

(THE COMPANIES ACT 1956)

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(COMPANY LIMITED BY SHARES)

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**MEMORANDUM OF ASSOCIATION
OF
CHL LIMITED**

- I. The Name of the Company is CHL LIMITED
- II. The Registered office of the Company will be situated in the Union Territory of Delhi
- III. The Objects for 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, refreshment-room and lodging house keepers and licensed victuallers.
 2. To purchase, erect or otherwise acquire, establish and equip, act as collaborators, technician, financiers of any other hotels in India or any other part of the world.
 3. To act as an agents of any hotel company or as buying and selling agents to any hotel company and to do and perform all singular the several duties, services and functions which the agents, buying and selling agents of any hotel company usually do.
 4. To construct, acquire, rent out or manage lease theaters cinema house, auditoriums studios and other buildings.
 5. To carry on the business of manufacturers and dealers in the renewable energy systems and the connected components (Solar photovoltaic, solar thermal, hydel, wind, biomass, cogen, concentrator system, solar chimney, hydrogen power etc.) including semi conductor materials/ devices, transistors, rectifiers zenerdiodes thermistors, integrated and hybrid circuit relays and variators, potentiometers, connector, printed circuits, coils, chokes, transformers, switches, volume controls, plugs, sockets, batteries, accumulators cables, piezo electric quartz crystals of all types etc.
 6. To carry on business as producers, manufacturers, processors, converters, refiners, makers, stockists dealers, importers, exporters, traders, retailers, agents, buyers or sellers of various items for non-conventional /renewable energy system such as oxygen, acetylene, ammonia, carbon dioxide, nitrogen, hydrogen, helium and other types kinds of gases required for or used in industry for application and manufacture of the renewable energy systems/ products including agricultural, clinics, hospitals, refrigerators, aviation, transport vehicles, space rockets and crafts, communication, power plant, domestic or public lighting, heating, cooling purposes, lighters, plant producing water, chemicals or fuels, pesticides, defense or warfare establishments, horticulture, forest or plant, protection and growth and other allied purposes and to service, repair, manufacture, market or deal in machinery, plants, spares, cylinders, containers, gadgets, appliances and accessories required for, working on, using or producing and such systems.

The name of the Company was changed from Cosmopolitan Hotels Ltd. to CHL Limited w.e.f. 11/12/97 as per Addl. registrar of Companies letter No. RCC/ Approval/21/55.9498/817 dt. 20/11/97 and fresh certificate of incorporation consequent upon change of name issued by him on 11/12/97.

7. To carry on in India or elsewhere the business of dealing in gold and to manufacture, .produce, design, develop, modify, build, encourage, refine, repair, process, prepare, fabricate, alter, dismantle, provide, exchange, remove, set, convert. finish, polish, cut, fit, trim, contract, subcontract, supply, turn to account, let on hire, buy, sell, import, export, wholesale, retail and to act as agent, broker, adatia, job worker, consignor, contractor, vendor, collaborator, stockist, distributor or otherwise to deal in all shapes, sizes, verities, designs, applications, combination & uses of apparel, ornaments, jems, jewelleries, goods, watches, clocks, cutleries, fabrics, utensils, antiques, & articles, things, there parts, accessories, fittings, components, ingredients, and material thereof made partly or wholly of gold, silver, platinum, or other precious metals and alloys thereof together with precious, semi precious, imitation, synthetic, natural all other verities of stones and materials whatsoever and to do all incidental acts and things necessary for the attainment of above object.
 8. To carry on in India or else where the business and manufacturers, producers, processors, imputers, exporters, agents, brokers, wholesalers, showroom owners, retailers, distributors, exchangers, traders, buyers, sellers, job workers, stockists, and to market, promote, organize, design, develop, cut, sort & grade or otherwise to deal in all shapes, sizes, verities, specifications, descriptions, applications, modalities, fashions & uses of garment of men, women & children including, sportswear, activewears, dailywears, fashionwears, partywears wearing aprprals, underwear, purses, belt, valets and other allied goods made from cotton, silk, synthetics, jute, velvet, woolen, leather, rexin or with any combination thereof and to participate in local, national and international trade fairs, sales exhibitions, seminars, fashion shows or any other sales promotion scheme and to do all incidental acts and things necessary for the attainment of above object..
 9. To carry on in India or elsewhere the business of financing, money lending, bill discounting, factoring, corporate lending to advance money with or without securities, to provide finance to industrial enterprises on short term, medium term & long term basis, to provide finance on the securities of shares, stocks, bonds, debentures or other similar instruments, to provide clean loan, to provide loan against FDR held with the company, to participate in consortium finance with other institution or body corporate but the Company shall not do Banking business, as defined in Banking Regulation Act, 1949; to take acceptances & obligations, to provide guarantees & counter guarantees, to provide bridge loans, to provide forex advisory services & loan syndication services and to arrange and provide other financial services and to act as consultant, advisor, manger, representative, retainer or in other capacity for the purpose of accomplishments of the objects under these presents; to carry on the business of Foreign Exchange, Money Changing and all other business connected with Foreign Exchange not amounting to Banking business.
- (B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS:**
1. To pay out of the company's fund, the costs and expanses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this company and remunerate any person or company for services rendered or to be rendered in the conduct of its business.
 2. To enter into partnership or any other agreement for sharing profit, co-operation joint venture, reciprocal concession, license or otherwise with any other person, firm, association or body corporate carrying on business or transaction which this company is authorized to carry on

