

COMPANIES ACT, 2013

MEMORANDUM OF ASSOCIATION

OF

ROHAN RAMKAMAL ENTERPRISES PRIVATE LIMITED

COMPANY LIMITED BY SHARES

- 1st The name of the company is **“Rohan Ramkamal Enterprises Private Limited”**
- 2nd The registered office of the company will be situated in the State of Maharashtra under the jurisdiction of Registrar of Companies, Pune.
- 3rd (a) **The objects to be pursued by the company on its incorporation are:**
1. To To carry on the business of constructing projects, infrastructure projects, reconstructing; pulling down, altering, improving, building, decorating, furnishing, roofing, let out, let on hire and maintaining offices, flats, houses, hotels, restaurants, cafe, bungalows, factories, warehouses, shops, cinema houses, transport services, building works and public/ private utilities such as roads, flyovers, bridges, dams & canals and infrastructure activities for Government & Semi - Government work, private utility works on contracting basis and to carry on the business of turnkey projects on Built Operate Transfer (BOT), Built Operate Lease (BOL), Built Operate Lease Transfer (BOLT), Private Public Participation (PPP), Built Operate and Own (BOO), Built Operate Own and Transfer (BOOT) basis or otherwise design, supervise, promote, invest, construct, build, erect, schools, residential buildings, bungalows, shopping malls, complexes, structures for residential & commercial purposes, office and industrial institutions, housing schemes, townships, holiday resorts, multiplexes, hotels, real estate and to purchase for development or for resale, lands, buildings, structures & into joint venture for same & to undertake, manage and execute construction and project management/maintenance.
 2. To carry on the business of providing Management Consultancy, Manpower placement and recruiting, Selecting, Interviewing, Training and Employing all types

of executives, Middle Management Staff, Junior Level Staff, Workers, Labourers Skilled/Unskilled required by various Industries and organizations including providing security services, Labour contractors, Industrial, Commercial, Housing and other security services and workers for office management and to conduct employment bureau and other services in connection with requirements of persons and manpower supply in India and abroad and

3. To carry on in India or elsewhere the business as designers, researchers, developers, manufacturers, buyers, assemblers, modifiers, installers, reconditioners, sellers, hirers, sublessors, market makers, dismantlers, repairers, operators, exporters, importers, distributors, and to act as an agent, broker, adatia, consignor, indenting agent, C&F agent, representative, correspondent, franchisers, stockist, supplier, vendor, transporter, collaborator, export house or otherwise to deal in all its branches in automatic, semiautomatic, mannual or other types of tools, automobiles, tackles, instruments, appartus, systems & equipments, including all types of machines and equipments and other allied goods , whether used by any means of energy and to do all incidental acts and things necessary for the attainment of the above said objects.
4. To carry on business as manufactures, importers, exporters, wholesalers, retailers and dealers in all types of agri-inputs, all types of modern agricultural implements, veterinary, live stock, poultry equipments, fertilizers, Micronutrients, Pesticides, insecticides, veterinary, live stock feeds, feed supplements, farming, agricultural farming, fish rearing and allied activities and the business to present, produce, arrange, organize, manage, conduct, sponsor, compose, edit, plan, design, exhibit, demonstrate and run at national and international level all sorts of shows, production, distribution of films and motion pictures, including the running theatres, cinemas, studios and cinematographic shows and exhibitions

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

5. To develop design and maintain consistency and consultants up gradation of products from field feedback and proper integration with state-of- art technology for the attainment to the main object of the company.

6. To acquire by purchase or install computers and electronic data processing hardware, software system and other related equipment's for the purpose of establishing the business of the company.
7. To develop new products from concept to commercialization, make prototypes and conduct test trails or runs of technology related to the main activity devices and integrate them into commercial market.
8. To apply for, purchase or acquire and protect, prolong and renew whether in India or elsewhere any patents, rights, licenses, concessions, trade-marks, designs and the like especially in engineering, electrical and electronic goods conforming any exclusive or non-exclusive or limited rights of use of any secret or other information as to any invention, process or privileges which may seem capable of being used for any of the purpose of the Company.
9. To promote any other company having similar objects for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liability of this Company or undertaking.
10. To enter into partnership or any arrangement for sharing profits union of interest, co-operation, joint-venture, reciprocal concession or otherwise, with any other company or person to carry on similar business or transaction and to advance money and to guarantee the contracts or acquire shares to sell, hold, reissue with or without guarantee or deal with the sale.
11. To acquire and undertake the whole or any part of business, goodwill and the assets of any person, firm or company carrying on or proposing to carrying on any of the business which this company is authorized to carry on and as part of the consideration of such acquisition, to understand all or any of liability of any such person, firm or company or to acquire an interest in amalgamate with or enter into partnership or into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of purpose aforesaid or property acquired, any share, debentures, debenture-stock or securities that may be agreed upon and to hold and retain or sell mortgage and deal with any shares, debentures, debenture-stock or securities so received.

12. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
13. To place, reserve or to distribute as Bonus shares among the members or to apply as the company may from time to time think fit, subject to the provisions of law in that behalf, any money received by way of premium on shares or debentures issued at a premium by the Company and any money in respect of forfeited shares, any money arising from the sale by the Company of forfeited share.
14. To expend money in experimenting on and testing, improving or seeking to improve any patents rights, inventions, discoveries of which the company may acquire or propose to acquire.
15. To subscribe or contribute or to assist or to guarantee money to charitable, benevolent, religious, scientific, educational, literacy, medical, national, public or any other institutional funds, objects or purpose or for any exhibition, industrial fair or display.
16. To give franchises to persons/ parties and receive royalties, fees, considerations for the same in India and abroad.
17. To acquire and secure membership, seal or privilege either in the name of the Company or its nominee or nominees in and of any association, exchanges, market, club or other institution in India or abroad for furtherance of any business, trade or industry.
18. To negotiate loans, equity/ preference share participation -both domestic & Foreign Direct Investment, cash credit or other financial facilities from banks, financial institutions and Foreign Companies, Foreign Investors, Venture Funds, non residents in connection with the objects of the Company.
19. To train or pay for the training in India or abroad of any members or any of the Company's employees or directors or any other candidates in the interests of and for the furtherance of Company's objects.
20. To advance money to such persons or Companies and on such terms as may seem expedient and in particular to persons particular customers or other persons having

dealing with the Company and to guarantee the performance of contract or obligation and the payment of money of or by such persons or companies and generally to give guarantee and indemnities.

21. To borrow or raise money or secure the payment of money or to receive money at interest or in such manner as the Company may think fit and in particular by the issue of debenture-stock, convertible or not, or perpetual debenture annuities, and in security of any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, uncalled capital, by special assignment or in trust as may be expedient and to purchase, redeem or pay of any such securities, as also naked debentures without securities but subject to payment of principal and interest in the manner to be stipulated in relation to the issue of such debentures.
22. To pay for the property or rights acquired by the Company either in cash or fully or partly paid shares including shares with or without preferred or guaranteed rights in respect of dividend or repayment of capital or, or by issue of any securities which the Company has the power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
23. To establish or promote or concur in establishing, promoting, managing and supervising any other company whose object shall include the acquisition and taking over all or any of assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects of interest of this Company, and to place, acquire, hold or dispose of shares, stocks or securities, issue by or any other obligations of any such Company.
24. To give guarantees and carry on and transact every kind of guarantee and counter guarantee business and in particular to guarantee the payment of principal moneys, interests or other money secured or payable under any debentures, bonds, debenture-stock, mortgages, contracts, obligations, and securities and the payment of dividends on and the repayment of the capital or stocks and shares.
25. To enter into contracts, agreements and arrangements with any other person, firm, company, or body corporate on behalf of the Company for any of the objects for which Company is formed.

26. To amalgamate, to enter into any partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concessions or for limiting competition with any person or Company carrying on or engaged in or about to carry on or engage in business or transaction which can be carried on in conjunction therewith.
27. To form, promote, subsidise and assist companies and partnership to promote and acquire any concern as a running business or purchase any part of assets of any concerns or any company or any interest or share thereof and to pay for the same including its goodwill either in cash/ or issue of shares and invest the moneys of the Company for said purpose.
28. To sell, lease, mortgage dispose of the property, assets or undertaking of the Company or any part thereof, for such consideration as the Company may think fit and in particular for shares, stocks, debentures or other securities of any other Company whether or not having objects altogether or in part similar to those of the Company.
29. To pay out of the funds of the Company all expenses which the Company may lawfully pay, with respect to the promotion, formation, and registration of the Company or issue of its capital including brokerage and commission for obtaining for, or taking or procuring the underwriting of shares, debentures or other securities of the Company.
30. To adopt such means of making 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, journals, brochures and periodicals and by granting prizes, rewards and donations.
31. To acquire any such shares, stocks, debentures stocks, bonds, obligations or securities by original subscription, tender, purchase, exchange to and to subscribe for the same, either conditionally , and to guarantee the subscription thereof and to exercise and enforce all rights and rights conferred by or incidental to the ownership thereof.
32. To draw, make, accept, endorse, discount, execute and issue promissory notes, bill of exchange, bills of lading, warrants, debentures and negotiable instruments or

securities and other transferable instruments but not to do banking business as defined in the Banking Regulation Act, 1949.


