



फारम. माई. जाट.

Form I.R.

निगमन का प्रमाण-पत्र

**CERTIFICATE OF INCORPORATION**

U 45201 MH 2002 PTC 134900

वा. \_\_\_\_\_ की सं. \_\_\_\_\_

No. \_\_\_\_\_ of Date \_\_\_\_\_

यं एतद्द्वारा प्रमाणित करता हू कि आज \_\_\_\_\_

कम्पनी अधिनियम (1956 का सं. 1) के अधीन निगमित की गई है और कम्पनी परितीक्षित है।

I hereby certify that 04U REALTY (INDIA) PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

यंरे इस्ताहर से आज वा. \_\_\_\_\_ को दिया गया।

Given under my hand at MUMBAI this TWELFTH

day of FEBRUARY Two Thousand TWO



( C.S.GOVINDARAJAN )

ASSTT. Registrar of Companies  
Maharashtra, Mumbai

No. 11-134900

**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME**

**IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,  
MUMBAI.**

In the matter of **O4U REALTY (INDIA) PRIVATE LIMITED**

I hereby approve and signify in writing under Section 21 of the Companies Act, 1956 (Act of 1956) read with the Government of India, Department of Company Affairs, Notification No. G.S.R. 507E dated the 24th June 1985 the change of name of the Company.

from **O4U REALTY (INDIA) PRIVATE LIMITED**

to **ICC REALTY (INDIA) PRIVATE LIMITED**

and I hereby certify that **O4U REALTY (INDIA) PRIVATE LIMITED**

which was originally incorporated on **12th** day of **FEBRUARY** ~~1992~~ <sup>2003</sup> under the Companies Act, 1956 and under the name **O4U REALTY (INDIA) PRIVATE LIMITED** having duly passed the necessary resolution in terms of section 21/22/(1) (a)/22(1) (b) of the Companies Act, 1956 the name of the said Company is this day changed to

**ICC REALTY (INDIA) PRIVATE LIMITED** and this certificate is issued pursuant to Section 23(1) of the said Act/

Given under my hand at **MUMBAI** this **27th**

day of **FEBRUARY** **2003** ~~one thousand nine hundred and~~

By   
**Registrar of Companies**  
Maharashtra, Mumbai.





## भारत सरकार-कॉर्पोरेट कार्य मंत्रालय

कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, पूणे  
(कम्पनी अधिनियम, 1956 की धारा 17क(4))

उसी राज्य में, रजिस्ट्रीकृत कार्यालय को स्थानान्तरित करने की पुष्टि से संबंधित प्रादेशिक निदेशक के आदेश के पंजीकरण के संबंध में प्रमाण-पत्र।

कॉर्पोरेट पहचान संख्या : U45201PN2002PTC143638

मैसर्स ICC REALTY (INDIA) PRIVATE LIMITED

ने विशेष विनिश्चय द्वारा अपने ज्ञापन संगम के प्रावधानों में, रजिस्ट्रीकृत कार्यालय के संबंध में परिवर्तन, आर.ओ.सी - मुंबई, मुंबई की अधिकारिता से आर.ओ.सी - पूणे, पूणे की अधिकारिता में, कर लिया है और इस परिवर्तन की पुष्टि, प्रादेशिक निदेशक के एक आदेश द्वारा एस्.आर.एन B29498599 दिनांक 27/02/2012 के माध्यम से और प्रारूप 18 जो इस कार्यालय में, दिनांक 13/04/2012 को जमा किया गया है, कर दी गई है।

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

पूणे में, यह प्रमाण-पत्र, आज दिनांक आठ जून दो हजार बारह को जारी किया जाता है।

### GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Maharashtra, Pune

(SECTION 17A(4) OF THE COMPANIES ACT, 1956)

#### CERTIFICATE OF REGISTRATION OF THE ORDER OF REGIONAL DIRECTOR CONFIRMING TRANSFER OF THE REGISTERED OFFICE WITHIN THE SAME STATE

Corporate Identity Number: U45201PN2002PTC143638

M/s ICC REALTY (INDIA) PRIVATE 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 jurisdiction of RoC-Mumbai, Mumbai to the jurisdiction of RoC-Pune, Pune and such alteration having been confirmed by an Order of the Regional Director vide SRN B29498599 dated 27/02/2012 and Form 18 filed in this office on 13/04/2012.

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

Given at Pune this Eighth day of June Two Thousand Twelve.

Registrar of Companies, Maharashtra, Pune

कम्पनी रजिस्ट्रार, महाराष्ट्र, पूणे

\*Note: The corresponding form has been approved by VIJAY KUMAR KHUBCHANDANI, Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website ([www.mca.gov.in](http://www.mca.gov.in)).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

ICC REALTY (INDIA) PRIVATE LIMITED

TECH PARK ONE TOWER 'E', NEXT TO DON BOSCO SCHOOL,, OFF AIRPORT ROAD,

YERWADA, PUNE - 411006,

Maharashtra, INDIA





**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

Office of the Central Processing Centre

Manesar, Plot No. 6,7, 8, Sector 5, IMT Manesar, Gurgaon, Haryana, 122050, India

**Certificate of Incorporation pursuant to change of name**

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): **U45201PN2002PTC143638**

I hereby certify that the name of the company has been changed from ICC REALTY (INDIA) PRIVATE LIMITED to VENTIVE HOSPITALITY PRIVATE LIMITED with effect from the date of this certificate and that the company is Company limited by shares.

Company was originally incorporated with the name O4U REALTY (INDIA) PRIVATE LIMITED

Given under my hand at ROC, CPC this EIGHTH day of JULY TWO THOUSAND TWENTY FOUR

M.Yadubhushana Rao

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Central Processing Centre

Note: The corresponding form has been approved by M.Yadubhushana Rao, Central Processing Centre, and this order has been digitally signed by the Registrar of Companies through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014.

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

VENTIVE HOSPITALITY PRIVATE LIMITED

TECH PARK ONE TOWER 'E', NEXT TO DON BOSCO SCHOOL, OFF AIRPORT ROAD, YERWADA, NA, PUNE-411006, Maharashtra, India

Note: This certificate of incorporation is in pursuance to change of name by the Company and does not affects the rights and liabilities of stakeholders pursuant to such change of name. It is obligatory on the part of the Company to display the old name for a period of two years along with its new name at all places wherever a Company is required to display its name in terms of Section 12 of the Act. All stakeholders are advised to verify the latest status of the Company and its Directors etc and view public documents of the Company on the website of the Ministry [www.mca.gov.in/MCA21](http://www.mca.gov.in/MCA21)





**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

Central Processing Centre  
Manesar, Plot No. 6,7, 8, Sector 5, IMT Manesar, Gurgaon, Haryana, 122050, India

**Certificate of Incorporation Consequent upon conversion to public company**

Corporate Identity Number: U45201PN2002PLC143638

IN THE MATTER OF VENTIVE HOSPITALITY PRIVATE LIMITED

I hereby certify that VENTIVE HOSPITALITY PRIVATE LIMITED which was originally incorporated on TWELFTH day of FEBRUARY TWO THOUSAND TWO under Companies Act, 1956 as 04U REALTY (INDIA) PRIVATE LIMITED and upon an intimation made for conversion into public company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the ROC, CPC vide SRN AA9822234 dated 22/08/2024 the name of the said company is this day changed to VENTIVE HOSPITALITY LIMITED

Given under my hand at ROC, CPC this TWENTY EIGHTH day of AUGUST TWO THOUSAND TWENTY FOUR

Sunidhi Matroja

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Central Processing Centre

Note: The corresponding form has been approved by Sunidhi Matroja, Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies and this letter has been digitally signed by the Registrar through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014

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

VENTIVE HOSPITALITY LIMITED

TECH PARK ONE TOWER 'E', NEXT TO DON BOSCO SCHOOL, OFF AIRPORT ROAD, YERWADA, NA, PUNE-411006, Maharashtra



**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**VENTIVE HOSPITALITY LIMITED\***

- I. \*The name of the company is **VENTIVE HOSPITALITY LIMITED.**<sup>1</sup>
- II. \*\*The Registered office of the Company will be situated in the State of Maharashtra i. e. within the jurisdiction of Registrar of Companies, Maharashtra at Pune.
- III. \*\*\*\***THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
  - (A)
    1. To carry on the business of promoters, builders, developers, constructors, engineers, maintenance service provider, decorator, contractor and to purchase, construct, execute, develop, built, maintain, operate, run, grant, lease, sub lease, license, arrangement for/of tenancy/tenancy rights, let out, industrial/IT parks, IT Campuses or offices, Convention Centers, residential/commercial apartments, townships, factories, flats, warehouses, pent houses, resorts, entertainment complexes, malls, multiplexes, concert halls, hotels, motels, restaurants, stores, shopping centers, recreation centers, special economic zones and to purchase, construct and develop land or any other type of immovable properties in India or any other parts of world.
    2. To own, manage, operate, carry on the business in India or elsewhere of hotels, motels, entertainment complex, malls, multiplex, concert halls, hotel & motel properties inns, service apartments, clubs, casinos, resorts, restaurants, cafes, taverns, bars, refreshment rooms, boarding and lodging, housekeepers to establish canteens, kitchens for the purpose of rendering hospitality services, flight kitchens, parlours, soda fountains, fast food outlets, restaurant keepers, wine and spirit merchants, retailing, entertainment plaza, food plaza, sports plaza, health plaza, spas, food courts, family entertainment centres, resorts, brewers, masters, distillers, importers and manufacturers of aerated mineral and artificial waters and other drinks, purveyors, refreshment contractors and caterers, milk and snack proprietors, dairymen, ice and ice-cream merchants, importers and brokers of food and foreign produce of all descriptions, hair dressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, shopping arcades, grounds and places of amusement, recreation, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, airlines and shipping companies and theatrical and opera box office operators."
    3. To generate, accumulate, transmit, distribute, purchase, sell and supply electric power or any other energy from conventional/non-conventional energy by Bio-Mass, Hydro, Thermal, Gas, Air, Diesel oil, or through any renewable energy sources, Wind mill, Waste treatment plants, tidal and wave energy or another means/ source on a commercial basis and to construct, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipments, cables, wires, lines, accumulators, lamps, and works

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<sup>1</sup> The status of the company changed from Private to Public, as approved by the shareholders vide special resolution passed at the Extra Ordinary General Meeting dated 8<sup>th</sup> August, 2024.

and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring Power plants and Plants based on conventional or non-conventional energy source, thermal power plants, atomic power plants, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works, Boiler houses, steam Turbines, Switch Yards, Transformer Yards, Sub stations, Transmission Lines, Accumulators, Workshops.

