

MEMORANDUM OF ASSOCIATION

OF

PDCOR LIMITED
(Amended upto 18.08.2017)

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 1956)
MEMORANDUM OF ASSOCIATION
OF
PDCOR LIMITED

- I. The name of the Company is PDCOR LIMITED
- II. The Registered Office of the Company will be situated in the State of Rajasthan.
- III. The objects for which the Company is established are as follows:
 - (A) **THE MAIN OBJECTS OF THE COMPANY, TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To undertake project development and promotion of infrastructure related projects for enhancing industrialisation; and to that end and purpose to establish Industrial Parks, Information Technology Parks, Transport Development, Port(s) Development and to extend assistance of all kinds, financial, technical or commercial, for development of Infrastructure sector in Rajasthan primarily and also for other territories in India and abroad.
 2. To provide advisory services in India and Overseas on matters relating to Infrastructure and related allied activities of Infrastructure Sector and for that end to develop innovative methods of production and development of existing and new technologies, identify projects, prepare project reports and profiles, market research, feasibility studies and reports, pre-investment studies and investigation of industries; to undertake appropriate services to identify scope or potential of industrial and economic development in any particular geographical area or location whether in India or abroad; to act as Lead managers in respect of co-ordination work on behalf of banks, financial institutions, companies and other persons and to monitor the same; to act as advisers in management of undertakings, businesses, enterprises and render all assistance as required or necessary including recruitment of personnel and generally to act as advisers in selection of technical process, economic size, sources of raw material, equipment and machinery.

3. To identify specific project, conduct feasibility studies for such identified projects and undertake execution, operation and maintenance of such projects.
4. To prepare feasibility reports relating to the identified projects, sell the reports to potential sponsor/s for a price or enter into joint ventures for execution of the projects which are found feasible by the Company or by any other reputed agency.
5. To undertake feasible projects on a turnkey basis or incorporate one or more company/ies in the nature of 'special purpose vehicle/s' for carrying out such feasible projects and such company may be wholly owned by this Company or may have equity participation from other parties.
6. To sink, wells and shafts, and to make, build and construct, lay down and maintain, reservoirs, water works, cisterns, culverts, filter-beds, main and other pipes and appliances, and to execute and do all other works and things necessary or convenient for obtaining, storing, selling delivering, measuring and distributing water, or otherwise for the purposes of the Company.
7. To construct, maintain, improve, develop, work, control and manage any waterworks, gasworks, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof in connection with the main objects of the Company.
8. To facilitate acquisition of assets for projects, finalise financing and other plans for implementation of projects, arrange syndication of project funding, undertake development of financial production which are necessary either for any particular project/s or for promoting the activities of the Company.
9. To make investments in organisations, entities/companies, undertaking infrastructure development work/projects and to give guarantee and all forms of support for enabling such companies to

raise the required resources for undertaking the infrastructure related work/projects.

10. To render all forms of consultancy services for supervision and implementation of any type of infrastructure projects.
11. To develop all types of consultancy formats for infrastructure projects and participate in the implementation of the same directly or indirectly, singly or jointly or through subsidiaries, or by any contractual arrangements.
12. To carry on the business of consultants to Local or Municipal, State or Central Administrations and or Governments and agencies thereof, organisations, undertakings, institutions, industry and business, and to undertake preliminary planning, site development studies, feasibility reports, design engineering, procurement, factory inspection, construction management, trial and acceptance testing, operation training, plant betterment services, including technical and specialised advice on infrastructure projects.
13. To supply, provide, maintain and operate, design and engineering consultancy services applicable over the whole range of industry, trade, commerce, agriculture, infrastructure and other projects.
14. To carry on the business of advisers and consultants on all matters and problems relating to the administration, organisation, management, commencement or expansion of industry and business (including construction of plants and buildings, production, purchases, sales, marketing advertisement, publicity, personnel export and import), and of institutions, concerns, bodies, associations (incorporated or unincorporated), departments and services of the Government, public or local authorities, trusts, scientific research and development centres.
15. To act as designers, consultants, technical advisers and to provide drawings and specifications for lay outs and disposition of various types of industrial plants and installations of machinery for any products, as also to carry out scientific research and technical investigations of projects; to design and develop industrial production methods, processes and products; and for those purposes to collaborate with any Indian or foreign institutions, laboratories or companies.

