

**MEMORANDUM**

**AND ARTICLES OF ASSOCIATION**

**OF**

**MAX HEIGHTS INFRASTRUCTURE LIMITED**

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय  
कम्पनी रजिस्ट्रार कार्यालय, पश्चिम बंगाल

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L67120WB1981PLC033920

मैसर्स RUCHI VANIJYA CO LTD

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स  
RUCHI VANIJYA CO LTD

जो मूल रूप में दिनांक अठारह जूलाई उन्नीस सौ इक्यासी को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स  
RUCHI VANIJYA CO LTD

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस्.आर.एन A34329730 दिनांक 08/05/2008 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स  
MAX HEIGHTS INFRASTRUCTURE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा कोलकाता में आज दिनांक आठ मई दो हजार आठ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS  
Registrar of Companies, West Bengal

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L67120WB1981PLC033920

In the matter of M/s RUCHI VANIJYA CO LTD

I hereby certify that RUCHI VANIJYA CO LTD which was originally incorporated on Twenty Eighth day of July Nineteen Hundred Eighty One under the Companies Act, 1956 (No. 1 of 1956) as RUCHI VANIJYA CO LTD having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A34329730 dated 08/05/2008 the name of the said company is this day changed to MAX HEIGHTS INFRASTRUCTURE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Kolkata this Eighth day of May Two Thousand Eight.

(NAUBAT SINGH)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

पश्चिम बंगाल

West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

MAX HEIGHTS INFRASTRUCTURE LIMITED

54 CANNING STREET 3 RD FLOOR ROOM NO 27, KOLKATA - 700001;

West Bengal, INDIA



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

कम्पनी अधिनियम, 1956 की धारा 18(3)

राज्य परिवर्तित करने के संबंध में, कम्पनी विधि बोर्ड के आदेश के पंजीकरण से संबंधित प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L67120DL1981PLC179487

मैसर्स MAX HEIGHTS INFRASTRUCTURE LIMITED

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

northern bench, delhi

के दिनांक 18/03/2008 के आदेश द्वारा किए जाने पर,

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

मेरे हस्ताक्षर द्वारा दिल्ली में, यह प्रमाण-पत्र, आज दिनांक तेरह जून दो हजार आठ को जारी किया जाता है।

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

SECTION 18(3) OF THE COMPANIES ACT, 1956

Certificate of Registration of Company Law Board order for Change of State

Corporate Identity Number : L67120DL1981PLC179487

M/s MAX HEIGHTS INFRASTRUCTURE LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of West Bengal to the Delhi and such alteration having been confirmed by an order of northern bench, delhi bearing the date 18/03/2008.

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

Given under my hand at Delhi this Thirteenth day of June Two Thousand Eight.

(SAH RAJ KUMAR)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies  
राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा  
National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :  
Mailing Address as per record available in Registrar of Companies office:  
MAX HEIGHTS INFRASTRUCTURE LIMITED  
7-65, PITAMPURA, NEW DELHI - 110034,  
Delhi, INDIA



FORM I. R.

**Certificate of Incorporation**

No. 33920 of 1981

I hereby certify that **RUCHI VANIJYA COMPANY LIMITED** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at **Calcutta** this **Twenty Eight** day of **July** One thousand nine hundred and **Eighty One**.

**SEAL**  
of the Registrar of Companies,  
West Bengal.

*Sd/- S. C. Basu*  
*Registrar of Companies,*  
West Bengal.





## **Certificate for Commencement of Business**

Pursuant of Section 149 (3) of the Companies Act, 1956

I hereby certify that the **RUCHI VANIJYA COMPANY LIMITED** which was incorporated under the Companies Act, 1956, on the **Twenty Eight** day of **July** 1981, and which has this day filed a duly verified declaration in the prescribed form that the conditions of section 149 (1) (a) to (d) / 149 (2) (a) to (c) of the said Act, have been complied with, is entitled to commence business.

Given under my hand at **Calcutta** this **Twenty Eight** day of **August** One thousand nine hundred and **Eighty One**.

**SEAL**  
of the Registrar of Companies,  
West Bengal.

*Sd/- S. C. Basu*  
*Registrar of Companies,*  
West Bengal.