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

1. To adopt such means of making known and advertising and publicity the business and affairs of the Company as may seem expedient or necessary or compulsory.
2. To apply for promote and obtain and to exercise, carry out, enjoy or implement, any act of legislature, charter, regulation, privilege, concession, license or authorization of any government, state or central, or any other authority for enabling the company to carry on any of its objects into effect or for extending any of the powers of the company or for purpose which may seem expedient and to oppose any bills, ordinances, petitions, orders, proceedings or applications.
3. To carry on the business of contractors, sub-contractors, quasi contractors whether for government or for semi government bodies or corporation or company or society or body corporate or firms or individuals or schools or clubs or other bodies or private works and to undertake contracts and sub contracts relating to construction, modification, repairing, alteration, construction, removal, redecoration, redesigning, enlarging, improving and designing of civil work, building for whatever use, roads, approach roads, streets, circles, squares, parks, gardens, statues, parking places, bridges, dams, water courses and reservoirs, tunnels, earth works, sewers, tanks, drains, sewage, light houses, towers, transmission towers, pipe lines, under ground cables, railway tracks, railway sidings, run ways ship yards, stock yards, culverts, channels whether on turnkey basis or on labour contracts or otherwise.
4. To amalgamate or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation or otherwise with any person, firm or company caring on or engaged in or about to carry on or engage in, a business to lend money, to guarantee the contracts of or otherwise assist or subsidize any such person, firm or company and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same and to give to any person, firm or company special rights and privileges in connection with control over the company and in particular the right to nominate one or more directors of the company.
5. To refer or agree to refer any claims, demands, Disputes or any other question by or against the company or in which the company is interested or concerned and whether between the company and the member or members or his or their representatives or between the company and third party to arbitration in India or at any place outside India and to observe any perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
6. To purchase, take over or otherwise acquire for cash or otherwise, all or any part of the undertaking, business, goodwill, property, rights, assets or liabilities of any company or persons carrying on or about to carry on business which this company is authorized to carry on.
7. To employ agents or experts to investigate and examine the conditions, prospects, value, character and circumstances of business concerns and undertakings and to any assets, properties or rights or business or industry or profession.
8. To employ commission agents, indenting agents, selling agents, buying agents or brokers for the business of the company.

9. To establish agencies, branches or appoint representative, in India and elsewhere for sale, purchase, exchange, or distribution of company's services dealt with by the company or for any one or more of the objects of the company and to regulate and discontinue the same.
10. To open current, overdraft, loan, cash, credit, deposit or savings account with any bank and or draw and endorse cheques, pay slips, telegraphic transfers and to withdraw moneys from such accounts and otherwise to operate thereon.
11. The directives of the reserve Bank of India regard to receive money on loan and borrow or raise money at or otherwise, in such manner as the Company shall think fit, and in particular by the issue of, debenture-stock (perpetual or otherwise) term loans and if necessary to secure the repayment of any money borrowed, raised or owing by mortgage, charge, pledge, hypothecation or lien upon all or any of the property or assets of the company, both present and future including its uncalled capital and also by a similar mortgage, charge, pledge, hypothecation or lien to secure and guarantee the performance by the company or any other person or company as the case may be, and on such other terms and conditions like rate of interest, repayment schedule, creation of trust, powers of trustee and lenders, convertibility clause, nomination of directors as the directors may deem fit.
12. To incur debts and obligations for the conduct of business of the company and to purchase or hire goods, material or materials or machinery on credit or otherwise for business of this company.
13. To distribute as bonus shares amongst the members or to place to serve or otherwise to apply as the company may, from time to time think fit, any moneys received by way of premium on shares or debentures issue at a premium by the company and any moneys received in respect of forfeited shares and moneys arising from the sale by the company of forfeited shares.
14. To undertake and execute any contracts for works involving the supply or use of labour equipment and appliances and to carry out any ancillary or other works comprised in such contracts, concerning the business of the company.
15. To enter into contracts, agreements and arrangements with any other company having similar objects for the carrying out by such other company on behalf of the company of the objects for which the company is formed.
16. To seek foreign assistance or co-operation or collaboration for the purposes and to achieve the objects mentioned in this memorandum and also workout the objects as per this memorandum jointly with foreign technicians and/or firms, companies interested in business of nature carried on by the company, provided that the word "foreign" in this clause means outside the union of India.
17. To purchase, acquire or otherwise obtain and to enter into all manner of technical, financial and/or other collaboration agreements with any person, firm, company or body corporate or local body or authority or Government, both central as well as state in India or in any part of the world for the purchase or acquisition of technical knowledge, knowhow, or any other secret, technical, managerial, operating, commercial or other information for the purpose of carrying on the business of the company or connected therewith and/or to sell, import or otherwise disclose and to enter into all manners of technical, financial or other collaboration agreements with any person, firm, company or body corporate or local body or authority or government, both central and as well as state, in India or government of any country or in any part of the world for the sale, importing of or disclosing technical knowledge, know-how or any other secret, technical, managerial, operating commercial or other information owned, prepared, developed, procured and/or possessed by the company.
18. To subscribe, contribute, gift or donate any moneys rights or assets for any national, educational religious, charitable, scientific, public or benevolent objects or to make gifts or donations of any money or others to any institution, clubs, societies, associations, trusts, exhibitions, scientific



research association, funds, universities, colleges, or any individual or body of individuals or body corporate or companies, subject to the provisions of companies Act, 2013.

19. To contribute or to sponsor or assist any person, organization or body corporate which, in opinion of the directors is beneficial to the company and is not prohibited by any law, order or regulation for the time being in force.
20. To undertake, carry out, promote and sponsor rural development including any program for promoting the social and economic welfare of or the uplift of the people any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or a government department or otherwise, either alone or together with others. Without prejudice to the generally of the foregoing "Programme of rural development" shall also include any programme for promoting the social and economic welfare of, or the uplift of the people in any rural areas or likely to promote and assist rural development, and the words "rural area" shall include such areas as may be regarded as rural areas under the Income tax Act, 1961, or any other law relating to rural development for the time being in force and the company may in order to implement any of the above mentioned objects or purposes, transfer without consideration or at a fair or concessional value and subject to the provisions of the companies Act, 2013, divest the ownership of any property of the Company or to donate cash, directly or indirectly, to or in favour of any public or local body or authority or central or state Government or any public institution or fund or organization or person or a body corporate or others.
21. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity to promote national welfare or social, economic or moral uplift of the public or any section of public and in such manner and by such means the company deem fit and undertake, carry out promote and sponsor any activity for publication of any books, literature, newspapers or for organizing lectures or seminars likely to advance these objects or for giving merit awards, scholarship, loans or any other assistance to deserving students or scholars or persons to enable them to prosecute their studies or academic pursuits or researches, and for establishing, conducting or assisting any institution, fund, trust, having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner, and the company may in order to implement any of the above mentioned objects or purpose transfer without consideration or at a fair or concessional value and subject to the provisions of the company's Act, 2013, divest the ownership of any property of the company to or in the favour of any public or local body or authority or central or state Government or any public institutions or trust or organizations or persons.
22. To give donations and to advance and lend money to any person, institution, organization, trust, fund, on such terms and conditions and with or without interest or at a concessional in the above sub clauses, subject to the provisions of companies Act, 2013.
23. To make provisions for entertainment of persons having or likely to have dealings with the company or who are or have been in the employment of the company or their dependents.
24. To remunerate, whether by fixed sum or commission or participation in profits or partly in one way and partly in another, the officers, employees and directors of the company or any parties for services rendered or to be rendered or for acquisition of fixed and current assets or licenses, patents, know-how, business or loans or rights or conduct of the business or activities or any other valuable consideration, by cash payment or by allotment or the shares, debentures or other securities of the company credited as paid-up in full or in part or in kind or otherwise.
25. To make pecuniary grants by way of donations, bonus, subscription, allowance, provident fund, gratuity, guarantee or otherwise to or for the benefit of persons, who are or have been employed by the

Company or otherwise and widows, orphans and dependents of any such persons and to or in aid of association or funds for the benefit of any of these objects and to hospitals and for other charitable or benevolent object or public institutions, subject to the provisions of Companies Act, 2013.

