

(THE COMPANIES ACT, 2013)

COMPANY LIMITED BY SHARES

# **MEMORANDUM OF ASSOCIATION OF SHANTNU INVESTMENTS (INDIA) LTD**

**I. The name of the Company is Shantnu Investments (India) Ltd.**

**II. The Registered Office of the Company will be situated in the State of New Delhi.**

**III. THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE\*:-**

**A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To erect and construct houses, building, do civil construction work of all types, infrastructure work of all types and to purchase-take on lease, or otherwise, own, construct, effect, alter, develop, decorate, furnish, equip with all infrastructure, pull down, improve, repair, renovate, build, plan, layout, set, transfer, charge, assign, let out, sublet all type of plots, lands, buildings, bungalows, quarters, offices, flats, chawls, warehouses, colonies, godowns, shops, stalls, markets, malls, multiplexes, hotels, restaurants, banquet halls, houses, structures, constructions, tenements, roads, bridges, flyovers, underpasses, railway lines, dams, all kinds of agriculture infrastructure and infrastructure for waste land, refineries of all kinds, airports, seaports, telecom infrastructures, power houses, mines, lands, estates, immoveable properties of all types.
2. To carry on the business as owners, builders, colonizers, developers, promoters, proprietors and contractors, maintainers of residential, commercial and industrial buildings, colonies, mills and factory's buildings, workshop's building, cinema's houses and deal in all kinds of immovable properties whether belonging to the Company or otherwise.
3. To act as consultants for real estates, immovable properties and all types.
4. To carry on the business of town planners, Group Housing Developers, surveyors, valuers, appraisers and other building requisites.
5. To construct, build, equip, own, purchase, take on lease, rent, hire, maintain, keep and to run cold storages, storage chambers, freezers, deep freezers, godowns, warehouses, refrigerators and room coolers for storing fish, seafood, marine products and processed fish, meat, eggs, poultry products, protein foods, milk & dairy products, cream, butter, cheese, bacons, sausages, fruits,

roots, vegetables and other substances made from all or any of them and canned, tinned and processed foods of every description and to act as transporters of aforesaid foods, substances and products.

6. To establish controlled atmosphere cold storage plants and to carry on the business of ice manufacturers, cold storage keepers, provision merchants and fruits vendors and to maintain cold storage plants and chambers for the preservation of fruits, vegetables and consumable articles of all kinds and to deal in the same.
7. To deal in all types, descriptions, tastes, uses and packs of consumer food items and their by products, ingredients, derivatives, residues including Supplementary Nutritious Foods , Extruded Foods and Food Supplements including Vitamins and Minerals, Baby Foods , Protein Health Food, Processed Foods, Packed Foods, Powders.
8. To manufacture, produce, refine, process, bake, mix or prepare or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge. Buy, sell, exchange, distribute, assign, transfer or otherwise dispose of, trade, deal in ,deal with, import and export any and all classes and kinds of baked farinaceous goods like biscuits, breads, pastries, cakes, other baked food Products and confectionary items like jams, jellies, squashes, ketchup, sauce, sweets, toffees, chewing gums etc. their mixtures and formulations and any and all classes and kinds of source materials, ingredients mixture and derivatives thereof and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the production of which any of the foregoing is used including but limited to bakery or confectionary items of all kinds and other preparations or products arising from or required in the manufacture of any kind of bakery or confectionary items, their mixtures and formulations.
9. To carry on in India or elsewhere the business of generating, producing, refining, receiving, improving, buying, selling, reselling, acquiring, using, transmitting, accumulating, employing, distributing, developing, handling, supplying and to act as producer/grower, agent, broker, representative, consultant, collaborator for generation, transmission and distribution of power which is derived from conventional/non conventional methods including hydel, thermal turbine, thermo electric generator, thermionic convertor, hydrogen, Magneto hydro dynamic, fuel cell technology, solar energy, wind energy, tidal energy, energy from bio mass or from products/ by products of refining operations like petroleum coke, vacuum residue pitch, LNG and other petroleum products and by-products and to run all necessary power sub-station, work shops, repair shops or any other facility or property required for the purpose of carrying on such business for captive consumption/ commercial uses.

