



*MEMORANDUM OF ASSOCIATION*

**FORTIS HEALTHCARE LIMITED**



सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

Corporate Bhawan, Plot No.4 B Sector 27 B, Chandigarh, Chandigarh, India, 160019

Corporate Identity Number: L85110PB1996PLC045933

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State

M/s FORTIS HEALTHCARE LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Delhi to the Punjab and such alteration having been confirmed by an order of Regional Director bearing the date 09/12/2016.

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

Given under my hand at Chandigarh this Fifteenth day of December Two thousand sixteen.



NIPANE VILAS GAJANAN

Registrar of Companies

RoC - Chandigarh

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

FORTIS HEALTHCARE LIMITED

Fortis Hospital, Sector-62 Phase-VIII,, Mohali, Mohali, Punjab, India, 160062



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

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L85110DL1996PLC076704

मैसर्स Fortis Healthcare (India) Limited

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स  
Fortis Healthcare (India) Limited

जो मूल रूप में दिनांक अटार्इस फरवरी उन्नीस सौ छियानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स  
RANCARE LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 अ दिनांक ए. आर. एन. दिनांक 06/03/2012 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित (रूप) में मैसर्स 24.6.1985 B32799793  
Fortis Healthcare Limited

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

यह प्रमाण-पत्र दिल्ली में आज दिनांक छह मार्च दो हजार बारह को जारी किया जाता है।

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

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L85110DL1996PLC076704

In the matter of M/s Fortis Healthcare (India) Limited

I hereby certify that Fortis Healthcare (India) Limited which was originally incorporated on Twenty Eighth day of February Nineteen Hundred Ninety Six under the Companies Act, 1956 (No. 1 of 1956) as RANCARE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B32799793 dated 06/03/2012 the name of the said company is this day changed to Fortis Healthcare Limited and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Delhi this Sixth day of March Two Thousand Twelve.

Validity unknown  
Digitally signed by  
Date: 2012.03.06 15:21:29  
GMT+05:30

Registrar of Companies, National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

\*Note: The corresponding form has been approved by EGINIUS TIRKEY, Deputy 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:

Fortis Healthcare Limited  
ESCORTS HEART INSTITUTE AND RESEARCH CENTRE, OKHLA ROAD,  
NEW DELHI - 110025,  
Delhi, INDIA



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

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L85110DL1996PLC076704

मैसर्स FORTIS HEALTHCARE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स  
FORTIS HEALTHCARE LIMITED

जो मूल रूप में दिनांक अठारह फरवरी उन्नीस सौ छियानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स  
RANCARE LTD.

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा  
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य  
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस्.आर.एन B06726236 दिनांक 07/03/2011 के द्वारा  
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स  
Fortis Healthcare (India) Limited

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

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा दिल्ली में आज दिनांक सात मार्च दो हजार ग्यारह को जारी किया जाता है।

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

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L85110DL1996PLC076704

In the matter of M/s FORTIS HEALTHCARE LIMITED

I hereby certify that FORTIS HEALTHCARE LIMITED which was originally incorporated on Twenty Eighth day of February Nineteen Hundred Ninety Six under the Companies Act, 1956 (No. 1 of 1956) as RANCARE LTD. having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B06726236 dated 07/03/2011 the name of the said company is this day changed to Fortis Healthcare (India) Limited and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Delhi this Seventh day of March Two Thousand Eleven.



  
(MANMOHAN JUNEJA)

कम्पनी रजिस्ट्रार / Registrar of Companies

राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

Fortis Healthcare (India) Limited

ESCORTS HEART INSTITUTE AND RESEARCH CENTRE, OKHLA ROAD,

NEW DELHI - 110025,

Delhi, INDIA

**CERTIFICATE OF REGISTRATION ORDERS OF COURT CONFIRMING  
AMALGAMATION OF COMPANIES**

**Section 391(2) and 394 of the Companies Act, 1956**

Certified that the certified copy of the Delhi High Court Order in C.P. No. 241/2005 dated 7-10-05 regarding the amalgamation of undermentioned company/  
companies.