26. To employ or otherwise appoint technical experts, engineers, mechanics, foremen and skilled and unskilled labour for the purposes or the business of the Company.
27. To provide for the welfare of the Directors, Officers, employees and ex-directors, ex-employees of the Company and the wives, widows and families of the dependents of such persons by building or contributing to the building of houses, dwelling or chawls or by grants of money, pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to provident fund, funds or trusts and by providing or by subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendants and other assistance as the company shall think fit and to subscribe or contribute otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions and objects which shall have any moral or their claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
28. To create any depreciation fund, reserve fund, sinking fund, insurance fund, provident fund or any other special fund, whether for depreciation or for repairing, replacing, improving, extending or maintaining any of the property of the Company.
29. To accept gifts, bequests or donations of any immovable or movable property or any right of interest therein from members of others and to make gifts to members or others of money, assets and properties of any kind Subject to provisions of Companies Act 2013
30. Subject to the provisions of Section 73 and other provisions of the Companies Act, 2013 and the directives of the R.B.I... to discount, buy, sell and deal in bills, notes, warrants, coupons, import entitlements and other negotiable or transferable securities or documents, to guarantee or become liable for the payment of money or for the performance of obligations and to transact every kind of guarantee, indemnity and trust business and to undertake obligations and trust of every kind.
31. To enter into any arrangements or agreements with any Government or other authorities or any person or company that may seem conducive to the objects of the Company or any of them, and to obtain from any such Governments, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think fit, desirable to obtain and to carry out and exercise and comply there with.
32. To invest the capital, other surplus moneys and properties of the Company in the acquisition or upon the security or in the form of assets and properties of all types, movable or immovable real or personal including in particular, shares, stocks, debentures, bonus, mortgages, obligations and other securities, lands, estates, buildings, hereditaments, precious and semi-precious stones, structures, conveniences, jewellery, concessions, licenses, trade marks, diamonds, plants, machinery, formulae and other rights and privileges and to hold, turn to account, lease, hypothecate, let, exchange, assign, mortgage, transfer, sell or otherwise dispose of and disinvest such assets for rent, interest, dividend, profit, commission, premium, service charges, discount or other income.
33. To insure with any person or company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partly.
34. Subject to the provisions of the Companies Act,2013,to lend and advance money or give credit, with or without security, to such persons, companies, corporations or firms and on such

terms as may seem expedient and In particular, to customers and others having dealings with the Company and to release or discharge any debt or obligation owing to the Company, guarantee the performance of any contractor obligation of any Company, firm or person and to guarantee the payment and re-payment of the capital and principal of and dividend interest or premium payable on any stocks, shares or securities, debentures, debenture-stock, mortgages, loans or other securities issued by any Company corporation, firm or person, including (without prejudice to the said generality) bank overdrafts, bills exchange and promissory notes and to give guarantees and indemnities.

35. To institute, construct, defend or compound any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and pay, satisfy or compromise any claim made against the Company or any of its officers notwithstanding that the claim may not be valid at law.
36. To search for and to purchase or otherwise acquire from any Government or state or authority, Indian or foreign, any licenses, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account and in particular any water rights or concessions, either for the purpose of obtaining motive power or otherwise and to work, develop, carry out, exercise and turn to account the same.
37. To draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
38. To establish undertake, provide, form, incorporate, subsidize, organize, manage, supervise and subscribe, control or contribute into or become member of any firm, association, institution, club, society, co-operative society, condominium or limited company having similar objects or any other body for investment, holding property and rights or for business expediency, to place or guarantee the placing of underwrite, subscribe for or otherwise acquire all or any part of the shares debentures and securities of such body and pay and defray out of the funds of the company all expenses with respect to and in connection with the promotion formation and registration of such bodies of this company and to appoint and remunerate any Director, administrator, manager, accountant or other expert or agent appointed to represent the Company on such bodies and to take care of the interest of the Company on such bodies.
39. To procure the recognition of the Company in or under the law or regulations of any place outside India and to do all acts necessary for carrying on, in any foreign country, business or profession of the Company.
40. To acquire the concession, grant, purchase, amalgamation, lease, license or otherwise, either alone or alongwith others, any tract or tracts of country, land, houses, estates, farms, quarries, water rights, way leaves and other works, privileges, rights and hereditaments and machinery, plant and other movable and immovable properties of any description whatsoever at any place in India or any foreign country and together with such rights as may be agreed and granted by the government of Rules or owners thereof and to expend such sums of moneys as may be deemed requisite in and advisable in the exploration, Survey, Cultivation and Development thereof in connection with the business of the company.
41. To rent out give on hire or lease or share with others of otherwise deal with any property or assets of the company, not immediately required or any part thereof in excess of the requirements of the company from time to time for such consideration, terms and conditions as the Directors may deem fit.
42. To sell, improve, manage, develop, lease, surrender, grant rights and privileges, accept surrender of lease, mortgage, charge, repair, extend, maintain, assign, transfer, enfranchise, dispose

- of, turn to account or otherwise deal with or any part of the property, undertaking, investments, assets, rights and effects of the company for such consideration and on such terms and conditions as the company may think fit in particular for shares, debentures, bonds or securities of any other company having object together or in part similar to those of the company, or to grant and create in perpetually or for a term specified rent charges or ground rents out of any part of the company's real or lease hold property and to sell any property in consideration wholly or partly of a rent charge of ground rent and to sell mortgage, redeem or otherwise deal with any such rents.
43. To apply for, purchase or otherwise acquire and protect and renew any patents, patent rights, inventions, trademarks, designs, licenses, concessions, and the like, conferring any exclusive or limited rights to their use or any secret or other information as to any invention and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights / information acquire and to expend money in experimenting up on testing or improving any such patents, inventions or rights.
  44. To undertake or promote research in commercial export, import or any other areas related to or for the business of the company.
  45. To let any movable or immovable property, rights or interest acquired by, received or belonging to the company in any person or persons or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.
  46. To subscribe, acquire and hold shares, stocks, debentures, debenture-stocks, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or enforce all rights and powers conferred by or incidental to the ownership thereof.
  47. To act as trustees, executors, administrators, attorneys, nominees and agents and to undertake and execute trusts of all kinds and subject to compliance corporations for the benefits of the employees of the company.
  48. To carry out the objects of the company and to do the above things in any part of the world, either alone and on the own account or through others or for others or in conjunction with others which expression shall without prejudice to their generally, include sole property agreement to share profits joint ventures, partnerships, agency, trustee-ships, contractors, brokers, consigners, technical consultants and other agencies and the like.
  49. To distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the company, subject to the provisions of the companies Act 2013, in the event of the winding up of the company.
  50. To carry on the business as advertising and publicity agents for various assets, goods services, facilities, opportunities and fact as may be required by any law, custom, industry, business or commerce.
  51. To carry on the business of growers, farmers, producers, cultivators, buyers and sellers of every kind of vegetables, agricultural, horticultural or other produce of the soil, including cotton, sugarcane, nuts, perfume producing vegetation, Plantations, wood, grains, cereals, flowers, fruits, crops to prepare, manufacture, process and render marketable any such produce and to sell, dispose of and deal in any such produce either in its prepared, manufactured or raw state and either by wholesale or retail.

52. To carry on the business of purchasing , breeding , training , repairing, selling, importing, exporting, improving of and dealing in cattle, horses, pigs, Sheep, goats, birds, Poultry, fish, lobsters, prawns, shrimps, promfrets, and live and dead stocks of every description, living on over or under land, trees, roofs or in water and manufacturing , processing, canning , freezing and making marketable the products of such business , including beef, meat, eggs and co-deliver oil.
53. To carry on in India or abroad the business to manufacture , repair, produce , maintain, fabricate, assemble, buy sell, import , export, develop, design, recondition, remodel, renovate, turn to account, hire , lease, charter, tender, provide, or otherwise to deal in all varieties , descriptions , specifications, capacities, strength and applications of aircraft used for defense , security, rescue operations, including aeroplanes , supersonics, airbus , helicopters , hovercrafts, training planes, bombers and their components, parts, accessories, fitting equipments, instruments, tools , systems, devices, consumables, and other related products thereof.
54. To carry on in India or abroad the business as aircraft players , and to undertake any contract or assignment from government , Semi government , or other authorities to operate any air taxi route in the world and to buy , sell, import, export, store, otherwise to deal in all goods, articles and things connected to the foregoing activities.
55. To carry out on the business and profession of arts, animations, advertisement and manufacturers and produces of and directors, researchers and dealers in everything relating to visual or other communications , media, instruments, aids and accessories including in drawing , drafts, draughts, designs , paintings , photographs, Xerox, photo/ammonia copies, photo offsets, photo typeset, photogravure, lithographs, engraves, dies, types, blocks, plates and stereos, prints, graphics, slides, films, movies, videos, audios, tapes, radios , closed circuits, television and other presentations, projections and broadcasts of all types not limited by medium, method, process, purpose and technique used and with or without computer and computerized equipment and all materials, products apparatus and instruments used in this business and training people for the same.
56. To carry on the business as bakers, confectioners and manufactures of and dealers in bread , flour, rava, maida, biscuits and farinaceous compounds and materials of every description, sugar, gur, khandsari, sugar candy, chocolates, toffees and other related products.
57. To carry out the business as brewers, distillers , bottlers, canners, preservers, manufactures of and merchants and dealers in vinegar, acetic acid, glucose, wines, spirits, beers, liquors, porter, matt, hops, grains, meal, yeast, mineral and aerated water, carbonic acid , gas, mustard, pickles, sauces, squashes, syrups, essences, juices, flavored drinks, condiments of all kinds, cocoa, coffee and preserves.
58. To carry on the business of import , export, manufacture, purchase and sale of and dealing in all types of edible and non edible , natural and non made , movable and immovable , goods , products, articles, and thing including plant, machinery , tools, components, materials, gases, metals, woods, liquids, chemicals, foods, vehicles , instruments , shares, securities, properties, lands , buildings, animals, birds, fruits and crops of all types for industrial, commercial defense or domestic use on own account or for or along with others and to act as an export house.