special rights, licenses and privileges in connection with it, in particular the right to nominate one or more person(s) whether they be shareholders or not, to be director of the company.

3. To carry on business as wine, beer and spirit merchants importers and dealers of aerated mineral and artificial water and other drinks, purveyors and caterers of public amusement in connection with the main objects of the company.
4. To carry on business of general merchants, garage proprietors, jobmasters, dairymen, ice merchants and brokers of food, live and dead stock and foreign produce of all descriptions, hairdressers, perfumers, chemist, proprietors of clubs, baths, laundries, libraries, recreation, sport, entertainment and instruction of all kind tobacco and cigar merchants, ice-cream merchant, cold storage plants and as proprietors conducting safe deposit vaults and to carry on the business of running night clubs, swimming pool, bakery and confectionary in connection with the main objects of the company.
5. Subject to the provision of Section 293-A of the Companies Act, 1956, to contribute to the funds of any association or to any individual, firm or body corporate which in the opinion of the company is beneficial to the company.
6. Subject to the provisions of the Act, to contribute to charitable, benevolent and other funds, directly relating to the business of the company or for the welfare of its employees.
7. To employ, suspend and dismiss agent, managers, clerk, coolies and other servants and labourers and to remunerate any such person at such rate as shall be thought fit. To grant pension and gratuities to any such person or to his widow or children and generally to provide for the welfare of all employees.
8. To accept as gift and to give in gift properties, moveable and immoveable (inside or out side India), stock, debenture, securities, assigning of insurance policies or cash or share from and to individual or firms or companies whose objects may be same or different, in appreciation of the services rendered or otherwise.
9. To sell or sub let any concessions or license or privilege obtained or contracts entered into generally to sell the whole or any part of the property and business of the company for cash or for shares or obligation of any person or persons, firms, association or body corporate.
10. To enter into any arrangement with any authority, whether Sovereign, Governmental, Municipal, Local or otherwise that may seem conducive to the company's objects and to obtain from any such authority rights, licenses, privileges and concessions which the company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, licenses, privileges and concessions.
11. To purchase or otherwise acquire, protect, and renew patent, rights, license, concessions and the like, conferring any exclusive or non-exclusive or limited rights to their 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 or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant license in respect of or otherwise turn to account property, rights or information so acquired and to expend money in experimenting upon, taking or improving any such patent, invention or right.

12. To be a parent or a holding company, to promote other companies and to hold shares, voting rights and powers to appoint directors therein, for companies having similar objects.
13. To purchase by or any other mean acquire property and any rights or privileges which the company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the company or which may otherwise be deemed beneficial to or in the interest of the company in any manner and whatsoever and in particular any land, building, machinery, plant, vehicles, engineering goods and any other stock in trade.
14. To build, construct, purchase, acquire, later, maintain, enlarge, pull down, remove or replace, and to manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, waterways, tramways, branches or sidings, bridges, reservoirs calculated directly or indirectly to advance interest of the company or which may otherwise be deemed beneficial to the interest of the company in any manner to join with any other person or company or authority, Government or Local in doing any of these things.
15. To do all or any of the above things either as principals, agents, contractors trustees or otherwise either alone in the conjunction with others and by or through agents, sub-contractors, trustees or otherwise and to carry on business in any part of the world with or without foreign collaborator and to give to the company such rights and privileges as are possessed by local companies or partnership's India or in foreign countries as may be thought desirable within the framework of the law of land.
16. To invest and deal with the moneys of the company not immediately required in any manner and in particular to accumulate funds or to acquire or take by subscription purchase or otherwise or to hold shares or stocks or debentures or the security of any company carrying on business similar to the business of the company in India or abroad or to place money on deposits on interest or profit sharing terms.
17. To create any depreciation fund, insurance fund, sinking fund or any other special fund, whether for depreciation or repairs, replacement, improvement, extension or maintenance, of any property of the company of the company or any other purpose conducive to the interest of the company.
18. To receive money as advances or on deposit or loan subject to Section 58A of Act, Rules made there under and to directions given by the Reserve Bank of India in this regard and to borrow or raise any money in such manner and such terms including conversion into shares, as the Company shall think fit, on interest or otherwise from any person, firm, company, corporation, bank, financial institution and in particular, by issue of debenture stock (perpetual or otherwise) and issuable or payable at par or at a premium or discount and repayable by periodical drawings or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets of the company (both present and future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person, company, firm body corporate as the case may be, provided however that the company shall not do any banking business.
19. To pay for any property or rights acquired by the company either in cash, or fully or partly paid shares or by the issue of securities or partly in one mode and partly in another and generally on such terms as may be determined.