**Fortis Medical Centre Holdings Ltd. (Transferer Company)**

With M/s. **Fortis Health Care Ltd. (Transferee Company)**  
has been registered under the Companies Act, 1956.

Given under my hand at NEW DELHI this 5th day of January Two  
Thousand Six.



Sd/-  
( V. P. KATKAR )  
ASSTT. REGISTRAR OF COMPANIES  
NCT OF DELHI & HARYANA



सत्यमेव जयते

COMPANY NO. ...55-76704...

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

*In the Office of the Registrar of Companies, N.C.T. of Delhi & Haryana  
[under the Companies Act, 1956 (1 of 1956)]*

IN THE MATTER OF . . . . . RANCARE LIMITED . . . . .

I hereby certify that . . . . . RANCARE LIMITED . . . . .  
which was originally incorporated on TWENTY EIGHTH . . . . . day of FEBRUARY  
One Thousand Nine Hundred . . . . . NINETY SIX . . . . . under the Companies Act,  
1956 (Act 1 of 1956) under the name . . . . . RANCARE LIMITED  
having duly passed the necessary resolution in terms of Section 21 of the  
Companies Act, 1956 and the approval of the Central Government signified in writing  
having been accorded thereto under Section 21 read with Government of India,  
Department of Company Affairs Notification No. G.S.R. 507(E) dated 24-6-1985 by  
Registrar of Companies, N.C.T. of Delhi & Haryana, New Delhi vide letter  
No. 21/55-76704/639 . . . . . dated . . . . . 14-6-1996 . . . . . the name of the said Company is this  
day changed to . . . . . FORTIS HEALTHCARE LIMITED . . . . . and this Certificate  
is issued pursuant to Section 23(1) of the said Act.

Given under my hand at NEW DELHI this . . . . . 20TH . . . . .  
day of . . . . . JUNE . . . . . One Thousand Nine Hundred and Ninety . . . . . SIX . . . . .



Sd/-

( D. R. CHATURVEDI )  
ASSTT. REGISTRAR OF COMPANIES,  
N.C.T. OF DELHI AND HARYANA

COMPANY NO. ...55-76704...



सत्यमेव जयते

## Certificate For Commencement of Business

व्यापार प्रारम्भ करने का प्रमाण पत्र

Pursuant to section 149(3) of the Companies Act, 1956

कम्पनी अधिनियम १९५६ की धारा १४९ (३) के अनुसरण में

I hereby certify that the..... FORTIS HEALTHCARE LIMITED .....

मैं एतद् द्वारा प्रमाणित करता हूँ ..... फोटीज हैल्थकेयर लिमिटेड .....

Which was incorporated under the Companies Act, 1956 on

जो कि कम्पनी अधिनियम, १९५६ के अन्तर्गत पंजीकृत की गई थी दिनांक..... 9 फाल्गुन, 1917 .....

the..... TWENTY EIGHTH ..... day of ..... FEBRUARY ..... 1996.....

and which has filed a duly verified declaration in the

और जिस ने कि यथावत् निर्धारित प्रपत्र में सत्यापित घोषणा पत्र प्रस्तुत

prescribed form that the conditions of section

कर दिया है कि उस ने धारा १४९ (२) (क) से (ग)

149 (2) (a) to (c) of the said Act, have been complied with is entitled

की सभी शर्तों को अनुपालन कर दिया है, अतः व्यापार आरम्भ करने का

to commence business.

अधिकारी है ।

Given under my hand at ..... NEW DELHI .....

मेरे हस्ताक्षर से आज दिनांक..... 10 आषाढ़, 1918 .....

this..... FIRST ..... day of ..... JULY .....

One thousand nine hundred and Ninty..... SIX.....

को जारी किया गया ।



Sd/-

( वी. एस. गलगली )

कम्पनी रजिस्ट्रार

दिल्ली एवं हरियाणा

( V. S. GALGALI )

Registrar of Companies

NCT OF DELHI & HARYANA



सत्यमेव जयते

प्रारूप एक

Form 1

निगमन का प्रमाण-पत्र

## Certificate of Incorporation

सं०.....55-76704.....शक.....1917.....

No. ....55-76704.....of.....1995-96.....

