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THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
OF
INFRASTRUCTURE LEASING & FINANCIAL
SERVICES LIMITED**

- I. The name of the Company is INFRASTRUCTURE LEASING & FINANCIAL SERVICES LIMITED.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are :
 - A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :**
 1. To undertake and carry on the business of Equipment Leasing, Leasing of immovable and movable properties of all kinds and description and right, title and interest therein and Leasing of all kinds of goods and articles (including Plants, Machinery, Vehicles, Ships, Vessels, Air-crafts, Apparatuses and Computers) whether required for consumption or for commercial, industrial or business use or for any purpose whatsoever.
 2. To undertake and carry out the business of merchant banking including consultancy services of all kinds and descriptions and in all branches and kinds and for this purpose, to open branch/branches in India or any part of the world and without prejudice to the generality of the foregoing, to buy, underwrite, invest in and acquire and hold, sell and deal in stocks, debenture stock, bonds, obligations and securities issued or guaranteed by any Government, State, dominions, commissioners public body or authority, municipal, local or otherwise, firm or person in India or elsewhere and to act as a technical consultant to act as Registrars for share transfers, financial consultancy, managers to issue of shares,

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debentures, bonds and securities, investment counselling, portfolio management, providing financial and investment assistance, syndication of loans, counselling and tie-up for project and working capital finance, syndication of financial arrangements whether in domestic market or international market handling of mergers and amalgamations, assisting the setting up of joint ventures, foreign currency lending, services to Non Resident Indians, tax Consultancy, to act as a Discount house and in consortium to underwrite any securities and to do all other incidental activities which come within the scope of merchant banking activity and to render any kind of management, technical, financial and allied consultancy services in furtherance of the main objects.

3. To set up, create, issue, float and manage trusts or funds including any mutual fund, growth funds, investment funds, income or capital funds, taxable or tax exempt funds, provident, pension, gratuity and superannuation funds, charitable funds, trusts, or consortium funds to act as administrators or managers of such funds and trusts and to act as trustees for bondholders, debenture holders and for other purposes herein.
4. To give advise and or to offer, give, take circulate and/ or otherwise organise, accept or implement any takeover bids, mergers, amalgamations, acquisitions, diversification, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership firm or any other association of persons whether incorporated or not, by acquisition of shares or assets and liabilities, and whether as a going concern or as a part of the concern or otherwise as may be required having regard to business exigencies; and to promote or procure incorporation formation or setting up of concerns and undertakings whether as company, body corporate, partnership or any other association of persons for engaging in any industrial, commercial or business activities.
5. To set up, provide and/or participate in providing venture capital, technology funds or any other funds for seed capital, risk capital foundation, including giving guarantees or such other financial assistance as may be conducive for development of new enterprises, innovative methods of production and development of existing and new technology, to identify projects, project ideas, to prepare project profiles, project reports, market research, feasibility studies and reports, preinvestments studies and investigation of industries on micro and macro level; to undertake appropriate service to identify scope or potential for economic and industrial development in any particular geographical area or location whether in India or abroad; to act as lead managers in respect of project assignments by undertaking follow-up, supervision and co-ordination work at the instance, behest, or on behalf of banks, financial institutions, companies, bodies corporate and to monitor the same to the participants; to act as an adviser in the management of undertakings, business,

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enterprises, offices, trade, occupations, calling or professions by introducing modern methods and techniques and systems, and render all assistance as may be necessary including by acting as agents for recruitment of personnel, technical, skilled, unskilled, supervisory, managerial or otherwise; and to act as an adviser in the selection of technical process, economic size, sources of plant and machinery and other utilities for business entrepreneurs.

6. To carry on the business of promotion, organising, procuring incorporation of and giving financial or other assistance in India or abroad independently or in association with any person, Government or any other agencies whether incorporated or not, for any business .of the Company.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS :

7. To establish and maintain any agencies in India or any part of the world for the conduct of the business of the Company.
8. To establish Branches, Agencies or appoint Representatives in India and elsewhere for anyone or more of the objects of the Company and to regulate and/or discontinue the same.
9. To enter into all types of internal or external foreign collaborations, licence arrangements, technical assistance, financial or commercial arrangements including the survey of markets for export and to study market conditions in India and outside, for fulfilment of any objects herein contained.
10. To acquire, purchase, takeover and/or 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.
11. To enter into partnership or into any arrangements for sharing profits, union of interests, co-operation, joint venture, reciprocal concessions, or otherwise, with any person, firm,

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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 authorised to carry on or engage in or any business or undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to 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.