59. To carry on the business of manufactures of and dealers in and agents for limestone , concrete, pipes, cisterns , bricks, cements, timber, marbles , mosaic, and floor tiles, paints, varnishes, iron, and steel rods, sanitary wares, granites, marble, alabaster, gravel , clay china, chinaware, pottery, earthen ware, porcelain, terracotta, mosaics, slates glass, hardware, enameled, wares and ceramic ware, windows , doors, shutters, wall papers, chimney pieces, damp course materials, ropes and cards , house hold fittings, fixtures and general pre-cast , prefabricated , pressurized and other building and furnishing materials and requisites of all kinds.
60. To carry on business of holding , convention, communication and commerce.
61. To carry on the business of dealers in cosmetic formulations and preparations , posters, creams, lotions, hair dyes, perfumes, blades, razors, soaps, shampoos, oils, and other beauty, laundry, toilet and make up requisites and to act as beauticians, perfumers, hair dyers, makers, and suppliers of hair and other kinds of wigs, masseurs, and manicurists.
62. To carry on in India or elsewhere the business to manufacture, fabricate, assemble, alter brand, convert, clean, Commercialise , dismantle, design, develop, research, exhibit , display, hire, let on hire, export , import, equip. handle, install, job work, lease , laminate, manipulate, maintain, modify, machine, operate, sponsor, organize, prepare, produce, purchase, sell, resell, protect, provide, promote, pack, repack, repair, renovate, recondition, remodel , contract , sub- contract, service, supply and act as an agent , broker, representative, marketing man, consultant, adviser, contractor, engineers, arbitrator, or other wise to deal in all shape, sizes, capacities, varieties, and kinds of equipments and machineries and other similar products their components , parts , accessories, fittings , instruments.
63. To carry on the Business of manufacturers , fabricators, assemblers, purchasers, sellers, hires, of and dealers in ice and cold storage plant, refrigerators, air conditioners, air coolers, accessories and related Products.
64. To carry on ,on own account or for others of through others of along with others the business of cultivating ,weaving , bleaching , bailing, processing , manufacturing , buying, selling, importing, exporting , distributing ,financing, leasing, contracting ,mercerizing , or otherwise handling of or dealing in all kinds of cotton, cotton yarn, cotton waste, silk, artificial silk, wool, wool nylon, worsted stuff , jute, flax, hemp, nylon, hair, rayon, decron, cellulose, and other natural staple, manmade or synthetic fibers substances yarns furnishing fabrics, textiles clothes ,and all types of materials , chemicals, tools, plants, machinery , components and implements used therein and all types of dresses , packing, embroidery, and decorating materials, nets, ropes, knitwear , garments, hosiery, fabrics, apparels, carpets, rugs, blankets, shawls and products and articles manufactured from the said materials, yarns, textiles, and other fabrics, (whether felted , netted or looped) their substitutes , derivatives by products , components and compounds.
65. To carry on the business of dairy farming, dairy products and related products and of manufacturing of and dealing in dairy equipments , dairy chemicals, dairy testing materials, milk cans, bottle filling machines, pouch packing machines, and dairy accessories , cattle feed and feeding and fattening preparations of every description.
66. To carry on the business of all type of electronic items instruments, apparatus, and appliances, including in particular oscilloscopes, microprocessors, video tapes, recorders, video cameras, timers, counters, pattern generators, signal generators, stabilized power suppliers, infra red scanners and cameras, solar cells, solar heaters, digital meters, digital clocks, reflector meters , temperature, probes, pulse, generators, printed circuit boards , ultra sonic generators and flow detectors, peripherals ferrite cores, connectors, transistor or devices, stereo systems intercoms wireless transmitters and receivers plasma welders and plasma ray generators.

67. To carry on the business of the electrical engineers , electricians ,contractors, manufactures, importers, exporters ,repairs, assemblers, hires, constructions, suppliers of and dealers in electric, electronic, and other appliances , electric motors, fans, furnace, household appliances, batteries, cables, wires, dry cells, generators , accumulators, conductors, dynamos , eliminators, armatures, magnets, insulators, magnetors, transformers, converters, switch board, distribution boards, electronic equipments including radios, television sets, tape recorders, gramophone records, tapes and cartridges, telecommunication equipments and their components and accessories including transistors , registers , condensers, and coils and electrical plants and appliances.
68. To carry on business of manufacturers, sellers, buyers, importers, exporters, constructions , assemblers, repairers, of and dealers in all types of lamps lighting materials lamps making machinery , lamp , material making machinery, displays, display devices, display components , display systems electric and electronic appliances , apparatuses, instruments, gadgets, games, toys, machines, articles, and all their components material, gases, accessories and related products or any of them or any combination , variation or improvement therein.
69. To acquire or set up and run schools, colleges, training, educational, vocational, technical and professional institutions , music, dance, and art centers.
70. To carry on the business of engineers for design, manufacture, erection, maintenance, alteration, and restoration of works of all types and description, for heavy machinery of all types and contracts involving such works as boilers, jetties , power houses ,factories , mills, drainages and sewage works, roads, air fields, air strips, air ports, helipads, waterways, wagons and vessels of every description for use on under land water and air and exhibition of photographs, entertainment Programmers, films, and surveyors and values of all properties and works .
71. To carry of the business of production, distribution and exhibition of photographs, entertainment programmers, films and motion pictures, including the hiring, renting and running of theaters , cinemas, studios , cinematographic, shows, video parlors, exhibitions and planetariums, and of cameras as studios, cine cameras, sound systems, cine films, video films, film producing and processing equipments and projector and the materials, substances, chemicals and equipments used for the above.
72. To carry on and work the business of planting, growing, raising, cultivating, cutting, processing, fortifying, drying, curing, manufacturing, preparing, producing, mixing, grinding, blending, packing, Preserving, freezing, canning, storing, warehousing, marketing, buying, selling, importing, exporting Of and in any way dealing in organic and inorganic, vegetarian and non-vegetarian foods, feeds and Other produce of soil of all types including hay, straw, seeds, grains, rice, bran, kardi, crops, groundnut and other nuts, kernels, beans, corn flakes, fruits, vegetables, pulses, sunflower and other flowers, milk, mutton, fish, eggs, noodles bones fat and other preparations, additives, nutrients and medicines or their mixtures, substitutes, extraction or combination in solid, liquid or other form, either in its prepared, manufactured or raw state and either by wholesale or retail for the use of birds, poultry, cattle, fish and other animals, creatures and living beings.
73. To carry on the business of manufacturing, separating, analysing, filling, bottling, supplying and marketing of and dealing in all types of gases, in their liquid or compressed form , for domestic, industrial, scientific, surgical, medicinal, defence, amusement or any other use or purpose whatsoever, and to manufacture or deal in any plant, machinery, equipment or instruments used in any of the aforesaid business.
74. To carry on the business of the manufactures of and dealers in glass products including sheet and plate glass, optical glass, glass wool, laboratory wares, glass tubes, glass rods, glass sheets, crystal glass,

quartz glass, alumina, soda glass, lead glass, glass beads, glass to metal seats, boro-silicate glass, fuse silica glass, safety glass, mirrors and any other types of glass and glass structures used in laboratories, buildings, automobiles, railways, hospitals, domestic, commercial, industrial, or other places of whatsoever nature, and to carry on foregoing activities for raw materials, consumables, intermediaries, ingredients, and substances connected thereto.