20. To open any kind of account in any bank and to make, draw, accept, endorse, issue and execute promissory notes, bills of exchange, hundies, cheque and other negotiable instruments in connection with the company's business.
21. To improve cultivate, develop, exchange, let on lease, mortgage, sell dispose of turn to account, grant and rights and privileges in respect of or otherwise deal with all parts of properties and rights of the company.
22. To adopt such means for making known the products, schemes or business of the company as may deem expedient and in particular to advertise by any method.
23. To distribute among the members in specie or in kind property of the company or any proceeds of sale or disposed of any property of the company in the event of winding up and that on distribution amounting to reduction of capital be made except with the sanction (if any) for the time being required by the law.
24. To train and arrange for the training of apprentices and /or employee in any of the works or undertakings of the company on such terms and condition as may be thought fit.
25. To take part in the management, supervision, or control of the business or operation of any company or undertaking having object similar to the objects of the company and for the purpose to appoint and remunerate any director accountant or other experts or agents and to act as agents of any such company or undertaking.
26. To deal with Banks, Insurance Companies, Railways, Water-work, Electric, Gas and other power supply companies. Port and Dock authorities and public or private bodies for the attainment of main objects.
27. To place, to reserve or to distribute as dividend or bonus among the members or otherwise to apply as the company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the company.
28. Subject to the provisions of the Companies Act, 1956 or any another enactment in force to indemnify and keep indemnified members, officers, directors, agents and servants of the company against proceedings, costs, damages or misfortune whatever and which shall happen in the execution of the duties of their office or in relation thereof.

(C) OTHER OBJECTS

1. To carry on the business of advertising contractors and agents and any other publicity business.
2. To carry on the business of manufacturers of all kinds of apparatus, appliances, plant and material employed by advertising contractors in their business and to sell, dispose of and use the same.
3. To carry on the business of manufacturers of and dealers in paper of all kinds and articles made from paper or pulp and materials used in the manufacture or treatment of papers including cardboard, railway and other tickets, mill boards and wall and ceiling papers and the like.
4. To purchase, acquire, keep, maintain, breed, sell or otherwise dispose of all kinds of cattle like cows, buffaloes, pigs, poultry, game and live or dead stocks of all kinds and description.
5. To undertake agricultural and other allied activities connected therewith and to deal in real estate, orchards, gardens, lands and buildings as agents or otherwise .