10. To carry on the business of traders, suppliers, commission agents, merchant, importers, exporters, buy, exchange, alter, improve, manufacturers, act as stockiest, distributor and dealer of all kinds of used or new plants, machinery, equipments, fixtures and fittings, tools, plastic, processing plants, briquetting plants and machineries, factories, buildings, laboratories, engines, warehouse, sheds, offices, shops, stores, buildings, machinery, labour lines, houses, iron and steel castings, alloy casting, grey castings, graded castings, malleable castings, electric fans, electric motors, machine tools and spare parts and such other works and conveniences necessary for the business and also to enter into foreign collaborations.
11. To buy, sell, export, import, act as agent, trade or otherwise deal in all kinds of Grains including but not limited to wheat, maize, bazra, dalia, edible oils, de-oiled and oiled cakes, Soya bean, ground nut oil seeds, other oil bearing sub-stances, steel, cotton yarn, synthetic yarn, blended yarn, chemicals, metals, textiles, capital goods, automobiles, consumer durables, commodities, agro products, precious metals, electronic goods, machines, paper, cement, building and construction material, fibers, leather articles, garments, foot wear, watches, furniture, electrical goods and accessories, foods, hydrocarbons, oil derivatives and other articles, goods capable of being imported, exported and traded.

**B. ANY MATTER CONSIDERED NECESSARY IN FURTHERANCE OF THE MAIN OBJECT:-**

1. To invest surplus moneys of the Company not immediately required, in immoveable properties, shares, stock, bonds, debentures, obligations or other securities or in current or deposit account/s with Banks and to hold, sell or otherwise deal with such investments.
2. To make donations to such persons or institutions in such cases either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business of this Company and also to subscribe contribute or otherwise assist or guarantee money for charitable, scientific, religious, social, developmental or benevolent, national, public or other institutions, to carry on social welfare activities like old-age home, medical and ambulance services and similar other charitable purposes, and objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions objects or for any exhibition for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, and conveniences for the benefit of the employees (including Directors) of the Company or its predecessors in the business or the dependents, and in particular other benefit societies to grant

pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payment towards insurance and to form of or for such persons.

3. Subjects to the provisions of the Act, 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 in the event of winding up of the Company.
4. To draw, make, issue, accept, transfer and endorse, discount, execute and negotiate promissory notes, hundies, bills of exchange, cheques, drafts, bills of lading, letter of credit, delivery orders, dock-warrants, railway or transport receipts, warehouse-keepers certificate and other negotiable or commercial or mercantile instruments connected with the business of the Company.
5. To open accounts with any bank or banks and to deposit money therein and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon same (whether overdraft or not) as may be required for pursuance of any of the objects or purposes of the Company. 3
6. To establish and maintain agencies, branches or appoint representatives, agents, canvassers, selling and buying agents in India or abroad for sale, purchase, exchange, hire, distribution or for any one or more of the objects of the Company and to regularize and or discontinue the same.
7. To acquire for purchase or on lease or assignment or under any other arrangement or understandings upon payment of consideration by way of outright payment or by rent, royalty or otherwise forever or for certain period the Trade name, Trade mark, Goodwill or any other rights of and from any other concern or concerns in carrying on the business or dealing in the products, goods and commodities for which Company is authorised.
8. To acquire and take over as a going concern by purchase of or lease or hire, hire purchase and to pay for the same by shares, debentures, debenture-stock, bonds, cash or otherwise and to undertake to carry on the whole or any part of the business together with the goodwill. Trade name, trade mark, property rights and liabilities of any person or persons, firms or any company carrying on any business or any part thereof within the objects of the Company or which the Company is authorised to carry on.
9. To pay all preliminary expenses of any Company promoted by the Company in which this Company is or may contemplate being interested and preliminary expenses may include all or any part of the costs and expenses of owners of any business or property acquired by the Company.
10. To apply for tender, purchase or acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.