75. To acquire, develop, set-up and run health care facilities and services of all kinds, branches and specialties to restore, achieve, aid, augment, increase, improve and strengthen health, well-being, beauty, vitality and vigour, to prevent, diagnose, treat, remedy and relieve sickness, disability, deficiency and ailments, to assimilate, accumulate, digest and distribute the information, developments and technology through games, sports, exercise, physical fitness and training centers massage, steam/sauna bath, swimming pool, creches, vaccination, pathological, diagnostic and examination units, dispensaries welfare centers, operation theaters, ambulances, intensive (cardiac) care units, incubators, newsletters, circulars, papers, magazines, schools, colleges, and classes, audio and video films and to manufacture, sell and distribute all appliances and instrument, food, preparation, specialties, drugs, medicines and other products for health-care of human beings.
76. To carry on the business of manufacturing, assembling, buying, selling, re-selling, altering, repairing, importing, exporting, hiring, plying, operating, letting on fire, distributing of or dealing in taxi cabs, deluxe coaches, lorries, trucks, buses, station wagons, motorcars, scooters, cycles, mopeds, tractors, cranes, earth moving machines and equipments, wagons, locomotives, ships, boats, barges, trawlers, launches, submarines and other underwater vessels, aero-engines, air ships, sea planes, flying boats, satellites, shuttles, carriers of every description and kind for transport conveyance of passengers, merchandise or goods of every description, or/in land, water, air or space, whether propelled or moved or assisted by means of petrol, spirit, electricity, steam, oil, vapour, gas, petroleum, mechanical, animal or any other motive power and all components, parts, accessories, equipments and apparatus, oils, liquids, materials and substances of or for any use in connection therewith: shops, stations, terminus, aerodromes, lodging rooms, cafeteria and godowns, for the said business and of service stations, garages, yards and repair workshops.
77. To carry on the business of investment company and to invest in and acquire, make, advances upon and hold and otherwise deal in shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed of any nature by original subscription, private placement, contract, tender, purchases, underwriting, participation in syndicate or otherwise by any company constituted or carrying on business in India or elsewhere or by any Government, State, Dominion, Sovereign Ruler Commissioner, public body or authority, supreme municipal local or otherwise whether in India or elsewhere.
78. To carry on the business as manufacturers of and dealers in or as stockists, importers and exporters of audio meters, hearing aids, surgical instruments, including artery forceps, operating surgical microscopes, binoculars, microscopes laboratory and research microscopes, stereo-microscopes, metallurgical microscopes, electron stagaographic equipments, including photo electric cell apparatus for microlaryngoal survey, cauterization apparatus and apparatus for facial nerve stimulation.
79. To carry on the business of manufacturers and dealers in all types of mechanical, electrical, engineering, scientific, household, hydraulic, pneumatic, thermal, sonic, ultrasonic, solar, surgical, survey, geological and other instruments, appliances, equipments, systems, machinery, devices and meters for industrial, commercial, maritime, domestic, office and other uses and their components and parts.
80. To carry on the business of manufactures of and dealers in furs, skins, hides, chappals, boots, shoes, clogs all kinds of footwears and leather and plastic, rubber or imitation goods, lasts, laces, buckles,



- leggings, boot polishes and accessories and fittings, dresses, preserves, innings, umbrellas, tents, frames, decorative materials, carpets, door and table clothes.
81. To carry on the business of makers of scientific, industrial and surgical instruments, mechanical engineers and manufacturers of agricultural implements and other machinery, steel castings and forgings and malleable iron and steel casting, iron mongers, metal founders, alloy makers, boiler makers, machinists, iron and steel converters, smiths, metallurgists, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements and hardwares of all kinds.
  82. To promote, represent, organize, undertake, establish, conduct, handle, arrange, manage, own, operate, participate, facilities, sponsor, encourage and provide the business as package tour operators, conducted tour operations, traveling agent for booking and reserving accommodations, seats, berths, compartments, coupes, complete bogies on railways, motor ships, motorboats, aeroplanes, steamships, motorbuses and omnibuses, vehicles booking agent; authorized airline ticket booking agent representative of other travel agencies, courier service agents, correspondents, parcel and postage booking agents telephone booth operators to provide necessary services for passport and visa, to handle conferences and meetings, to handle inward foreign tourist activities in India and abroad, to provide for guides, safe deposits and baggage transport; to act as an agent of bankers and to arrange travelers cheques, coupon drafts and other modes of foreign exchange on their behalf; to publish magazines, bulletins and other literatures for tourism; export & import agent and to own, engage, hire let on hire, contract or arrange business, coaches, bogies, charter flights, helicopters, motor launches, boats, taxis, rickshaws, tangas, bags and other Vehicles for tourist and passengers and to provide such facilities for national & international tourists.
  83. To undertake, encourage, promote, reward and carry on tests, studies, experiments, analysis and research in all type of samples, specimens and subjects in industrial, scientific, technical, chemical, mechanical, operational, constructional, electrical, environmental, astrological, astronomical, physiological, conduct, agricultural, horticultural, fishery, forestry, dental, pathological, statistical, social, personnel, marketing, commercial, financial or any other aspects, things or matters including food, food additives and materials, oils, soils, chemicals, fibers, gases, impurities, ores, metals, materials, stores, components, apparatus, instruments, appliances, machinery and goods and to procure, develop, prepare and supply patents, inventions, models, designs, scientific and industrial formulae of processes, apparatus, instruments, materials, machinery and write-ups, reports specifications, schemes, drawings, technical know-how and other information and advice and to render services in connection therewith for industrial, commercial, domestic, defence, hygiene, health and civil use.
  84. To undertake or promote research in economic, fiscal, commercial, financial, technical, scientific or any other matters.
  85. To carry on business as merchants, traders, indenting and commissions agents, buying and selling agents, brokers, adaties, buyers and sellers, mail order suppliers, importers, exporters, dealers or in any other capacity in India or elsewhere and to import, export, buy, sell, or otherwise trade and deal in goods, produce, articles and merchandise of any kind whatsoever and to act as an export house.
  86. To carry on the business of manufacturers of or dealers in industrial machinery of all types including bearings, speed reduction units, pumps, machine tools, agricultural and earth moving machinery including road Rollers, bull-dozers, scrapers, traders, shovels, drag lines and light engineering goods and their components.
  87. To carry on the business as manufactures, dealers and stockiest of measuring tools, machine tools, pneumatic tools, garage tools, bolts, nuts, moulds, gouges, parts, nails, rivets, hinges, hooks and all other hardware items, fixtures, appliances and apparatuses of all types and descriptions.

88. To carry on the business as manufacturers, dealers, stockiest, importers and exporters of forgings, castings, stampings of all metals, machinery, parts, moulds, press tools, jigs, fixtures, injection and compression moulding steel products and spare parts and spares of all kinds of machinery.
89. To carry on the business as manufactures of and dealers in all types of valves, engine valves , pumps and engineering products of all types, machinery and machinery parts, spare parts, chains, fasteners, gears instrumentation and system and to import and export such items and/or to deal and trade in them.
90. To carry on the business of manufacturers of and dealers in office equipments, instruments and machinery of all types, including air-conditioning and air-cooling equipments, calculating, photo-copying, cyclostyling, printing micro-processing, data processing and other machines.
91. To carry on the business of manufacturing, proccessing, relining, testing, analyzing, promoting, growing, buying and selling of and dealing in natural products, materials, goods for scientific, medical, veterinary, hospital, agricultural, horticultural, fishery, food, forestry, industrial, decorative, cosmetic, beauty, fashion, lifestyle, commercial, domestic, defense, civil, hygiene, health or personal use.
92. To search for, win, get, work, raise, import, crush, pulverize, process, reline, manipulate, turn to account and prepare for the market and deal in ores, coal, clay, stones, mineral ores, mines and quarries, metals, mineral substances and to carry on the metallurgical operations in all its branches and to prepare, process, manufacture, assemble, magnetize, forge, fabricate, amalgamate, cost, fit press, machine, treat, weld, harden, plate, temper any kind of metals, alloys and consequential products and related materials and products from earth.
93. To carry on business as goldsmiths, silversmiths, jewelers, gem merchants, electroplates, manufacturers, importers and exporters of and dealers in button precious and semi-precious metals, precious stones, jewellery , pearls , gold or silver plates, utensils, cups, shields, electro-plated cutlery, brasses, articles of virtue and antiques and such other articles and goods and to manufacture and establish factories for manufacturing goods for the above business.
94. To carry on the business of manufactures of or dealers in pulp and paper of all kinds and articles made from paper or pulp and materials used in the manufacture or treatment of paper, including cardboard, mill boards, straw boards, corrugated board, newsprint, carbon papers, stenciling papers, duplicating papers and paper foils.
95. To carry on the business of manufacturing, processing, printing, decorating, designing, buying, indenting, selling, exporting, importing, consulting and/or otherwise dealing in all kinds of protective, decorative, packing and packing materials, substances, products, articles and things including sheets, bags, jars, bottles, hollow-wares, containers, tins, tubes, vials, cases, closures, caps and creates made of paper, board, wood, pulp, cellulose, plastic, dispenses, laminate, PVC and other chemicals, leather, cloth, jute, metal, glass, gelatin or other flexible, treated or laminated materials and to carry on the business of packers, processors, printers, decorators and fabricators.
96. To carry on the business of purchase and sale of petroleum, petroleum products, lubricants and petrochemicals and to act as distributors for petroleum companies, to run service stations for the repair and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils, greases and other lubricants, solvents and extractions.
97. To carry on the business of manufacturers of and dealers in all types of celluloid, bakelite, thermo-setting, thermo-plastics, polythene, PVC, resins, emulsions, adhesives, natural and synthetic gums, rubber and plastic goods, partisacks, wires, tools and consumer goods such as containers, mattresses, shoes, tyres, tubes and other related products, toys, medical and surgical goods and all other kinds of products, resins, compounds, minerals, chemicals, derivatives, inter mediates or by-products and the moulds, equipments and machinery for the above.

