

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

1. The name of the company is 'JTL INFRA LIMITED'
2. The registered office of the company shall be situated in the Union Territory of Chandigarh.
3. The object for which the company is established are

(A) THE MAIN OBJECTS TO BE PURCHASED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of manufacturers, buyers, sellers, importers, exporters, consultants, stockists, suppliers, distributors, users, wholesalers, retailers, repairers of all types of pipes and tubes namely steel pipes, conduit pipes, seamless, pipes, Galvanised pipes and so on made of metal alloys, steel, scrap, billets, slabs, non metals, plastic or any organic substance & business of real estate, to buy, sell, acquire by purchase, lease, grant of licence or otherwise whether urban, rural, commercial, residential, Hotel Business, Multiplex Housing, appertinents, apartments, to construct, build alter, maintain, enlarge, pulldown, remove or replace and to work, manage and control any land, building, Offices, factories, mills, shops, machinery and to acquire shares, debentures and other securities in India or abroad.
2. To set up steel furnace and rolling mill plant for producing steel ingots, billets, all kinds and all sizes or rerolled sections i.e., flats, angles, rounds, squares, rail, joints, channels, steel strips, sheets, plates deformed bars plain and cold twisted bards, shafting, and steel structural.
3. To engage in infrastructure development, Real Estate Promoters, Developers & Project Management Association including civil, mechanical, electrical and all other types erection, commissioning projects, project trading as well as consultant for execution of projects on turnkey basis for equipments of industrial, domestic and other purposes.
4. To carry on the business as builders, consultants, civil engineers, architects, surveyors, designers, town planners, estimators, valuers, interior and exterior decorators, general and government civil contractors of immoveable properties, all types of structural and pilling engineering work, interior designing, land scaping and graphic.
5. To buy, exchange purchase or otherwise acquire and interest in any immovable property such as houses, building, market, cinema halls, multiplexes, shopping malls, shops, townships, housing projects, industrial sheds and lands within or outside the limits of municipal corporation or such other local bodies and to provide roads, drains, water supply, electricity and lights, within these areas, to divide the same into suitable plots and rent or sell the plots to the people for building, houses, villas, bungalows, farmhouse & colonies for workmen according to schemes approved by improvement trusts, development boards and municipal boards thereon and to rent or sell the same to the public and realize cost in lumpsum or in installments or by hire purchase system; or otherwise to start any housing scheme in India or abroad.

6. To construct, maintain, erect and layout roads, highway, sewers, drains, electric lines, cables and gas lines, in over and under the estate of any other company or person or body corporate.
7. To construct, execute, carry out, equip, maintain, improve, develop civil and constructional work relating to roads, electric power, heat and light supply work, hotels, buildings, godowns, pleasure grounds, parks, gardens, docks, jitrries, embankments, bunds, bridges, wharves, canals, irrigation reclamations, improvement, sewage, sanitary, telegraphic, telephone works, warehouses, markets, public buildings and all other such civil and related constructional works.
8. To develop the land for providing roads and other facilities such as water supply and sale the same and to erect and construct buildings or work civil and constructional of every description on any land of the company or upon any other such lands or immovable property and to pull down, rebuild, enlarge, alter and improve such land into roads, highway, streets, squares, gardens and such other convenience related thereto and deal with and improve the immoveable property of the company or any other immovable property of all types.

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

1. To acquire, buy, purchase, exchange, or otherwise deal in any movable or immovable property, mines, mining, rights, quarries, metaferrous land and interest therein and any rights or privileges which the company may think necessary or convenient for the purpose of its business and either to retain the same or turn the same to account, as may seem expedient
2. To enter into partnership or into ant arrangement for sharing profits, union of interest, joint-venture, reciprocal concession or cooperative with persons or companies carrying on or engaged in any business or transaction which this company is authorized to carry on.
3. To import, export, buy, sell, exchange, alter, improve, manipulate, repair for market and otherwise deal in all kinds of plants, machinery apparatus, tools utensils, substances, materials and things necessary or convenient for carrying on any of the above specified main business.
4. To vest any movable or immovable property, rights or interest acquired by or received or belonging to the company in any person or persons or company on behalf or for the benefit of the company and with or without any declared trust in favour of the company.
5. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, works, sell, let on hire, deal in, control and superintendence any factories, plants, warehouses, workshops, sheds, dwelling offices, shops, stores, store buildings, telephones, electric and gas works, power plants, roadways, tramways, bridges, reservoirs, water houses, and all kinds of works, machinery, apparatus labour lines, and houses, wharves, furnaces, crushing works and other works and conveniences necessary for carrying on any of the above specified business.
6. To acquire and take over the whole or any part on lease or otherwise of the business, goodwill trade-marks, properties, and liabilities of any person, firms, companies or undertaking either existing or otherwise or carrying on or proposing to carry on any business which this company is authorized to carry on possessed of any property or rights suitable for the purposes of this company and to pay for the same either in cash or in shares or partly in shares or otherwise.
7. To undertake or promote scientific research and development relating to any business or class of business in which the company is interested.

