

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

(INCORPORATED UNDER THE COMPANIES ACT, 1956)

MEMORANDUM OF ASSOCIATION

OF

PURAVANKARA PROJECTS LIMITED

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PURAVANKARA PROJECTS LIMITED

I. The name of the Company is PURAVANKARA PROJECTS LIMITED.

II. The Registered Office of the Company will be situated in the State of Karnataka.

III. The objects for which the Company is established are:

A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To undertake the business of real estate development including construction of buildings, houses, garages, serviced plots, industrial and commercial parks, halls, flats, office premises, shops, residential, accommodation, godown, warehouses, malls, mills, factories, hospitals, chawls, dwelling houses, roads, bridges, culverts, docks, harbors, piers, wharves, canals, reservoirs, dams, embankments, irrigation works, reclamation, improvements, waste treatment and disposal works, drainage, sanitation, water, gas, electric, light, telephonic, telegraphic, and power supply works, hotels, markets, buy, manufacture, sale, or deal in, construction materials & construction equipments, undertake research and training in construction materials, processes and all other allied activities including operations and maintenance thereof and undertaking all activities pertaining to the design of the buildings, interior works, project management services, real estate marketing, home loan facilitators and consultants in various spheres of construction activities.
2. To carry on the business of promoting and registering housing Co-operative societies, Limited Companies, other incorporated bodies, trusts, partnerships including Limited Liability Partnerships (LLP's) or associations of the purchasers for the purpose of promotion of any of the objects of the company including for the purpose of operation of malls, complexes, theatres, hospitals, hotels, warehouses, roads, bridges and tolls, ports, leisure and entertainment centres, industrial parks, association of allottees of flats, garages or other tenements on ownership basis and to pay out of funds of the Company all expenses with respect to the promotion, formation and registration of such societies, limited companies, incorporated bodies or associations and to buy, sell, deal, lease, construct, exchange, remove, repair, alter, manage improve, pull down, decorate, maintain office premises, shops, residential accommodation, godowns, warehouses etc. on own or for and on behalf the Co-operative societies, Limited Companies, incorporated bodies or other associations.

B. THE MATTERS WHICH ARE NECESSARY FOR FURTHURANCE OF THE OBJECTS SPECIFIED IN PART A:

3. To carry on the business of the designers, consultants, supervisors and estimators, valuers in respect of all the activities, purposes and objects as aforesaid.
4. To acquire by purchase, lease exchange or otherwise land, buildings and hereditaments of any tenure or description situate in India or any elsewhere and any estate or interest therein and any rights over or connected with land so situate and in turn and the same to account as may seem expedient and in particular by preparing building sites, and by constructing, altering, improving house, factories, warehouses, shops, wharves, building works and conveniences of all kinds and by consolidating or connected or sub-dividing properties and by leasing and disposing of the same.
5. To undertake and carry on the business of rendering services of repairs and maintenance to flats, maisonettes, office premises, bungalows, buildings, factories, industrial estates, sheds, shop, hotels, restaurants, clubs, in electrical, plumbing, air conditioning, refrigeration, television, masonry, carpentry, household equipments, machinery, leakage works, drainage, housekeeping and painting works.
6. To construct maintain, lay down, carry out, work, sell, lest on hire, and deal in all kinds of works, machinery apparatus, capable of being used in connection with any of these objects.
7. To sub-let all or any contracts from time to time and upon such terms and condition as may be thought expedient.
8. To erect, construct, enlarge, alter or maintain buildings and structures of every kind necessary or convenient for the Company's business.
9. To extend or develop the business of the Company from time to time by purchasing, acquiring, by exchange or otherwise or taking on lease for the purposes of the Company in Bombay or other part of India or elsewhere any lands (whether freehold, leasehold, or otherwise) with or without building standing thereon and any machinery, plant or other property (including trademarks, trade names and goodwill) of every description (movable as well as immovable) necessary or expedient for any business or objects or prospective business or requirement of the Company or any estates or interest in or rights over any such property and by erecting, constructing and maintaining on any lands of or in the possession of the Company, any mills, other buildings structures works, and machinery plants and to let on hire and to an improve, extend, repair, add to, alter, enlarge and remove all or any of the buildings, mills, factories, premises, machinery and other things for the time being the property of the Company and to expend for such purpose from time to time such sums of moneys as the Company may deem necessary or expedient.
10. To exchange, sell, convey, mortgage, assign or let on lease the whole or any part of the property (whether moveable or immoveable) of the Company and to accept as consideration for or in lieu thereof other land or cash or Government securities guaranteed by the government of India or provincial or other government or municipal, port trust, railway or other authority or share, debentures, stock, bonds, or securities of any other Company or companies or partly the one or partly the other or such other property or securities as may be determined by the Company and to take back, re-acquire any property so disposed of any repurchasing or leasing the same for such price or prices and on such terms and conditionals as the Company may think fit.
11. To undertake payment of all rent and the performance of all covenants and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company.