98. To carry on the business of manufacturers of and dealers in all types of stationery including paper, boards, card-board papers, envelopes, files, books, note books compass and other instruments, stencils, carbons bags, boxes, cards, inks, pads, pens, ball-pens, pencils, pins, clips, holders and other utilities and articles.
99. To carry on the business of preparing, printing and supplying of books, magazines, pamphlets, journals and newspapers on all the above mentioned matters and to act as agents in connection therewith.
100. To carry on the business as manufacturers, dealers, stockists, importers and exporters of buckets, bath tubs, tanks, trunks, chimneys, pipes, utensils and pressed parts and structures.
101. To carry on the business of shipping agents, clearing and forwarding agents, transport and commission agents, cortege contractors and agents for cargo consignments by air, sea, roads, rail or any other mode of transport, custom agents, stevedores, wharfingers, cargo superintendents, warehouse men and store keepers and to engage in any business or transaction.
102. To procure or develop and supply patents, inventions, models, designs, scientific or industrial formulate or processes, to procure or develop and supply technical know-how for the manufacturer or processing of goods, materials or in the installation or creation of machinery or plant for such manufacture or processing, or in the working of mines, oil well or other sources of mineral deposits, or in search for or discovery or testing of mineral deposits, or in carrying out nay operation relating to agriculture animal husbandry, dairy or poultry farming, forestry or fishing or rendering services in connection with the provision of such technical know-now.
103. To carry on the business timber and lumber merchants, timber growers, lumber yard and saw mill proprietors and to buy, sell manufacture, prepare for the market, import, export and deal in articles, staple fibers, containers, boxes, fixtures and furniture of all kinds made from wood, metal, glass and other materials and to carry on the business of interior decorator, painters, out-fitters, furnishers, upholsters, logging and lumbering, purchasing, acquiring and leasing timber berths and so far as many be deemed expedient to the business of general merchants.
104. To carry on the undertake the business the business of finance, hire purchase, leasing and to finance lease operations of all kinds, and of purchasing, selling, reselling, hiring or letting on hire, hire-purchase, installment purchase, lease or deferred purchase, lease or deferred payment or similar terms ,any goods, properties, articles, commodities and things of all and every kind and description , movable or immovable, including land, building, plant and machinery and to render the complete range of corporate and personal financial services investment project and feasibility reporting, underwriting, issue house, registrars and advisors to issues, shares and stock brokers and related consultancy services.
105. To carry on in India or abroad the business to buy, sell, import, export , hire, let on hire lease, charter, description, specifications, capacities, strength & applications of air craft used for transportation of goods, passengers, animals or for defence, security, rescue operations, including aeroplanes, supersonic, airbus helicopters hovercrafts, training planes, bombers and their components parts, accessories, fittings, equipments, instruments, tools, systems, devices, consumables and other product thereof.
106. To carry on in India and abroad the business to manufacture, assemble, import, export, buy, sell, trade, repair, maintain, install, prepare, produce, fabricate, after renovate, convert, distribute, recondition, design, develop to act as broker. agent, franchiser, vendor or otherwise to deal in all sorts of clocks, watches, time places, chino meters, instant watches, pocket watches, wall clocks, alarm clocks or any unit of time technology whether electronic, digital automatic, electrical, quartz or mechanical, salary for industrial, domestic, commercial and public purposes and to manufacture all kinds of parts, components, fittings, accessories, fixtures, ancillary products and ingredients such as watch crown,

dials, watch, utility, ornamental, convenience, durable, jewels made of ferrous and non-ferrous materials including leather, PVC, plastic, rubber or any other man made or natural material including precious stones, quartz, diamonds, pearls, gold, silver platinum, gem and jewellery in its various forms and description used in the manufacturing of the above items.

107. To undertake, promote, reward and carry on the business of research, analytical and training services, engaging in research and development, on and testing, analyzing, experimenting, studying and certifying, of or in characterization, purification, and supply of reference standards and certified reference standards for pharmaceutical use, in of and review of technical status and carry various types of studies of all types of samples, specimens and subjects whether chemical, pharmaceutical, medicinal, herbal, bacteriological, bio-analytical, immunological, contraceptive, therapeutic and biological specialties drugs, preparations, dyes, pesticides, substances, materials or compounds, impurities, residuals, derived products and intermediates, derivatives and by-products thereof, whether organic or inorganic, natural or artificial, simple or compound, heavy or light, proprietary or otherwise, and selection use, qualifications. Calibrations of apparatus, instruments, appliances, delivery systems and product devices, for natural, life, physical and social sciences and for pharmaceutical, therapeutic, scientific, medical, dental, veterinary, hospital, agricultural, horticultural, fishery, forestry, industrial, commercial, domestic, defense, civil, environmental, hygiene, health or personal use and to procure, develop, prepare and supply patent, inventions, models, designs, scientific and industrial formulae or processes, apparatus, instruments, materials and write-ups, reports, specifications, schemes, airings, technical know-how and other information as per Indian, European, British and other pharmacopoeias supporting to submissions of regulatory documents to authorities of international origins and development of validation plants and protocols advice and render the technical auditing and other services in connection thereof and of vendor qualification and certification through audits, quality assurance system, audits as per good manufacturing practices, quality assurance systems assessment for regulatory submission, generate accurate and reproducible clinical results, improve patient compliance, comfort and convenience and of research, pathological and analytical laboratories and chemists, pharmacists and druggists.
108. To carry on the business of manufactures, processors, designers, assembles, adapters, importers, exporters, value added resellers, lessors and hires of and dealers in all types of instruments, apparatuses, implements, tools, equipments, work stations, area and other network and systems and solutions in unit or system configuration and fixed vehicle mounted, cordless, portable, mobile cellular form for creation, testing, measure, control, modulation, division repetition, multiplexing, passage, storage, conversion, broadcasting display and repetition, multiplexing, passage storage, conversion, broadcasting, display and termination of words, messages, data, images and audio, video, sonic, acoustic, digital signal, visual satellite of other types of information communications and transmissions in point to point star, ring bus, Ethernet or other topologies not limited by medium, method, process, purpose and technique used including cables, channels, switches, fiber optics, interfaces, telephones, cells, key-boards, transistors, pagers, micro, light and laser waves, generators, oscilloscopes, speakers, auto tuners, masts, lines, transporters, antennas, modems, PBX, PABX and electronic mail, connectors, converters cancellers, analyzers, analogs, simulators, facsimile, voice loggers and material components, substitutes, accessories, spare parts, derivatives, byproducts and enhancements related thereto and of testing, training, educating researches, installation, maintenance, security of information communications and transmissions in point to point star, ring bus, Ethernet or other topologies not limited by medium, method, process, purpose and technique used including cables, channels, switches, fiber optics, interfaces, telephones, cells, key-boards, transistors, pagers, micro, light and laser waves, generators, oscilloscopes, speakers, auto tuners, masts, lines, transporters, antennas, modems, PBX, PABX and electronic mail, connectors, converters cancellers, analyzers, analogs, simulators, facsimile, voice loggers and material components, substitutes, accessories, spare parts, derivatives, byproducts and enhancements related thereto and of testing, training, educating researches, installation, maintenance, security surveillance and other related services and commercial applications.

109. To carry on the business of manufacturing , importing, exporting, constructing, assembling, servicing, repairing, hiring and letting on hire, refining, fabricating, converting, improving, altering or otherwise handling of and dealing in all types of plants, machinery, instruments, apparatus, tools, utensils, receptacles, substances, materials, articles and things for and of connecting people and information and all their components, accessories or any of them or any combination, variation, or improvement therein.
110. To carry on the business to publish, print, produce, promote, organize, manage, acquire, run, maintain, amalgamate, establish, commercialize, control, circulate, develop, sponsor, import, export, equip, job work, market, operate, own, purchase, sell, protect, participate and to act as agent, stockiest, distributor, presentative, news feeder, correspondent, communicator, supplier or otherwise to deal in magazines, newspapers, periodicals, pamphlets, journals, special bulletins, souvenir, newsletters of all types, tastes, varictics, languages, periodicity, frequencies, release time in on or through any form, media including paper, floppy, compact discs, electronic mail or other related publication on any subject.
111. To establish and carry on in India or elsewhere the business to acquire, undertake, promote, run manage, own, lease, convert, build, commercialize, handle, operate, renovate, construct, maintain, improve, exchange, furnish, recondition, hire, jet on hire, develop, consolidate, subdivide and organize, hotels, restaurants, cafes, taverns, rest houses, tea and coffee houses, beer houses, bars, flight carriers, lodging house keepers, refreshment rooms, night clubs, dancing halls, swimming pools, Turkish baths, lodges, apartments, housekeeper, cottage, or grocer, poultereRs, green grocers, licensed victual ere, discotheque, banquet halls, dressing rooms, laundries, hair dresser shops, stores, libraries, card rooms, car parks, skating hats, gymnasiums, writing and news paper rooms, places of amusement, recreations, art galleries, sports, entertainment, health clubs, travelling agencies, motor cabs, theatrical and opera box offices, cinemas and to prepare, produce, process, buy, sell, import, export, service, wholesale, retail pack, repack or otherwise to deal in all kinds of vegetarian foods, non vegetation foods, beverages, wines, waters, surveyors, cigarettes, tobaccos, soft drinks, ice creams, juices, cosmetics, clothes, provisions, spices and other related goods materials, substances, consumables & preparations connected thereto.
112. To create, operate and run one or more vortals (i.e. vertical portals ) or portals, depicting, displaying, operating and servicing various commercial, personal and technical knowledge, information, themes, communities, areas, segments, products and services, on a virtual basis and handling all businesses and services arising out of or incidental thereto including software, hardware and other products development, service or sales, whether on-line or off-line including various web based solutions, data collection and distribution, transaction handling.
113. To carry on in India or elsewhere the business and profession to identity problems and opportunities and provide solutions on an ongoing basis and act as consultant, advisor, representative, advocate, signatories, agent in all its branches such as legal, commercial, industrial, manufacturing, production, trading, merchandising, fabrication, engineering, designing, personal, marketing, market research, advertising, public relations, communications, publicity, sales promotion, public welfare, corporate management, business management, company law, taxation, investment, portfolio management, agriculture, animal husbandry, poultry, fisheries, power generation, energy savings insurance, banking, loan syndication, research & developments, quality control, technical know-how, geology and mining, medicine and surgery, merchant banking, underwriting, secretarial services, financial management, construction, transport and to make evaluations feasibility studies, techno economic feasibility studies, project reports, forecasts, surveys and rehabilitation packages and for the purpose to run, establish, maintain, provide, operate, manage, supervise, arrange all necessary services facilities, conveniences, equipments and to supply turn key projects in all industries, utilities, commercial and welfare fields.