8. To negotiate and enter into agreements and contracts with Indian and foreign individuals companies corporations and other organizations for technical, or any other assistance for carrying out all or any of the objects on the basis of know how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the objects of the company.
9. Subject to applicable Section of Companies Act 2013, amalgamate with any other company or companies having all of their objects similar to the injects of the company in any whether with or without the liquidation of the company.
10. Subject to any law for the time being in force to undertake or to take part in the formation, supervision or control of the business or operations of any person, firm, corporation, association undertaking carrying on any business this company is authorized to carry on.
11. To apply form, obtain purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevetted, inventions, trade seficcrets, scientific or technical or other assistances, manufacturing, processes, know how and other information designs, patent, copyrights, trade marks, licences, concessions and the like rights or benefits, conferring an exclusive or non exclusive or limited or unlimited rights of use thereof which may seem capable of being used for or in connection with any of the objects of the company on payment of any fee, royalty or other consideration and to use, exercise or develop the same and manufacture under or grant licences in upon , testing or improving any such patents, inventions, rights or concessions.
12. To apply for and obtain order under any other Act of Legislature, charter, privilege, concession, license, or authorization of any Government, State or other authority for enabling the company to carry any of its objects into effect or the extending any of the powers of the company or for effecting any modification of the constitution of the company or any other purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly the interest of the company.
13. To enter into any arrangements with any Government or authorities or any persons or companies that may seen conducive to the objects of the company or any of them and to obtain from any government, authority, person or company any rights, charters, contracts, license and concessions which may think desirable to obtain and to carryout and exercise and comply thereto.
14. To procure the company to be registered or recognized in or under the laws of any place outside India and to do all sets necessary for carrying on in any foreign country any business or profession of the company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instrument or securities and to open Bank Accounts to any type and to operate the same the ordinary course of business.
16. To lend money, either with or without securities and generally to such persons and upon such terms and conditions as the company may think fit and also to invest and deal with the moneys of the company, not immediately required, in or upon such investments and in such manner as from time to time may be determined, provided that the company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.
17. Subject to applicable Section of the Companies Act, 2013 and the Regulation made there under, subject to the direction of RBI to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the company think fit and in particular by the issue of debentures, debenture stock, perpetual or otherwise and to secure the payment of any money in such manner and at such time or times as the Company think fit and in particular by the issue of debentures, debenture stock, perpetual or otherwise and to secure and guarantee the money borrowed raised or owing by mortgage, change lien to secure and guarantee the performance by the company or any other person or company and to give the lenders the power to sale and other powers as may seem expedient and purchase redeem or pay off any such securities.

18. To undertake and execute trusts the undertaking of which may seem to the company desirable either gratuitously or otherwise.
19. To establish and promote or concur in establishing or promoting any company for the purpose of acquiring all or any other properties, rights, and liabilities of the company.
20. To sell, lease, mortgage, exchange, grant license and other right improve, manage, develop and turn to account and in any other manner deal with or dispose or undertaking, investment properties, assets, and effects of the company or any part thereof for such considerations as may be thought fit and in particular for any share, stocks debentures or other securities of any other company having objects altogether or in part similar to those of the company.
21. To distribute as dividend or issue bonus shares among the member or to place to reserve or otherwise to apply as the company may from time to time think fit, any money received by way of premium on debentures, issued at a premium by the company and any moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the company of forfeited shares, subject to the provisions of the Companies Act, 2013.
22. To employ agents or experts to investigate and examine into the conditions, prospects, value character and circumstances of any business concern and undertakings and of any assets properties or rights which the company proposes to acquire.
23. To accept gifts, bequests, devices of donations of any movable or immovable property or any rights or interest therein which the company proposes to acquire.
24. To create resource funds, sinking fund, insurance fund, or any other special funds whether for depreciation, repairing improving research extending or maintaining any of the properties of the company or for any other purpose conducive to the interests of the company.
25. Subject to the provisions of section of the Companies Act, 2013 to subscribe contribute gift or donate any money, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful objects or to make gifts or donations of money or other assets to any institution clubs, societies, associations, trusts scientific research association fund universities colleges or any individual, body of individuals or bodies corporate.
26. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory person or superannuation, provident of gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowance, bonuses or emoluments of to any company or with any such subsidiary company or who are or where to any time Direction of officers of the company or with any other company as foresaid and the wives, widows, families and dependents of any such persons and also to establish and subsidize the subscribe to any institution, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons as aforesaid.
27. To establish for any of the objects of the company, branches or to establish any firms or forms at place in or outside India as the company may think fit.
28. To pay for any property or rights acquired by or for any service rendered to the company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly paid up shares with or without preferred rights in respect of dividend or payment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms and the company may determine.