THE COMPANIES ACT 1956  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF

**MAX HEIGHTS INFRASTRUCTURE LIMITED**

I. The name of the Company is **MAX HEIGHTS INFRASTRUCTURE LIMITED**

II. The registered office of the Company will be situated in the NCT of Delhi.

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

**A. Main Objects: To be pursued by the Company on its incorporation.**

1. To carry on the business of development and infrastructure related activities in India or abroad, whether on own account or in association with others or through others. To erect, construct houses, buildings or works of every description, development of colonies and pull down, rebuild, enlarge, alter, improve existing houses and buildings to construct and appropriate any such land into and for roads, streets, gardens and other conveniences and generally to deal with and improve the property of the Company and to own, let out and manage such properties, to purchase and sell for any person freehold or other house property, building or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent.
2. To promote, develop, construct in India or abroad, whether on own account or in association with others or through others or for and on behalf of others, by purchase, lease, hire or otherwise any lands, pastures, waste lands, jungles, fishing tracts, buildings, houses, apartments, group housing, ware houses, cold storages, mills, factories, cinemas, hotels, restaurants, café, malls, amusement parks, IT parks and, fun parks and other property of any tenure, or any right, concession, privilege, license, easement or any interest in the same and to construct, consolidate, connect, subdivide, exercise, develop, sell, deal, lease, let, license, alienate, assign or otherwise dispose off or transfer and turn of account the same.
3. To act as builders of houses, buildings, infrastructure projects (like bridges, dams, canals, tanks, reservoirs, hydro projects, powerhouses, tunnels, roads, etc.), factories, plants, townships, runways, port facilities for any person or Company or Government Authority, construction of high rise residential and commercial buildings, shopping malls and centers.
4. To act as contractors, constructors, consultants, advisors, architects, real estate agents, estate managers, designers, civil engineers, town planners and surveyors, supervisors and decorators for all works of colonization, town planning, development of township, building activities and allied jobs and works in India or abroad.



**B. Objects incidental or ancillary to the attainment of main objects:**

1. To borrow or raise or secure the payment of money from any bank or banks or any other person or persons for the purpose of Company's business in such manner and on such terms with such rights, powers and privileges as the Company may think fit and particularly by issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligation or securities of the Company and with a view thereto mortgage or charge the undertaking and all or any of the immovable and movable properties present or future, and all or any of the uncalled Capital for the time being of the Company and to purchase, redeem or pay off any such securities.
2. To enter into partnership or arrangement for sharing the profits or joint ventures with any person, persons or Company carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to acquire or join in acquiring any such business as covered by the object clauses.
3. To sell, improve, manage, develop, exchange, lease, mortgage, and dispose off, turn to account or otherwise deal with all or any part of the undertaking, property, investments and rights of the Company.
4. To apply for, purchase or otherwise acquire, any patent, trademark, brevets, d'inventions, licenses, concessions, protections, rights, privileges and the like conferring any exclusive or non-exclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for and of the purposes of the Company or the acquisition of which may seem directly or indirectly of use or benefit to the Company or may appear likely to the advantageous or useful to the Company and to use, exercise, develop, or grant licenses, privileges in that respect or otherwise turn to account the property, right or information so acquired and to assist, encourage and spend money in making experiments, tests improvements of any invention, patent and rights etc. which the Company may acquire or propose to acquire.
5. To establish and support or aid in the establishment and support of associations or institutions, clubs, societies, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependants or the connections of such persons, or subject to the provisions of the Companies Act, 1956, to subscribe or guarantee money for any charitable, national, religious, benevolent, general or useful object or fund, or for any purpose which may likely, directly or indirectly, further the objects of the Company or the interests of its members or business.
6. To borrow or raise money with or without security and / or by the issue or sale of any bonds, mortgages, debentures, or debenture-stock of the Company, whether perpetual or otherwise, and to devote any money so raised to any of the objects of the Company and to advance and lend money and assets of all kinds upon such terms as may be arranged.
7. To distribute among the members of the Company, dividends including bonus shares (including fractional share certificates) out of profits, accumulated profits, or funds and resources of the Company in any manner permissible under Law.
8. To allot shares in this Company to be considered as fully or partly paid up in payment or consideration of any service or property of whatever description which the Company may acquire.
9. To amalgamate with any Company or Companies having objects altogether or to part similar to those of this Company or any other Company.

10. To open branches in India and elsewhere and to get the Company register in any foreign country and adopt such means of making known to the public the business or the product of the Company as may seem expedient and in particular by advertising in the press, by circulars and publication of books and periodicals.
11. To pay out the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
12. To enter into any arrangement with any Governments or authorities that may seem conducive to the attainment of the Company's objects or any of them, 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 or concessions.
13. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concession, property or rights.
14. To draw, make, accept, endorse, discounts, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
15. To adopt such means of making loan and advertising the business and products of the Company as may seem expedient.
16. To promote, organize, manage, hold, dispose off or deal with shares or securities of Unit Trusts, or mutual funds, whether of fixed or variable return.
17. To undertake, aid or promote research in economic, fiscal, commercial, financial, agricultural, medical, industrial mining, technical and scientific problems and matters.
18. To accept gifts, bequests devises and donations from members and others and to make gifts to members and others of money assets and properties of any kind.
19. To carry out all or any of the objects of the Company and do all or any of the above things in any part of the World and either as principal, agent, contractor or trustee or otherwise and by or through trustees or agents or otherwise and either along or in conjunction with others.

**C Other Objects:-**

1. To acquire by purchase, lease, exchange, hire or otherwise develop or operate land, building and hereditaments of any tenure or description including agricultural land, mines, quarries, tea or coffee gardens, farms, gardens, orchards, groves, plantations and any estate or interest therein, and any right over or connected with land and buildings so situated and develop or to turn the same to account as may be seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining hotels, rooms, flats, houses, restaurants, market shops, work-shops, mills, factories, warehouses, cold storages wharves, godowns, offices, hostels, gardens, swimming pools, play-grounds, buildings, works and conveniences of all kinds and by leasing, hiring or disposing off the same.



