

**THE COMPANIES ACT, 1956**  
***COMPANY LIMITED BY SHARES***

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**ESAAR INDIA) LIMITED**



Certificate of Incorporation.

No. <sup>351</sup>12930 of 1951-1952.

PRIVATE

I hereby certify that *Esaar (India) Ltd*

J. NALAYAN

Asstt. Registrar

is this day incorporated under the Indian Companies Act, VI of 1913, and that the Company is Limited.

Given under my hand at *Calcutta*

this *Twenty-third* day of *August*

One thousand nine hundred and *fifty-one*

Registrar of Joint Stock Companies

WEST BENGAL



CO. NO. 21-17930

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

कम्पनियों के रजिस्ट्रार के कार्यालय में ... [कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन] In the Office of the Registrar of Companies... West Bengal [Under the Companies Act, 1956 (1) of 1956]

IN THE MATTER OF Esaar (India) Private Limited

हैं एतद्वारा प्रमाणित करता हूँ कि ... परिसीमित प्रिवेट लिमिटेड निम्नलिखित मूलतः 19... के ... के ... दिन ... अधिनियम के अधीन और ... परिसीमित नाम द्वारा किया गया था कम्पनी अधिनियम 1956 की धारा 21/22 (1) (क)/22(1) (ख) के निर्वाचनों के अनुसार बाध्यक संकल्प पारित कर चुकी है और इसकी वास्तविकता के बीच सरकारी की सिमित कम्पनिकम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है। I hereby certify that Esaar (India) Private Limited, which was originally incorporated on 23rd day of August 1951... under the Companies Act, and under the name Esaar (India) Private Limited having duly passed the necessary resolution in terms of section 21/22 of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

क्षेत्रीय निदेशक के तारीख ... 19... के पत्र सं... द्वारा प्राप्त हो जान पर उक्त कम्पनी का नाम इस दिन ... परिसीमित में तब्दील कर दिया गया है और वह प्रमाण पत्र उक्त अधिनियम की धारा 23 (1) के अनुसरण में जारी किया जाता है।

Regional Director... letter No... dated the name of the said company is this day changed to ESAAR (INDIA) LIMITED Limited and this certificate is issued pursuant to section 23(1) of the said Act.

मेरे हस्ताक्षर से यह तारीख ... को दिया गया।

Given under my hand at Calcutta this day of 8th May 1995 (One thousand nine hundred & Ninety Five)



Assst Registrar of Companies W.B. सहायक कम्पनी रजिस्ट्रार Asstt. Registrar of Companies West Bengal

\*यहाँ पर कम्पनी का वह नाम लिखिए जो कि तब्दीली से पूर्व था। \*Here give the name of the Company as existing prior to the change. \*यहाँ पर अधिनियम (अधिनियमों का नाम लिखिए जिनके अधीन कम्पनी का मूलतः रजिस्ट्रार करण और निगमन किया गया था। \*Here give the name of the Act(s) under which the Company was originally registered and incorporated. 30 एचओ सी०-७ J. S. C. 7

# THE INDIAN COMPANIES ACT, 1913

## COMPANY LIMITED BY SHARES

### MEMORANDUM OF ASSOCIATION

#### OF

### ESAAR (INDIA) LIMITED

1. The name of the company is **Esaar (India) Ltd.**
- \*\*2. The Registered office of the company will be situated in the State of Maharashtra.
3. The object for which the company is established are as follows:
  - a) To acquire by purchase, lease, exchange or otherwise land, buildings and herditaments of any tenure or description situated in any place in India or anywhere in the world and any estate or interest therein and turn the same to account as may seem expedient.
  - b) To make, construct, maintain, work, acquire, hire, hold, improve, alter, develop, manage, let, sell, dispose off, exchange, control, execute or carry out on its own or at someone's behest Roads, embankments, ferries, piers, wharves, quarries, sheds landing grounds, hangars, garages, accommodation of all kinds for air, sea and land traffic, water-ways, lands, residences, godowns, shops, yards, pipe-lines, foundries, warehouses, works, factories, workshops, sidings, tramways, works, structurals, tubulars and all other types of construction activities and contracts, whether civil, mechanical or engineering and to contribute, subsidise or otherwise assist or take part in the establishment, construction, improvement, development, maintenance, working, management, carrying out, superintendence or control thereof.
  - c) To carry on and to undertake the business of buying, selling, leasing, licensing, hire-purchase, selling on instalment or deferred payment system, letting on hire in any part of India or abroad of all kinds of assets movable and immovable properties including all types of industrial and office plant, equipments, machinery, domestic or business appliances, vehicles of every kind, consumer goods of all kind, land and building, real estates required for industrial, agricultural, commercial, research, household or personal use, to render leasing consultancy and advisory services in any part of India or abroad in the field of equipment leasing, financing by any other mode, to carry on the business of bill discounting, factoring, securitization and to render all kinds of related financial services.
  - d) To act as money changers, brokers, investors, guarantors, underwriters, portfolio managers, buyers and sellers of all foreign currencies, to take positions and to trade on the movements of foreign currencies on behalf of customers or otherwise, to hold operate and transact in foreign currencies by maintaining foreign currency bank accounts or otherwise, and to issue or act as agents for travellers cheques, credit cards and all instruments in any currency, subject to all rules, regulation and approvals as may be necessary.

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\*\* The above Clause 2 have been altered vide Special Resolution passed through Postal Ballot, results of which were declared on May 3,2011.