33. To make donations to such persons or institution and such cases, either of cash or any other assets, as may be thought directly or indirectly conducive to any of the Company's objects expedient and in particular to remunerate any person or corporation introducing business to this Company, and also to subscribe contribute assist to guarantee money for charitable, scientific, religious or benevolent, national, public or other institutions and objects.
34. To invest the surplus funds in shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company constituted and debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Government, Sovereign Rulers, Commissioners, public body, or authority supreme, municipal, local or whether at home or abroad and in other investment in such manner as the Company may think fit.
35. To establish and maintain agencies, branch, places and local registers and to procure registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the company such rights and privileges in any part of the world as are possessed by local companies or partnerships or as may be thought desirable.
36. Subject to the provisions of the Companies Act or any other enactment in force, to indemnify and to keep indemnified officers, directors, agents, and servants of the Company against proceedings, cost damages, claims and demands in respect of anything done or omitted to be done by the for and in the interest of the Company and for any loss, damage, or misfortune whatever and which shall happen in execution of duties of their office or in relation thereto.
37. To agree to refer to arbitration and to refer to arbitration disputes present or future between the Company and any other company, firm or individual and to submit the same to arbitration to an arbitrator in India or abroad and either in accordance with India or any other foreign system of law.

38. To hypothecate, mortgage, pledge, allot any of the property whether movable immovable of any description whatsoever and any other valuable securities of the Company.
39. To own intellectual property and business technology and to lease, rent and franchise this technology/ property and earn franchisee fee, rental royalty or any other form remuneration for the same. Intellectual property would include patents, trademarks, brand names, copyrights, whether registered and/ or applied or not.
40. To purchase, acquire, own, import all materials, substances, appliances machines, containers and such other articles and apparatus and thing capable of being used in the main business and to own, lease and acquire and use facilities of whatever kind as may be conducive to the effective working of the main business of the Company.
41. Subject to permission of appropriate authority, to undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously and vest any real or personal property, rights or interests acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favor of the Company.
42. To provide business support services and infrastructural support services to entities and individuals for similar and allied business so as to synergize Company's main objects.
43. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by publication of books, magazines, and periodical and by exhibiting on walls, posters or in any other manner and to encourage, promote or organize exhibition, competition, demonstration of any kind, cinema, magic-lanterns or dramatic shows likely to promote the interest of the Company.
44. To enter into any agreement with any Government or authority, supreme, municipal, or local that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority all rights, concessions and privileges which the Company may think it desirable to obtain to carry out, exercise and comply with any such arrangements, rights, privileges, concessions.

- 4th The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 5th The authorised share capital of the company is Rs. 4,900,000/- (Rupees Forty Nine Lacs only), divided into 490,000 (Four Lacs Ninety Thousand) equity shares of Rs.10/- (Rupees Ten only) each.

M.O.A


6th We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

| Names, addresses, descriptions and occupations of subscribers | No. of shares taken by each subscriber | Signature of subscriber | Signature, names, addresses, descriptions and occupations of witnesses |
|--|--|---|---|
| 1) ANILYA SHIVRAJ BHATANE D/O SHIVSHANKAR VISHWANATH NAGARHOJE Add: SHALLES TOWER F.NO.3, BESIDE SIDDHARTH NAGAR, AUNDH, PUNE-411007 OCCUPATION: BUSINESS | 5000 (five Thousand) | Anirag  | I witness to 182 who has subscribed & sign in my presence on 10/12/15 at pune, further I have verified their identification details for their identification and satisfied my self of their identification particulars as filed in <u>Bhatane</u> Sign before me SHIVRAJ. S. BHATANE Add: Shallesh Tower F.No 03, Aundh Pune. 7 Occ: Service |
| TOTAL SHARES TAKEN: | 5000 (five THOUSAND) | | |

Date 10/12/15

Place: PUNE

6th We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

| Names, addresses, descriptions and occupations of subscribers | No. of shares taken by each subscriber | Signature of subscriber | Signature, names, addresses, descriptions and occupations of witnesses |
|--|--|--|--|
| <p>910 5000</p> <p>2) SHIVALEELA SWAMI D/O TIPPAIYA PARTAVYA MATHAPATI Add: BHAGIRATHI, PLOT NO. 12, S.T. COLONY NALEGAON ROAD, UDGIR LATUR - 413517 OCCUPATION: BUSINESS / PROFESSION</p> | <p>5000 (Five thousand)</p> | <p>Bhatnagar</p>  | <p>I witness to 1 who has sub- scribed & sign in my presence on 10/12/15 at Pune, further I have verified their identification details for their identifications on myself of their identifications as followed on</p> <p><u>Bhatnagar</u></p> <p>SHIVRAJ S. BHATANE Add: Shalish TOWER, FNO 02 Aundh, Pune. 7 OCC: Lawyer</p> |
| TOTAL SHARES TAKEN: | 10,000 (Ten thousand) | | |

Date 10/12/15

Place: PUNE