2. To manage land, building and other properties, whether belonging to the Company or not and to collect rents and income and to supply tenants and occupiers and other refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electronic conveniences and other advantages.
3. To carry on business as producers, manufacturers, processors, converters, refiners, makers, bottlers, stockists, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia, nitrogen, hydrogen, helium and other types and kinds of gases required for or used in industries, agriculture, clinics, hospitals, refrigeration, aviation, transport vehicles, space rockets and crafts, communication, objects and media, power plants, domestic or public lighting, heating, cooling or cooking purposes, lighters, plants producing water, chemicals, or fuels pesticide, defence or warfare establishments, horticulture, forest or plant protection and growth and other allied purposes and to service repair manufacture, market or deal in machinery, plants, spares, cylinders, containers, gadgets, appliances and accessories required for, working on, using or producing any of such cases and products.
4. To produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, Portland cement, alumina cement, lime and lime stone and by-products thereof, cement-pipes, sheets and other building materials, refractories and bricks.
5. To manufacture, process, import, export, buy, sell and deal in vanaspati, oils, dehydrated vegetable oils, oils made or processed from seeds, cotton seeds, cocoa nuts, products of plantations, horticulture, agriculture and forest produce and oil cakes and soaps and lubricants made from such oils or as by-products thereof.
6. To carry on the business as timber merchants, saw mill proprietors and timber growers, and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber, teak, ply-wood, fire wood and wood of all kinds and to manufacture and deal in ply-wood or other wood is used and to buy, clear plant and work timber estates.
7. To produce, manufacture, refine, prepare, process, purchase, sell, import, export or generally deal in bricks, sand stone, marble, tiles, refractories, china wares, sanitary materials, pipes, tubes, tubular structures, cement, paints, adhesives sheets, roofings, glass furniture, fittings, electrical goods, water supply or storage equipments, floor polish, door diosers, concrete, mixers, elevators, and any other building or decorative materials made of cement, stone, clay, teak, board, fibre, paper, glass, rubber, plastic or other natural or synthetic substance or chemical.
8. To carry on the business of manufacturer, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaries of and dealers, in synthetic rubber, elastomers, synthetic resins, carbon black, rubber latex and formulations there of including reclaimed rubber, rubber and plastic resins, compounds and other products, sports goods, toys, petrochemicals, calcium carbide, styrene, butadiene, ethylene, ethyl alcohol, hydrocarbon, petroleum fractions and other synthetic chemicals and chemical substances-basis, intermediated or otherwise.
9. To carry on the business as dealers, distributors, stockists, buyers, sellers, repairs, cleaners, stores, importers, exporters or agents of motor cars, trucks, lorries and carriages, motor cycles, scooters, bicycles, tractors, earth moving equipments, trallers and other vehicles, agricultural implements, pumps and machinery and spare parts, engine, motors, accessories, components, tools, batteries, glass panels and sheets apparatus and fittings, furnishing materials, tyres, tubes, paints lubricants, fuel, oils, gas or other material, used or required for such vehicles, implements on machines and to act



as transporters of goods and passengers, traveling or clearing agents and to let out, hire or finance or hire purchase system or otherwise automobile and other vehicles, implements, machine and any of the aforementioned products or thing.