- e)
  - i) To carry on in India or elsewhere business as investors, brokers, merchants, agents, manufacturers, etc., and also business as buyers and sellers.
  - ii) To carry on business as exporters and importers as hemp, jute, hessian and other fibrous goods raw or in manufactured state, cotton, wool or chemicals, hardware, machinery, property and all other merchantable goods and things and to act as commission agents, banians.
- f) To receive money on deposit or interest or otherwise and to lend money with or without security to such companies, firms or persons and on such terms as may seem expedient, and in particular to customers of and other having dealings with the company and to guarantee the performance of contracts by any such persons, companies or firms.
- g) To borrow or raise or secure the payment of money in such manner as the company may think fit and in particular by the issue of bonds, debentures, debenture-stock, perpetual or otherwise charged upon all or any part of the company's property, both present and future including its uncalled capital and to purchase, release or pay off any such securities.
- h) To sell, improve, manage, work, develop, lease, mortgage, charge, hypothecate, deposit by way of loan or otherwise, depose of, turn to account or otherwise deal with all or an part of the property of the company, whenever or however acquired,
- i) To promote any other company for the purpose of acquiring all or any of the property and liabilities of this company, or for any other purpose which may seem, directly or indirectly calculated to benefit this company, and to pay the costs, charges and expenses, preliminary and incidental to promotion formation, establishment, registration and advertising of any such company and the issue of its capital or securities and to guarantee the payment of any debenture, debenture-stock or other securities issued by any such company and the interest thereon, and the payment of interest of dividend upon the stock and shares of any such company and to take or otherwise acquire and hold shares in any such company,
- j) To do all or any of the other things as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others, and to establish agencies or branches for the purpose of the company's business in such place or places as may be considered necessary, and to transact general agency business,
- k) To obtain or assist in obtaining any provisional order or license or any Act of Parliament, or law, order or charter of any Legislature or Government, for enabling the Company to carry any of its objects into effects.
- l) To draw, make, accept, endorse, discount, execute, and issue promissory Notes, Bills of Exchange, Bills of Lading, Warrants, Debentures and other negotiable or transferable instrument.
- m) To invest moneys and deal in and dispose of debentures, stock, securities of public or private Company or companies or of companies having objects altogether or in part similar to those of this company,
- n) To carry on business as, manufacturers dealers in all kind of goods.

- o) To remunerate the servants of the Company and other out of and in proportion to the profits of the company or otherwise as the company may think fit.
  - p) To remunerate any person or company for services rendered or to be rendered in acting as trustees for debenture or debenture-stock holders or placing or assisting to place or guarantee the placing of any of the shares in the company's capital or any conduct of its business or for guaranteeing payment of such debentures or debenture-stock and interest.
  - q) To establish agencies or branches for the purpose and sale of goods of all descriptions in India, England or in any part of the world or elsewhere and to undertake the management of any company or companies having objects altogether or in part similar to those of this Company.
  - r) To acquire and undertake the whole or any part of the business property or liabilities of any person or company carrying on any business which this company is authorised to carry on or possessed of property suitable for the purposes of this Company.
  - s) To act as insurance agents and to carry on the business of underwriters, or insurers of ships, good, merchandise or other properties what so ever.
  - t) To carry on business of carriers by land, air as well as by water of passengers, mail, livestocks, Jute and other merchandise of every description whatsoever.
  - u) To appoint Attorneys and Agents whether by commission or otherwise, constitute agencies and sub agencies of the company in India or elsewhere.
  - v) To adopt such means of making known to the public the business of the company as seem expedient and in particular by advertising in the press by circulars and by publication of books and periodicals.
  - w) To distribute any of the property of the Company in specie among the members, but no distribution amounting to a reduction in capital shall be made without the sanction, if any, for the time being required by law.
  - x) To pay of the funds of the Company all costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company.
  - y) Generally to do and perform all such acts and things as may for the time being be conducive or incidental to the attainment of the above objects.
4. The liability of the Members is Limited.
- \*\*5. The Authorised Share Capital of the Company is Rs.61,50,00,000/- (Rupees Sixty One Crores Fifty Lacs only) divided into 6,15,00,000 (Six Crores Fifteen Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.

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\*The Clause 5 of the MOA has been altered by the member by passing Special Resolution at the 65th AGM of the Company held on 29th September, 2017 upon consolidation of shares of the company from face value of Re.1/- each to face value of Rs.10/- each.

\* The Clause 5 of the MOA has been further altered by the member by passing Ordinary Resolution at the Extra-ordinary General Meeting held on June 16, 2022 upon Increase in the Authorised Share Capital from Rs. 21,50,00,000/- (Rupees Twenty One Crores Fifty Lakhs Only) divided into 2,15,00,000 (Two Crores Fifteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 61,50,00,000 (Rupees Sixty-One Crores Fifty Lakhs only) divided into 6,15,00,000 (Six Crores Fifteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only).

We, the several persons whose names and addresses and description are subscribed below are desirous of being formed into a company in pursuance of this **MEMORANDUM OF ASSOCIATION**, and we respectively agree to take the number of Shares in the Capital of the Company set opposite to our respective names :

Name, Addresses and Descriptions each Subscriber	Number of shares taken by each Subscribers	Name, Addresses and Description of Witness
<b>1) Ganesh Das Mimani Merchants</b> 3, Burtolla Street, Calcutta - 700007.	11 (Eleven Only)	<b>Indu Bhusan Choudhary</b> Service 3, Burtolla Street, Calcutta - 700007.
<b>2) Shubh Karan Ranka Merchants</b> 3, Burtolla Street, Calcutta - 700007.	11 (Eleven Only)	<b>Indu Bhusan Choudhary</b> Service 3, Burtolla Street, Calcutta - 700007.
<b>TOTAL:-</b>	<b>22</b> <b>(Twenty Two Only)</b>	

Calcutta: Dated the 23rd day of August, 1951