend of Omaxe Limited" and transfer to the said account, the total amount of dividend which remains unpaid or claimed or in relation to which no dividend warrant has been posted.

- (7) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of Seven years from the date of such transfer, shall be transferred by the Company along with interest accrued, if any, thereon to the fund established under Section 125 (1) of the Act. A claim to any money so transferred to the said fund may be made in accordance the rules prescribed under the Act. No unclaimed or unpaid dividends shall be forfeited by the Board.

ACCOUNTS

- 131 (i) The Board shall cause proper books of accounts to be maintained under Section 128 of the Act. Balance sheet and profit and loss account of the Company or Financial Statements will be audited by a qualified auditors for correctness as per the provisions of the Act.
- (ii) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (iii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

AUDIT

- 132 (1) The Board of Directors may fill up the casual vacancy in the office of the Auditors.
- (2) The remuneration of auditors shall be fixed by the Company in accordance with the provisions of the Act.

WINDING UP

- 133 Subject to the provisions of Chapter XX of the Act and rules made thereunder-
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

- 134 Every Director, Auditors, Secretary, and other officer or servant of the Company (all of whom are hereinafter referred to as officer or servant) shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECRECY

- 135 Subject to the provisions of law of land and the Act, no member or other person (not being a Director) shall be entitled to visit or inspect the Company's works or office without the permission of the Board of Director or the Managing Director to require discovery of any information respecting any details of the Company's business, trading or customers of any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or any other matter which may relate to the conduct to the business of the Company or which in the opinion of the Directors, it will be inexpedient in the interest of the company to disclose.

STOCK EXCHANGE

- 136 Till such as the company remains a member of any recognized Stock Exchange in India, the Board as well as all members of the company shall take such step as necessary to alter, amend or adopt such provisions in the Memorandum and Article of Association of the Company as may be required by such Exchange and any alteration or amendment of the Memorandum of Association and the Articles of Associations of the company will be subject to the approval of the Stock Exchange, if required, and shall be in compliance with any rules or conditions that may be prescribed by the Stock Exchange in this behalf from time to time.

Name, address, occupation and description of subscribers.	Signature Of Subscribers	Signature of Witness with address, description and occupation
1. ROHTASH KUMAR GOEL S/o Sri Yadram Goel 18-E/1, Jai Sarai, New Delhi-110016 (Business)	Sd/- Rohtash Kumar Goel	
2. MRS. SUSHMA GOEL W/o Sri Rohtash Kumar Goel 18-E/1, Jai Sarai, New Delhi-110016 (Housewife)	Sd/- Sushma Goel	<p>Witness for both the subscribers</p> <p>Sd/- (ANIL KUMAR SINGH) F.C.A. M.No. 81757S/o Late Sri Basu Dev Singh A.K.SINGH & ASSOCIATES Chartered Accountant 2, Vinoda Puri, Lajpat Nagar-II New Delhi-110 024</p>

NEW DELHI Dated 28th day of FEBRUARY, 1989