114. To carry on the manufacture and sale of patent medicines and preparations and to carry on the business of chemists and druggists, manufacturers, buyers and sellers of and dealers in all kinds of pharmaceuticals, medicines and medical preparations and drugs, instruments, equipments, machinery, linens, beds, stretchers, soaps, broths, restoratives or food preparations for the use of hospitals, laboratories, invalids, doctors and ailing persons.
  115. To carry on all or any type of business such as buyers, sellers suppliers, traders, merchants, importers, exporters, distributors, hire purchases dealers, brokers, sub-brokers, stockiest, commission agent, and dealers of all and any kinds of agricultural products, dairy products, food articles, tobacco, minerals, metals, consumer goods, house-hold goods, hardware and stores, commercial, natural and manmade fiber, textile and yarn of all kinds, readymade garments, cements, chemicals, steel, drugs, building material, movable or immovable properties of all types, wire and wire products, insulating, all types of automobile, machinery and their parts and devices, bullion, precious stones, jewellery, ornaments and plantation crops such as tea, coffee and forest products.
  116. To carry on the business of automation processes and products through software or embedded control or devices for e-commerce and other application uses and solutions, system design, development, analysis and automation and all types of electrical, electronic and computer and telecommunication systems, goods, products, apparatus and materials including arithmetic, logic, memory, control, input and output units, mark and character recognisers, bar code readers, voice recognition units, interfaces, templates, add-on boards and upgrades, scanners, printers, data storage drives and devices, advising, servicing, publishing, marketing and managing the making, preparing, designing, writing and dealing in system, application and support software, real time client server, system application programming and value added products including operating systems, languages, compilers assemblers, interpreters, utilities, tools drivers and of data organization, management and dissemination's for use in internet, intranets, e-mail, multi-media, communications, desk top publishing and all entertainment, education, office and home uses and all related data system and network maintenance, management, training, provision and placement of people for general or specific use of information, data or knowledge and related computer management, engineering consultancy, advisory and IT enabled services.
  117. To carry on the business of manufacturing, processing, refining, testing analyzing, buying and selling of and dealing in all generics and others pharmaceuticals, medicinal, herbal, bacteriological, immunological, contraceptive, therapeutic and biological specialties, drugs preparations dyes, and pesticides, substances, materials, products and compounds, intermediates, derivatives and by-products thereof, whether organic or inorganic, natural or artificial, simple or compound, heavy or light sciences, physical sciences, social sciences and such other scientific, medical, dental, veterinary, hospital, agricultural, horticultural, fishery, forestry, industrial, commercial, domestic, defense, civil, hygiene, health or personal use and of research, pathological and analytical laboratories and chemists, pharmacists and druggists.
  118. To undertake Corporate Social Responsibility (CSR) activities in terms of the provisions of the Companies Act, 2013 and the Rules made thereunder or in such manner as the Company Deems fit.
- IV. The Liability of Member is Limited
- V. \*\*\*(a). The Authorised Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crore only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Re. 1/- (Rupee One) each.

Foot Notes (Amendments):

1. \*\*\*\*The Authorized Share capital of the Company has been increased from Rs. 5,00,000 (Rupees Five lakhs only) to Rs. 1,50,00,000 (Rupees One Crore Fifty Lakhs only) by passing special resolution at the Extra-Ordinary General Meeting held on 20th March 2002.
2. \*\*\*\*The Authorized Share capital of the Company has been increased from Rs. 1,50,00,000 (Rupees One Crore Fifty Lakhs only) to Rs. 5,00,00,000 (Rupees Five Crore only) by passing special resolution at the Extra-Ordinary General Meeting held on 24<sup>th</sup> May 2002.
3. \*The name of the Company has been changed from O4U Realty (India) Private Limited to ICC Realty (India) Private Limited w.e.f. 04<sup>th</sup> February 2003
4. \*\*\*\*The Authorized Share capital of the Company has been increased from Rs. 5,00,00,000 (Rupees Five Crore only) to Rs. 10,00,00,000 (Rupees Ten Crore only) by passing special resolution at the Extra-Ordinary General Meeting held on 11<sup>th</sup> December 2006.
5. \*\*\*\*The Authorized Share capital of the Company has been increased from Rs. 10,00,00,000 (Rupees Ten Crore only) to Rs. 20,00,00,000 (Rupees Twenty Crore only) by passing special resolution at the Extra-Ordinary General Meeting held on 23<sup>rd</sup> February 2010.
6. \*\*The Registered Office of the Company has been shifted from 1<sup>st</sup> Floor, Dubhash House, 15, J.N. Heredia Marg, Ballard Estate, Mumbai 400 001 to Tech Park One Tower E, Next to Don Bosco School, Off Airport Road, Yerwada, Pune 411006 by passing Special Resolution at the Extra-ordinary General Meeting held on 13<sup>th</sup> December 2011.
7. \*\*\*Clause III of the Memorandum of Association has been substituted by passing special resolution at the extra-ordinary general meeting held on 25th June, 2018.
8. \*\*\*\*The Authorized Share capital of the Company has been increased from Rs. 20,00,00,000 (Rupees Twenty Crore only) to Rs. 60,00,00,000 (Rupees Sixty Crore only) by passing ordinary resolution at the Extra-Ordinary General Meeting held on 10<sup>th</sup> May 2024.
9. \*The name of the Company has been changed from ICC Realty (India) Private Limited to Ventive Hospitality Private Limited w.e.f. 07<sup>th</sup> June 2024 by passing special resolution at the Extra-Ordinary General Meeting held on 07<sup>th</sup> June 2024.
10. \*\*\*\*The Authorised Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crore only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Re. 1/- (Rupee One) each approved by passing ordinary resolution at the Extra-Ordinary General Meeting held on 12<sup>th</sup> July 2024.

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

Name Addresses, Description and occupation of Subscriber	No. of equity Shares taken by each Subscriber	Signature of Subscriber	Name and address description, occupation, Signature of Witness.
<p>1. MR. KULIN MEHTA 31, KHIMJI MEGHJI HOUSE, 11/15, ISSAJI STREET, MASJID (W), MUMBAI - 400 003</p> <p>S/O MR. VADILAL MEHTA CHARTERED ACCOUTANT</p>	5000 (FIVE THOUSAND ONLY)EQUITY	Sd/-	<p>WITNESS TO SUBSCRIBER NO. 1 AND 2</p> <p>PALLAVI N. DHAMECHA D/O NAVINCHANDRA K. DHAMECHA 31, KHIMJI MEGHJI HOUSE, 11/15, ISSAJI STREET, MASJID (W), MUMBAI - 400 003</p> <p>CHARTERED ACCOUTANT</p>
<p>2. MRS. KALPANA MEHTA 31, KHIMJI MEGHJI HOUSE, 11/15, ISSAJI STREET, MASJID (W), MUMBAI - 400 003</p> <p>W/O MR. KULIN MEHTA BUSINESS</p>	5000 (FIVE THOUSAND ONLY)EQUITY	Sd/-	
TOTAL			
	10000 (TEN THOUSAND ONLY)EQUITY		

Mumbai Dated 8<sup>th</sup> February 2002



**Table -F**

**THE COMPANIES ACT, 2013**  
**A COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF VENTIVE HOSPITALITY LIMITED**

(Incorporated under The Companies Act, 1956)

**I. Interpretation**

1. (1) In these regulations—

- (a) “the Act” means the Companies Act, 2013,
- (b) “the seal” means the common seal of the company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

**Share capital and variation of rights**

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

### **Lien**

9. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

### **Calls on shares**

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

#### **Transfer of shares**

19.(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

#### **Transmission of shares**

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

27. In case of a One Person Company—

(i) on the death of the sole member, the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member;

(ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;

(iii) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;

(iv) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

### **Forfeiture of shares**

28. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

29. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

31. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

32. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

33. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **Alteration of capital**

35. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

36. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock, —

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.



(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

#### **Capitalisation of profits**

39. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

#### **Buy-back of shares**

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### **General meetings**

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### **Proceedings at general meetings**

44. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their members to be Chairperson of the meeting.

47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

48. In case of a One Person Company—

(i) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the member;

(iii) the resolution shall become effective from the date of signing such minutes by the sole member.