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

1. To establish transport systems in Rail, Road, Water and Air sectors for various cities or towns in the country under a commercial format the objective being to generate the required revenue to pay back the investment.
2. To establish water supply systems and for that purpose to design, construct, operation and maintain water supply systems for domestic and industrial users.
3. To establish Dry Ports in the State of Rajasthan and to set up ports or bid for port projects under BOOT or BOT concept for Air Ports, Dry Ports, Sea Ports and generally other waterway ports.
4. To establish industrial estates by acquisition of land and undertake or cause to undertake the preparation of layouts for industrial estates and design, construct and maintain them as industrial sheds/plots and sell them.
5. To engage in the business of generation of power from thermal, hydel, solar, wind or tidal sources or from any other conventional or non-conventional sources and to construct, install and maintain, furnish, improve, let, control and manage the required equipments and machineries for the production, sale supply, distribution and transmission of power and to employ and engage experts and agents and other person, firms companies or corporations for prospecting, exploring, reporting on, surveying, working and developing the various sources of power.
6. To establish Leisure City or a Medicity and also to establish industrial townships.
7. To design, construct, operate and maintain affluent treatment plant and also sewage treatment plants and to undertake off-take and disposal or sewage and/or industrial effluents.
8. To undertake design, construction, operation and maintenance of Road or bridges of all types, including subways and road over-bridges, in India or abroad on BOOT or BOO basis.
9. To act as consultants for an in connection with practical engineering such as making of sketches, preparing specifications and details of material required in buildings, preparing schedules of time programme and sequence of work and in general for and in connection with all work connected with and covered by practical engineering.
10. To act as consultants for and in connection with supervision of practical engineering and construction and building work at site or in factories, to give advice and to control such work, and also to arrange for and ensure direct or indirect supervision of work at site.

**Heading of III (B) has been amended vide resolution no. 12 passed in the Annual General Meeting held on 18.08.2017*

11. To act as consultants for designing, establishing, construction building, equipping, running and maintaining any factories manufacturing
 - (a) Pre-cast or prefabricated concrete products, prestressed by post-tensioning or pre-tensioning methods or any other methods
 - (b) Pre-cast or prefabricated reinforced concrete products and
 - (c) precast or prefabricated products made up of plain concrete, brick or any other building materials
12. To act as designers and consultants for and in matters of design, control or supervision or related matters (whether related directly or indirectly) such as shuttering, moulds, launching girders and equipment, vibrating and electrical equipment, concreting equipment, prestressing equipment, handling and hoisting equipment, heating and curing equipment, testing equipment and any other equipment.
13. To act as consultants and designers for any type of structures such as bridges, aqueducts, canals, foundation works, dams, shafts, chimneys, reservoirs, tunnels, pen-stocks, silos, harbor structures, including quay walls, caissons, jetties, wharf's and piers, runways and roads, ordinary over the ground and/or underground, industrial buildings such as warehouses, factories and stores, places of worship like churches, and/or places where the public can go such as theatres, concert halls, auditorium, stadiums as well as to act as consultants and designers for portions of buildings such as roofs, shells and for any type of products or articles required in construction and building work such as girders, beams, stringers, joists, slabs, poles railway sleepers, channels, ducts, pipes.
14. To render expert technical assistance, guidance and advice and exercise supervision in the matter of the projection, erection, construction and alteration of, and of repairs to and improvement of any kind or sort of buildings whether factories, mills, offices, works, residences or otherwise and/or construction work of any kind.
15. To work out and supply cost-estimates of any type of structure or product, as well as furnishing information on costs of any construction or building operations.
16. To establish, lay down, work out and supply specifications, general conditions of contract and any other tender documents for workmanship, materials or construction in regard to any type of construction, structure or products.
17. To buy and sell designs, plans, and/or specifications of and for buildings, works, plants, factories and/or other construction work.