6. To sell, trade and deal in all kinds of agricultural produce, fertilizers, commodities, substances, materials and articles connected therewith.
7. To carry on business as manufacturers of and dealers in chemicals, biological and non-biological pharmaceutical drugs and generally to carry on the business of manufactures, buyers, sellers of and dealers in all kinds of chemical products, antibiotics, pharmaceutical and medicinal raw materials, drugs and their intermediates and of food suitable for infants and invalids and to carry on all or any of the business of druggists, chemical manufacturers and dealers, importers, exporters and manufacturers of and dealers in pharmaceutical and medicinal preparations.
8. To carry on the business as manufactures of and dealers in all types of clocks, timepieces, watches and other time recording instruments, electrical, mechanical and spring wound motors toys or other articles, electrical, mechanical or aeronautical and all other types of small and large instruments of a character similar to any of the foregoing articles.
9. To carry on the business of manufacturers, importers, dealers, hirers, repairers, clearers and sorters of medicines, motor cars, motor cycles, scooters, motors, motor-boats, motor buses, motor lorries, motor vans and other conveyances of all description whether propelled or assisted by means of petrol, spirits, steam gas, electricity, animal, atomic or other power of engines, chassis and bodies.
10. To carry on all kinds of agency business.
11. To carry on business as fabricators, importers, exporters, import agents buyers and sellers, selling agents, brokers and processors of and in general to export and import both traditional and non-traditional items, industrial mineral, novelties and ivory goods, agricultural commodities, handicrafts, all kinds of foodstuff, textiles and household and other articles of all kinds and description and to act as an Export House .
12. To carry on the business of investigation, planning, designing, construction, operation and Management of Power Projects (Hydro, Thermal & Gas) for the generation, transmission, distribution and sale of Electric Power and to act as trader, agent, broker, representative, consultant, collaborator, licensee or otherwise to deal in electric power .
13. To carry on business of developing, constructing, operating and maintaining an infrastructure facility such as road including toll road, a bridge, a rail system, highway project including housing, shopping/ commercial Complex /amusement park/water park or other activities being an integral part of the highway projects, water supply project, water treatment system, irrigation project, sanitation and sewage system or solid waste management, port, airport, inland waterway or inland port under agreement with or license from Central Government or a State Government or a local authority or any other statutory body .
14. To carry on business of developing, managing an industrial park /special economic zone, notified in the Central/ State Government from time to time.
15. To carry on the business of software development and computer designing, job works, customization and also to provide technical services, training, consultancy related to hardware & software, information technology, to undertake computer related jobs as internet, communication network, E-commerce, web hosting, maintenance of web-sites, web site designing, development of portals, multimedia to carry all kind of business in India or abroad related to information and

technology, computer related assignments WAP application development, franchising and placement consultant.

16. To carry on the business by wholesale or retail, or, otherwise of interior decorators and furnishers, upholsters and dealers in and hirers repairs, cleaners, stores and warehouses of furniture, carpets, linoleums furnishing fabrics.
17. To carry on the business as brewers, distillers, bottlers, canners preservers, coopers, dehydrators, masters and merchants of and dealers in fruits, herbs, vegetables, plants and liquors by-products there from, whether intoxication or not, tonics, vitamin beverages, flavored drinks, nectar, punch aerated waters and drink whether soft or otherwise.
18. To trade, deal in and undertake manufacturing, of bricks, tiles, pipes, cement, lime and building construction requisites and to carry on all or any of the business of builders, contractors, architects, decorators, furnishers and to acquire, hold, mortgage, lease, take on lease exchange or otherwise deal in lands, buildings, house, flats, bungalows, shops, apartments, malls of any tenure or freehold for residential or business purposes.
19. To carry on the business of purchase and sale of petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for the repair and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils and greases.
20. To carry on the business manufacturers of and dealers in industrial machinery bearings, see reduction units, pumps, machine tools, agricultural machinery and earth-moving machinery including road rollers, bull-dozers, dumper scrapers loaders shovels and drag lines and light engineering . goods such as cycles and sewing machines .
21. To carry on business as manufacturers stockiest, importers, exporters and repairers of and dealers in all kinds of electrical and electronic goods.
22. To carry on business as manufacturers of and dealers in as stockists, importers and exporters of bottles, jars, fibrite boxes corrugated containers aluminum foils of all types, wooden drums, packing cases, ropes, wires, ropes, strips, conductors, equipment required for generation, distribution and transmission of electric energy, cables, motors, fans, lamps batteries and accumulators.
23. To carry on the traders and the business of meal manufacturers, dealers in consumable stores and provisions of all kinds foods stuffs, grains flour, seeds folder, cane oils, corn, wheat, wheat products, stores, vegetable oils, ghee and vanaspati products .
24. To run, own, manage, consultants, administer, Diagnostic, Nursing homes, scan centers, Urology and Maternity centers, hospital, clinical dispensaries, child welfare and family planning centers, clinical pathological testing laboratories.
25. To carry on business of present, promote, produce, organize, manager, conduct, represent event Management Programmes, D.J. Disco, Classical Programme and the live entertainment programmes by hiring the professional artist and carry on all the related activities on behalf of sponsored companies/firms/individuals for advertisement and entertainment purposes.
26. To carry on the business of advisors on problems relating to the administration and organization of industry and business and the training of personnel for industry and business and to carry on