12. To enter into any arrangement with any person, association of persons, firm, company, corporation, Union or State Government, Municipal or any local or public Authority, that may be conducive to the Company's objects or any of them and to obtain from any such person or association of persons, firm, company, corporation, government, municipal or local or public authority any right, privileges or concessions which the company may think fit desirable to obtain and carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
13. To apply for, promote, and obtain any Act, charter, privilege, concession, licence, authorisation, if any, Government, State or Municipality provisional order or licence 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 and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interest.
14. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and its 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.
15. To remunerate (by cash or otherwise or in kind or by allotment of fully or partly paid shares or shares 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 and advice, granting licences or permission for the use of patents, trade secrets, trade marks, processes and acting as trustee for debentureholders 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

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absolute or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditionally 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 for the company or any company promoted by this Company or in introducing any property or business to the Company or about the conduct of the business of the Company or for guaranteeing payments of such debenture-stock or other securities and any interest thereon.

16. 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 law, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly to prejudice the Company's interests.
17. To open and keep a register or registers in any state in India or abroad 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.
18. To undertake and execute any trusts, the undertaking whereof may seem desirable, either gratuitously or otherwise.
19. To draw, make, execute, issue, accept, endorse discount and negotiate promissory notes, Mortgage backed securities, hundies, bills of exchange, bills of lading delivery orders, warrants, certificates, debentures and other negotiable, transferable or mercantile instruments or securities.
20. To vary the investments of the Company.
21. To open account or accounts with any individual, firm, or Company or with any bank or banks and to pay into and to withdraw moneys from such account or accounts.
22. 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 person or company, but not to do the business of banking as defined in the Banking Regulation Act, 1949.

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23. 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.
24. To borrow or raise money, or to receive money on deposit or loans at interest, or otherwise in such manner as the Company may think fit and on such terms and conditions as the Company may think fit and proper for the purposes of financing the business of the Company and in particular by the issue or sale of any bonds mortgages, or debentures or debenture-stock perpetual or otherwise including debentures or debenture stock convertible into shares of this or any other company, or annuities, and in securities of any such money so borrowed, raised or received to mortgage or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital assignment or otherwise, and to transfer or sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities.
25. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertaking or property of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of this Company.
26. In the event of winding up to distribute among the members in specie any property or assets of the Company or any proceeds of sale or disposal of any property of the Company subject to the provisions of the Act.
27. To create any Depreciation Fund, Sinking Fund, Reserve Fund, Insurance Fund, Development 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.
28. To train and pay for the training in India or abroad of any of the Company's employees or any candidate or to recruit and employ Indian or Foreign experts for the interests or furtherance of the Company's objects.
29. To guarantee or become liable for the payment of money, debentures, debenture-stock, bonds or securities or for the performance of any obligation.
30. To give guarantees and carry on and transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys,

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interest or other moneys 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 of stocks and share.

31. To invest the surplus funds of the Company from time to time in Government securities or in other securities including bills of exchange and acceptance, as may from time to time be determined by the Directors and from time to time sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
32. To aid any Government, State Municipal Corporation, Company, association or Individual with capital, credit, means or resources for the prosecution of any works, undertakings, projects, or enterprises which are conducive to all or any of the objects of the Company.
33. To issue and deposit any securities which the company has 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.
34. To provide for the welfare of the employees or ex-employees of the Company and the wives, widows and the children or the dependents of such persons in such manner as the Company deems fit and proper.
35. To undertake, form and/or execute any trusts, the undertaking of which may seem to the Company desirable or conducive to all or any of the objects of the Company.
36. 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.
37. To pay for any property or rights acquired by the Company, either in cash or 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 power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
38. To enter into any contract or arrangement for more efficient conduct of the business of the Company or any part thereof and to sub-contract any such contract or arrangement