29. To pay out of the funds of the company all costs, charges and expenses of any incidental to the formation and registration of the company and any company promoted by the company and also all costs charges, duties, impositions and expenses of any incidental to the acquisition by the company of any property or assets.
30. To send out to foreign countries, its directors, employees or any other person or persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connections for promoting the interest of the company and to pay all expenses incurred in this connection.
31. To compensate for loss of office to any Managing Director or Directors, or other officers of the company within the limitations prescribed under the Companies Act, 2013 or other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the company is engaged.
32. To agree to refer to arbitration, any dispute, present or future, between the company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
33. To appoint consultants, agents, sub-agents, dealers, managers, canvassers, sales representative or salesman for transacting all or any kind of business which company is authorized to carry on and to constitute agencies of the company in India or in any other country whatsoever and to establish depots and agencies in different parts of the world and to take agencies of any firm or firms, company or companies within or outside India.
34. To guarantee the performance of contracts undertaken by persons, firms or companies carrying on or authorized to carry on any business or businesses which the company is authorized to carry on and to guarantee the payment of liabilities of any such person, firms or companies.
35. To establish, own, acquire, run, superintend manage or control laboratories, research stations, factories and other work, herbal plantations, other establishment and ancillaries for raw materials and facilities for and in connection with its manufacturing projects.
36. To carry on hire purchase, lease finance business, in all its branches in respect of motor cycles, cycles, agriculture, machinery, aeroplanes, launches, boats, mechanical or otherwise, sewing machines radio sets, gramophones, pianos and musical instruments, cameras electric fans, cinematography machines and apparatus, heaters and other electronic, domestic appliances, refrigerator, furniture wooden metallic, household equipments and all classes of machinery.
37. To manufacture export, import, buy, sell and deal in containers, cans, boxes, drums, cylinders, bottle tops, crown corks, packages, packing materials, bags pressed netwares, utensils cutlery and table wares made metal aluminum plates, sheets, glass fiber paper board, cloth, Hessian, leather, plastic or other synthetic compound or materials, timber or plywood and to deal in tinplates, wire, aluminum sheets and to undertake either on own account or any commission basis or otherwise printing, painting, designing enamelling electroplating or otherwise decorating the aforesaid products or any such products or articles.
38. To carry on the business as buyers and sellers of electronic goods, electrical goods, mechanical goods, refrigeration and air-conditioning equipments, apparatus and appliances, computers, office equipments and other electronic goods of all types.
39. To carry on business of iron foundries, mechanical engineers and manufacturers of agricultural implements and other machinery, tool makers brass foundries metal workers, boiler-makers, mill wrights, machinist, iron and steel converters, smiths, water supply engineers, carriers and to buy, sell manufacture, repair, convert, alter let on hire and deal in machinery implements, rolling stock and hardware.