10. To carry on the business of manufacturer, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributor and concessionaries of and dealers in commodities of all or any of the following kinds:
  - (a) Flour, cakes, pastry, cornflakes, bread, biscuits, chocolates, confectionery, sweets, fruit drops, sugar, glucose, chewing gum, milk, cream, butter, ghee, cheese and other dairy products, pickles, jams, jellies, sausages, cider, poultry and eggs, pulses, spices, oils, powder and condensed milk, honey, vegetables, coffee, tea, cocoa and all kinds of materials required or used for preparation of food article.
  - (b) Ammonium sulphate, nitrate (double salt), ammonium nitrate, calcium ammonium nitrate (nitrolime stone), ammonium chloride, super phosphate urea and other types of fertilizers of synthetic or natural origin containing nitrogen, phosphorus or other compounds, soda ash, pesticides, DDT seeds, processed seeds, concentrate for cattle or poultry feed.
  - (c) Drugs, medicines, chemicals, mixtures, powder, tablets, capsules, injections, oils, compounds, cements, paints, cream, scents, soaps, lotions, toilet goods, pigments and all kinds of pharmaceuticals, cosmetics and medicinal preparations required or used for beauty aid or personal hygiene or in allopathic, ayurvedic, unani or nature cure method or systems of treatments, bandages, cotton, gauzes, crutches, stretches and all kinds of anatomical, orthopaedical and surgical appliances and stores.
  - (d) Boots, shoes and footwear of all kinds made of leather, rubber, canvas, plastic or any other synthetic or natural product, water proof cloth or compounds leather, hides, skins, rexine, rubber, plastic or synthetic cloth, compounds or granules, lasts, boot trees, buckles, legging gaiters, heels, laces, boot polishes, protectors, accessories and fittings used in or required for footwear.
  - (e) Writing pen, pencil, fountain pen, ball point pen, sign pen, colour pencils, tubes and tablets, pins, erasers, ink, clips, rulers, paper, pulp, newsprint, Board, envelopes, cards, dies, letter heads, forms, files, stamps, books, bags, cases covers, rocks, cabinets, numerical printers, adhesive tapes, gums, duplicators, typewriters, computers, calculators, accounting and inter communication machines and all kinds of office, domestic, industrial and educational stationary equipments, appliances, furniture, instruments, gadgets, devices and stores.
11. To carry on the business as manufacturers, processors, re-rollers, refiners, smelters, converters, producers, exporters, importers, traders, dealers, distributors, stockists, buyers, sellers, agents, merchants in all kinds and forms of steel including mild, high carbon, spring, high speed tools, alloy, stainless and special steels, iron, metals and alloys, ingots, billets, bars, joints, rods, squares, structurals, tubes, poles, pipes, sheets, castings, wires rails, rollings, materials, rollers, other materials made wholly or partly of iron, steel, alloys and metals required in or used for industrial, agricultural, transport, commercial, domestic building, power transmission and/ or construction purposes.
12. To manufacture, export, buy, sell and deal in containers, cans, boxes, drums, bottles tops, crown corks, packages, packing materials, bags, pressed metals, wares, utensils, cutlery, tables wares and articles made of tin, metals, aluminum plates, sheets, glass, fibre, paper, board, cloth, hessian, plastic, or other synthetic compound or materials, timber or plywood and to deal in tin plates, wires, aluminum sheets and to undertake, either on own account or on commission basis or otherwise printing, painting, designing,



enamellings, electroplating engraving or otherwise decorating the aforesaid products or any of such products or articles.

13. To carry on the business as traders, dealers, wholesalers, retailers, combbers, sources, spinners, weavers, finishers dyers and manufacturers or yarns and fabrics of wool, cotton, jute, silk, rayon, nylon, terylene and other natural synthetic and/or fibrous substances and / or manufacturers of materials from the waste realized from the above mentioned products either on its own account or on commission and to carry on the business as drapers and dealers of furnishing fabrics in all its branches as costumiers, readymade dress and mantle makers, silk mercers, makers and suppliers of clothing, lingerie and trimming of every kind, furriers drapers, haber dashers, milliners, hosiers, gloves, lace makers, feather dresses, felt makers dealers in and manufacturers of yarns, fabrics and materials of all kinds, varieties and substances and also to manufacture, deal in of process natural starch and other sizing material, dye-stuff, synthetic or chemical substances of all kinds and compounds and other substances, either basis, intermediate required for the above mentioned product or products.
14. To manufacture, produce, buy, sell, import, export, stock and deal in machine tools, grinding machines, automatic lathes, drilling machines, planning machines, planogrinders, machinery of every description, precision tools, cutting and small tools, electric motors, electrical equipments, electric motors, cables, wire switch gears, flame and drip proof motors, electric fans, regulators of all types, electric kilowatt hour meters, magnets, industrial jewels, armeters, volt meters, and other types of measuring instruments, electrical or non-electric, die-casting, screws, nuts and bolts, transformers of all types, circuit brakers, hoists, elevators, gears trolleys and coaches, winches, air compressors, welders, refrigerators, domestic washing machines, television and wireless apparatus including radio receivers and transmitters, micro waves, components, radar, equipments, valves, resistors, electronic instruments, conductors, magnetic material, transistors and allied items, sewing machines, watches and clocks, tape recorders, house hold appliances and components and parts thereof.
15. To carry on the business as producers, importers, exporters, buyers, sellers, distributors, stockists, agents and brokers of coal, coke, charcoal, petroleum- coke, copper, iron ore, bauxite, kyanite, fire clay, china clay, salt, sodium chloride, calcium phosphate, nickle, beryllium, uranium, zinc, lead, asbestos, tin, alumina, mercury, silicon, sulphur, graphite, brass, aluminium, silica sand, bentonite, quartz, dextrine, magnesite, delomite, ferro-alloys, corundum, manganese, mica, silver, gold, platinum, diamond, sapphire, ruby, topaz, garnet, emerald, pearl, and/other precious, semi precious or commercial minerals and stones and to act as metal founders, manufacturers, agents and dealers of metals, sheets, wire roads, spares plates, metal foils, pipes, tubes, ingots, billets, circles, parts, coils, utensils, ornaments, decorative and art materials and jewellery made wholly or partly from any one or more of the metals and materials mentioned herein.
16. To manufacture , export, import, buy, sell and deal in voltaic battery cells, power pack or storage batteries and battery containers and battery eliminators of different types required for or used in domestic, house-hold, industrial, commercial, agricultural, mining, hospital, surgical or scientific appliances machinery, apparatus or accessories and railways, tramways, automobiles and other vehicles, air crafts, boats, ships, defence, establishments, army, navy, and airforce, for wireless, radios, torches, toys, electronic equipments or otherwise and also to carry on business as manufacturers of and dealers in torches, toys, personal aids and other appliances working on such batteries and such items and goods which may be useful akin or otherwise connected with any one or more of the aforesaid items or products.