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज.....रैनकेयर लिमिटेड.....

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

I hereby certify that .....RANCARE LIMITED.....

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

मेरे हस्ताक्षर से आज ता०.....9 फाल्गुन, 1917.....को दिया गया ।

Given under my hand at ....NEW DELHI.....this ...TWENTY EIGHTH...  
day of ...FEBRUARY....One thousand nine hundred and NINETY.....SIX.....



Sd/-

( अ. वहाब अन्सारी )  
अपर कम्पनी रजिस्ट्रार  
रा. रा. क्षेत्र दिल्ली एवं हरियाणा  
( A. W. ANSARI )

ADDL. Registrar of Companies  
N.C.T. OF DELHI & HARYANA



**UNDER THE COMPANIES ACT, 1956 (1 OF 1956)**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**FORTIS HEALTHCARE LIMITED**

- I. The name of the company is **FORTIS HEALTHCARE LIMITED.**
- II.\* The Registered Office of the company will be situated in the State of Punjab.
- III. The objects for which the company is established are:
  - (A) **MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:—**
    1. To purchase, lease or otherwise acquire, establish, maintain, operate, run, manage or administer hospitals, medicare, health care, diagnostic, health aids and research centers.
    2. To provide medical relief to the public in all branches of medical schemes by all available means.
    3. To carry out medical and clinical research by engaging in the research and development of all medical sciences and therapies.
    4. To undertake, promote or engage in all kinds of research including clinical research and development work required to promote, assist or engage in setting up hospitals, health care centres and facilities for manufacturing medical equipments, etc.
    5. To provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnostic, understanding and prevention and treatment of disease.
    6. To establish, run, promote and make investment in educational institutions, schools, colleges, technical educational institutes for imparting medical and healthcare education and management training including in the fields of medicine, nursing, physical medicine and rehabilitative medicine, pharmacy and allied medical administration and management of such medical institutions including Health and Hospital Management Training and Development, Pharmaceutical Management, Hospitality, Programmes for skills and competency development, Training and certification of professionals.

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\* Substituted by Special Resolution passed by the Shareholders of the Company through Postal Ballot dated September 7, 2016 for shifting of Registered Office from NCT of Delhi to State of Punjab.

**(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:—**

1. To provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnosis, understanding and prevention and treatment of diseases.
2. To conduct and to carry on experiments and to provide funds for research works and for scholarships, stipend, remuneration and/or other payments or aid to any person or persons encouraged in research work, or work connected with or conducive to research and to encourage and to improve knowledge of the persons who are engaged or likely to be engaged in any medical or related profession so as to make available medical relief to the public at large.
3. To promote, manage, cooperate with or afford assistance to or otherwise assist the work of any other foundation, institution or body engaged in medical research and treatment.
4. To establish, maintain and/or manage hostel, building houses, staff quarters and other conveniences for the benefit of the students, staff and other employees of the Company.
5. To purchase, take on lease, or in exchange, hire or otherwise, acquire any estates, land or lands, in India, or elsewhere, and any rights, privileges and easements and concessions and factories, machinery, implements, tools, live and dead stock, stores effects and other property, real or personal, immovable or movable of any kind which may be required for attaining the main objects.
6. To buy or generate for its own use or otherwise, steam, heat, light, electricity, gas, motive power and hydro-electric or water power for the purpose of the business of the Company.
7. To construct, maintain and alter any buildings, or works, necessary or convenient for the purposes of this company and to purchase, hire, construct, improve, maintain, work, manage, carry out, or control any roads, branches of sidings, bridges, reservoirs, water courses, river transport services, wharves, manufactories, warehouses, electric workshops, stores, jetties and other conveniences and works which may seem calculated directly or indirectly to advance the company's interest

and to contribute to subsidise or otherwise assist or take part in the constructions, improvements, maintenance, workings, management, carrying out, or control thereof.