18. To apply for, negotiate, tender or otherwise obtain any contracts or sub-contracts or licenses and/or concessions for work of any kind relating to any of the objects which this Company can do and to undertake, execute, carry out or otherwise turn to account the same; also to assign or sub-let all or any such contracts, sub-contracts, licenses and/or concessions from time to time and upon such terms as may be thought expedient.
19. To act as consultants and designers for structures or products to be built or sold anywhere in any State of the Indian Union or abroad in neighbouring countries or in any part of the world, and to establish and maintain any branch offices or to appoint agents in India or abroad, as may seem useful to the development of the company.
20. To export engineering and construction and any type of consultancy services to other countries particularly by taking up contract works of all or any categories in other countries or otherwise and with a view thereto to export machines, machinery, materials, engineering and other personnel and other things and services to other countries as may be deemed fit.
21. To export and import all machines, tools engineering and related services, skills designs, drawings, technical know-how for undertaking any or all of the business objects of the Company.
22. To undertake any work as engineers, architects or contractors either alone or jointly with any other company or person's complete or partial designs, erections and construction of buildings and structures, and works of all description.
23. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and issue of its capital including costs, charges, expenses of negotiations and contracts and arrangement made prior to and in anticipation of the formation and incorporation of the Company, including brokerage and commission for obtaining applications, for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
24. To establish and maintain any agencies in India or any part of the world for the conduct of the business of the Company.
25. To establish Branches or Agencies or appoint Representatives in India and elsewhere for any one or more of the objects of the Company and to regulate and/or discontinue the same.
26. To procure the incorporation, registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any Parliament, local Government, Municipal or other authority or body, Indian or foreign, for any Acts of Parliament, laws, decrees, concessions, orders, rights or privileges, that may seem conducive to the Company's objects, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

27. To procure the recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on business or activities of the Company in any foreign country.
28. To carry out the objects of the Company and to do things in any part of the world either as principals, agents, contractors or trustees or otherwise and either alone or in conjunction with any other person, firm, body corporate, municipality, state body or Government or person.
29. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
30. To acquire, purchase, takeover and/o amalgamate business of companies which under existing circumstances, from time to time, may conveniently or advantageously be combined with the business of the Company, to amalgamate or merge with companies whose business are so acquired, purchased or taken over and/or to enter into agreement with the object of acquisition of such undertaking and/or business.
31. To enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions or otherwise, with any person, firm, association, company or corporation carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in any business or undertaking or transaction which may seem capable of being carried on or conducted, so as to directly or indirectly benefit the Company, and to lend money, to guarantee or contract or otherwise acquire and hold shares or securities of any such person, firm or company and to take or otherwise acquire and hold shares or securities of any such person, firm or companies, and to sell, re-issue, with or without guarantee, or otherwise deal with the same.
32. To purchase, acquire or take over as a going concern by purchase of, or lease or for management of the whole or any part of the business undertaking together with the goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any person, firm or company including its trade name, trade marks or patents an upon such terms and subject to such stipulations and conditions and at or for such price or consideration (if any) in money, shares, debentures, money's worth or otherwise as may be deemed fit, and to conduct and carry on or liquidate and wind up any such business.
33. To establish or promote or concur in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of the Company or any other companies.

34. To promote, form and to be interested in, and take, hold and dispose of shares in any other company having objects similar, and to subsidies or assist any such company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue or other securities of such company and to transfer to any such company any property of this Company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company.
35. To promote, form and register an aid in promotion, formation and registration of any company or companies, association or associations, for the purpose of acquiring all or any of the property, undertaking, rights and liabilities of such company or of its subsidiary undertakings, or any of its contracts, options, liabilities or for any other purpose which the Company or its Directors may deem directly or indirectly calculated to benefit this Company, or for any land or estate, or to assist in the attainment or promotion of its objects and to be interested in, or taken or otherwise acquire, purchase, hold, sell or otherwise dispose of shares, debentures and other securities in or of any such company or any other company, for all or any of the objects mentioned in this Memorandum and to subsidize or otherwise assist any such company and to undertake the management or other work, duties and business of any such company on such terms and conditions as may be determined or to assist in the attainment or promotion of its objects, and to subscribe to, place or secure the subscription of the capital or securities of or loans to any such company.
36. To enter into all types of internal or external foreign collaborations, license arrangements, technical assistance, financial or commercial arrangements including the survey of markets for export and to study market conditions in India and outside, for the fulfillment of any objects herein contained.
37. To apply for, promote and obtain any Act, charter, privileges, concessions, licenses, authorization, from Government, State or Municipality, provisional order or license of any authority, for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient.
38. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege, which any Government or authority or any Corporation or other public body may be empowered to grant, and to pay for, aid in, and contribute towards carrying on the same effect.