17. To carry on business as manufacturers, producers or growers of dealers in exporters, importers, stockists, agents, distributors of ice candy, ice creams and other ice products, carbonated, aerated or mineral waters, fruit juice, wines, liquors and alcoholic, non alcoholic or synthetic drinks, dairy products, fresh, dehydrated, preserved or processed vegetables, fruits, oils, seeds, and other farm, agricultural or food products, and to provide for cold storage or preservation of such products, medicines and merchandise for own business or for hire by others and to own, establish, purchase, take on lease, rent or hire, build, construct, develop or otherwise acquire and arrange land, building cold-storage-space or warehouses, godowns, containers, shops, showrooms, workshops, vehicles, plant, machinery, equipment, apparatus, appliances stores or services required in connection with or in relation to cold storage or and of the business or objects mentioned herein.
18. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, debentures stock, contracts, mortgages, charges, obligations and other securities of any Company or of any authority, central, state, municipal, local or otherwise, or of any person whomsoever, whether incorporated or not and generally to transact all kinds of guarantee business, to guarantee the issue of or the payment of interest on the shares, debentures, debenture stocks or other securities or obligations of any Company or association, and to pay or provide for brokerage, commission and underwriting in respect of any such issue, and to transact all kinds of trusts and agency business.
19. To promote, form or acquire any Company and to take, purchase or acquire shares or interest in any Company and to transfer to any such Company any property of this Company and to take or otherwise acquire, hold and dispose off or otherwise deal in and invest in any shares, debentures and other securities in or of any Company or Companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise howsoever, or in any other manner whatsoever and to subsidise or otherwise assist any such Company.
20. To carry on business as manufacturers, producers, dealers, traders, importers, exporters, stockists, distributors or agents of GIS lamps, electric bulbs, miniature bulbs, tube lights, flood lights, flash lights, mercury vapour bulbs, and other type or types of bulbs, lamps or tubes required or used for lighting or for industrial, domestic, electronics, transport vehicles or commercial purpose and glass shells, fittings, tubes, filaments, tungsten, molybdenum wires, caps and other materials, machineries, accessories and spare required or used for manufacture of bulbs, lamps and tubes.
21. To carry on business of dealers as or investors in unit or units issued by unit trust of India and to invest and deal with the funds available with the Company as may deemed fit from time to time and to pay, allow, give, or distribute interest on or in relation to any such unit or units.  
  
Provided that the Company shall not do any banking business as defined under the Banking Regulation Act, 1949, or any statutory modification thereof.
22. To carry on the business as manufacturers, producers, dealers, importers, exporters, stockists, brokers, traders, retailers of all kinds of papers and packages, board, sheets, packing materials, stationery goods, and articles made fully or partly of paper for domestic household, educational, commercial, industrial, Government or public use.
23. To carry on the business as manufacturers, dealers, importers, exporters, stockists, agents, contractors, distributors, buyers or sellers of paper and packages, boxes, wrappers, tapes, films, sheets, laminates and other packing materials made of paper cardboard, corrugated sheets, cloth hessian, timber, teak, plywood, metal, plastic, PVC



or other synthetic, chemical, fibrous or natural products and to own, acquire, take on lease, rent, hire purchase, build, construct, develop or arrange land, building, godowns, shops, plants, machineries, equipments, stores or stocks, or services required in connection with or in relation to any of the foregoing business.