11. To dedicate, present or dispose of either voluntarily or for value any property of the Company deemed to be of national, public or local interest to any national trust, public body, museums, Corporations or authority or any trustees for or on behalf of any of the same or on behalf of the public.
12. To acquire by purchase or erect, build, construct, alter, maintain, enlarge and to work, manage any buildings, offices, factories, shops, warehouses, depots, showrooms, refreshment rooms and other works and conveniences and to construct or contribute to the conveniences and to construct or contribute to the construction of houses, dwellings or quarters for the employees of the Company and to join with any 4 other person or Company which may seem necessary and convenient for the purpose of the business of the Company.
13. To appoint Attorneys for and on behalf of the Company and to execute the necessary power to the said attorneys to act for and in the same and on behalf of the Company and to revoke all or any such powers and appointments as may be deemed expedient.
14. To advance money to persons, firms, trusts, institutions, companies or anybody on such terms and conditions as may be deemed expedient and to draw, make accept, endorse, execute, warrant, discount, buy, sell and deal in bills, notes, coupons, debentures, money market instruments, cheques and other negotiable or transferable securities and instruments and not to carry on the business of Banking with the meaning of Banking Regulation Act, 1949.
15. To enter into Partnership or into agreement for sharing profits, union of interest, co-operation, collaboration, joint venture, reciprocal concession, amalgamation or otherwise with any person, firm or company carrying on or engaged in any business or transaction which the Company is authorised to carry on.
16. To enter into any agreements, arrangements, contracts, with the Government or authorities, supreme, municipal, local railways and otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges, orders, concessions, licenses or permits which the Company may think desirable to obtain and to carry out exercise and comply with any such arrangement, right, privilege and concessions.
17. To sell, and in any other manner deal with or dispose of the undertaking of the Company or any properties or assets thereof (movable or immovable) for such consideration and generally upon such terms and conditions as the Company may think fit and in particular for shares, stocks, debentures and other securities of any other Company having objects altogether or in part similar to those of the Company.

18. To indemnify directors, agents and servants of the Company against proceedings, costs, damages in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss damage or misfortunes, whatever which shall happen in execution of the duties of their office or in relation thereof.
19. To aid pecuniary or any association, body or movement having for an object, the solution, settlement or surmounting or industrial and Labour problems, disputes or troubles or the promotion of industry, science, education, knowledge, art of trade.
20. To purchase or acquire the whole or any part of the business property, undertakings, along with or without liabilities of any other Company, association, corporation, firm or individual carrying on wholly or in part any business which this Company is authorised to carry on.
21. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or partly in one mode and partly in another and generally on such terms as the Company may deem expedient.
22. To advertise and adopt means of making known the business activities and products of the Company, in any way as may be expedient including posting of bills, issue of circulars, books, pamphlets, price lists, conducting competitions and giving prizes, rewards, donations.
23. To establish or support or aid in establishment or support of association, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependents of such persons and to grant pensions, allowances and to subscribe or guaranteed money for charitable or benevolent objects or any exhibition or for any public, general or useful objects.
24. To establish, maintain or procure the establishment and maintenance of any contributory of or to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment of service of the Company, or of any time Directors, Officers or employees of the Company or and the wives, widows, families and dependents to any such person, and also establish and subsidies to any institutions, associations, clubs or funds, calculated to be for the benefit of and to advance the interest and well being of the Company or and make payments to or towards the insurance of any such persons as aforesaid.
25. To create any reserve fund, sinking fund, insurances fund or any other special fund whether depreciation or the repairing, improving, extending or maintaining any of the property of the Company or for purpose conducive to the interest of the Company.
26. To apply for purchase, or acquire any patents, brevetted inventions, licenses, concessions and the like conferring any exclusive or nonexclusive or limited right to use, or any secret or other information which may seem capable of being used for any of the purpose of the 6 Company, and

to use, exercise, develop or grant licenses in respect or otherwise in turn to amount the property, right or information so acquired.