40. To design, buy, sell, prepare, manufacturer, decorative and artistic materials and to deal in wall papers, windows shades, draperies, curtains, fabrics, picture frames, wares, mouldings and goods and other furnishings articles.
41. To manufacture, and deal in and process all kinds of industrial instruments and appliances, industrial instruments including meters, weighing machines and devices for recording the regulating pressure, temperature, rates of flow weights and level scientific instruments, mathematical surveying and drawing instruments, as well as items produced in miscellaneous mechanical and engineering industries like plastic moulded goods, hand tools, small tools and fire fighting equipments of all types.
42. To carry on the business in India or in any part of the world, of hotels , restaurants, catering services, cafes, taverns, beer houses, refreshment room, motel, lodging house keepers, clubs, places of musements, reading rooms and other service wine, spirit and liquor merchants, brewers, malters distillers, importers, exporters and manufacturers of aerated mineral and artificial waters and other drinks whether intoxicating or not.
43. To manufacture, import, export, deal in chemicals including heavy chemicals alkalies, acids essences, medical and industrial dyestuffs, organic or mineral, intermediates, paints and color grinders, photographic and surgical chemical medical and scientific appliances, apparatus, and materials and to manufacture, refine manipulate, import and deal in salts and marine minerals and their derivatives, by products and compounds thereof.
44. To carry on the trade, business, occupation and profession of architects, engineers builders, contractors, electrical sanitary and plumbing engineers, flooring furnishers, decorator and contractors.
45. To carry on the business of cultivating, growing, buying, selling manufacturing or otherwise dealing in agriculture and its products including soyabeans and thereof, sugarcane, bagasse products sugar sugarbet, raw sugar gur and Khandsari of all kinds of whether the human beings or animals and the business of millers in all branches, and manufacture bread, biscuits and etc. confectionery goods.
46. To manufacture, import, export, buy sell, manipulate, prepare for market, can process, preserve and otherwise deal in oils vegetable ghee, vegetable oil, pickles and other edible items, oil substance and ingredient, perfumes of all kinds, paints, varnishes, agro chemicals, petro chemical and other chemical goods.
47. To carry on the business of photography, photo-mechanical process of reproduction, representation, manufacture of photographic good and appliances chemical lenses, cameras and other apparatus of scientific goods in connection therewith and to import and export sell or purchase such goods.
48. To carry on the business as producer, manufacturers buyers, sellers, importers, exporters, drapers and dealers in all kind of ready-made garments handicrafts handloom materials, sarees, dresses and antiques art goods, boutiques, operators of fashion centres, and fashion shows.
49. To carry on the business of an investment company and to invest in acquire, underwrite, subscribe for hold shares, bonds, stocks, securities, debentures, stocks issued or guaranteed by any company constituted and carrying on business in India or elsewhere any Government, state, dominions, Sovereign, Central or Provincial commissioners, port, Trust, public body or authority, supreme, municipal, local or otherwise anywhere in India or elsewhere.
50. To manufacture, weave, prepare, process, repair fabricate, buy, sell, distribute export, import or otherwise deal in all kinds and all types of plastics, polyvinyl crome plated plastics clorile based products, trichloroethylene, perchlorethylene and all good made out of these including artificial leather, floor wall and table or otherwise anywhere in India or elsewhere.

51. To work as recruiting agents for skilled and unskilled workers and personnel in India or abroad and as Insurance Surveyors, Assessors, Chartered Engineers.
52. To carry on the business of jewelers, gem and stone merchants and to deal in precious stone cutlery, presents and gifts, articles historical and other articles or value, art and antiquities, dressing bags and bronzes in India and in abroad.
53. To carry on the business of commission agents, financiers, order supplier and contractors.
54. To carry on the trade or business of dealing in and agents for land building, factories, houses flats and other residential commercial, agricultural and mining properties and construct, maintain and alter residential, commercial and industrial plots and properties and give them on lease, rent and business of real colonizers, builders and civil contractors.
55. To start, erect, purchase and or acquire cold storage and ice plant and to carry on the business of timber growers and timbers merchants.
56. To carry on business of transport, fleet owners, traveling agents, tour conductors and cargo handling by any means of transportation clearing and forwarding agents, shippers.
57. To manufacture, buy, sell, and otherwise deal in contraceptives, surgical and toiletry cotton, cloth napkins and bandages, perfumes, artificial eyes, vaccines, surgical instruments and other apparatus, X-ray equipments, dental goods of all description, optical goods of all descriptions, glass waters, minerals waters, wines, cordials soups, broths and other.
58. To act as advisors, consultants, retainers, trainees in all capacity and problems relating to management, marketing, manufacturing and processing system, personnel's, operational procedures and techniques including brokers and agents of all classes of insurance life and general.
59. To manufacture, prepare, import, buy sell and otherwise deal in all kinds of glass, glassware, glass goods, mirrors, looking glass, scientific glassware, sheet and plate glass, bangles, false pearls, bottles, phials and all kinds of article prepared of glass and to carry on the business of glass patent, glass embosser, ecclesiastical lead worker, tablet snow card can case manufacturers.
60. To carry on the business of manufacturing, buying selling, exchanging conveying altering, importing exporting processing twisting or otherwise handling or dealing in man made fibers including regenerating cellulose, rayon nylon, polyester and cord, fabrics silks staple fibers, acrylic and such other fibers or fibrous materials or allied product-by-products substitutes for all or any of them or yarns for textile or otherwise.
61. To carry on the business of advertising agents, advertisement contractors, and designers of advertisements, in all branches and to deal in foreign exchange business, all subject to approvals to be taken in this regard.
62. To act as trustees, executors, attorneys, receivers, administrators, nominees, agents to undertake guarantee and indemnity business, execute trusts of all kinds and to exercise all the powers of custodians and trustees.
63. To carry on the business of stationers, lithographers, stenotypes, electrotypers, photographers, engravers, tyre founders, photographers, engraves, tyre founders, photographers, manufacturers, and dealers in paper, ink, pencils, fountain pencils, fountain pens, stamps, complimentary and fancy card and valentine, designers, draftsman, ink manufacturers, advertising agents book sellers and manufacturers of any other articles or things of this character, similar to analogues of the foregoing of any of them.

