

(THE COMPANIES ACT, 1956) (PUBLIC

COMPANY LIMITED BY SHARES)

**MEMORANDUM OF ASSOCIATION  
OF**

**DECOROUS INVESTMENT AND TRADING COMPANY LIMITED**

I. The Name of the Company is DECOROUS INVESTMENT AND TRADING COMPANY LIMITED

II. The Registered office of the Company will be situated in the Union Territory of Assam.

III. The objects for which the Company is established are :-

(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION.

- (1) To invest in, buy, sell transfer, hypothecate, deal in and dispose of any shares, stocks debentures (whether perpetual or redeemable debentures), debenture stocks, securities, properties of any other company including securities, of any Government, Local Authority, bonds Certificates etc.
- (2) Subject to Section 58-A of the Act and regulations made thereunder and the directions issued of the Reserve Bank of India, to receive money, deposits on interest or otherwise and to lend money, and negotiate loans with or without security to such companies, firms or persons, and on such terms as may seem expedient, and to guarantee the performance of contracts by any person, companies or firms.
- (3) To carry on in all their respective branches the business of Promoters, investment Consultants General Finance and Investment.
- (4) To secure sound investments of foreign capital in Indian undertakings and enterprises and Indian Capital in foreign undertakings and enterprises.
- (5) To invest in, acquire, deal in bullion, other precious -metals, precious stones, jewellery and buy, sell and deal, wholesale and retail, import and export in bullion, precious metals, precious stones, jewellery and articles made of precious metals, precious stones, articles of virtue and objects of art.
- (6) To purchase, buy, trade, sell, deal, dispose off, allot, develop, exchange, transfer or on lease or rent, Hire or otherwise acquire, to participate in auctions / lots/ tenders and /or to get allotments/ lease; and to carry on all or any of the business(es) activities such as real estate, contractors, dealers, colonizers, developers, builders, promoters, proprietors, fabricators, suppliers, traders, exporters, importers, facilitators, mediators, facilitators, service providers, commission agents, liaison agents, underwriters, factors, maintainers, decorators, designers, planners, construction, including of all types &kinds of real estate, residential, infrastructures, highways, roads, toll-plaza, dams, power plants ,etc. to get allotments through tenders or lots or draws or auctions or grants; to purchase, buy acquire, lease, exchange, hire , collaborate, deal, promote, or otherwise develop or operate to provide convenience/ facilities/ infrastructures/ funds, sell , dispose -off, auction, allot, otherwise whether in full or in part, transfer, lease-out, sub-let, rent-out, sub- contract, build, establish, erect, construct, run, operate, maintain, own, hold, effect, arrange, manage supervise, provide, collaborate, support, research & development & engineering, demolish, alter, re-erect, reconstruct, renovate, improve, furnish, decorate, remodel, reprocess, assemble, alter, maintain, enlarge, pull down, remove, replace and to work, manage, service, maintain, control & provide security & janitorial & other services , realize rents& charges/ fees, & maintenance & any such other charges, including to purchase / take or to give on

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lease, FSI approved and/or other projects, share, joint-venture, rent or on any other arrangements and /or to take over, franchise, collaborate, share, technical knowledge transfer, merge, to build & open, to operate & manage & to run, whether public or private or any partnership or joint-venture or on build-operate-maintain-transfer or any other arrangement or agreements, and to join/merge or amalgamate with any other person or company in doing any of these things, whether national or international.

- (7) To undertake and transact all types & kinds of business(es), and to carry on and promote any business, commercial or otherwise, to act as distributors, promoters, service providers, factors, agents, middleman, representatives, importers & exporters, distributors, logistics, contract man, representing and indenting agents on commission and/or allowances as may be deemed fit in all kinds of goods, materials, commodities, services, infrastructure, logistics, merchandise, etc.
- (8) To carry on all or any of the business activities relating & ancillary to Education including such as Schools, Colleges, Universities, Centers, Institutes, Vocational Training & Coaching Centers/Classes, Computer Labs, Pre-schools, Creches, Day-care, Boarding schools, Hostels, Buildings, Meals & accommodations & the allied and all the related activities thereto, etc.

