

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TARMAT LIMITED

- I. The name of the company is **TARMAT LIMITED**
- II. The Registered Officer of the Company will be situated in the State of Maharashtra.
- III. Objects for which the Company is established are :-
 - (A) **THE MAIN OBJECT OF THE COMPANY IS TO BE PERSUED BY THE COMPANY ON ITS INCORPORATION ARE :**
 1. To carry out in all the respective branches of the business of general construction as contractors and engineers and among other things to lay out, construct, execute, develop, erect, demolish, reconstruct, carry out, equip, repair or remodel, improve work, and do any other work in connection with roadways, roads, highways, runways, tramways, railways, airports, bridges, docks, tar mastic carpets & mates over the surface of flyovers, harbours, wharfs, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewages, drainage and other sanitary works and develop any other structural or architectural work of any kind of infrastructure projects in India and abroad and to carry on the business of real estates, builders, constructors, developers, contractors, real estate consultants, brokers or otherwise deal in houses, land, building, apartments, structures, residential, office, industrial, institutional or commercial or developers of co-operative housing societies, developers of housing schemes, township, holiday resorts, hotels, motels, sheds or any other property and to purchase or otherwise acquire land, houses, offices, workshops, buildings and premises for the purpose of the aforesaid business and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses,

factories, shops, offices, warehouse, building for other commercial and educational purpose in India and abroad..

(B) THE OBJECTS INCIDENTAL OF ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS :

2. To employ various plant and machinery for crushing stones, hot mix and to assemble an Asphalt plant.
3. To buy, sell, distribute, manufacture and act as selling agent for crushing work, hot mix, Asphalt plant.
4. To construct, execute, carry out, equip, improve, work, develop, administer, manage or control works and conveniences of all kinds whether for any Government, Public body, Local Authority Company, firm or individual and generally to carry on the business of town and city planners, builders and contractors, reinforced concrete specialist engineers, architects, surveyors, estimators and designers in all their respective branches.
5. To acquire land or building on lease- hold or freehold tenure and to construct or renovate the same as residential, commercial or industrial or public buildings and sell the same on ownership, rental, installment basis or loose basis and to construct tenements on such plot or plots for the use of the shareholders and company's employees and to transfer such buildings to co operative societies, limited companies or association of persons or individuals as the case maybe.
6. To carry on trade on business in India and elsewhere as contractors, builders, land and real estate agents, surveyors, architects, consulting engineers, decorators, house owners and house sellers and developers of urban ad rural immovable properties.
7. To promote the formation of residential or commercial townships, housing colonies and/or subject to relevant statute in force.
8. Subject to the provision of the act, to promote the formation of industrial estates commercial or residential townships, housing colonies and/or industrial societies, companies, trust or other association or organization for any of the properties movable or immovable.
9. To provide accommodation and facilities for industrial sheds, factories, buildings, warehouses, godowns services flats and garages.
10. To purchases for investment or re-sale and to traffic in land and house of other property of any tenure and any interest therein and create, sell and deal in freehold ground rents, and generally to deal in by way of sale, lease, exchange generally or and otherwise with land and house property and any other property whether immovable or movable and develop and turn to account any land acquire by or which the company is interested and in particulars by laying out and preparing the same for building purposes, constructing, altering pulling down, decorating, maintaining,

furnishing fitting up and improving buildings, and by planting, paving, draining, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, contractors, tenants and others.

11. To employ or otherwise acquire technical experts, engineers, mechanics, foremen and skilled and unskilled labour for any of the purposes or business of the company.
12. To manage land, buildings and other property situate as aforesaid whether belonging to the company or not, and to collect rents, and incomes, and supply to tenants, occupiers and all other facilities, conveniences and other advantages.
13. To develop, repair, improve, extend, maintain, manage, mortgage, charge, exchange, sell, assign, transfer, dispose of, turn to account or otherwise deal with the whole or any part of the company's property and assets.
14. To acquire and undertake all or any part of the business, property and liabilities of any persons or company carrying on business which this company is authorised to carry on.
15. To enter into partnership, or into any agreement for sharing profit or losses, or into any union of interests, joint venture, reciprocal concessioner co-operation collaboration with any person or persons or company or companies, including foreign, carrying on or engaged in, or about to carry or engaged in being authorised to carry on.
16. To apply for purchase or otherwise acquire from any person, firm or company whether Indian or foreign any patents, brevets, invention, licences, concessions, etc. conferring any exclusive or limited right to use or any secret or other information as to invention which may seem capable of being used for any of the purpose of the company and to use exercise, develop or grant licences in respect of or otherwise turn to accounts the property rights or information so acquired.
17. To act as consultants anywhere in the world as builders, contractors, sub-contractors, engineers, architects, surveyors, designers, sanitary plumbers, electricians, decorators, furnishers for government, municipal and local bodies, military, airforce corporation, firm, individuals, bodies, corporate or otherwise, government of foreign states or agents thereof or foreign enterprises including consultancy services for designing executing, supervising, drawing up specifications and to assist in planning, negotiating and finalizing of terms and contract and other technical data and rendering technical services in general either on the basis of percentage or lump sum fees.
18. To provide any kind of liaison, co-ordination, consultation, evaluation and/or expediting services for liaison between clients and any person, firm, company, authority, institution, association, organization, public undertaking and/or government or quasi-government authority as required for assisting client in formation,