39. To purchase, take on lease or in exchange or otherwise acquire for the purpose of the business of the Company, improve, manage, develop, cultivate, work, sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose off and deal with movable and immovable property and rights and privileges of all kinds, and in particular lands, buildings, easements, mortgages, shares, debentures or other securities, produce, concession, options, contracts, patents, licenses, machinery, stock-in-trade, business concerns and undertakings and claims privileges and concessions of all kinds.
40. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by installments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or debenture stock, mortgage or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stocks, or securities so acquired.
41. To develop and turn to account land acquired by the Company or in which the Company is interested, and in particular by leveling out and preparing the same for building purposes, constructing, altering, pulling down, decorating, furnishing, maintaining, fitting up and improving buildings and by planting, paving, adding drainage, farming, cultivating, letting on lease or building agreement, and by advancing money to and entering into contracts and agreements of all kinds with builders, tenants and others.
42. To purchase, take on lease, under concession or otherwise, lands, buildings, works, mines, mineral deposits, mining rights, plantation, forests and other rights or privileges or interest therein and to exploit, develop, build or upon any land or properties which may be purchased, leased or acquired, and to work alternative account for the same any properties in possession of the Company which are in the nature of buildings, houses, erections or any market complexes, factories, commercial complexes, works or businesses which may be directly or indirectly conducive to any of the objects of the Company and which would contribute to the business of the Company, and would aid or subsidize the business of the Company and to undertake the business of land and property development, franchise of land in connection with the said buildings and erections as may be considered necessary for commercial development by the Company and to sell, lend, charter or otherwise dispose, develop, cultivate, maintain, improve, manage, control and exploit the said property or otherwise dispose of the said property, land, buildings constructions or erections, belonging of the Company, as aforesaid.

43. To apply for, purchase or otherwise acquire, protect, renew or sell any patents, patent rights, invention, copyrights, trade marks, formulae, designs, know how, licenses, concessions, industrial or commercial property and the like, conferring any exclusive or non-exclusive or limited rights to their use, application or exploitation or any secret or other information as to any invention or otherwise which might seem capable of being used for any purpose of the Company or the acquisition of which may be calculated, directly or indirectly, to benefit the Company, and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
44. To pay for any property or rights acquired by the Company, either in cash or in fully or partly paid up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has the power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
45. To pay professional fees, or to remunerate (by cash or in kind or by allotment of fully or partly paid shares or other securities or shares or other securities credited as fully or partly paid up or in any other manner) any persons, firms, associations, or companies for services, rendered or to be rendered or in rendering technical aid or advice, granting licenses or permission for the use of patents, trade secrets, trade marks, processes and acting as trustee for debenture-holders or debenture stock-holders of the company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares, debentures, or debenture stock, or other securities of the Company or of any company promoted by this Company for services rendered in or about the formation or promotion of the Company or any company promoted by this Company or for guaranteeing payments of such shares, debenture-stock or other securities and any interest thereon or in introducing any property or business to the Company.
46. To incur debts and obligations for the conduct of any business of the Company and to purchase or hire goods, materials or machinery on credit or otherwise for any business or purpose of this Company.
47. To receive money on deposit or loan or borrow or raise money at interest or otherwise in such manner as the Company shall think fit and on such terms and conditions as the Company may think fit and proper for the financing of the business of the Company, and in particular by the issue and sale of any bonds, mortgages or promissory notes, debentures or debenture-stock, (perpetual or otherwise) including debenture or debenture stock convertible into shares of this or any other Company, or annuities, and to secure any such money so borrowed, raised or received, to mortgage, charge or lien, to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company, as the case may be.

48. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such persons or company and in particular to customers and others having dealings with the Company, with or without security, upon such terms as may be thought proper and to guarantee the performance of contracts by such persons or company, but not to carry on the business of banking as defined in the Banking Regulation Act, 1949, subject to Section 58-A of the Companies Act, 1956 and Reserve Bank of India Directives.
49. To issue and deposit any securities which the Company has the power to issue, by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company, or of its customers or other persons or corporations having dealings with the Company, or in whose business or undertakings the Company is interested, whether directly or indirectly.
50. To mortgage, assign, exchange, grant leases, licenses, easements and other rights in respect of and/or to improve, manage, develop/exchange, transfer, dispose of and turn to account or deal with in any manner the whole of the property, assets, investments, undertakings, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including shares, debentures or securities of the Company or any other company, whether partly paid up or fully paid up.
51. To guarantee or become liable for the payment of money, debentures, debenture stock, bonds or securities or for the performance of any obligation.
52. To give guarantees and to carry on and transact every kind of guarantee and counter-guarantee business or activity and in particular to guarantee the payment of any principal moneys, interest or other money's secured by or payable under any debentures, bonds, debenture stocks, mortgages, charges, contracts, obligations and securities and the payment of dividends on and the repayment of the capital stocks and shares.
53. To invest and deal with the moneys of the Company not immediately required for the business of the Company in any manner as may be deemed fit in the best interest of the Company, and to vary the investments of the Company.
54. To invest the surplus monies of the Company from time to time, in Government securities or any other securities including bills of exchange, as may from time to time be determined by the Directors, and from time to time vary such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
55. To subscribe for, absolutely or conditionally, purchase or otherwise acquire, and to hold or dispose off, deal in shares, stocks and securities or obligations of any other company, whether Indian or foreign, and to become a member of any company, body corporate, association or society.

56. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, hundies, cheques, drafts, receipts, orders, warrants, certificates, units and other negotiable or transferable or mercantile instruments or securities and to hold, buy, sell and deal in bills of exchange, promissory notes and other negotiable instruments and securities.
57. To open and keep any register/s in any State in India or abroad and wherever it may be deemed necessary and expedient so to do and to allocate any number of shares in the Company to such register or registers.
58. To enter into any contract or arrangement for more efficient conduct of the business of the Company or any part thereof and to subcontract any such contract or arrangement.
59. To open bank accounts of all kinds including overdraft accounts and to operate the same for any of the objects or purposes of the Company.
60. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works, by publication of books, periodicals and by granting prizes, rewards and donations.
61. To effect and maintain insurance against loss of or injury to any property of or any persons employed by the Company or against any other loss to the Company.
62. To guarantee the performance of any contract or obligation of any company, firm or persons and the payment and repayment of the capital and principal or dividend, interest or premium, mortgage, loan and other securities issued by any company, corporation firm or persons, including (without prejudice to the generality of the foregoing) bank overdrafts, bills of exchange and promissory notes.
63. To employ any type of staff/personnel/worker and experts to investigate and examine into the condition prospects, value, character, and circumstances of any business, venture, industry, market, assets, property or rights.
64. To train and pay for the retaining in India or abroad of any of the Company's employees or any candidate or to recruit and employ Indian or foreign experts and remunerate them in any manner permissible by law, for the interest or furtherance of the Company's objectives.
65. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory welfare, gratuity, pension or superannuation funds for the welfare and benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments or benefits of medical, health or charitable purposes to any persons, who are or were at any time in the employment or service of the Company, and the spouses, widows/widowers, families and dependents of any such persons including the directors and former directors.