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- 38A. To carry on the business of selling, purchasing or otherwise acquiring and/or selling or disposing off or trading in spot, forward or future markets including trading in commodity derivatives in any form in all kinds of movable and immovable properties and goods, commodities and rights and privileges of all kinds such as but not limited to, securities, commodities, produces, concessions, options, contracts, whether on a spot delivery basis or future or forward basis or any derivatives and claims, privileges concessions and chooses in action of all kinds and also including in trading, gems and jewellery, diamonds, gold, bullion and any other precious markets
39. 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 mortgage 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.
40. To promote, form, establish or aid in the promotion, formation or establishment of any company or companies, association or associations subsidiary to this company otherwise, for the purpose of acquiring or purchasing or taking over the entire undertaking of this Company or any of its subsidiary undertakings or any property or rights of this Company, or any of its contracts, options or liabilities or for any other purpose which the Company or its Directors may deem directly or indirectly calculated to benefit this Company, or any land or estate which it is interested or to assist in the attainment or promotion of its objects, and to subscribe for, place, guarantee the placing of, underwrite or pay commissions to secure the subscription of the capital or securities of or loans to any such company.
41. 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 of and deal with movable and immovable property and rights and privileges of all kinds and in particular lands, buildings, easements, mortgages, shares, debentures, securities, produce, concession, options, contracts, patents, licences, machinery, stock-in-trade, business concerns and undertakings and claims, privileges, concessions and choses-in-action of all kinds.

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42. To apply for, purchase, or otherwise acquire and protect and renew or sell and patents, patent rights, brevets d'invention, trade marks, designs, copyrights, know-how, licences 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 may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly, to benefit the Company and to use, exercise, develop or grant licences 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.
43. 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, of art, of interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
44. To carry out in any part of India all or any part of the Company's objects as principal agents, factor, trustee, contractor or otherwise, either alone or in conjunction with any other person, firm, association, corporate body, municipality province, state body or government or colony or dependency thereof.
45. 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.
46. 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 or cultural, educational or other institutions, objects or for any exhibition or for any public general or other objects and to establish and support or association, institutions, funds, trusts and convenience 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 or connection of such persons and in particular friendly or otherwise benefit societies and to grant pension, allowances, gratuities and bonuses either by way of

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annual payments or a lumpsum and to make payments towards insurance and to form and contribute to provident benefit funds and other welfare funds of or for such persons.

47. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or rights.
48. To appoint Directors or Managers of any subsidiary company or of any other company in which this company is or may be interested.
49. To purchase or otherwise acquire and undertake all or any part of the business, property liabilities and transactions of any person, firm or company carrying on any business which this company is carrying on, or the carrying on of which is calculated to benefit this company or to advance its interest or possessed of property suitable for the purposes of the Company.
50. To pay for any properties, right or privileges acquired by the Company either in share of the Company or partly in shares and partly in cash.
51. To subscribe for, absolutely or conditionally, purchase or otherwise acquire and to hold or dispose of any 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.
52. To undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organising lectures, conferences or seminars, workshops, training programmes, for giving merit awards, scholarship loans or any other assistance to institutes, deserving students or academic pursuits or researchers and for establishing assistance to any institution, fund, trust.
53. To do any activity as may be permitted by Reserve Bank of India from time to time and also to undertake carrying on the business which is explicit or implicit in furtherance of the main objects.
54. 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 and either alone or in conjunction with others.

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- 54A. To engage in the research of and to collect, prepare, market, distribute and sell information, data, statistics, expertise and know how relating to infrastructure development, personnel, business management or any other matter relating to the activities of the company and to formulate and/or promote methods, procedures and measures as may be developed or acquired by the Company.

