

**THE COMPANIES ACT, 2013**

**MEMORANDUM**

**&**

**ARTICLES OF ASSOCIATION**

**OF**

**CREATION INFRASTRUCTURE PRIVATE  
LIMITED**

**(A COMPANY LIMITED BY SHARES)**

THE COMPANIES ACT, 2013

# CREATION INFRASTRUCTURE PRIVATE LIMITED

## MEMORANDUM OF ASSOCIATION

(A COMPANY LIMITED BY SHARES)

- I. The name of the Company is **CREATION INFRASTRUCTURE PRIVATE LIMITED.**
- II. The Registered office of the Company will be situated in the state of **Uttar Pradesh.**
- III. The objects for which the Company is established are :

**A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To carry on the business of all kinds and descriptions in the field of Infrastructure, Real Estate etc. including purchase, sale, developing of immovable properties, plotting, builders, contractors, sub-contractors, building experts, advisors, consultants, agents, supervisors, administrators, managers, brokers, decorators, designers, planners, owners and sellers of flats, shops, offices, hotels, recreational complexes, multiplexes, industrial estates and all other types of buildings and structures and to develop, erect, install, alter, improve, establish, renovate, repair, buy, sell, let on rent, commercialize, turn to account, fabricate, handle and control, all such land, buildings and structures, and to purchase, sale or deal in all types of immovable properties for resale, and to act as a buyer, seller, importer, exporter, manufacturer, agent, distributor, stockiest, or otherwise deal in all types of raw materials, goods, fittings, parts, accessories, know-how, consumables, plant & machineries & tools used for the foregoing purpose and renting of lands, flats and other immovable properties or rights or interests therein or connected therewith.
2. To carry on the business of hotels, motels, resorts, shopping malls, multiplexes, restaurants, café, tavern, beer-house, conference centre, holiday camp, leisure center, caravan site, boarding and lodging house keepers, clubs, baths, dressing room, laundries, reading, writing and news paper rooms, libraries, grounds and place of amusements/ recreation/sports/entertainment, refreshment room, eating house, bar, swimming pool and to purchase, erect or otherwise acquire, establish, maintain and equip the same, and to carry on the business as hoteliers, hotel proprietors, hotel managers and operators, mall managers and operators, advertisers, media promoters, refreshment contractors and caterers, restaurant keepers, refreshment room proprietors, milk and snack bar proprietors, café and tavern proprietors, lodging house proprietors, ice cream merchants, sweetmeat merchants, milk manufacturers and merchants, bakers, confectioners, professional merchants, licensed victualers, wine and spirit merchants, blenders and bottlers.
3. To carry on the business of all kinds and descriptions in the field of infrastructure and to provide, develop, own, maintain, operate, instruct, execute, carry out, improve, construct, repair, work, administer, manage, control, transfer on a build, operate and transfer (BOT), build, own , operate and transfer ( BOOT) or built, operate, rent and transfer( BOLT) basis or otherwise, make tenders, apply or bid for, acquire, transfer to operating companies in the infrastructure sector, any infrastructure facilities including but not limited to roads, bridges,

airports, ports, waterways, rail system, highway projects, water supply projects, pipelines, sanitation and sewerage systems, generation, supply and distribution of electricity, power projects, telecommunication facilities, housing projects, commercial real estate projects, warehouses, Retail outlets , factories, godowns, Educational Institutions and other works or convenience of public or private utility involving public or private financial participation and to carry out the business on contractual basis, assign, convey, transfer, rent, auction, sell, the right to collect any rent, toll, compensation, charges or other income from infrastructure projects undertaken by the Company. To carry on in India or elsewhere, either alone or jointly with one or more persons, governments, local or other bodies, the business of construction contractors, railway contractors and of all types of constructions & developmental work in all its branches and to do all incidental acts and things necessary for the attainment of foregoing objects.

**B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:**

1. To enter into contracts, agreements and arrangements with any other company, firm or person in India or abroad on behalf of the company for the objects for which the company is formed.
2. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns or undertakings or of any assets, properties, rights in connection with the business of the company.
3. To establish branches, subsidiary companies or appoint agencies for or in connection with any of the objects of the company, and to enter into any arrangement with such subsidiary company for taking the profits to and bearing the losses of any business or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which seems desirable with reference to any business or branch so carried on including power at any time either temporarily or permanently, or close any such branch or business.
4. To establish and maintain branch offices and local registers and to procure recognition of the company and to carry on business in any part of the world as are possessed by local companies or partnerships or as may be thought desirable.
5. To nominate directors or managers of any such subsidiary or any other company in which this company is or may be interested.
6. Subject and supervision of the Act to take part in the technical supervision and control of the business or operations of any company or undertaking having similar objects and to appoint and remunerate any directors, accountants or other experts or agents for such business operation.
7. To purchase, take on rent or in exchange, hire or otherwise acquire any immovable or movable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, and in particular any land, buildings, machinery, plant and either to retain any property so acquired for the purpose of the Company's business or to the same to account as may seem expedient.
8. To construct, improve , maintain, work, manage, carry out or control any buildings, offices, roadways, branches or siding, bridges, wells, reservoirs, watercourses, wharves, warehouse, electric works, shops, stores and other buildings for housing employees, workers and others, other works and conveniences which may seem calculated directly or indirectly to advance the

Company's interests, and contribute to , subsidise or otherwise assist or take part in the construction, improvement, maintenance, development working, management, carrying out or control thereof.