12. To purchase the reversion or reversions or otherwise acquire the freehold or fee simple of all or any part of the lands for the time being held under lease or for an estate less than a freehold estate by the Company.
13. To appoint engineers, contractors, managers, brokers, canvassers, agents, and other persons and to establish and maintain agencies or branches in any part of India or elsewhere for the purpose of the Company and to discharge and to discontinue the same.
14. To acquire, purchase, amalgamation, grant concession, lease, licence, barter or otherwise either absolutely or conditionally and either solely or jointly with others, any house, lands, farms, rights, and privileges, water rights and way-leaves, other works privileges, rights and hereditaments and any tract or tracts, of land in India or elsewhere together with such rights, concessions, grants, power and privileges as may be agreed upon and granted by Government or Rulers or owners thereof and to expend such sums of money as may be deemed requisite and advisable in the exploration, survey, farming and development thereof and to acquire or to obtain rights over, be interested in, build, alter, construct, maintain, carry out, improve, work control, manage, warehouses and other works and conveniences which the Company may think conducive to any of its objects of either by acquiring such properties outright or by acquiring the rights of others into and over them, and to acquire in India or elsewhere by purchase, lease or otherwise for the purpose of the Company, any real or personal immoveable or moveable rights, easements, privileges, licenses, concessions, patents, patent, rights, trademarks, machinery, rolling stocks, plants, utensils, accessories and stock in trade whatsoever and contribute to and take part in the construction, carrying on, improving, working, controlling, and managing any of such works or conveniences as aforesaid.
15. To acquire or undertake the whole or any part of the business property and liabilities of any person or Company carrying on business which the Company is authorised to carry on.
16. To apply for purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere any patents, brevets d'invention, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any other purposes of the Company.
17. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operations, or for limiting competition with any person, firm or body corporate whether in India or outside, carrying on or engaged in or about to care on or engage in business or transaction which the Company is authorised to carry on and further to enter into any arrangement or contract with any person, association or body corporate weather in India or outside, for technical collaboration, technical know-how or for such other purposes that may seem beneficial and conducive to the objects of the Company.
18. To take or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
19. To enter into any arrangements with any governments or authorities supreme, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them and to obtain from any such government authority, any rights, privileges and concessions which the Company may think it desirable to obtain and to carryout exercise, and comply with any such arrangements, rights, privileges and concessions.

20. To promote, form, any Company or Companies for the purposes of acquiring or any part of the property rights and liabilities of the Company, or to acquire and undertake the whole or any part of the business, property and liabilities of other persons, firms or companies by paying or contributing towards the preliminary expenses thereof or providing the whole or part of the capital thereof or by taking shares therein or by lending money.
21. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
22. To expend money on experimenting upon and testing and improving or securing any process or processes, patent or patents, or protecting any invention or inventions which the Company may require or propose to acquire or deal with.
23. To accept expeditions and commission and to employ and remunerate experts or other agents in connections therewith with a view to secure any of the objects of the Company.
24. To lend money to such persons and on such terms as may seem expedient and in particular to members of the staff, customers and others having dealings with the Company and to guarantee the performance of contracts or engagements by any such persons.
25. To make advances of such sum or sums of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores or any other property, articles and things required for the purposes of the Company upon such terms with or without security as the Company may deem expedient.
26. Subject to the provisions of Section 73 of the Companies Act, 2013 (including any other applicable provisions) and as per the directives of Reserve Bank of India to borrow or raise or secure the payment of money, or to receive money on deposit at interest for any of the purpose of the Company and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures or debenture-stock perpetual or otherwise, including debentures or debenture-stock, convertible into shares of this or any other Company or perpetual annuities and as security for any such money so borrowed, raised or of any such debentures, or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company, present or future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders, power of sale and other powers as may seem expedient and to purchase, redeem, or pay off any such securities, provided that the Company shall not carry on banking as defined in the Banking Regulation Act, 1949.
27. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal in cheque, drafts bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments.
28. To open account or accounts with any individual firm or Company or with any bank or banks or bankers or shroffs and to pay into and to withdraw money from such account or accounts.
29. To remunerate any person, firm or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing of any of the shares in the Company's capital or any debentures or debentures-stock, or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

30. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company.
31. To procure the Company to be registered or incorporated or recognised in any part of the world in accordance with the laws for the time being at such place.
32. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and right of the Company.
33. To amalgamate with any other Company having objects altogether or in part similar or those of this Company.
34. To pay out of the funds of the Company all expenses and incidental to the formation, registration, advertisements and establishment of this Company and the issue and subscription of the share or loan, capital including brokerage, and/or commission for obtaining application for or placing or guaranteeing the placing of shares or any debentures, debenture-stock and other securities of this Company and also all expenses attending the issue of any circular or notice and the printing, stamping, circulating of proxies and forms to be filled up by the members of the Company.
35. To create any reserve fund, sinking fund, insurance fund, or any other special fund, whether for depreciation or for repairing, insuring, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company.
36. To distribute as bonus share amongst the members or to place to reserve or otherwise to apply as the Company may from time to time determine any moneys received in payment of forfeited shares and moneys arising from the sale by the Company of forfeited shares or any moneys received by way of premium on shares or debentures issued at a premium by the Company.
37. To undertake and execute any contracts for works involving the supply or use of mixing or mixing equipment and to carry out any ancillary or other works comprised in such contracts.
38. To carry on business as estate brokers, estate agents and estate managers and to manage land, buildings and other property situate in India or elsewhere whether belonging to the Company or not and to collect rents and income and to supply to tenants and occupiers and others, refreshments, attendants, messengers, light waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, stables and other advantages.
39. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any off them and to undertake, execute, carry out dispose of or otherwise turn to account of the same.
40. To manufacture, buy, sell, prepare, export, import, and otherwise deal in any types of agitators, stirrers, mixers, allied mixing equipment and or any articles connected therewith and to deal in goods of all kind necessary for the purpose of carrying on business of fabricated, structural, steelworks, tank vessels, gratings, railings or other engineering goods.

41. To develop expertise and technique for the manufacture of sophisticated equipment and chemical process plants and machinery which are being imported at present with the help of indigenous research and development or enter into technical collaboration, if necessary, with the foreign manufacturers, consultants or process licensors.
42. To adopt such means of making known the products of the Company as may be seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, of an of interests, by publications of books and periodicals and by granting prizes, rewards and donations.
43. To do the above things in any part of the world either as principals, agents, trustees, or otherwise and either by or through agents trustees sub-contractor or otherwise and either alone or in conjunction with other and to allow any property to remain outstanding in such agents or trustees.
44. To borrow or raise money for the purpose of Company, as the Company shall think fit and in particular as either by creating a charge on the property of the Company (both moveable and immoveable) [including the properties forming part of its wholly owned subsidiaries / LLP's formed by the Company / belonging to the Company] or by raising debentures charged upon all or any of the Company's property [including the properties forming part of its wholly owned subsidiaries / LLP's formed by the Company / belonging to the Company], both present and future including its uncalled capital and to redeem or pay off such liabilities.
45. To carry on the business of electrical engineering, suppliers of and dealers in electrical and other appliances, cables, wire-lines, dry cells accumulators, lamps and works and to generate accumulate, distribute and supply electricity for the purpose of light, heat, motive power and for all other purposes for which electrical energy can be employed and to manufacture and deal in all apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity including in the term electricity all power that may be directly or indirectly derived therefrom or may be incidentally hereafter discovered in dealing with electricity.
46. To undertake Corporate Social Responsibility ('CSR') activities in terms of the provisions of the Companies Act, 2013 and the Rules made thereunder or in such other manner as the Company deems fit.

IV. The liability of Member(s) is limited to the amount unpaid (if any), on the shares held by them.

V. The Authorised Share Capital of the Company is Rs.160,00,00,000/-(Rupees One Hundred and Sixty Crores only) divided into 32,00,00,000 (Thirty Two Crores) shares of Rs.5/- (Rupees Five only) each with power to increase and reduce its capital for the time being into several classes and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and vary or modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the regulations of the Company.

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

Sl. No.	Names, Address, Descriptions and Occupation of Subscribers	No. of Shares taken by each Subscribers	Signature of Subscribers	Signature, Name, Address, Description and Occupation of Witness.
1	SHRI RAVI PURAVANKARA S/o. Kumhambu Puravankara 104, Neelam, 108, Worli Sea Face Road, Worli, <u>Bombay - 400 018.</u> BUSINESS	5 (Five) Equity	Sd/-	Sd/- SHRI MANSUKHLAL MOHAN LAL MASTER S/o. Late Shri Mohan Lal Master, 407, Vaishali Apartments, Parekh Street, Prathana Samaj, <u>Bombay – 400 004.</u> BUSINESS
2	SHRI RAMESH PURAVANKARA S/o. Kumhambu Puravankara 1/15, Seema Apartments, Four Bungalow Road, Anderi (W), <u>Bombay - 400 058.</u> BUSINESS	5 (Five) Equity	Sd/-	
3	SHRI. NANI RUSI CHOKSEY S/o. Shri Rusi Choksey Sliverline, 12/A, Shivaji Park, Cadell Road, <u>Bombay – 400 028.</u> BUSINESS	5 (Five) Equity	Sd/-	
	TOTAL	15 (Fifteen) Equity Shares		

Dated 19th May, 1986, at Bombay