incorporation, registration, establishment, conduct, maintenance and continuance of their business of enterprise.

19. To enter into negotiations and conclude contracts with consultancy organizations, professional associations, research organizations, academic institutions, manufacturers, equipment suppliers, experts and specialists in any country in the world itself or on behalf of the company, clients of technical, know-how, technical aid, specialist engineering services, management advisory services, accounting and cost accounting services, labour consultancy services and all other services, data, information, opinion, drawings, blue prints and documents as may in the company's opinion be beneficial to services its clients and to the development and/or improvement of know-how industry in India or any other country.
20. To establish, maintain, provide and conduct or to otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiment and to undertake and carry on research, experiments and tests of all kinds and to promote studies and research both scientific and technical by providing, promoting, subsidizing, endowing or assisting laboratories, workshops, libraries, meetings, exhibitions, seminars or technical professors or teacher and by providing scholarships, prizes, grants and subsidies to students or independent candidates.
21. To make surveys, reports, designs, estimates, evaluations, economic studies, market studies, drawings, charts, graphs and to furnish all other services required to enable client's to consider the feasibility and execution of all types of works.
22. To acquire from time to time and to manufacture and deal in all such stocks-in-trade, goods, chattels and effects as may be necessary or convenient for any business or undertaking for the time being carried on or engaged in by the company.
23. To pay all expenses of and incidental to the information and registration of the company, and the issue of its capital, including any undertaking or other commission, broker's fees and charges in connection herewith.
24. To send abroad skilled and/or unskilled workers, technical and/or non-technical personnel and employees and agent of the company for the fulfillment of the above objects.
25. To register new companies abroad or register a subsidiary of the company abroad.
26. To open branch office or offices of the company in any foreign country.
27. To take patents and trade marks abroad for the designs, elevation.
28. To place to reserve or to distribute as bonus shares among the members or otherwise to apply as the company may from time to time think fit any moneys belonging to the company including those received by way of premium on shares and debentures

issued at premium by the company and any money arising from the re-issue by the company or forfeited shares.

29. To administer, manage, control land, building and other properties, colony or colonies, whether belonging to the company or not and to collect rents and income and supply to tenants, occupiers and others refreshments, attendants messengers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundries, conveniences, electric conveniences stables and other advantages.
30. To sell or dispose of the undertaking of the company, or any part thereof, for such consideration as the company may think fit and in particulars for shares, debentures, securities of any other company having objects altogether or in part, similar to those of this company.
31. To promote any company or companies or the purpose of acquiring all or any of the property, rights or liabilities of this company.
32. To enter into any agreement with any government state or central or semi government bodies authority municipal, panchayat, local or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such government, state or authority any rights and privileges and concession which the company may think it is desirable to obtain and to carry out and comply with any such arrangement, and to exercise, dispose of or otherwise turn to account any such rights, privileges and concessions.
33. To undertake schemes of works either jointly with other corporate bodies or institution or with government or local authorities or on any agency basis for the furtherance of the objects of the company.
34. To draw, make, accept, endorse, discount, execute and issue promissory notes, bill of exchange, hundies, bills of lading, warrants, debentures and other negotiable or transferable instrument.
35. To borrow or raise or secure the payment of money or to receive money or deposit at interest for any of purpose of the company and at such times as may be thought fit, by promissory notes or by taking credits in or opening current accounts with any person, firm, bank or Company and whether with or without any security or by such other means as the director may in their absolute discretion deem expedient, and in particular by the issue of the debentures, perpetual or otherwise and as security for any such money borrowed, raised or received, any of any such debentures so issued, to mortgage, pledge, or charge the whole or any part of the property and assets of the company, both present and future including its uncalled capital by special assignment or otherwise to transfer or convey the same absolutely or in trust and subject to section 292 of companies act, 1956 to give lenders power of sale and other power as may seem expedient and to purchase, redeem, or pay of any such securities provided that company shall

not carry on business of banking as defined in banking regulation act, 1949 or insurance act, 1938 and subject to provisions of section 58A Reserve Bank of India Directives.