8. To acquire from any sovereign, state or authorities in India or elsewhere any concessions, grants, decrease, rights, powers and privileges whatsoever, which may seem to the company capable of being turned to account and to work, develop, carry out, exercise and turn to account the same.
9. To plant, grow and produce agricultural products and other produce of any kind in India or elsewhere necessary or useful for the business of the company.
10. Generally to undertake and carry on any business, transactions or operation commonly undertaken or carried on by explorers, prospectors or concessionaires and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the objects of the company, or which may be thought calculated directly or indirectly to enhance the value of or render profitable, any of the company's property or rights.
11. To enter into any arrangements or agreement with any Government, State or authority, municipal, local or otherwise, or any corporation, companies, or persons that may seem conducive to the attainment of the company's objects or any of them and to obtain from any such Government, State authority, Co-operation, company or persons any rights, privileges or concessions and to carry out, exercise and comply with such arrangement or agreement.
12. To apply for, promote and obtain any Act of Legislature or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
13. To acquire by purchase or otherwise for the business of the company in India or elsewhere, any lands, manufactories, buildings, mills, plants, engines, machinery and other things found necessary for the business of the Company.
14. To establish and carry on and to promote the establishment of and carrying on, any property in which the Company is interested, for any business which may be conveniently carried on in connection with such property and the establishment of

which may seem calculated to enhance the scope of the Company's interest in such property, or to facilitate the disposal thereof.

15. To exercise, conduct research, develop, grant licences, in respect of, sell, let, or otherwise turn to account any inventions, processes, letters Patent, licences, concessions, rights or privileges belonging to the company or which it may acquire, or any interest in the same; to apply for take out and register any patent or patents for any invention or inventions, or obtain exclusive or other privileges, in respect of the same, in any part of the world; and to manufacture and produce and trade and deal in all machinery, plant, articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any inventions, processes, letters patent, brevets d'inventions, licences, concessions, rights or privileges as aforesaid.
16. To form, promote, subsidise, organise, and assist or aid in forming, promoting, subsidising, organising or aiding companies, syndicates or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing directly or indirectly the object thereof and to take or otherwise acquire and to hold shares in any other company having objects similar to those of this Company.
17. To draw, make, accept, endorse, execute, issue and negotiate bills of exchange, promissory notes, cheques, drafts, hundies and other instruments of every description.
18. To issue money on deposit, at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient. However, the Company shall not do the business of banking as defined in the Banking Companies Regulation Act, 1949.
19. To receive money on deposit, at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient. However, the Company shall not do the business of banking as defined in the Banking Companies Regulation Act, 1949 and subject to section 73 of the Companies Act, 2013 and the rules thereunder.
20. To lay out, advance, invest and deal with the Company's moneys to such person or company and in or upon such investments or securities and generally in such manner as may from time to time be determined.

21. To procure the Company to be registered, incorporated or recognised in any place outside India.
22. To give donations or subscriptions to any religious, charitable or social institutions or to give any charity incidental to or conducive to any business that may be carried on by the Company.
23. To distribute any of the properties of the Company among the members in specie or otherwise, but so that no distribution amounting to a reduction in capital be made without the sanction (if any) for the time being required by the law.
24. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares with or without preferred or deferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
25. To take part in management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate the directors, accountants, or other experts or officers, but not act as Manager or Managing Agent of any other Company.
26. To sell, exchange, mortgage (with or without power of sale) assign, lease, sublet and generally otherwise deal with the whole or any part of the business, estate property or undertaking of the Company, as a going concern, to any person or persons, association or associations or otherwise for such consideration as the company may think fit, either for cash or for shares, debentures or securities for any other company having objects altogether or in part, similar to the objects of this company and to hold or distribute among the members in specie or otherwise the whole or part of the consideration for such sale or amalgamation with any person, company or association.
27. To establish or aid in the establishment of associations, institutions, funds, trusts and charities and other conveniences intended to benefit employees or ex-employees of the company or their dependents and to grant pension or allowances and generally to subscribe money for any public general or useful objects.

28. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or company to pay the same and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this company.
29. To insure with any person, firm, association or Company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partially and if thought fit, to effect any such insurance by joining or becoming a member of any mutual insurance, protection or indemnity association, federation or society and to accept any such insurance or any part thereof for the account of the Company.
30. To enter into all contracts with persons in India or outside for the purchase or sale of all goods, materials, commodities, metals, minerals, jewels, stores, provisions and produce of all kinds, both raw and manufactured, for the business of the Company and to make advances to persons in India or outside in respect of such contracts for the development of the business of the Company.
31. To establish and construct buildings and houses required to accommodate officers and workman as may be found necessary.
32. To subscribe for, conditionally or unconditionally or absolutely, purchase, hold, underwrite, negotiate and deal in loans, stocks, shares, bonds or obligations of any Government, State or Central, local authority, port trust, municipal body or any company or other corporation and the shares, stock, debentures and debenture stock (whether perpetual or terminable) of any Joint Stock company or co-partnership and investments of all kinds.
33. To purchase or otherwise acquire, undertake and carry on the whole or any part of the business, goodwill, property, assets and liabilities of any person or persons, firm or company carrying on any business of any nature altogether or in part similar to any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company and to pay for the same and all other properties or rights of what ever kind acquired by the company in cash or in shares, debentures, debenture-stocks of the company, to carry on, pending a sale of realisation, any business which the Company may as mortgage have taken possession of or acquired.

34. To amalgamate, enter into partnership or any arrangement whether terminable or otherwise, for sharing profits, union of interest, joint adventure, reciprocal concessions, co-operation, or otherwise, with any person or persons, firm, association, company or corporation, having objects altogether or in part similar to those of the Company or carrying on or about to carry on or engaged in or about to engage in any business or transaction which the Company is authorised to carry on and to lend money and to guarantee the contracts and to subsidise or otherwise assist any such persons, firm association, corporation or company; to subscribe for and to take and otherwise acquire and to hold shares or other interest or stock or securities, of any such person, firm, association, corporation or company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same and accept other shares in exchange for the same; and to form, constitute or permit any other company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of this Company.
35. To join and participate in any Chamber of Commerce or commercial institutions or bodies as member or associate member and pay all subscriptions and other amounts for such purpose.
36. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
37. To establish, promote, form and subsidise or otherwise assist in establishing, promoting, forming and subsidising any other Company and to prosecute or assist in the prosecution of any other undertakings or enterprises of any description and to secure by underwriting or otherwise in subscription of all or any shares, debentures, debenture-stock or other securities of this Company or any other Company and to pay and to receive any commission, brokerage or other remuneration in connection therewith and to obtain a settlement of quotation upon any exchange of any share, loan or other capital of this Company or any other Company.
38. To promote and to form and to be interested in and take hold and dispose of shares in other companies for all or any of the objects mentioned in this Memorandum of Association and to transfer to any such Company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such Company and to subsidise or otherwise assist any such Company.

39. To assist any Company, financially or otherwise by issuing or by subscribing for or guaranteeing the subscription and issue of capital, shares, stock, debentures, debenture-stock or other securities and to take, hold and deal in shares, stock and securities of any Company notwithstanding any liability that may be thereon.
40. To acquire and hold shares in any other Company and pay for properties, rights or privileges, acquired by this Company, either in shares of this Company or partly in cash or otherwise and to give shares or stock of this Company in exchange for shares or stock of any other Company, provided that the investments are made out of surplus funds.
41. To float and bring into existence such companies as may appear advantageous and to conduct the business of such companies as their agents.
42. To undertake and carry on any business transaction or operation commonly undertaken or carried on by financiers, promoters of companies, bankers, underwriters, concessionaires and contractors for, public and other works, capitalist or merchants, in particular to underwrite issue and place shares, stocks, bonds, debenture-stocks and securities.
43. To effect insurances and assurances on the lives of any debtors to the Company or on the lives of any other persons in whom the Company may have an assurable interest and to pay the premiums and other moneys required to keep up the policies of assurances out of the moneys of the Company.
44. To open and keep register or registers in any country or countries where it may deem advisable to do so and to allocate any number of shares in the Company to such register or registers.
45. To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any of the properties of the Company rights and concessions of the Company.
46. To create any depreciation fund, Reserve Fund, Insurance Fund, Sinking Fund or any other Special Fund, whether for depreciation or repairs, replacement, improving, extending or maintaining any of the properties of the Company, or for any other purposes conducive to the interests of the Company.