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55. To engage experts to investigate and examine into social environmental and other conditions in the rural and urban areas and to investigate into the infrastructural facilities for industries particularly in the industrially backward areas and to make such survey reports, project reports, feasibility studies in connection therewith.
56. To establish contacts with, to work in liaison with, exchange ideas with, promote corporation and contacts with agencies, bodies, institutions, experts, in India and abroad, private and public, Government, semi-Government, local bodies, engaged in betterment of environment including pollution control, providing of basic amenities to the public, engaged in development of better environment urban and rural and connected directly or otherwise in public health and welfare.
57. To provide a lease brokerage, leasing advisory and counselling service to other entities and/or from the leasing arm of other entities and to undertake the business of servicing equipment, whether leased by the company or otherwise.
58. To finance or assist in financing the sale of goods, articles or commodities of every kind by way of hire purchase or deferred payment, or similar transactions, and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods or installations, to acquire and discount hire purchases or other agreements or any rights under them (whether proprietary or contractual) and generally to carry on business and to act as factors or in any other capacity in any part of the world, and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, produce and merchandise.
59. To finance and/or engage in infrastructure developments on the Build, own, operate and Transfer format and Build, operate and Transfer format and/or any other format and for this purpose to enter into any contracts in relation to and to erect, construct, maintain, alter,

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repair, pull down and restore either alone or jointly with any other companies, State/Statutory Body or persons works of all descriptions including wharves, docks, piers, railways, tramways, water ways, roads, bridges, warehouses, factories, mills, engines, machinery, railway carriages and wagons, ships and vessels of every description, gas works, electric works, water works, drainage and sewage works and buildings of every description and to act as advisors and consultants on matters relating to the infrastructure developments including those specified hereinabove.

60. 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, maintain, furnish, improve, let, control and manage the requisite equipments and machineries for the production, sale, supply and distribution of the same and to employ and engage experts, agents, and other persons, partnerships, companies, or corporations for prospecting, exploring, reporting on, surveying, working and developing the various sources of power.
61. To carry on the trades or businesses of a telephone, telegraph, cable, cellular phones, satellite based communication system, and wireless communications company and to establish work, manage, sell, hire out and to maintain telephone exchanges, cable communications, telegraph offices and radio and television receiving and transmitting stations, and any other systems for communication, whether consisting of sounds, visual images, electrical impulses or otherwise either alone or in any combination.
62. To carry on the business of Proprietors and Carriers of Passengers both in public conveyances and in private vehicles and goods, to construct, develop, equip maintain and work public transport vehicles, motor-coaches or other vehicles appropriate for the carriage of passengers or goods, store-houses and other buildings for the housing or repair of such vehicles, the storage of fuel and other oil and substances required for the working of the said vehicles, the warehousing of the goods carried and the accommodation of the persons intending to be passengers.
63. To carry on the business of Ship-Owners and to enter into contracts for the carriage of mail, passengers, goods and cattle by any means and either by its own vessels and other forms of transportation or by or over the vessels and modes of transportation of others and to construct develop, hire, purchase otherwise acquire and work ships and vessels of any class and to establish and maintain lines or regular services of ships or other vessels and to

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construct, purchase, take on lease or otherwise acquire any port, wharf, pier, dock, transport terminal, buildings or works capable of being advantageously used in connection with the business of the Company as a Shipping Company.

64. To carry on the business of carriage and transportation of passengers and goods by rails and to purchase or otherwise acquire, take upon lease construct, equip, maintain work and use Railways, Transways, and all types of Rolling Stock, and to acquire running powers, right, or easements over any railways, tramway, or other property, railway engines, run by fuel or otherwise railway coaches and all other Railway Locomotives, and to take on lease or otherwise acquire lands, buildings, rights and easements for the construction of Railway Stations and Sheds.
65. To carry on the business of carriers by air and to construct, develop, equip, maintain, work, purchase, operate and let on hire or lease aeroplanes, helicopters, and all other air-borne vehicles for the carriage of passengers or freight, air-ports and hangers and all other facilities and conveniences which may be required.
66. To carry on the business of builders, architects, and surveyors, house and estate agents, and for this purpose to acquire, by purchase, exchange or otherwise, either for an estate in free simple or for any limited interest land houses, buildings, and premises of any tenure, whether subject or not to any charges or encumbrances and to hold or to sell let, alienate, mortgage, charge, or otherwise deal with all or any of such lands or premises and to construct erect and maintain sewers, roads, streets, water works, buildings, houses, flats, shops, and all other works and installations of any description, either on the property of the company or elsewhere and generally to alter and improve the property of the company, and to let on lease or transfer any such premises or parts of them and to provide services, and facilities for the occupiers or tenants of those premises.
67. To carry on the business of wholesale warehouse men, removers, storers, packers and carriers of goods of every description and to store the same at the warehouses at ports and to issue warrants to persons warehousing goods with the company and to lend money upon the security of such goods and to act as agents for the depositors of any such goods in effecting sales exchanges, mortgages, pledges, and purchases of them and generally in dealings of every kind connected with such goods.

