

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

***Generic Engineering Construction and Projects Limited**

- I. The name of the Company is ***Generic Engineering Construction and Projects Limited.**
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are:

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

1. *To carry on in India or elsewhere the business to undertake development and project consultancy of infrastructure work on Design, Build, Operate and Transfer (DBOT Basis), Build, Own, Operate and Transfer (BOOT) basis, Build, Operate and Transfer (BOT) basis, Build, Own, Lease and Transfer (BOLT) basis or otherwise as contracted with the Central Government, various State Governments, Union Territories, cantonments, local authorities, grampanchayats, autonomous bodies and other Government departments and to develop, run repair, maintain, decorate, improve, remodel, operate, manage, build, plan, establish, maintain, buy, sell, construct or otherwise create infrastructures for public conveniences such as roads, bridges, highways, railways, gas lines, airports, docks, ports, jetties, gardens, public places, buildings and other structures, developments, utilities, electrification, sanitations, sub-ways, play grounds, play houses, play rooms, schools, colleges, hospitals and nursing home buildings, shops, malls, multiplexes, offices, crutches, hostels, family planning and other centers, community centers, barats, ghars, hotel buildings, parks, post offices, dispensaries, telephone exchanges, power stations, bus terminals, depots, ration and other fair price shops, petrol pumps, service stations, water works, water ways and such other services as may be required. To carry out the business of generation and trading of Transferable Development Rights,

Amended by Special Resolution passed through Postal Ballot on 19th December, 2016.

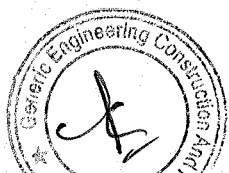


financiers, concessionaries and merchants and to undertake and carry and execute all kinds of financial, commercial, trading and other operations including financing construction projects, building construction. To carry on the business of sourcing agents, dealers in, exporters and importers of, all types of material used for construction and development activity and other infra structure raw materials, semi finished goods, finish products and to carry on and execute the work of steel engineers including dealing in steel billets, steel rods, steel ingots, steel sheets, steel wires and all kind of steel products whether forged, rolled or drawn and consequently to sell and deal in all or any of the by- products which will be obtained in the process of manufacturing a steel products.

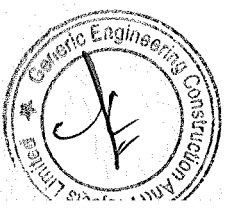
(B) ## Matters which are necessary for furtherance of the objects specified in Clause III(A) are:

2. To employ experts to investigate and example into the condition, management, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assests, property or rights.
3. To acquire either by purchase, lease, gift, exchange or otherwise for the purpose of the Company any estates, lands, buildings, easements or other interest in any property whether movable or immovable including lands, buildings, shares, securities, debentures debenture-stocks and bonds and to sell, let or lease, transfer by way of gift, exchange or otherwise dispose of rights over any property movable or immovable belonging to the Company.
4. To act as technical, financial and business advisers, consultants, and/or collaborators for undertaking projects and/or to manufacture plant and machinery required for any business which the company is authorised to carry on.
5. To appoint any directors, administrators, accountants or agents or other experts on behalf of companies or undertakings.

##Amended by Special Resolution passed in the 28th Annual General Meeting held on September 30, 2022

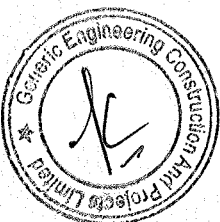


6. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business here in mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
7. To purchase, charter, hire or otherwise, acquire vehicles for any of the business of the Company.
8. To offer and enter into contracts and agreements for services in connection with the undertaking of market surveys and for development of markets in any part of the world for raw materials, minerals, substances, commodities goods and other articles and things and for that purpose to act as superintendents, surveyors, valuers and analysers.
9. To undertake the payment of all rents and the performance of all covenants, conditions and agreements contained in and reserved by and lease that may be granted or assigned to or to be otherwise acquired by the Company.
10. To acquire and take over as a going concern by purchase of, or on lease and to undertake, to carry on the whole or any part of the business together with the goodwill and trade name, property, rights, and liabilities of any person or persons, firm or any company carrying on any business, any part or the purposes of which the company is authorised to carry on or possessed of property suitable for the purposes of the company and to pay for the same by shares, debentures, debenture stock, bonds cash or otherwise, and to conduct and carry on or liquidate and wind up any such liabilities.
11. To amalgamate, enter into foreign or Indian technical financial and/or collaboration, partnership or into any arrangement, for sharing or dealing in profits, union of interest, co-operation, joint venture, reciprocal concession, or otherwise with any person, firm, corporation or government or company carrying on, engaged in or about to carry on or engaged in any business, undertaking or transaction which the company is authorized to carry on and to take or otherwise acquire and hold shares or securities of any such persons, firm, or companies, to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
12. To promote, form and to be interested in, and take hold and dispose of shares in any other company having objects similar altogether or in