47. To place, to reserve or to distribute as dividend or bonus among the members or otherwise to apply, as the Company from time to time may think fit any moneys received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.
48. To capitalise its reserves and issue bonus shares.
49. To adopt such means of makings known the business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes not falling under the provisions of Lotteries Act, rewards and donations.
50. To provide for the welfare of the employee or ex-employees of the company and the wives, widows and families of the dependents or connections of such persons by building or contributing for the building of houses, dwelling or chawls or by grants of money, pensions, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendants and other assistance as the Company shall think fit.
51. Subject to section 73 and 179 and 180 of the Companies Act, 2013, to borrow or raise money, or receive monies on deposit, interest or otherwise in such manner as the company may think fit for the business of the Company including by issue of debentures, perpetual or otherwise including debentures convertible into shares, or perpetual annuities and on security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale of the property except uncalled capital and other powers as may seem expedient and to purchase, redeem, or pay off any such securities.
52. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally including

any association, institution or fund for the protection of the interests of masters, owners and employees against loss by bad debts, strikes, combinations, fire, accident or otherwise or for the benefit of any clerks, workman or other at any time employed by the Company or other families or dependents and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refractories, dining and recreation rooms, places of workshop, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever.

53. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit person who are or have been Directors or who are or have been employed by or who are serving or have served the Company or any Company which is a subsidiary of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payment towards insurance.

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

- V. The Authorised Share Capital of the Company is Rs.. 928,00,00,000 (Rupees Nine Hundred Twenty Eight Crores) divided into 85,00,00,000 (Eighty Five Crores) Equity Shares of Rs. 10 (Rupees Ten) each, 200 Class 'A' Non-Cumulative Redeemable Preference Shares of Rs. 1,00,000 (Rupees One Lac) each, 1,14,98,846 Class 'B' Non-Cumulative Redeemable Preference Shares of Rs.10 (Rupees Ten) each and 6,45,01,154 Class 'C' Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each. The Preference Shares shall be entitled to such rate of dividend and other terms as may be decided by the Directors of the Company at the time of issue of such shares and shall rank in priority to the equity shares including arrears, if any, in the event of winding up of the Company, but shall not be entitled to any further participation in the profits or surplus assets of the Company.**

We, the several persons, whose names and addresses are subscribed hereto, 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 :-

Names, description, occupation and addresses of each subscribers	Number of and type of subscribed Shares	Signature of subscribers	Name, addresses, description, occupation and signature of witness or witnesses
Parvinder Singh S/o Bhai Mohan Singh 1-South End Lane New Delhi-110011 (Industrialist)	100 (One Hundred Equity Shares Only)	Sd/-	I hereby witness the signature of the subscribers.  Sd/- Vinod Kumar Sharma S/o Sh. P.L. Sharma 29-G Naoroji Nagar, New Delhi-110029 (Service)
Mool Raj Luthra S/o Sh. K.L. Luthra 91, Raja Garden, New Delhi-110015 (Service)	100 (One Hundred Equity Shares Only)	Sd/-	
Purnendu Kumar Sarangi S/o Late R. C. Sarangi M-115-A, Greater Kailash-I New Delhi-110048 (Service)	100 (One Hundred Equity Shares Only)	Sd/-	
Vinay Kumar Kaul Son of Late Shri M. N. Kaul W-120, Greater Kailash-I New Delhi-110048 (Service)	100 (One Hundred Equity Shares Only)	Sd/-	
Malvinder Mohan Singh S/o Dr. Parvinder Singh 1-South End Lane New Delhi-110011 (Service)	100 (One Hundred Equity Shares Only)	Sd/-	
Virender Mohan Bhutani S/o Sh. C.L. Bhutani C-6, Shivaji Enclave New Delhi-110027 (Business)	100 (One Hundred Equity Shares Only)	Sd/-	
Shivinder Mohan Singh S/o Dr. Parvinder Singh 1-South End Lane New Delhi-110011 (Student)	100 (One Hundred Equity Shares Only)	Sd/-	
Total	700 (Seven Hundred Equity Shares Only)		

Place : New Delhi Dated : 12th day of February, 1996