9. To sell, rent, mortgage, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights, and effects of the company or any part thereof, for such consideration as the company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.
10. To acquire and undertake whole or any part of the business, property and liabilities of any person, firm or company carrying on or proposing to carry on any business which the company is authorized to carry on or possessed of property suitable for the purpose of this company.
11. To amalgamate, enter into any partnership or partially amalgamate with or acquire interest in the business of any other company, person, firm carrying on or engaged in, or about to carry on or engage in any business or transaction included in the objects of the company, or enter into arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company, to acquire the business of the company or connected therewith any of the company's property and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, 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. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other company whose objects are, or include objects similar to those of this company whether by sale or purchase of fully or partly paid up shares or otherwise of the undertaking subject to the liabilities of this or any such company as aforesaid, with or without winding up or by sale or purchase of fully or partly paid up shares or otherwise of controlling interest in the shares or stock of this or any other company as aforesaid or in any other manner.
13. To enter into arrangement with any government or authorities, municipal, local or otherwise, or any other person or company that may seem conducive to the company's objects, or any of them, and to obtain from such government, authority, person or company any rights, privileges, charters, contracts, licenses and any concessions which the company may think fit, desirable to obtain and to carry out, exercise and comply therewith.
14. To apply for, promote, and obtain any act, charter, order, regulation, privilege, concession, license, or authorization of any government, municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for any other purpose which seems expedient and to oppose any bills, proceedings or applications which may be seen calculated to prejudice the company's interests, and to appropriate any of the company's share, debenture or any other securities and assets to defray the necessary cost, charges and expenses thereof.
15. To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, invention, trade-marks, designs, formulae, copyrights, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited rights to there use , or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company and to use exercise, develop, or grant licenses in respect of or otherwise turn to account the proprietary rights, or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

16. To sell any patent right or privilege belonging to the company or which may be acquired by it or any interest in the same, and to grant licenses for use and practice of the same or any inventions, patents or privileges in which the company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any invention, patents, and privileges in which the company may be interested.
17. To sell or sublet any concession or licenses obtained for contracts entered into and generally to sell the whole or part of the property and business of the company for cash or for the shares or obligations of any person or persons.
18. To improve, manage, cultivate, develop, exchange, refine, repair, alter, let on account, grant rights, and privileges in respect, of or otherwise deal with all or part of the properties and rights of the company.
19. To adopt such means of making known the business of the company as may seem expedient, and in particular by advertising in the press, circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
20. Subject to the provisions of the Companies Act, 2013 to make donations to such persons or institutions and in such case and either by cash or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporations introducing business to this company and also to subscribe, contribute or otherwise assist or guarantee money for charitable scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects or for any exhibition or for any public, general or other objects.
21. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pensions or superannuation fund for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at the time in the employment or service of the company or any company which is a subsidiary of the company or its predecessors in business or of persons having dealing with the company or is allied to or associated with the company or with any such subsidiary company , or who are or were at any time directors or officers of the company or any other company, as aforesaid, and the wives, widows, families, dependents and connections of any such persons, and to also establish and subscribe to any institutions, associations, clubs, or funds calculated to be for the benefit of or for advancing the interests and well being of the company or any such other company as aforesaid, and make payments toward the insurance of any such persons and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
22. To refer or agree to refer any claim, demand, dispute or any other question, by or against the company, or in which the company is interested or concerned, and whether between the company and the members or their representatives, or between the company and third parties, to arbitration in India or at any other place outside India, and to observe and perform awards made thereon, and to do all acts, deeds, matters and things necessary or expedient to carry out or enforce the awards.
23. 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.

24. To pay all preliminary expenses of any company promoted by the company or any company in which the company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owner of any business property acquired by any such company.
25. To pay for any rights or property acquired by the company and to remunerate any person or company for services rendered in placing of or assisting to place or guaranteeing the placing of shares in the company's capital or any debentures, debenture stock, or any other securities of the company or in or about the formation or promotion of the company, or in the acquisition of property by the company or the conduct of its business or otherwise for any of the purpose of the company, whether by cash payment or by allotment of shares, debentures, or other securities of the company, credited as paid up in full or in part or otherwise.
26. To open any kind of accounts in the bank, and to make, draw, accept, endorse, discount, execute, and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
27. To vest any movable or immovable property, rights or interest 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 favour of the company.
28. Subject to the provisions of the Companies Act, 2013, to distribute among members in specie or in kind any property of the company or any proceeds of sale or disposal of any property of the company in the winding up of the company.
29. To insure whole or any part of the property and assets of the company either fully or partially to protect and indemnify the company from liability or loss in any respect either fully or partially, and to also ensure, and to protect and indemnify any part or portion thereof either in mutual principle or otherwise.
30. To carry out in any part of the world all or any of the company's objects as principal, agent, contractor, or otherwise, and by or through agents or otherwise, and either alone or in conjunction with any person, firm, association, corporate body, municipality, province, state, body politic or government or colony or dependency thereof.
31. To subscribe, acquire, take up, and hold shares, stocks, debentures, debenture stock, bonds, obligations, and any other securities issued or guaranteed by any company, Government sovereign Ruler, Commissioner, public body or authority supreme, municipal, local or otherwise, whether in India or in any foreign country.
32. To issue and deposit any securities which the company has power to issue by way of mortgage, to secure any sum or for performance of any contracts or obligations of the company or of its customers or any persons or corporations having dealings with the company, or in whose business or undertakings the company is interested, whether directly or indirectly.
33. To borrow money from banks, institution and other agencies for the objects of the Company at such terms as may be decided by the Board of Directors from time to time.
34. To lend or advance money or property with or without security or to give credit to such persons or companies and upon such terms as may seem expedient and in particular to the customers and persons having dealings with the company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies, generally to provide guarantees and to give indemnities and generally to provide credit facilities