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68. To carry on the business of importers, dealers, producers, refiners, storers, suppliers and distributors of fuel, oil, petroleum and petroleum products in all its branches including hightech drilling and to purchase or otherwise acquire real or personal property of all kinds in India and elsewhere and in particular land, oil-wells, refineries, mines, mining and drilling rights, minerals, ores, buildings, machinery plant, stores, patents, licences, concessions, rights of way, light or water, and any rights or privileges which it may seem convenient to obtain for the purposes of or in connection with prospecting, exploring, developing maintaining and working all or any lands wells, mines or mining rights, minerals, ores, works or other properties from time to time in possession of the Company and to erect all necessary or convenient refineries, mills, machinery, laboratories, workshops, dwelling houses for workmen and others and other buildings and installations and to aid in or subscribe towards or subsidise any such objects.

69. To carry on business as program contractors for the purpose of telecasting, broadcasting programs or part of programs suitable for television and local sound broadcasting, whether by the company or by any other person, firm, corporation or authority and to acquire copy rights, rights of production, or presentation licences and concessions of any sort, likely to be conducive to the object of being entertainment promoters. To employ persons to write, compose or adapt plays films, radio and television productions, sketches, songs, music and dances, and to print publish or cause to be printed or published any play, film, song, music, or words of which the company has a copy right or right to publish and to sell and distribute and deal with any matter so printed as the company may think fit and to grant licences, or rights, in respect of any property of the company or any other person or persons, firm or company and to enter into agreements, with authors or others for the presentation of films, radio and television production, musical composition, plays and other dramatic and musical entertainment in India and elsewhere.

70. To enter into the arena of space explorations, including launching of satellites, and availing of various satellite based facilities and to enter into the requisite agreements with space organisations based in India and abroad.

71. To construct, equip, maintain, work, operate, purchase and let on hire various pollution control equipments, and to engage itself in research pertaining to the detection of pollutants in land, air and water, to enter into agreements with various government and statutory bodies based in India and abroad.

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72. To engage itself in the supply and distribution of water for human consumption, industrial purposes and irrigational activities and to acquire, construct, erect, lay, maintain, enlarge, alter, work and use all such machineries, plants, pipes, motors, meters, apparatus needed for the purification, use storage, measurement and supply of water for the aforesaid purposes.
73. To carry on or all of the business of electrical, chemical, mechanical, motor and general engineers, manufacturers and merchants of, agents for the dealers in engineering specialities of every description and to carry on all or any of the businesses of manufacturers, installers, maintainers, repairers of and dealers in electrical and electronic appliances and apparatus of every description and of and in radio, television telecommunications, electrical and electronic apparatus, appliances, equipments and stores of all kinds, of whatsoever nature and to buy, sell, manufacture, repair, alter and otherwise deal in apparatus, plant, machinery, fittings, furnishings tools, materials, products and things of all kinds capable of being used for the purposes of the above mentioned businesses or any of them or likely to be required by the customers of the Company.
74. To provide services of Library, Gymnasium, Cafeteria, and establish as inns, restaurants, fast foods, pizzeria, licensed wine, beer and spirit merchants, and to arrange to provide aerated, mineral and artificial waters and other drinks, purveyors, caterers of business guests and public amusement and all other activities incidental thereto in the premises of the Company to its employees, employees of the Subsidiaries, Affiliates and Joint Ventures and all the users of such premises
- 75 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 or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.

And it is hereby declared that :

- i) the objects incidental or ancillary to the attainment of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned,
- ii) the word 'Company' (save when used with reference to this Company) in this Memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not and wherever domiciled.