36. To invest and deal with the monies and funds belonging or entrusted to Company not immediately required in lands, buildings, bullions and commodities, articles, goods, negotiable instruments, advanced against any property or goods, government, municipal and other bond and securities and in other investments and in such manner as may from time to time be determined and to vary such investment and transactions and to lend money to such persons and on such terms, and without security, as may seem expedient and in particular to customer and other having dealing with the company and to guarantee the performance of contracts by any such persons
37. To adopt such means of making known the activities, services proposals of the company may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interests by publication of books and periodicals, and by granting prizes, rewards and donations.
38. To appoint engineers, contractors, managers, brokers, canvassers, agents and other persons and to establish maintain agencies or branches in any part of the Union of India for the purpose of carrying on business of the company
39. To pay out the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or undertaking or procuring the underwriting of shares, debenture or other securities of the Company.
40. To remunerate to (by cash or other assets or by allotment of fully or partly paid shares, or by call or option on shares, debentures, of the Company or in any other manner, whether out of the company's capital or profits or otherwise) any person or person's for services rendered or to be rendered in introducing any property or business to the company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, of the Company or for other reasons which the Company may think proper.
41. To procure the incorporation or other recognition of the Company in any country, state or place outside India, and to establish and maintain local registers and branch places of business in any part of the world.
42. To acquire, purchase, import, all such machinery spare parts, tools, stock-in-trade, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the Company to sell and deal in such of the foregoing as may be surplus and unserviceable.

43. To pay for any properties, rights, or privileges acquire by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
44. To foster, promote, encourage in India and in foreign countries literary, scientific and commercial research, incidental to main object.
45. To provide for payment of money and for other payments to directors, and other employees of the Company in such manner as may seem proper to the company on that behalf.
46. To enter into collaboration and/or joint venture and/or deal with foreign and/or local manufacturers and/or suppliers and/or their agents and/or associates for the purpose of carrying on the aims and objects of the Company or for the supply of plants, machinery tools, equipments, technical know-how, tools, assistance, licences, patents, instruments and things in connection thereof.
47. To exchange sell improve, develop, lease, mortgage, hypothecate, charge, hire, dispose off, turn to account or otherwise deal or any part of the property (whether movable and/or immovable) and rights of the Company and accept as consideration for the same in lieu thereof the other land, cash or government securities granted by any government or municipality, port trust, improvement trust, railways or any other public authority or share bond or securities or nay other property of the Company or partly one and partly the other or such other property or securities as may be thought fit by the Company and to take back to re-acquire any property disposed of any means or manner whatsoever by leasing or acquiring the same for such price, rent and on such terms and conditions as the Company may think fit.
48. To provide for the verifier of the Company's employees and their wives, widows and families by grant of money pensions, houses, provident funds, or insurance policies or otherwise by subscribing towards, creating and maintaining hospitals, nurseries, schools and libraries, canteens, and other activities promoting the welfare of such person.
49. To subscriba or contribute time to time or to guarantee monies for charitable or benevolent objects and/or to promote establish or organize any charitable, benevolent, scientific or useful institution.
50. To do all or any other above things and all such other things as are incidental, or as may be thought conducive to the attainment of the above object or any of them in India or any other part of the world and as principals, agents, contractors, trustee or otherwise and by or through sub-contractors, trustees or otherwise and either or in conjunction with others.

(C) OTHER OBJECTS :

51. To carry on the business of financing and hire purchase in all its branches and in any movable and immovable goods articles, or

things and property of any description and to carry on business as mortgage, brokers, financial agents, and to do all sorts of financing and guaranteeing business including hire business.