66. To appoint or nominate Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
67. To undertake and execute any Trusts, the undertaking whereof may seem desirable, either gratuitously or otherwise.
68. To create any Depreciation Fund, Sinking Fund, Reserve Fund, Insurance Fund, Development Fund, Redemption Fund or any other Special Funds whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company, or for any other purpose conducive to the interests of the Company.
69. To enter into, make and perform, contracts and arrangements of every kind and description, with any person, association of persons, firm, company, corporate body, union or State Government, municipal, local or public authorities that may seem conducive to the attainment of the Company's Objects and to obtain from any such Government or authority any rights, privileges, licenses and concessions, which the Company may consider necessary or desirable to obtain, and to carry out, exercise, use or comply with any such arrangements, rights, privileges, concessions, charters, contracts, licenses or purchase and sale of any kind of goods, machinery, spare parts, securities, shares, stocks, debentures, etc. which the Company for the time being may think desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions and to enter into contracts or arrangements for more efficient conduct of business of the Company or any part thereof and to sub-contract any such contract or arrangement.
70. To aid any Government, State Municipal Corporation, Company, Association or Individual with capital, credit or other means or resources for the pursuit of any works, undertakings, projects or enterprises which are conducive to all or any of the objects of the Company and to receive or donate or gift, in cash or kind, for any national, charitable, benevolent, or public purposes or to any institution, club, society, research, association, fund, university, college or any other person or body whether relating to the business of the Company or not.
71. To undertake and execute any trust the undertaking whereof may seem desirable either gratuitously or otherwise, and/or to make donations to any person, company or association and to subscribe or guarantee money for any national, international, charitable, benevolent, educational, public, general or other object, activity, exhibition or trade shown which may be conducive to the objects of the Company or in the interest of its members or for the welfare of the staff and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorized to carry on.

72. To make donations to such persons or institutions and in such cases and either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient, and in particular to remunerate any person or corporation introducing business to this Company, and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, public, cultural, educational or institutional purposes or objects, or for any exhibition or for public in general or for other objects, and to establish and supporting associations, institutions, funds, trusts and conveniences for the benefit of the employees or ex-employees (including Directors) of the Company or of persons having dealings with the Company or the dependents, relatives of such persons and to grant pension, allowances, gratuities and bonuses either by way of annual payment or a lumpsum and to make payments towards insurance and to form and contribute to provident benefit funds an other welfare funds of or for such persons.
73. To undertake, carry out, promote or sponsor any activity for publication of any books, literature, newspapers or for organizing lectures, conferences or seminars, workshops, training programs, for giving merit awards, scholarship loans or any other assistance to institutes, deserving students or academic pursuits or researchers and for establishing assistance to institutions, funds or trusts.
74. To distribute, in the event of winding up of the Company, amongst the members and employers of the Company in cash or kind, any property of the Company or any proceeds of sale or disposal of any property of the Company.
75. To refer any matter which may be in dispute, between the Company and any other person in accordance with and in terms of any contract or arrangement or agreement between the Company and the persons or otherwise, to arbitration in accordance with the Arbitration and Conciliation Act, 1996.
76. To act as consultants and to give advice, and to supervise and/or to control designs established by other parties and to furnish any other information in respect of all types and sorts of construction and buildings; To act as service organization or bureau for providing advice and services in various fields – general, administrative, secretarial, consultancy, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation an other levies, statistical, accountancy, quality control and data processing.
77. To enter into agreements and/or procure any arrangements with any person, firms or companies within or outside India for supplying, providing, rendering, improving, imparting, maintaining, operating, obtaining, advising, assisting, making available technical know-how and/or technical services, facilities, conveniences, data, techniques, expertise, knowledge, installation/erection, technology, research and development techniques, patent, inventions models, design, secret formula for process or similar property right or information concerning industrial commercial or scientific knowledge, skill, experience or services for all or any of the above referred to Objects.

