

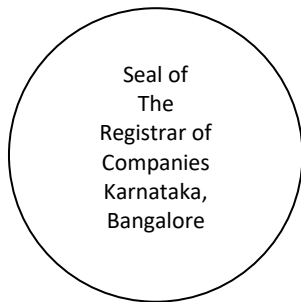
**MAC CHARLES (INDIA) LIMITED**  
**MEMORANDUM AND ARTICLES OF ASSOCIATION**

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

I hereby certify that Mac Charles Brothers Private Limited, which was originally Incorporated on 28.09.79 under the Companies Act, and under the name Mac Charles Brothers Private Limited, having duly passed the necessary resolution in terms of section 21/22(1)(a)/22(1)(b) of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

Regional Director, Company Law Board, Madras letter No. 4/21/MY.30/84 dated 17<sup>th</sup> January 1985, the name of the said company is this day changed to **Mac Charles (India) Limited**, and this Certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at BANGALORE this day of Twenty first January 1985. (one Thousand Nine Hundred and Eighty Five).



Sd/- (Y. Satyanarayana)  
Registrar of Companies

**FORM I.R.**

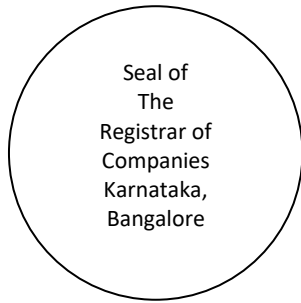
**Certificate of Incorporation**

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**No. 3620**

I hereby certify that Mac Charles Brothers Private Limited is this day incorporated under the Companies Act, 1956 (No.1. of 1956) and that the Company is Limited.

Given under my hand at BANGALORE this Twenty Eight day of September One Thousand Nine Hundred and Seventy Nine.



Sd/- (P.T. GAJAWANI)  
Registrar of Companies  
Karnataka, Bangalore.

**MEMORANDUM OF ASSOCIATION  
OF  
MAC CHARLES (INDIA) LIMITED**

- I. The name of the Company is MAC CHARLES (INDIA) LIMITED.
- II. The Registered Office of the Company will be situated in the State of Karnataka.
- III. The objects which the Company is established are :
  - A) Main objects to be pursued by the company on its incorporation :
    1. To carry on the business of hotel, restaurant, café, tavern, beer house, restaurant room and lodging house keepers, licenced victuallers, wine, beer and spirit merchants, brewers, malsters, distillers and manufacturers of aerated mineral and artificial waters and other drinks purveyors caterers for public amusements.
    2. To purchase or otherwise acquire and take over as a going concern, the business of Hotel, Restaurant, Café, Tavern, Beer House, Restaurant Room, Lodging Houses.
    3. To carry on the trade of imports and exports or act as brokers of goods, live and dead stock and foreign produce of all description, hair dressers, perfumers, chemists, proproctors of clubs, baths, swimming pools, dressing rooms, reading, writing and newspaper rooms, libraries, grounds, cinema theaters and place of amusement, recreation, sport, tour operators entertainment and instruction of all kinds, tobacco and cigar merchants and generally carry on the business of coach, carriage, lorry and motor car proprietors of operators livery stable and garage keepers, joh masters, farmers, dairymen, ice merchants, travel agents for railway, shipping and airway companies and carrier theatrical and opera box office.
    4. To purchase, lease, hire, exchange or otherwise acquire for the purpose of hotel, restaurant other lines of business of the Company and real or personal property and in particular lands, buildings, structures, furniture, apparatus, appliances, boats, launches, yachts and other conveniences and may also from time of time deal in demise, let, mortgage, or dispose of the same.

5. ~~\* To erect, maintain, improve, furnish or alter any buildings; structures of conveniences for the purpose of the hotel or tourist business.~~

\* To carry on the business of construction, building, development of real estate, acquire land, building and other immovable properties or any interest therein by purchase or otherwise and to carry on all or any other business of designing, planning, managing, developing and/or construction of apartments, houses, factory buildings, godowns, warehouses, hotels, farm houses, health clubs, holiday resorts, club house, industrial sheds, housing colonies, public buildings, multistoried buildings, schools, colleges, community halls, shopping complex, dams, bridges, canals, power projects and playgrounds, tennis court, and / or to carry on business as civil, mechanical, electrical, water supply and sanitary contractors, builders, real estate agents, real estate developers, suppliers of various services required for residential, commercial, industrial and other units.

6. To carry on business as bakers and manufacturers of and dealers in bread, flour, and biscuits.

7. To generate, harness, develop and accumulate electric power by setting up all types of power plants, like Hydro Power, Thermal Power, Diesel Power, Multi Fuel based Power, Micro Hydel Power, Nuclear Power, Wind Turbine Power plants and also to generate electric power by harnessing wind, solar, tidal and other sources energy for captive consumption and also supply and distribution either directly or through State Electricity Boards or others to consumers of electricity on commercial basis and to establish, construct, and maintain necessary power stations and to generally accumulate, distribute and supply electricity. (amended at AGM held on 28.09.2007).