#### **Adjournment of meeting**

49. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **Voting rights**

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares, —

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

52. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

56. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### **Proxy**

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **Board of Directors**

60. The number of the Directors and the names of the first Directors shall be determined in writing by the subscribers of the memorandum or a majority of them:

61. (i) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.

63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

64. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

66. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### **Proceedings of the Board**

67. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

68. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

69. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

70. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting.

71. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

72. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

73. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

74. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

76. In case of a One Person Company—

(i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the director;

(iii) the resolution shall become effective from the date of signing such minutes by the director.

#### **Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer**

77. Subject to the provisions of the Act, —

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

78. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

#### **The Seal**

79. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two Directors and of the secretary or such other person as the Board may appoint for the purpose; and those two Directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### **Dividends and Reserve**

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

81. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

82. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

83. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

85. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

88. No dividend shall bear interest against the company.



### **Accounts**

89. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being Directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

### **Winding up**

90. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### **Indemnity**

91. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

We, the several persons, whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these Articles of Association.

Names, Addresses, Descriptions and Occupation of Subscriber	Signature of Subscriber	Signatures, Addresses, Descriptions and Occupation of Witnesses.
<p>1. MR. KULIN MEHTA 31, KHIMJI MEGHJI HOUSE, 11/15, ISSAJI STREET, MASJID(W), MUMBAI - 400 003</p> <p>S/O MR. VADILAL MEHTA CHARTERED ACCOUNTANT</p>	<p>Sd/-</p>	<p>WITNESS TO SUBSCRIBER NO. 1 AND 2</p> <p>Sd/- PALLAVI N. DHAMECHA D/O NAVINCHANDRA K. DHAMECHA 31, KHIMJI MEGHJI HOUSE, 11/15, ISSAJI STREET, MASJID(W), MUMBAI - 400 003 CHARTERED ACCOUNTANT</p>
<p>2. MRS. KALPANA MEHTA, 31, KHIMJI MEGHJI HOUSE, 11/15, ISSAJI STREET, MASJID(W), MUMBAI - 400 003</p> <p>W/O MR. KULIN MEHTA BUSINESS</p>	<p>Sd/-</p>	

Mumbai Dated : 8<sup>TH</sup> FEBRYARY, 2002

**VENTIVE  
HOSPITALITY**

**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE VENTIVE HOSPITALITY PRIVATE LIMITED HELD ON THURSDAY 08<sup>TH</sup> AUGUST, 2024 AT 12.00 P.M. AT ITS REGISTERED OFFICE AT TECH PARK ONE TOWER 'E', NEXT TO DON BOSCO SCHOOL, OFF AIRPORT ROAD, YERWADA, PUNE, MAHARASHTRA, INDIA, 411006**

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**APPROVAL OF ALTERATION OF THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY**

**“RESOLVED THAT** pursuant to the provision of Section 13, 14, the rules formulated under the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (including in each case, any amendments thereto or re-enactments thereof) and subject to such other approvals, permission and consents, as may be required, the consent of members of the Company be and is hereby accorded to convert the Company from ‘Private Limited’ to ‘Public Limited’ and consequently the name of the Company be changed from *“VENTIVE HOSPITALITY PRIVATE LIMITED”* to *“VENTIVE HOSPITALITY LIMITED”*, by deletion of the word “Private” from the name of the company.

**“RESOLVED THAT**, pursuant to the provisions of Sections 5(5), 14, the rules formulated under the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (including in each case, any amendments thereto or re-enactments thereof) and subject to such other approvals, permission and consents as may be required, the consent of the members be and is hereby accorded to alter the articles of association of the company to give effect to change of the Company from a private company to a public company and the consequent change in the name of the Company.

**RESOLVED FURTHER THAT** any Director, and the Company secretary of the Company be and are hereby authorized to sign, execute and submit such applications, forms, intimations, and any other documents as may be required to the Registrar of Companies, Pune, and any other regulatory authorities and to do all such acts, deeds and things as may be deemed necessary, expedient and ancillary to give effect to this resolution.”

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**// CERTIFIED TRUE COPY //**

**For and on behalf of,  
Ventive Hospitality Private Limited,**

**Sd/-  
Atul Chordia  
Director  
DIN: 00054998  
Address: Tech Park One, Tower E, Yerwada Pune 411006**

VENTIVE HOSPITALITY PRIVATE LIMITED

Regd. Off: Tech Park One, Tower E, Next to Don Bosco School, Off. Airport Road, Yerwada, Pune 411006  
Tel: +91 20 66743100 | E-mail: [secretarial@panchshil.com](mailto:secretarial@panchshil.com) | CIN: U45201PN2002PTC143638 | (Formerly known as ICC REALTY (INDIA) PRIVATE LIMITED)

# ICC REALTY (INDIA) PRIVATE LIMITED

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY THE MEMBERS OF THE ICC REALTY (INDIA) PRIVATE LIMITED AT THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, 7<sup>TH</sup> JUNE 2024 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT TECH PARK ONE TOWER E NEXT TO DON BOSCO SCHOOL OFF AIRPORT ROAD YERWADA PUNE 411006.

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## TO CHANGE NAME OF THE COMPANY:

**“RESOLVED THAT** pursuant to the provisions of Section 4(4), Section 13 read with Companies (Incorporation) Rules, 2014, and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the existing name of the company be changed from **“ICC REALTY (INDIA) PRIVATE LIMITED” To “VENTIVE HOSPITALITY PRIVATE LIMITED”** and agreed upon by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** Mr. Atul Chordia or Ms. Resham Chordia, Directors of the Company be and is hereby severally authorized to make necessary application for change of name to the Registrar of Companies and to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.

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## Certified True Copy

For ICC Realty (India) Private Limited

Sd/-

**Atul Chordia**

**Director**

**Din: 00054998**

**Add:** Sr. No. 37, Ghorpadi,  
North Main Road, Near ABC Farm,  
Koregaon Park, Haveli, Pune 411001.

## Regd. & Admin Office

Tech Park One, Tower E, S. No. 191/A/2A/1/2, Next to Don Bosco School, Off Airport Road, Yerwada 411006

E-mail: [secretarial@panchshil.com](mailto:secretarial@panchshil.com) | (CIN: U45201PN2002PTC143638)

## ICC REALTY (INDIA) PRIVATE LIMITED

1st Floor, Dubash House, 15th J. N. Heredia Marg, Ballard Estate, Mumbai – 400001

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**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE TENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 13<sup>TH</sup> DECEMBER 2011 AT 2.00 P.M. AT HOTEL MARRIOTT, SENAPATI BAPAT ROAD, PUNE - 411 016.**

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**SHIFTING OF REGISTERED OFFICE:**

"**RESOLVED THAT** pursuant to section 17A and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force, subject to necessary approval of the Registrar of Companies/ Regional Director, clause II of Memorandum of Association of the Company be altered by inserting words "within the jurisdiction of Registrar of Companies, Maharashtra at Pune" at the end of the clause after the word " Maharashtra" and shall be read as follows:

II The Registered office of the Company will be situated in the State of Maharashtra i. e. within the jurisdiction of Registrar of Companies, Maharashtra at Pune.

**RESOLVED FURTHER THAT** the Registered office of the Company, subject to confirmation referred above, be and hereby shifted

**From:**

1ST FLOOR, DUBASH HOUSE, 15,  
J. N. HEREDIA MARG, BALLARD ESTATE,  
MUMBAI - 400 001.

**To:**

TECH PARK ONE TOWER 'E',  
NEXT TO DON BOSCO SCHOOL,  
OFF AIRPORT ROAD,  
YERWADA, PUNE 411006.

**RESOLVED FURTHER THAT** Mr. Atul Chordia, Managing Director or Mr. R. S. Balasubramanyam, V. P. Finance & Co. Secretary of the Company be and is hereby authorized to make necessary application/ notify to the Regional Director / the Registrar of companies under section 17-A / 146 /192 of the companies Act, 1956 and to do all such acts, deeds, matters and things as may be necessary, usual, proper or expedient to give effect to the above Resolution and also authorized to agree and accept any modification or alteration made by Regional Director or the Registrar of Companies while approving the alteration , if deemed fit in the interest of the Company."

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//Certified True Copy//

**For ICC Realty (India) Private Limited**

**Sd/-**

**Mr. Atul Chordia  
Managing Director**

# **O4U REALTY (INDIA) PRIVATE LIMITED**

*Regd. Office: 125, Atlanta, Nariman Point Mumbai 400021*

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE O4U REALTY (INDIA) PRIVATE LIMITED AT 125, ATLANTA, NARIMAN POINT MUMBAI 400021 AT 4<sup>TH</sup> FEBRYARY 2003 10.30 A.M.**

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**“RESOLVED THAT** subject to the approval of Registrar of Companies, Maharashtra State u/s 21 of the Companies Act, 1956 the name of the Company be and is hereby changed from **“O4U REALTY (INDIA) PRIVATE LIMITED” TO “ICC REALTY (INDIA) PRIVATE LIMITED.”**

**RESOLVED FURTHER THAT** name **“O4U REALTY (INDIA) PRIVATE LIMITED”** wherever it occurs in the Memorandum of Association & Articles of Association of the Company be substituted by the name **“ICC REALTY (INDIA) PRIVATE LIMITED.”**

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*//Certified True Copy//*

**For O4U REALTY (INDIA) PRIVATE LIMITED**

**Sd/-  
Atul Chordia  
Director**