24. To carry on the business as manufacturers, fabricators, producers, dealers, traders, importers, exporters, agents, stockists, brokers, retailers of foundry equipments, mould boxes, ingot moulds, material handling equipments, tools, gadgets, accessories, spares, chemicals, raw materials, fuels, stores, parts, apparatus and goods used in or required by the foundries and producers of steel or metals.
25. To carry on the business of transporters of goods, passengers, livestock and materials by road, rails, water ways, sea or air and to own, purchase, take or give on lease, charter or hire or otherwise, use or acquire transport vehicles, crafts, ships, and carriers of all kinds required for the transport business and act as forwarding agents, ware-house man and booking agent.
26. To carry on business as producers, distributors, imports, exporters, exhibitors and financiers of cinematograph films, and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic, sound, recording, musical, lighting, appliances, instruments, equipments and machines and to construct, establish, own, hire or otherwise, acquire and to manage, let out for rent, fee, monetary gain or otherwise, studios, laboratories, theatres, buildings, halls, open air theatre, bars, restaurants and other buildings, or work required for the purpose or production, distribution or exhibitions of the films, operas, stage plays, dances, operettas, burlesques, vaudeville, revues, ballets, pantomimes, spectacular pieces, promenade, concert, circus or other performances and entertainments and to act as dealers, importers, exporters of musical instruments, and records, tapes, cinema and film projectors and cameras wigs and other products or materials related or connected with the aforesaid objects and business; and to acquire exclusive or limited rights to any play or story, script, musical songs and lyric book, article, or any technique by producing, purchasing or otherwise acquiring and to use exercise, develop or exploit or turn to account such rights for the business of the Company and to act as agents for training, retaining, arranging and supplying artists, stars, art directors, script or story writers, technicians, extras and other personnel required by the Company or others for films, cinema or show business.
27. To export, import, buy, sell, barter, exchange, pledge, make advance upon, invest in and otherwise deal in gold, silver, stocks, shares, securities, jute seeds and articles, produce and merchandise of all kinds of description either ready or for forward delivery as permissible by the objects of the Company.
28. To carry on the business as iron masters, iron founders, iron workers, steel makers, electric and blast furnace proprietors, brass founders and metal makers, refiners and workers generally, iron and steel converters, smiths, tin plate makers, manufacturers of industrial, agricultural and other fittings, parts and all kinds of machineries, tools and implements, boilers makers and metallurgists.
29. To carry on all or any of the trades or business of (a) makers and merchants of and dealers in ropes, cables, chains, hawsers, strings and twine of every kind and description; (b) wire-drawers and wire-workers; (c) makers and merchants of and dealers in all and every kind of products composed in whole or in part of wire; (d) producers, manufacturers and merchants of and dealers in all and every kind of products composed in whole or in part of hemp, sisal, flax jute, cotton, rubber, synthetic, man made fibres or others similar materials; (e) steel-makers, re-rollers and founders; (f) copper-smith; (g) ferrous and non-ferrous metal merchants or brokers; (h) electricians; (i) chemical merchants; (j) store-keepers; (k) producers, manufacturers and merchants of and dealers in hemp, sisal, flax

jute, cotton and other vegetable products, rubber, synthetic and made fibres; (l) manufacturers of and dealers in automobile components; (m) manufacturers of and dealers in machine tools; (n) to produce, manufacture, work up, treat, buy and sell any material required in connection with any of the foregoing business and; (o) building, erection and construction engineer, contractors and fabricators.

30. To carry on business and to act as merchants, traders, commission agents, stockists, distributors, brokers, guaranteed brokers, benians, contractors, carriers and to export, import, buy, sell, pledge, make advances upon barter, exchange or otherwise deal in goods, articles, producers and merchandises of all kinds and descriptions whatsoever in which the Company is authorized to carry on business.
31. To provide for the welfare of employees or ex-employees (including Directors and ex-Directors) of the Company and the wives and families or the dependants or connections of such persons by building or contributing to the building of dwelling houses or quarters, to grant money pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments by creating and from time to time subscribing or contributing to provident fund, institutions, funds, profits sharing or other schemes, or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance or assistance as Company shall think fit.
- IV. The liability of members is limited.
- V. The share Capital of the Company is Rs. 17, 00, 00,000/- (Rupees Seventeen Crores Only) Divided into 1, 70, 00,000 (One Crore Seventy ) Equity Shares of Rs. 10/- (Rupees Ten only each with power to increase and reduce the Capital of the Company and to Divide the shares into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.



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

Sl.No.	Name address, description & occupation of the Subscribers	Number of Equity Shares taken by each Subscribers	Signatures of Witness with address and occupation
1	Dindayal Agarwal S/o Late Gangadhar Agarwal 25, Strand Road, Calcutta-700 001  (Business)	100 (One Hundred)	<p style="text-align: center;">Witness for all  <b>MUKTESHWAR MAITY</b>  S/o. Jogeswar Maity  11, Clive Row,  Calcutta-700 001</p>
2	Jagdish Prasad Kasera S/o, Shri Jhabarmal Kasera 43/44, Cotton Street, Calcutta-700 007  (Service)	100 (One Hundred)	
3	Narnarayan Sharma S/o Late V.P. Sharma 11, Clive Row, Calcutta-700 001  (Service)	100 (One Hundred)	
4	Meghraj Daga S/o Late Arjundas Daga 11, Clive Row, Calcutta-700 001  (Chartered Accountant)	100 (One Hundred)	
5	Mahesh Kumar Kandoi S/o Shri Radheesyam Kandoi 51, Vivekananda Road, Calcutta-700 007  (Service)	100 (One Hundred)	
6	Padam Chand Pugalía S/o. Nem Chand Pugalía 2, Raja Wood Munt Street, Calcutta-700 001  (Business)	100 (One Hundred)	
7	Surendra Kumar Chhajer S/o. Shri Hanuman Mal Chhajer 11, Clive Row, (2 <sup>nd</sup> Floor), Calcutta-700 001  (Service)	100 (One Hundred)	
		700 (Seven Hundred)	

Dated : The 27<sup>th</sup> day of June, 1981

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

Articles of Association

OF

**MAX HEIGHTS INFRASTRUCTURE LIMITED**

1. The Regulations contained in Table "A" in the first schedule to the Companies Act, 1956, shall apply to the Company except in so far as they are not modified or abrogated in these Articles.