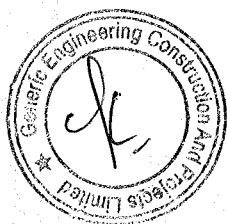
part of those of this company and to subsidise or assist any such company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of shares, stocks, debenture stock, or other securities of such company any property of this company and to take or otherwise acquire hold and dispose of shares, debentures and other securities in or of any such company.

13. To sell, sublet, mortgage, lease, manage, develop, exchange, dispose of, or transfer the business, immovable or movable property and undertaking of the Company or any part thereof or any part of the property, rights and concessions of the company in such manner and upon such terms and conditions and for the considerations to accept and in particular cash, shares, debentures, debenture-stock, bonds, or securities or any other company having objects altogether or in part similar to those of this company.
14. To raise, or borrow money from time to time for any of the purpose of the Company by bonds, debentures or promissory notes or by taking credit in, or opening current accounts with any individual or firm or with any bank or bankers and whether with or without giving any security, goods or other articles or by mortgaging, pledging, charging, hypothecating or selling or receiving, advances, on the sale of any lands, buildings and machinery, goods, assets or revenue of the company present or future including its uncalled capital or by the issue of debentures, debenture-stock, perpetual or otherwise including debentures, or debenture-stock, convertible into shares of this or any other company or to convey the same absolutely or in trust and give lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay of such securities. Subject to the provisions of Sections 53A of the Companies Act, 1956 and directives of Reserve Bank of India.
15. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such person or company and in particular to customers and others having dealings with the company with or without security upon such terms as may be thought proper and to invest or otherwise employ such moneys in such manner as may be thought proper and from time to time to vary such transaction. The Company shall not carry on banking business as defined under the Banking Regulations Act, 1949.
16. To invest and deal with the moneys of the company not immediately required in immovable properties, shares, stock, bonds, debentures,



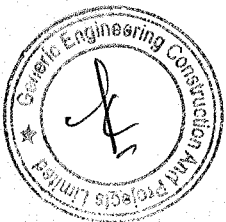
obligations or other securities of any company or association or in government securities or in current or deposit account with banks or on the mortgage of immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time to time for the time being and from time to time, sell or vary all such investments and to execute all assignments, transfer, and documents that may be necessary in that behalf.

17. To advance and/or to lend money, either with or without security and generally to such persons, firms, associations, trusts, corporations, companies, upon such terms and conditions as the Company may think fit.
18. To give guarantee for the performance or discharge of any obligation, liabilities, duties or the payments of moneys by any persons, firms and companies or governments or states and to give indemnities.
19. To guarantee the payment of money unsecured by of payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of such authorities supreme, municipal, local or otherwise or of any persons whatsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
20. To assist any company financially or otherwise, or by issuing or guaranteeing the subscription and issue of capital, shares, stock, debentures, debenture-stock and securities of any company, notwithstanding there may be liability thereon.
21. To place, to receive or to distribute as bonus share among the members or otherwise to apply, any moneys received by way of premium on shares, or debentures issued at a premium by the Company and nay moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the company on forfeited shares.
22. Subject to the provisions of the Companies Act, 1956 to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the company in the event of winding up.
23. To draw, make, issue, accept, transfer and endorse, discount, execute

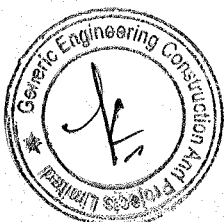


and negotiate promissory notes, hundies, bills of exchange, cheques, drafts bills of lading, letters of credit, delivery orders, dock warrants, or transport receipts, warehouse-keepers certificate and other negotiable or commercial or mercantile instruments connected with the business of the company.