78. To establish workshop/s Laboratories and such other establishments and facilities for the business of the Company for manufacture, fabrication and machining and other mechanical, electrical or other work required for manufacture of plants, machinery, spares, tools and other equipment, required for the company's operations or otherwise in any part of Rajasthan and/or other places in India and or abroad and to take up and carry on any other activities incidental thereto.
79. To enter into partnership or joint-venture with other person/s, firms, companies or other associations or bodies, for operations or activities which the Company is entitled to carry on by this Memorandum, from time to time.
80. To award contracts or sub-contracts or otherwise to other person/s, firms, companies or other association of individuals or bodies in India or abroad, the contracts or works that may be entered into by the Company including appointing and consulting Engineers to undertake design and advisory services on such term or terms as may be deemed fit by the Company.
81. To acquire and/or undertake the whole or any part of the business, property, assets and liabilities of any firm or company carrying on any business which the Company is authorized to carry on or possessed.
82. To acquire, apply for, purchase or otherwise acquire, protect and prolong and renew whether in India or elsewhere any patents, inventions, 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 of the purposes of the Company or the acquisition of which may be calculated directly or indirectly, to benefit the Company.
83. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar or dissimilar to those of this Company for carrying on any business capable of being conducted by this Company so as directly or indirectly to benefit this Company.
84. To promote or form any company/ies, firms or associations for the purpose of acquiring all or any part of the property rights and liabilities of the company or undertaking any business or operations or for any other purpose which may appear likely, directly or indirectly to assist or benefit 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 or by taking shares therein or by lending money or providing any financial assistance in any manner.
85. To enter into contract with other individual person/persons, firms, companies, bodies corporate or other associations or persons or bodies for the purposes and operations and activities of the Company and to enter into sub-contracts with others as may be deemed fit.

86. To acquire immovable properties by purchase, grant or lease license or otherwise including lands, plots, estates or other immovable properties and factories either absolutely or conditionally, and either solely or jointly with others and to acquire works, privileges, rights and any tract or tracts of land in India or elsewhere and to expend such sums of money as may be deemed requisite for the said purposes.
87. To appoint engineers, contractors, managers, technicians, operators, artisans of every other class, workmen and other persons on such salaries, wages, terms and conditions as deemed fit for the activities and purposes of the company and to discharge and discontinue the same and also to engage specialized or expert engineers, technicians, consultants, architects and other professional individuals, bodies or companies including those from abroad for the purposes and activities of the Company and to fix their salaries, wages and other conditions of appointment and to discharge and discontinue the same as deemed fit and to send employees or other persons abroad for obtaining technical education or expert knowledge or other efficiency as may be deemed necessary for the purposes of the Company and also to frame Service Rules dealing with Service conditions, leave, disciplinary matters and conduct of employees.
88. 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 acquire or propose to acquire or deal with.
89. 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 of engagements by any such persons.
90. To make advances of such 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.
91. To expend money for purchase of plants, machinery, equipments, spares tools and stores of all description, raw materials in various forms, and other goods and material as required for the current and future needs of the Company.
92. To remunerate any person, firm or company for services, rendered or to be rendered in placing or assisting to place or guaranteeing the subscription of any of the shares in the Company's capital or any debenture or debenture-stocks, or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
93. To make donations to such person or institutions, political parties or other bodies or organizations/associations, either of cash or any other assets as may be thought directly or indirectly, conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any general public or

other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, for the furtherance of the objects of the Company and for benefit of the employee or ex-employees or of persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant persons, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident or benefit funds, for the benefit or in favour of such persons.

94. To grant scholarship or other educational assistance to trainees appointed by the Company or proposed to be appointed or otherwise to deserving students or scholars in engineering or other fields either as promoting the cause of engineering or other education alone or jointly with others.
 95. To do all or any of the above things and all such things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the world, and as principals, agents, contractors, trustees, agents or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
 96. ^{*1} To carry on all kinds of businesses and associated activities related to project development, project management, project supervision, project implementation, manufacturers, processors, assemblers, agents, consultants, system designers, dealers, contractors and builders for the purposes of erection and commissioning of all types, varieties and kinds of infrastructure projects and facilities in all sectors including without limitation, water supply, drainage, sewage and solid waste and waste water treatment, telecom systems, communication, roads, bridges, transport, urban infrastructure, transport systems, tourism, medical & health, industrial estate, housing colonies, pre-fabricated and precast houses, buildings and erections all together with associated services processing plants, manufacturing plants whatsoever in any State of the Indian Union or abroad in any part of the world.
- IV ^{*2} 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 ^{*3} The authorized share capital of the Company is Rs. 5,00,00,000 (Rupees five crore) divided into 50,00,000 (fifty lakh) equity shares of Rs. 10/- (Rupees Ten) each

