

# COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION OF SBL INFRATECH LIMITED

Company Limited by Shares

Indian Non-Government Company

Having share capital

Incorporated under THE COMPANIES ACT, 2013

- I The Name of the Company is **SBL INFRATECH LIMITED**.
- II. The Registered office of the Company will be situated in the **National Capital Territory of Delhi**.
- III. The objects for which the Company is established are:-

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

1. To carry on trade or business in India and abroad as contractors, builders, land and estate agents, land developers, civil engineers, surveyors, consulting engineers, decorators, fabricators, house owners and house seller estate manager and to acquire flats and offices and sell them and to acquire land and building on leasehold or freehold, agricultural or non agricultural, interest in land/ TDR and to built, develop, construct on those lands residential, commercial or industrial buildings and sell the same on ownership basis or to transfer such buildings to societies, companies or any other person and to undertake and execute civil, mechanical, electrical and structural works, contracts and sub contracts in all their respective branches and supply of building materials, civil materials, electrical equipments, fire fighting equipments and all type of building materials and hardware.
2. To carry on the business in India and abroad of developing, maintaining and operating of Group Housing projects, road, highway project, bridge, express ways, Intra-urban roads and / or per-urban roads, by-passes, fly-overs, bus & truck terminals, subways, port, inland waterways and inland ports, water supply projects, irrigation projects, sanitation and sewerage system, water treatment systems, solid waste management systems, power/ energy generation projects by establishments of hydraulic power plants, thermal power plants, atomic power plants, wind power plants, solar power plants and other power plants based on any source of energy as may be developed or invented in future or any other public facility of similar nature.
3. To construct, maintain, erect and lay out roads, sewers drains, electric lines, cables and gas line, in over and under the company's estate or the estate of any other company or person or body corporate and to construct, execute, carry out, equip, maintain, improve, develop civil and constructional work and other infra-projects relating to road, electric power transmission lines heat and light supply works, construction/lying of pipelines, fabrication

For SBL INFRATECH LIMITED

  
Director

For SBL INFRATECH LIMITED

  
Director



of tunnels in oil fields, hotels, building, godowns, parks, gardens, docks, jetties, embankments, bunds, bridges, wharves, canals, irrigations, reclamations, improvements, sewage, sanitary telegraphic, telephone works, ware houses, markets, public buildings and all other such civil and related constructional works and convenience of public utility.

4. To carry on any business as mentioned above either independently or jointly in partnership, or on agency or sub contracts basis with or on behalf of any Individual, Firm, Body corporate, Association, or Society, Group Housing Societies, Central or State Government/ Department, Cantonment Board, any local authority or any statutory body and to provide Consultancy services related to Interior Designing, Land escaping, structural, Air-Conditioning, Electrical, Sanitary & Water Supply, Bridges, Tanks, Canals, Dams, Power Projects of any type, Tunnels and Culverts.

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:—**

1. To acquire by purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
2. To carry on the business of any or all the objects of the company by way of entering into agreement with the central government or a state government or a local authority or any other statutory body for developing, maintaining and operating all or any business of the company and also subject to the condition that all such business along with the infrastructure be transferred to the central government, local authority or such other statutory body as the case may be in accordance with any such agreement entered into with all or any of the above such mentioned government body or authority.
3. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
4. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
5. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
6. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
7. To undertake or promote scientific research relating to the main business or class of business of the Company.

For SBL INFRATECH LIMITED

  
Director

For SBL INFRATECH LIMITED

  
Director



8. To acquire and take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business, this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
9. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
10. To amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
11. Subject to any law for the time being in force, to undertake or take part in the formation supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
12. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes scientific technical or other assistance manufacturing processes know-how and other information, patterns, copyrights, trade-mark, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
13. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceeding or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
14. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchanges, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable

For SBL INFRATECH LIMITED

  
Director

For SBL INFRATECH LIMITED

  
Director



instruments, of all types or securities and of any type and to operate the same in the ordinary course of the Company.

16. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required in or upon such manner as, from time to time, may be determined.
17. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
18. To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
19. To sell, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
20. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the Company propose to acquire.
21. To accept gifts, bequests, devisers of any movable or immovable property or any right or interests therein from members or others.
22. To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
23. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the gratuities, pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidies and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
24. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.

For SBL INFRATECH LIMITED  
  
 Director

For SBL INFRATECH LIMITED  
  
 Director



25. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to 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 by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the Company may determine.
26. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, impositions and expenses of and expenses of and incidental to the acquisition by the Company of any property or assets.
27. To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.
28. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
29. To appoint agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Share Capital of the Company is ₹ 1,00,00,000 (Rupees One Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 1/- each.

For SBL INFRATECH LIMITED

  
Director

For SBL INFRATECH LIMITED

  
Director