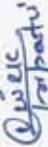
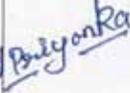
to customers and others provided that the company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.

35. To place, to reserve, or to distribute as bonus shares among the members or otherwise to apply as the company if permitted by law and may deem fit including other money received by way of premium on shares or debentures or debentures issued at a premium by the company and the money received in respect of dividends accrued on forfeited shares.
36. To undertake and execute any trusts, the undertakings of which may seem to the company desirable and either gratuitous or otherwise.
37. To render or assist in rendering of technical services to any person, firm, company and undertaking in connection with the business of the company.
38. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India, and in any or all states, territories, possessions, colonies and dependencies thereof and in all foreign countries, and for this purpose to have and maintain and to discontinue, such number of offices and agencies therein as may be convenient.
39. Subject to the provisions of the Companies Act, 2013 and the Regulations made there under and the direction issued by concerned Authorities, to receive money, securities, valuables of all kinds on deposit or safe custody (not amounting to the business of Banking as defined under the Banking Regulations Act, 1949) and to borrow or raise money in such manner as the Company shall think fit and in particular by issue of debenture or debenture stocks (perpetual or otherwise) and to secure the repayment of any money borrowed or raised on owing by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital and guarantee the performance by the Company or any other person or body corporate of and any obligation undertaken by the Company or any other such person or Company, as the case may be.
40. Subject to the provisions of the Companies Act, 2013 and the Regulations made there under and the direction issued by concerned Authorities, to provide guarantees, counter-guarantees, third party guarantees or stand as surety for payment of money, secured or unsecured, obtained by the company from banks, financial institutions, companies, firms, individuals or other entities on commission or otherwise and to pay for the money so guaranteed in respect of contracts, mortgages, charges, banking facilities, instruments and securities of any such entities as aforesaid. The company shall give guarantee or security by way of mortgage of Companies immovable properties for such loans/cash credit/overdraft, acquired by any of its directors, bodies corporate, directly or indirectly or the directors, others may themselves advance money to company or other companies at such interest, terms and conditions as they may deem fit.
41. To do all such other things as may be deemed incidental or conducive to the attainment of the above Objects or any of them and to carry on any business which may seem to the Company capable of being conveniently carried in connection with any of the Company's Objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

- IV. 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.
- V. The Authorised Share Capital of the Company is Rs.5,00,000/- (Rupees Five Lacs) divided in to 50,000 (Fifty Thousand) equity shares of Rs. 10/- each, with power to increase or reduce the share capital of the

Company and to cancel any number of un-allotted shares and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential, qualified or special **rights, privileges or conditions as may be determined in accordance with the regulations of the company** and subject to the provisions of the Sections 48,55,66 and other applicable provisions of the Companies Act, 2013. The Company may alter the conditions of the Memorandum relating to share Capital in accordance with Section 61 of the Companies Act, 2013.

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

Sl. No	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.	Nishant Srivastava S/o Gyan Prakash Srivastava R/o 4/102, Deepok, Sahang (fourty states, Janki Puram, Aligarh Lucknow - 226021, U.P. India (Occupation - Business)	40,000 (fourty thousand only)		I witness to the signatures of all the above subscribers and signed in my presence at Lucknow on 20/02/15 further I have verified his signature identification detail for identification & satisfied myself for his identification particular as filled in Sd -  MUKESH TRIPATHI S/o U.K. Tiwari R/o 61/40, Aligarh, Lucknow - 226020 Nationality - Indian PAN: AOTPT087K
2.	Priyanka Singh Negi D/o Rajendra Singh Negi P/o H.M.O 568KA/11B, Krishna Patti, Alambagh PS - Krishna Nagar, Lucknow 226005, U.P. India, (Occupation - Business)	7500 (seven thousand five hundred only)		
3.	For canvasitra Buitol Patil Director - SONI P/o Satpal Pratap Rana R/o 37B/5, Geetapatti, Lucknow, U.P, India (Occupation - Business)	2500 (two thousand five hundred only)		

Date: 20<sup>th</sup> Feb 2015

50000  
(fifty thousand only)

Place: Lucknow