^{*1} Ancillary object 96 was inserted and entire clause III (C) "other objects" was deleted vide resolution no. 12 passed in the Annual General Meeting held on 18.08.2017

^{*2} Existing clause IV in relation to liability of the member(s) was amended vide resolution no. 12 passed in the Annual General Meeting held on 18.08.2017

^{*3} Existing clause V in relation to authorized share capital was amended vide resolution no. 12 passed in the Annual General Meeting held on 18.08.2017

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

Sl. No.	Signature Name, Description, Addresses and Occupation of the Subscribers	No. of Equity Shares taken by each subscriber	Signature, name, Address, Description and Occupation of Witness
1	<p><i>To be kept Blank.</i></p> <p><i>[Signature]</i> Hari Sanbaran S/o Mr V.R. Sanbaran Park View At-17, Little Gibbs Road Malabar Hills, Mumbai-400016 Occupation : Service</p>	1 (One)	<p><i>Witness Signatures of all seven subscribers</i></p> <p><i>[Signature]</i> (P.K. JAIN) S/o SA. P. C. Jain Secretary RSCC Ltd, 60 Yeshwantrao Chavan Road, Jaipur (Raj.) Company Secretary</p>
2	<p><i>[Signature]</i> K. R. NONGH-AND S/o K. K. ARUNAKARAN 3-1/3 Centre Point Ambanadi, Thiruvananthapuram 390006 Occupation : Service</p>	1 (one)	
3	<p><i>[Signature]</i> Arjun Rajgopal S/o (Late) Mr. S. Rajgopal Flat No. 5, Pawlana, 2nd Floor L.D. Rajwade Marg, Mumbai - 400006 Occupation : Service</p>	1 (One)	

Total No. of Equity : THREE
 Shares subscribed 3 (Three)

Dated the 1st day of December, 1997

Place : Jaipur

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

Sl. No.	Signatures, Name, Description, Addresses and Occupation of the Subscribers	No. of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of Witness
5	<p><i>ment</i></p> <p>SRI. SATISH GORDHAN MEHTA</p> <p>S/o GORDHAN T. MEHTA.</p> <p>3/4 WALCHAND TERRACES,</p> <p>OPP D.C. MARKET, TARDEO,</p> <p>MUMBAI 400-034.</p> <p>COMPANY EXECUTIVE.</p>	<p>- TEN -</p> <p>- 10 -</p>	<p>Witness Signature of all seven subscribers</p> <p><i>(P.C. Jain) S/o Sh. R.C. Jain</i></p> <p>Secretary, RSMDC LTD,</p> <p>11 DYOG, 77 ANJAN</p> <p>JALPAIGURI (RAJ)</p> <p>Company Secretary</p>
55	<p><i>hpt</i></p> <p>Gautam Bhagat</p> <p>S/o Sh. Jagdish Chandra Bhagat</p> <p>4/109, Jawahar Nagar</p> <p>Jaipur - 302004</p> <p>Company Executive.</p>	<p>ONE</p> <p>- 1 -</p>	
6	<p><i>Shri</i></p> <p>Shri Ashok Singhvi</p> <p>S/o Sh. Apoorva Singhvi</p> <p>C-95 Jagjeem Path</p> <p>Chomut-cowre</p> <p>Jaipur</p> <p>Service <i>is</i></p> <p>For & on behalf</p>	<p>TENS</p> <p>10</p>	



Total No. of Equity Shares subscribed :

Total C/F 24 (Twenty Four)

Dated the 1st day of December, 1997

Place : Jaipur

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

Sl. No.	Signatures, Name, Description, Addresses and Occupation of the Subscribers	No. of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of Witness
1	 ARVIND MAYARAM, 90 SHRI MAYARAM GOPAL SADAN, ASHOK MARG, JAIPUR - 302001 IAS For & on behalf of Govt. of Raj.	10 Ten	9 witness signatures of all seven subscribers.  P. K. Jain, Sp. Sec. R. C. Jain, Secretary, REMDC LTD 4409 Bhatia JALPURA (RAJ) Company Secretary.

Total No. of Equity :
Shares subscribed

34 (Thirty Four)

Dated the 1st day of December, 1997

Place : Jaipur