24. To open accounts with any bank of banks and to deposit moneys therein and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon the same as may be required for any of the objects or purposes of the Company.
25. To insure any of the persons, properties, undertaking contracts, guarantee or obligations or profits of the company of every nature and kind in any manner whatsoever.
26. To refer any dispute, claim or demand by or against the Company to arbitration and observe and perform the awards.
27. To employ experts to investigate and to examine into the conditions, prospects, value, character and circumstances of any business concerns.
28. To be interested in, promote and undertake the formation and establishment of such institutions, association, chamber of commerce, or other bodies, business within the objects of the company as may be considered to be conducive to the profit and interest of the company and to acquire promote and/or subsidise any industry or undertaking.
29. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise and/or make donations to any persons, company or association and to subscribe or guarantee money for national, international, charitable, benevolent, education, public, object, activity, exhibition, or trade show which may be the objects of the company or the interests of its members or for the welfare of the staff.
30. To adopt such means of making known the business of the Company as may be seem expedient and in particular by advertising in the press, radio, television by circulars posters, by purchase and exhibition of works of art or interest, by publication of books, periodicals and by granting prizes, awards and donations (including donations to any fund for charitable or public purpose).



31. To promote, form and register and aid in promotion and registration of any company or companies, similar business for the purpose of acquiring all or any of the property, undertaking, rights and liabilities of such company or for any other purpose which may seem directly or indirectly calculated to benefit this company and to be interested in, or take or otherwise acquire, purchase, hold, sell, or otherwise dispose of shares, debentures and other securities in of such company or any other company for all or any of the objects mentioned in this Memorandum and to subsidise or otherwise assist any such company and to undertake the management or other work, duties and business of any such company on such terms and conditions as may be arranged.
32. To create any depreciation fund, reserve fund, sinking fund, insurance fund, dividend, equalisation fund, capital redemption fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose whatsoever conducive to the interest of the company.
33. To provide for the welfare of the Directors, ex-directors, employees of the company or its predecessors in business and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings, chawls, or quarters or by grants of money, pensions, gratuities, allowances, bonuses, awards, profit sharing or other scheme or trusts and by providing or subscribing or contributing towards places of instruction and recreating hospitals and dispensaries, medical and other attendance and other assistance and to establish, maintain and grant scholarships to any persons for technical study and education in India and elsewhere which may be necessary or useful for any of the objects of the company, and to subscribe or otherwise to assist or to guarantee money to charitable benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality or operation or of public and general utility or otherwise.
34. To aid, pecuniary or otherwise, any association or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotions of industry or trade.
35. To pay out of the funds of the Company, all expenses of and incidental to the promotion, formation, registration, advertisements and



establishments of the company and the issue of subscription of the shares or loans or capital including brokerage, underwriting or other commission for obtaining applications for or placing or guaranteeing the placing of shares of any debenture, debenture stock and other securities of this company and also all expenses attending the issue or any circular or notices, and the printing, stamping, circulating proxies and forms to be filled up by the members of the Company.

36. To do the above things and all such things, as are incidental or may be conducive to the attainment of the objects or any of them in any part of India or elsewhere and as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others.

37. 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 in any or all foreign countries and for this purpose to appoint managers, agents, either on salary and commission and to have, maintain, and to discontinue, such number of offices and agencies therein as may be convenient.

38. To procure the Company to be recognised in any part of the world.

Deleted

AND IT IS HEREBY DECLARED THAT:

- i) **##**The word "Company" (save when used with reference to this company in this Memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not and wherever domiciled.
- ii) To objects set forth in each of the several clauses of paragraph III hereof shall extend to any part of the world.
- iii) Nothing in this paragraph shall authorise the company to do any business which may fall within the purview of the Banking Regulations Act, 1949 or Insurance Act, 1938.