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- iii) the objects set forth in each of the several clauses of paragraph III hereof shall have the widest possible constructions.
- iv) Subject to the provisions of the Companies Act, 1956, the object set forth in any clause of sub-paragraph (C) above shall be independent and shall be in no way limited or restricted by reference to or inference from the terms of any of the clauses of sub-paragraph (A) or by the name of the Company. None of the Clauses in sub-paragraph (C) or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in any of the clauses of sub-paragraph (A).
- v) nothing in this paragraph shall authorise the Company to do any business which may fall within the purview of the Banking Regulation Act, 1949, or the Insurance Act, 1938.

IV. The liability of the members is limited.

V The Authorised Share Capital of the Company is ₹16,045,000,000 (Rupees Sixteen Billion Forty Five Million) divided into 504,500,000 Equity Shares of ₹10/- each; 5,000,000 Redeemable Cumulative Preference Shares of ₹10/- each and 1,460,000 Redeemable Cumulative Preference Shares of ₹7,500/- each

- (a) Any shares of the original or increased capital may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred or qualified rights as compared with any shares previously issued, or then about to be issued, or subject to any such provisions or conditions and with any special right or limited rights or without any right of voting, and generally on such terms as the Company may from time to time determine
- (b) The right of the holders of any class of shares for the time being forming part of the Capital of the Company, may be modified, affected, varied, extended or surrendered either with the consent in writing of the holders of three-fourth of the issued shares of the class or with the sanction of a special resolution passed at the separate meeting of holders of these shares

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We, the several persons, whose names, addresses and descriptions are hereunder 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 to our respective names :

Name, address, description and Occupation of each Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness with Description and Occupation
Mr. Maneck Nadirshaw Golporia S/o. Late Mr. Nadirshaw Cawasji Goiporia 3A, Sterling Apartments, Peddar Road, Bombay 400 026. Chairman & Managing Director Central Bank of India	1 (One) Equity Shares	Sd/-	Sd/- <i>Ebrahim Abdul Kayum Faizullabhoj</i> <i>S/o. Abdul Kayum</i> <i>Mulla & Mulla & Craigie Blunt & Caroe,</i> <i>51, Mahatma Gandhi Road, Fort, Bombay 400 001.</i> <i>Solicitor / Advocate</i>
Mr. Dady Kaikhushru Contractor S/o. Dr. Kaikhushru Ardeshir Contractor "Vilhervin", 35, Perry Road, Bandra (West), Bombay 400 050. Executive Director Central Bank of India	1 (One) Equity Shares	Sd/-	
Mr. Virendra Digamber Kulkarni S/o. Mr Digamber Khanderao Kulkarni 1/20, Sukh-Shanti, Bombay 400 026. Genera Manager Central Bank of India	1 (One) Equity Shares	Sd/-	
Mr. Manohar Jethanand Pherwani S/o. Mr. Jethanand Devichand Pherwani 125, Durga Prasad, Flat 51 & 52, 10th Road. Khar (West), Bombay 400 052 Chairman and Managing Director Unit Trust of India	1 (One) Equity Shares	Sd/-	
Mr. Kanaiyalal Naraindas Atmaramani S/o. Mr. Naraindas Sukhramdas Atmaramani B-84, Twin Towers, Prabhadevi, Bombay 400 025. Chief General Manager Unit Trust of India	1 (One) Equity Shares	Sd/-	
Mr. Deepak Shantilal Parekh S/o. Late Mr. Shantilal Thakordas Parekh Bhaveshwar Sagar, 20, Nepean Sea Road, Bombay 400 036, Managing Director Housing Development Finance Corporation Limited.	1 (One) Equity Shares	Sd/-	
Mr. Deepak Madhav Satwalekar S/o. Mr. Madhav Shripad Salwalekar 9, Nutan Alka Housing Society, Relief Road, Santacruz (West), Bombay 400 054. General Manager (F&P) Housing Development Finance Corporation Limited	1 (One) Equity Shares	Sd/-	
TOTAL	7 (Seven) Equity Shares		

Bombay, Dated this 24th August, 1987