27. To send any members, directors, officers or apprentices for studying, working and/or training in any technical institution and/or laboratories or factories in foreign countries and meet the expenses thereof from the funds of the Company.
28. To promote any other Company or Companies having similar objects or firms for the purposes of carrying on any of the above objects of the company.
29. To apply for and obtain any order or Act or Legislature or other authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications for the Company's constitution or for any purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly or prejudice the Company's interest.
30. To appreciate any part or parts of the property of the Company and to build or let shops, offices and other places of business and to use or use any part of property of the Company not required for the purposes aforesaid for any purpose for which it may be conveniently let or utilized on taken advantage of.
31. To sublet contracts from time to time and upon such terms and conditions as may be thought expedient.
32. To purchase, take on lease or tenancy or in exchange, hire, renew or otherwise acquire and hold any estate or interest and to let or sub-let in whole or in part, develop, manage and exploit any lands, buildings, machinery, easements, rights, privileges, plans, stock-in-trade, business concerns, options, contracts, claims, chooses-in-action and any real and personal property of any kind necessary or convenient for the business of the Company and either to retain the same for the purpose of the Company's business or to turn the same to account as may seem expedient.
33. To register, apply for, obtain, purchase or acquire, project, prolong and renew any shares, debentures or securities of any other Company having objects altogether or in part similar.
34. To register, apply for, obtain, purchase or acquire, project, prolong and renew any patents, patent rights, brevets, invention processes, trademarks, trade Secrets, scientific or other assistance, manufacturing processes, know-how and other information, designs, patterns, copyrights, trademarks, licenses, concessions, and the like, the benefit of the right of use thereof which may seem capable of voting used for or in connection with any of the purposes of the Company and to use, exercise, or develop the same and manufacture, undertake or grant licenses in respect thereof or sell or otherwise deal with the same and to improve, manage, develop, grant, right or land sites.

35. To act as indenters, Commission Agents for Importers, Exporters, local and Inland Traders and for Export, Import, Local and Inland Trading of all products manufactured by the Company. <sup>2</sup>

**IV. The liability of the members is limited.**

**V. The Authorised Share Capital of the Company is Rs. 4,20,00,000/- (Rs. Four Crores and Twenty Lakhs only) divided into 42,00,000 (Forty Two Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each. <sup>1</sup>**

*As amended by the Order passed by the Hon'ble National Company Law Tribunal, Allahabad vide order No. CP (CAA) 318/ALD OF 2019 dated November 18, 2019 and National Company Law Tribunal, New Delhi vide Order No. CAA-120/ND/2019 dated January 29, 2020 approving the Scheme of Amalgamation between Ayushman Infratech Private Limited, (Transferor Co.1); Greatvalue Infrastructure India Limited, (Transferor Co.2) and Shri Paras Nath Plastics Private Limited (Transferor Co.3) with Shantnu Investments (India) Limited, (Transferee Company) effective from March 04, 2020. <sup>1</sup>*

*\*proposed to be amended vide special resolution passed in Annual General Meeting of the Company to be held on 29<sup>th</sup> September, 2020. <sup>2</sup>*



We the several persons, whose name and addresses are subscribed, are desirous of being formed into the 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;

S.No	Name, addresses, description and Occupation of Subscribers	No. of Shares taken by each Subscribers	Signature of Subscribers	Name, addresses, description and Occupation and Signature of Witnesses
1.	Lakshman Swarup S/o Late Jwala Prasad H-44, Green Park Extn., New Delhi-16 Retired Govt. Officer	One Equity	Sd/-	Sd- / (N.S . AGAL) Chartered Accountant 29A/ 1, Asaf Ali Road, New Delhi
2.	Devender Nath Bhargava S/o Shri Gopi Chand Bhargava 1653, Dakhni Rai Street, Darya Ganj, Delhi-6 Chartered Accountant	One Equity	Sd/-	
3.	Din Dayal Jajodia S/o Shri Ram Pratapji Jajodia D-14A/28, Model Town, Delhi-9	One Equity	Sd/-	
4.	Shiv Kumar Bhargava S/o Late Shri Jyoti Prasad Bhargava 1, State Bank Colony Pratap Bagh, Delhi-33 Company Executive	One Equity	Sd/-	
5.	Vijay Kumar Bansal S/o Shri Nand Kishore Bansal 18, Birla Flats, Arya Samaj Road, Karol Bagh, New Delhi-5 Student	One Equity	Sd/-	
6.	Arvind Kumar Jain S/o Sh. M. C. Jain Prop. Jain Electric Company Sarrafa Bazar, Saharanpur, (U.P.) Service	One Equity	Sd/-	
7.	Pramod Kumar Bhardwaj S/o Late Sh. Durga Prashad G-3/90, Model Town, Delhi-9 Student	One Equity	Sd/-	
<b>TOTAL</b>		7 Equity		

**Dated this 14th day of August, 1973**