(B) OBJECTS ANCILLARY OR INCIDENTAL TO THE ATTAINMENTS OF THE MAIN OBJECTS :

- (1) To enter into partnership or in to any arrangement for sharing profits or losses or any union of interest, joint venture, reciprocal concession or co-operation, with any person or persons or company or companies carry on or engage in or about to carry on or engage in any business or transaction which the Company is authorised to carry on.
- (2) To acquire and take over either the whole or any part of the business, goodwill, trade marks, patents and property, assets, and liabilities of any person or persons, firm or corporation, carrying on any business which the Company is authorised to carry on.
- (3) To establish branches and agencies of the Company in India and elsewhere and to discontinue the same whenever necessary.
- (4) 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 the securities or partly in one mode or partly in another, and generally, on such terms as may be determined,
- (5) To open banking accounts with banks.
- (6) To pay all the preliminary expenses of any kind and incidental & the formation and incorporation of the Company out of the funds of this Company.
- (7) To procure the registration of the Company in or under the law of foreign country.
- (8) To amalgamate with any other Company having objects, altogether or in part, similar to those of this Company.
- (9) To apply for, purchase or otherwise acquires, any patents, brevets d' invention, licences concessions, protections, rights, privileges, and the like conferring any exclusive or nonexclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly, to benefit the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant licences privileges in respect of or otherwise turn to account the property, rights or information so acquired and to assist, encourage and spend, money in making experiments, tests, improvements of all inventions, Patents and rights etc. which the Company may acquire or propose acquire.

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- (10) To enter into arrangements with any authorities, Supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to acquire by grant, purchase or otherwise from any such authority any rights, grants, Privileges and concessions of property or otherwise which the company may think fit and desirable to obtain and to carry out exercise and comply with any such arrangements rights Privileges and concessions.
- (11) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (12) To remunerate any person or company for services rendered or to be rendered in acting as trustees for debentures or debenture-stock holders or in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's capital or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business or for guaranteeing payment of such debentures or debenture stock and interest.
- (13) To appoint attorneys and agents whether on commission or otherwise and constitute agencies and sub-agencies of the Company in India or elsewhere.
- (14) To distribute any of the property of the Company in specie among the member in the event of its winding up.
- (15) Generally to do and perform all such acts and thinks as may, for the time being, be conducive and or incidental to the attainment of the above objects.
- (16) Subject to the provision of Section 292 of the to borrow or raise or secure the payment of money in such manner as the Company may think fit and in particular by the issue of bonds, debentures, or debenture stock (perpetual or otherwise) charged upon all or any part of the Company's property, both present and future, including its uncalled capital and to purchase, release or pay off any such securities.

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

- V. The share capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores) divided into 40,00,000 (Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.**

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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 opposite our respective names.

Name, Addresses, description and Occupation of the Subscribers	No. of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature of witness with Addresses and Occupation
Jatinder Pal Singh Johar S/o Late Shri S. Joginder S. Johar 5/30. Old Double Storey, Lajpat Nagar- IV, New Delhi-110024. Service,	(1) One	Sd/-	witnesseth the signatures and particulars of all the seven subscribers Sd/- G. D. NANGIA S/o Late Sh. Dwarka Dass Nangia C/o AGAL & CO. Chartered Accountants 29A/1, Asaf Ali Road, New Delhi Service
Alok Sarda S/o Shri Anant Karan Sarda C/o Agal & Company 29A/1, Asaf Ali Road New Delhi-110002 Service	(1) One	Sd/-	
Rajiv Kumar Relan S/o Shri Parmanand Relan N-3, Green Park Extension New Delhi-110016 Business	(1) One	Sd/-	
Jyoti Pershad Kapoor S/o L. Jhanga Mall Kapoor L-47, Malviya Nagar. New Delhi-110017 Pensioner	(1) One	Sd/-	
Narinder Kumar Chopra S/o Shri M.B. Chopra 27/53 Ramjas Road Karol Bagh New Delhi-110005 Service	(1) One	Sd/-	
Arvind Jain 410 New Delhi House 27 Barakhamba Road New Delhi-110001. Business	(1) One	Sd/-	
Pamela Rani Relan W/o Shri Parmnand Relan N-3 Green Park Extension New Delhi-110016 Business	(1) One	Sd/-	
TOTAL		(7) Seven	

New Delhi, Dated this 9th day of December 1982.

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