64. To purchase, sell, import, export, repair, hire, let out on hire, alter, exchange, manufacture or otherwise deal in all sort of refrigerators, air-conditioners, room-coolers, desert coolers, washing machines, iron presses stem presses, geysers, mixers, toasters, transformers, televisions, ratios, electric motors, electrical appliances of all kinds of description.
 65. To carry on the business of running hospitals, nursing homes, clinics, dispensaries, maternity homes, child welfare and family planning centers, diagnostics centers, pathological laboratories, X-ray clinics and also to carry on the business of running crèches.
 66. To carry on business as manufacturers of an dealers in plywood, hardwood blocks for flooring and other purposes, boxes, doors, wood, wool, masts, spars, denicles, sleepers made from wood, bricks, cement or stone.
 67. To act as an import and export house.
 68. To carry on the business of chemists druggists, importers and manufacturers of and dealers in pharmaceutical, medical chemical, industrial and other preparation and articles, drugs, surgical and scientific apparatus and materials.
 69. To acquire or set up and run nursery, primary, middle or higher secondary schools, college, training, guidance and professional institutions, music, dance, art, centers and other hobby classes and promote research in economic financial technical and scientific problems.
 70. To undertake carry out, promote or sponsor any programme of rural health. Promotion of health social and economic welfare and provide various services for mass public and charitable activities.
 71. To carry on public relations and liaison business.
 72. To undertake and carry on business of leasing hire purchase and financing in all branches.
 73. To carry on business as publishers, editors of newspaper, magazines, periodicals, journals, books, and other literary, artistic sociological and other works and undertaking.
 74. To establish manage and run petrol pumps, service stations, workshops, garages and deal in petrol oils and lubricants of all types.
 75. The objects will extend to whole of India and abroad.
 76. To procure agency of any kind in or outside the country and to distribute the same through dealers, brokers or agents.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 17,00,00,000/- (Rs. Seventeen Crore only) divided into 1,70,00,000 (One Crore Seventy Lacs) Equity shares of Rs. 10/- (Rupees Ten) each.

We, the several persons whose names and addresses are subscribed here 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 our respective names.

Name, Father's Name description address & occupation of the subscribers	No. of equity shares taken by each subscribers	Signature of the Subscribers	Signature and Address of the witnesses
1. Mithan Lal Singla S/o. Sh. Jagan Nath 4552, Midu Mal St. Bathinda (Business)	10	Sd/-	I witness Signatures of the subscribers Sd/- S.K. GUPTA S/o. Sh. R.D. Gupta Chartered Accountant SCO 1104-05, Sector 22-B, Chandigarh
2. Madan Mohan Singla S/o. Sh. Mithan Lal Singla 4552, Midu Mal St. Bathinda (Business)	10	Sd/-	
3. Vijay Singla S/o. Sh. Mithan Lal Singla 4552, Midu Mal St. Bathinda (Business)	10	Sd/-	
4. Rakesh Garg S/o. Sh. Prem Chand Garg Near Courts, Malerkotla (Business)	10	Sd/-	
	40		

Date: 15.7.1991
Place: Chandigarh