B) Objects incidental or ancillary to the attainment of the main objects :

8. To enter into Partnership or any agreement for sharing profits union of interest reciprocal concession, amalgamation or co-operation with any person or persons, corporation or company carrying on or about to carry on or engage in any business or transaction which this company is authorized to carry on or to engage in any business or transaction capable of being conducted so as to benefit this Company Directly or indirectly and to take or otherwise assist any such Company and to sell, hold, re-issue, with or without guarantee or otherwise deal with such shares or securities and to form, constitute or promote any other Company or companies for the purpose of acquiring all or any of the property rights and liabilities of this company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

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***\*Substituted pursuant to the special resolution passed by the Shareholders of the Company by means of Postal Ballot which closed on May 18, 2019***

8. To invest and deal with the money of the Company not immediately required in any scheduled banks or in trust securities or in such other manner as is beneficial to the company.
9. To draw, accept, endorse, negotiate, promissory notes, bills of exchange, hundies or other negotiable instruments, drafts, charter parties, bills of lading, warrants.
10. To amalgamate with or dispose of or exchange any of the business or undertaking or right of the Companies in consideration of shares, debentures, or other securities, and to enter into agreement or arrangement with other Companies or firms or individuals for joint working in business or for sharing of profits in any other Company, firm or personal if such acts are advantageous to this Company.
11. To borrow or raise money for the performance or discharge of any liabilities of the Company, to create, execute, grant or issue any mortgages, debentures stocks, bonds, or other obligations of the Company either at par, premium or discount founded or based upon all or any of the property and rights of the Company present or future including its uncalled capital and upon such terms and the Company shall think fit and to purchase, redeem or pay off, allot, any of such securities, obligations and liabilities.
12. To advertise and give publicity to the business of the Company in all legitimate and proper ways.
13. To sell, dispose of, transfer, exchange, lease, mortgage or otherwise deal with all business, undertakings, properties or rights of the Company or any part thereof for any consideration which the Company may deem fit to accept.
14. To aid peculiarly or otherwise any association, body for movement having for its objects the solution, settlement of surmounting of industrial or labour problems or troubles or the promotion of industries and trade.
15. To make pecuniary grants by way of donations, subscriptions, allowances, gratuity, guarantee or otherwise to or for the benefit of persons who are have been employed by the Company and Widows, orphans and dependants of any such persons.
16. To subscribe, contribute or guarantee money for any national charitable, benevolent, public, general or useful object or funds or for any exhibitions.
17. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependants or relations of such persons and to grant pension and all allowances and to make payments towards insurances.
18. To take up the management of any Company situated in the Union of India. But shall not act as a manager within the meaning of Section 384 of Companies Act. 1956.

19. To procure the Company to be registered, legalized, domiciled, or recognized in any country or place and to procure its incorporation in a like character and to carry on its business or any portion of its business or objects in any country or place.
20. To pay all or any cost, charges and expenses whatsoever preliminary incidental or relating to the promotion, formation, registration or establishment of this or any other Company or to the raising in subscription, issue, settlement or quotation in any stock exchange of any portion of the original or further share, loan or other capital of this or any other Company and to remunerate by commission, discount or otherwise any persons or Company for services rendered in placing or assisting to place any of such capital debenture, stock or securities or obtaining or assisting to obtain a settlement or quotation of the same in any stock exchange or for any services preliminary, incidental or relating to or in connection with the promotion, formation registration or establishment of this or any other Company and to charge any payment of remuneration aforesaid to capital or revenue account.
21. To layout, advance, invest and deal with the Company's moneys with or to such persons or Companies and in or upon such investment of securities in such manner as may be deemed fit by the Board of Directors of the Company.
22. To erect upon the lands belonging to the Company and upon any other lands or property which may be taken on lease or license by the Company, factories, buildings, houses and erections as may be required for carrying out the objects of the company.
23. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of or turn to account or otherwise deal with all or any part of the property and rights of the Company.
24. To pay for any lands and immovable or movable estates and for properties or assets of any kind acquired by the Company and generally to pay or discharge any consideration to be paid or given by the Company in money or in shares whether fully paid-up partly paid-up of debentures or debenture stock or obligations of the Company or partly in one way and partly in another or otherwise, however with power to issue any shares either as fully paid-up or partly paid-up for such purposes.
25. To enter into any contracts and/or agreements with any Governments of Authorities, Municipal, Revenue, Local or otherwise which may seem conducive, to the Company's objects or any of them and obtain from any such Government or authorities and rights, privileges and concessions and comply with any such arrangements, rights, privileges and concessions.
26. To buy, sell, manufactures, repair, alter, improve, exchange, hire, import, export and deal in all works, plant, machinery, tools, utensil, appliance, apparatus, products, materials, substances, articles and things, capable of being used in any and every such business as the Company may be engaged in or that may be required by any of the customers or persons with the company or commonly dealt in by persons engaged in similar lines or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with and render marketable and deal in all products, residual any by-products incidental to or obtain in any of the business carried on by the company.

27. To start and carry on either in connection with any of the trade or business aforesaid or independently thereof any trade or business, whether manufacture of otherwise which may seem to be capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance or render more profitable any part of the company's undertaking or properties or right or to future to objects of the company.
- C) OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE : None.
- IV. The liability of the members is limited.
- V. The authorized share capital of the Company is Rs.20,00,00,000  
(rupees twenty crores only) divided into; 2,00,00,000(Two Crores) Equity shares of Rs.10/- (Rupees Ten) each (amended at AGM held on 28.09.2007)

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 respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Sl. No.	Names, address, description and occupation of subscriber	Number of equity shares taken by the subscriber	Signature of Subscriber	Name, Address description and occupation of witness to the signature of the subscribes
1.	Ashok Jiasingh Ramsinghani S/o Jiasingh 812, Raheja Chambers, Nariman Point, Bombay-400 023 Industrialist	10 (Ten)	S/d	S/d K.B. Nambiar R.G.N. Price & Co. 17-A, M.G. Road, Bengaluru-560 001
2.	Mukund, S/o Bassarmal Pardhanani, 85, Coles Road Fraser Town, Bengaluru – 560 005, Businessman	10 (Ten)	S/d	S/o Mr. C.K. Nair Occ. Chartered Accountant
	<b>Total Shares Taken</b>	<b>20</b>		

Dated this the 27<sup>th</sup> day of September 1979.