##Amended by Special Resolution passed in the 28th Annual General Meeting held on September 30, 2022



IV. The liability of the members is limited.

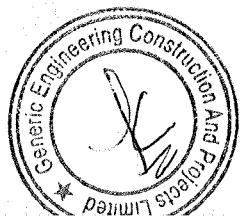
V. ###(a). The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 5/- (Rupees Five only). The Company shall have power to increase the said capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the Capital of the Company (including the original Capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013

(b). The Company shall have power from time to time to increase or reduce its capital. The shares forming part of the Capital (original, increased or reduced) of the Company may be sub-divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and Regulations of the Company for the time being or otherwise.

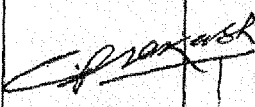
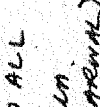
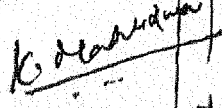

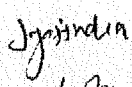
**Amended by Ordinary Resolution passed in the Annual General Meeting of the Company held on 05th September, 2018.*

Amended by Ordinary Resolution passed vide Postal Ballot dated March 14, 2022.

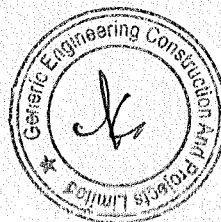
Amended by Ordinary Resolution passed in the Extra-Ordinary General Meeting held on February 07, 2023



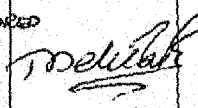
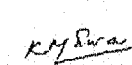
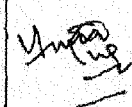
We, the several persons, whose names, addresses and occupation are hereunder subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names :

Name, addresses, description and Occupation of subscriber	Number of Equity Shares taken by each subscriber	Signature of subscriber	Signature, name, address, description and occupation of witness
CHANDRA PRAKASH CHATURVEDI S/O SHRI MAKUND LAL CHATURVEDI 16, BANSI LAL BUILDING, 11, HOMIMODI STREET, FORT, BOMBAY. 400023 BUSINESS	100 (ONE HUNDRED)	 6/10/94	WITNESS TO ALL  (Ashok. A. Agarwal) S/O Ratanlal Agarwal 2-14-02 Nanjivvan Society Lamington Road Bombay - 400008 CHARTERED ACCOUNTANT
KAMAL MAHESHWARI S/O SHRI JAI KISHAN A-3/203 VOGI PALACE VOGI NAGAR EKSAR ROAD BORIVALI (WEST) BOMBAY CHARTERED ACCOUNTANTS	100 ONE HUNDRED	 6/11/94	
HIREN KOTHARI S/O SHANTILAL KOTHARI 105/A SHUBH APTS. H.T. ROAD Borivali (West) Bombay - 400092 BUSINESS	100 (One Hundred)	 6/11/94	
JYOTINDRA JASANI S/O N. JASANI 414 NEW TARA Apartment SAJINATH NAGAR ROAD SHATKOPER (W) BOMBAY 400086 BUSINESS	100 (One hundred)	 6/11/94	

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We, the several persons, whose names, addresses and occupation 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 subscriber	Number of Equity Shares taken by each subscriber	Signature of subscriber	Signature, name, address, description and occupation of witness
PRADIP MEHTA S/o CHANDRAKANT MEHTA 155 GREAT WESTERN BLDG FORT- BOMBAY 400023 CHARTERED ACCOUNTANT	100 ONE HUNDRED	 5/10/94	
KASHAL MAHESHWAR S/o SHRI KISHAN DAS 16, BANUSILAL MANSION 11 HOMINODI STREET FORT BOMBAY-1 CHARTERED ACCOUNTANT	100 (ONE HUNDRED)	 6/10/94	
ARVIND CHATURVEDI S/o GOVIND LAL CHATURVEDI B-606, MARBLE ARCH, SHASTRI NAGAR, OLD JP ROAD, ANDHERI (W), BOMBAY-400058. BUSINESS	100 ONE HUNDRED	 5/10/94	
	700 [SEVEN HUNDRED]		

WITNESS TO ALL



ASHOK R. NEARWALA
S/o Adinilal Agarwal
3-14-07 Nanjivvan Society
Lemington Road
Bombay-400008
CHARTERED ACCOUNTANT

PLACE: BOMBAY

DATE: 18TH MARCH 1994
6TH OCTOBER 1994 