52. To provide management consultancy services for advising, recommending and/or implementing recommendation for quality control, recruitment and/or training of personnel, computer programming, electronic data processing, management information systems, inventory control budget and cost control, value analysis, operations research and other optimization studies.
53. To carry on the business of financiers, concessavaries for merchants, importers and exporters, commercial traders, commercial agents and for purchasing, selling business business.
54. To assist financing industrial or commercial enterprises housing projects, whether for starting, running, expanding, modernizing, shifting.
55. To establish schools, colleges or any other educational institution in which students may obtain education and instructions particularly with regard to the commercial technical and scientific or academic education or any other vocation or profession which may be conducive to knowledge or of skill in any trade, pursuit or calling.
56. To carry on the business of electrical, mechanical, suppliers of electricity for the purpose of light, heat, motive power or otherwise manufacturers of and dealers in all apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity.
57. To manufacture, import, deal in, wholesale and retail in radiograms, phonograms, Dictaphones, television sets and all sorts of electrical, mechanical and electronic articles or such articles and gadgets that operates by any energy.
58. To buy, sell, improve, deal in iron scrap, stone, bricks, earth mica, lead, tin, zinc, copper, graphite, asbestos, and other materials and ores and minerals and diesels goods, fuel and other products and to establish mineral ore based industries.
59. To undertake the office of trustee, executor, administrator, committee manager, attorney, delegate, substitute, treasurer and any other office or situation within the relation of agency and any other office situation or trust or confidence and to perform and discharge duties and functions incidental thereto and generally to transact all kinds of agency and trust business.
60. To carry on business of suppliers of electricity and supply and the accumulation, distribution, supply, employment of electricity or any other energy for lightning, heating sound and power or any of them.
61. To contract for lighting of any public or private places or property by gas, electric, or any other light, heat and to establish and

Maintain centers from which light, heat or power may be distributed in any way or supplied or used for any purpose and to contract for the performance of any service, or execution, magnetism or any other mechanical or scientific process.

62. To establish companies and associations for starting, taking over or conducting industrial enterprises of any description.
63. To encourage and promote participation of capital in industrial enterprises.
64. To encourage and promote the expansion of investment markets.
65. To conduct and carry on at any place or places, labour homes, shelters and other refuges for the poor and jointly to promote the welfare of the Poor.
66. To carry on the business of warehousemen, removers, packers, haulers, transport, cartage and haulage contractors and agents, storekeepers and general providers, carriers custom agents, forwarding, transport and commission agents wharfingers, cargo superintendents, valuables and goods and materials on deposit or for safe custody and to land and give guarantee on the security thereof .
67. To manufacturing, rolling, moulding, casting of any metal or alloy or synthetic or natural products.

IV. The Liability of the Members is Limited

- V. (*) The authorized share capital of the Company is Rs. 16,00,00,000 (Rs. Sixteen Crores Only) divided into 1,60,00,000 (One Crore and Sixty Lakhs) equity shares of Rs. 10 each/- (Rs. Ten Only) each. The Company has power from time to time to increase or reduce its capital and to divide the shares in such capital for the time being into secured classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provision for the time being in force in that behalf.**

(*) The Authorized capital of the company increased by passing Postal Ballot/ E-Voting Resolution dated 18th June, 2019 from Rs. 12,00,00,000 (Rs. Twelve Crores Only) to Rs Rs. 16,00,00,000 (Rs. Sixteen Crores Only).

We, the several persons, whose names and addresses and occupations are hereunder 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, Address, Description and Occupation of each Subscriber	No of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of Witness and his Name. Address, Description & Occupation
JERRY VARGHESE S/o. Eapen Varghese 21, Sangli Bank Bldg., S. V. Road, Irla, Bombay - 400 056. BUSINESS	10 (Ten)	Sd/-	Sd/- SHRIDHAR G. HEGDE S/O. GOPAL HEGDE 203, DR. D. N. ROAD, BOMBAY - 400 001. CHARTERED ACCOUNTANT
SARAMMA VARGHESE S/o. Eapen Varghese 21, Sangli Bank Bldg., S. V. Road, Irla, Bombay - 400 056. HOUSE WIFE	10 (Ten)	Sd/-	
GEORGE VARGHESE S/o. M Varghese 21, Sangli Bank Bldg., S. V. Road, Irla, Bombay - 400 056. BUSINESS	10 (Ten)	Sd/-	
TOTAL	30 (THIRTY)	WITNESS TO ALL SUBSCRIBERS	

Bombay, Dated this 24th day of December, 1985