**SHARE CAPITAL**

2. The Share Capital of the Company shall be such amount as may be authorized from time to time.
3. (a) Subject to the provisions of these Articles the shares shall be under the control of the Board who may allot or otherwise dispose off the same to such persons, on such terms and conditions, at such times, either at par or at a premium, and for such consideration as the Board thinks fit. Provided that, where at any time( after the expiry of two years from the formation of the Company or at any time after the expiry of one year from allotment of shares in the Company made for the first time after its formation, whichever is earlier) it is proposed to increase the Subscribed Capital of the Company by the allotment of further shares, then subject to the provisions of section 81(1A) of the Companies Act, 1956, the Board shall issue such shares in the manner set out in section 81 (1) of the said Act. Save that, Board may determine whether or not any offer of shares made in such manner shall include a right exercisable by any person concerned to renounce all or any of the shares offered to him in favour of any other person.  
(b) The Company shall be entitled to register any shares in the name of a minor person if fully paid up and after the dividend thereof to be collected by such person as it deems to be guardian of such minor children.
4. Subject to the provisions of the Companies Act, 1956, the Company shall have power to issue preference shares carrying a right to redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the Company and the Board may, subject to provisions of section 80 of the Act, exercise such power in such manner as may be provided in these Articles.
5. The Company may exercise the powers of paying commission conferred by section 76 of the Companies Act, 1956, and in such case shall comply with the requirements of that section. Such commission may be satisfied by the payment of cash or the allotment of fully paid or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares or debentures pay such brokerage as may be lawful.



6. Save as provided in section 108 of the Companies Act, 1956, no transfer of a share shall be registered unless a proper instrument of transfer in the common form as may be prescribed by law duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or, if no such certificate is in existence, the letter of allotment of the share. Each signature to such transfer shall be duly attested by the signature of one credible witness who shall add his address and occupation.
7. (a) Application for the registration of the transfer of a share may be made either by the transferor or the transferee, provided that, where such application is made by the transferor, no registration shall, in the case of a partly paid share be effected unless the Company gives notice of the application to the transferee in the manner prescribed by section 110 of the act, and subject to the provisions of the Companies Act, 1956, the Company shall unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.
- (b) The Company shall not have any lien on fully paid shares and in case of partly paid shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.
8. (a) Any amount paid up in advance of calls on any share may carry interest, as may be decided by the Board of Directors, but shall not in respect thereof confer a right to dividend or participate in profits.
- (b) The option or right to call off shares shall not be given to any person except with sanction of the Company in general meeting.

#### INCREASE OF CAPITAL

9. (a) The Company in general meeting may from time to time, increase its Capital by the creation of new shares of such amount as may be deemed expedient.
- (b) Subject to any special rights or privileges for the time being attached to any shares in the Capital of the Company then issued, the new shares may be issued upon such terms and conditions and with such rights and privileges attached thereto as the general meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Board shall determine, and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.

#### BORROWING POWERS

10. The Board may, from time to time, at its direction, subject to the provisions of section 292, 293, and 370 of the Companies Act, 1956, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purposes of the Company: provided that the Board shall not without the sanction of the Company in general meeting, borrow any sum of money which together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate for the time being of the paid up Capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.

## GENERAL MEETING

11. In addition to any other meetings, general meetings of the Company shall be held with such intervals as are specified in section 166(1) of the Companies Act, 1956, and, subject to the provisions of section 165(2) of the said act, at such times and places as may be determined by the Board. Each such general meeting shall be called an "Annual General Meeting" and shall be specified as such in the notice convening the meeting. Any other meeting of the Company shall be called an Extra Ordinary General Meeting.

## PROCEEDINGS AT GENERAL MEETINGS

12. The ordinary business of an Annual General Meeting shall be to receive and consider the Profits and Loss Account, the Balance Sheet and the reports of the Directors' and of the Auditors', to elect Directors in the place of those retiring by rotation, to appoint auditors and fix their remuneration and to declare dividends. All other business transacted at an Annual General Meeting and all business transacted at any other general meeting shall be deemed special business.
13. (a) The chairman of the Board shall be entitled to take the chair at every General Meeting. If there be no such chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or is unwilling to act, the members present shall choose another Director, as chairman and if no Director be present, or if all the Directors present decline to take the chair, then the members present shall on a show of hands or on a poll of properly demanded elect one of their member, being a member entitled to vote as the chairman.  
  
(b) Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes, both on a show of hands and on a poll, the chairman of the meeting shall have a casting vote in addition to the vote to which he may be entitled as a member.

## VOTES OF MEMBERS

14. (1) Save as hereinafter provided on a show of hands every member present in person and being a holder of equity shares shall have one vote and every person present either as general proxy on behalf of a holder of equity shares. If he is not entitled to vote in his own right or, as a duly authorized representative of a body corporate, being a holder of equity shares, shall have one vote.
- (2) On a poll the voting rights of a holder of equity shares shall be as specified in section 87 of the Companies Act, 1956.
- (3) The holders of preference shares shall not be entitled to vote at general meeting of the Company except as provided for in section 87 of the Companies Act, 1956. Provided that no body corporate shall vote by proxy so long as a resolution of its Board of Directors under the provisions of section 187 of the Companies Act, 1956, is in force and the representative named in such resolution is present at the general meeting at which the vote by proxy is tendered.

## DIRECTORS

15. Until otherwise determined by special resolution the number of Directors of the Company shall not be less than three nor more than seven. Directors are not required to hold any shares in the Company as qualification shares.



19. If any Director, being willing, shall be called upon to perform extra services or to make any special exertions in going or residing away from Calcutta for any of the purposes of the Company or in giving special attention to the business of the company or as a member of committee of the Board then, subject to the sections 198, 309 and 310 of the Companies Act, 1956, the Board may remunerate the Director so doing either by a fixed sum and/or by a percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.
20. Every Director who is in any, whether directly or indirectly concerned or interested in a contract, or arrangement, entered into or to be entered into by or on behalf of the company not being a contract or arrangement entered into or to be entered into between the Company and any other Company where any of the Directors of the Company or more of them together holds or hold not more than two percent of the paid up share Capital in the other Company shall disclose the nature of his concern or interest at a meeting of the Board as required by section 299 of the Act. A general notice, renewable in the last month of each financial year of the Company, that a Director is a Director or a member of any specified body corporate or is a member of any specified firm and is to be regarded as concerned or interested in any subsequent contract or arrangement with the body corporate or firm shall be sufficient disclosure of concern or interest in relation to any contract or arrangement to be made and after such general notice, it shall not be necessary to give special notice relating to any particular contract or arrangement with such body corporate or firm, provided such general notice is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given. Every Director shall be bound to give and from time to time renew a general notice as aforesaid in respect of all bodies corporate of which he is a Director or member and of all firms of which he is a member.

#### **POWERS OF THE BOARD**

21. Subject to the provisions of the Companies Act, 1956, the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do, provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the statute or by the Memorandum of the Company or by these Articles or otherwise, to be exercised or done by the Company in general meeting provided further that, in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Companies Act, 1956, or any other statute or in the Memorandum of the Company, or in these Articles, or in any regulations not inconsistent therewith and duly made there under, including regulation made by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

#### **MANAGING DIRECTORS/WHOLE TIME DIRECTORS**

22. Subject to the provisions of section 316 and 317 of the Act, the Board may from time to time appoint one or more Directors to be Managing Director or Whole Time Director of the Company, for fixed time or otherwise and may from time to time (subject to the provisions of any contract between him and the Company), remove or dismiss him from office and appoint another in his place.

### THE SEAL

23. The Board shall provide for the safe custody of the seal and the seal shall never be used except by the authority previously given by resolution of the Board or a committee of the Board authorized by the Board in that behalf and save as provided by the Companies (Issue of Share Certificates) Rules 1960 any two Directors or one Director and the secretary or one Director and such other person as the Board may appoint shall sign every instrument to which the seal is affixed. Provided nevertheless, that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same.

### DIVIDENDS

24. Unclaimed dividends will be dealt with in accordance with provisions of section 205A of Companies Act, 1956.



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

Sl.No.	Name address, description & occupation of the Subscribers	Number of Equity Shares taken by each Subscribers	Signatures of Witness with address and occupation
1	Dindayal Agarwal S/o. Late Gangadhar Agarwal 25, Strand Road, Calcutta-700 001  (Business)	100 (One Hundred)	Witness for all MUKTESHWAR MAITY S/o. Jogeswar Maity 11, Clive Row, Calcutta-700 001
2	Jagdish Prasad Kasera S/o, Shri Jhabarmal Kasera 43/44, Cotton Street, Calcutta-700 007  (Service)	100 (One Hundred)	
3	Narnarayan Sharma S/o Late V.P. Sharma 11, Clive Row, Calcutta-700 001  (Service)	100 (One Hundred)	
4	Meghraj Daga S/o Late Arjundas Daga 11, Clive Row, Calcutta-700 001  (Chartered Accountant)	100 (One Hundred)	
5	Mahesh Kumar Kandoi S/o Shri Radheysyam Kandoi 51, Vivekananda Road, Calcutta-700 007  (Service)	100 (One Hundred)	
6	Padam Chand Pugalia S/o. Nem Chand Pugalia 2, Raja Wood Munt Street, Calcutta-700 001  (Business)	100 (One Hundred)	
7	Surendra Kumar Chhajer S/o. Shri Hanuman Mal Chhajer 11, Clive Row, (2 <sup>nd</sup> Floor), Calcutta-700 001  (Service)	100 (One Hundred)	
		700 (Seven Hundred)	

Dated : The 27<sup>th</sup> day of June, 1981