- the business of industrial, business and personnel consultants and to advise upon the means and methods for extending, developing and improving all types of business or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and / or relating to the rendering of services .
27. To carry on the business as Trader, importer, exporter and dealer in Forest Produce as wooden sleepers, planks, logs, card boards and ply board.
 28. To cultivate, grow, produce or deal in tea, coffee and any agricultural, vegetable or fruit products and to carry on all or any of the business of farmers, milk contractors, dairy farmers, milers, purveyors and vendors of milk and milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds.
 29. To carry on the business of iron-founders, makers of scientific, industrial and surgical instruments, mechanical engineers and manufacturers of agricultural implements and other machinery, steel castings and forgings and malleable iron and steel castings, tools makers, brass founders, metal workers, boiler-makers, mill wrights, machinists, iron and steel converters, smiths, builders, painters, metallurgists, electrical engineers, water supply engineers, gas makers, farmers printers, carriers and merchants and to buy, sell, manufacture, repair, convert alter, let on hire and deal in machinery, implements and rolling stock .
 30. To carry on business of manufacturing, dyeing, colouring, spinning, weaving, buying selling, importing, exporting or otherwise dealing in all fabrics and other fibrous substances and preparations and manufacturers of and dealers in cotton, silk, woolen linen, hemp jute, rayon, nylon, artificial silk and such other yarn and all kinds of woven, synthetic blended textiles manufactured from such yarn .
 31. To carry on the business of manufacturers, traders, suppliers of all kinds of confectionery items and food such as jams, syrups, namkeens, toffee, chocklets, biscuits, sweets, wafers, corn flakes, sauces & spices.
 32. To carry on the business as manufacturers of and dealers in or as stockists, importers, and exporters of plastics, synthenic resins, natural resins, polymer products and chemicals required for the manufacture, processing and fabrication of plastics and similar other such products, tubes, pipes, sheets films whether moulded, extruded, casted, formed or foamed.
 33. To purchase, hold and acquire mines, mining leases, mining rights, mining claims and metalliferous lands and explore, work, exercise, develop and turn to account all sorts of major and minor minerals, working of deposits of all kinds of minerals and subsoil materials and to crush, win set, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for market ores, metals and mineral substances of all kinds and to carry on metallurgical operations in all its branches and to prepare, process, manufacture, assemble, fabricate, cast fit, press machine, treat, weld, harden, plate, temper, anneal any kind of metals and consequential products.
 34. To carry on business or businesses as importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indentures, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaries or otherwise to deal in all kinds of herbal items whether in synthetic, medicated, natural, ayurvedic, allopathic, homeopathic form or in any other form, cosmetic items, health caring goods, body caring goods,

skin caring goods, hair caring goods including shampoos, creams, shower gels, hair oil, hair removers, formulations of all types, powders, kajals, lipsticks, soaps whether in liquid form.

35. To manufacture, buy, sell, import, export, alter, improve, manipulate, prepare for market, exchange, install, repair, service, let on hire and deal in all kinds of surgical X-ray units, X-ray equipments, telecommunication machines, business machines, intercoms, teleprinters, dictating and recording machines, broadcasting apparatuses, loud speakers, radios, auto-radio reverberators, tape-players, cassette tapes, headphones, stereo-complex speakers, radios control equipments, cameras, binoculars, microscopes, projectors, telescopes, television sets, refrigerators, coolers, radars computers and spare parts .
36. To carry on the business as manufacturers, trader, importer, exporter and dealers in Plastic Emulsion Paints, varnish, thinner oil and all other such type of paints .
37. To impart Primary, Secondary and higher education, Medical Education, Technical, Technical Education, Management Studies, Educational Institutions and to construct, build, develop and manage Educational Institutions to achieve this object.

IV The Liability of the members is Limited.

- V. The Authorised Share Capital of the Company is Rs. 30,00,00,000 (Rupees Thirty Crore) divided into Rs. 15,00,00,000 (Fifteen Crore) Equity Shares of Rs. 2/- (Rupees Two) each.**

Articles 12 to 37 of other objects were incorporated by special resolution passed on 5th November 2004.

Capital Clause V was changed by an Ordinary Resolution passed in EGM held on 21st March 2014.

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

Name and addresses Occupation, Description of subscriber	No. of Equity Shares taken by each subscriber	Signature of Subscribers	Signature of witness with Address, Description and Occupation
Hans Raj Khurana S/o L. Gian Chand Khurana Road No. 3, Banglaw No. 10, Punjabi Bagh, New Delhi-110026 (Business)	10 Ten	Sd/-	witness to the sinature of subscribers Sd/- (S.R. KHURANA) S/o Sh. Hans Raj Khurana FCA, M.No. 6746 S.R. Khurana & Company Chartered Accountants K-43, Connaught Circus, New Delhi-110001
Kuljit Singh Suri S/o Late Shri B.S. Suri 6/12, West Patel Nagar, New Delhi-110008 (Industrialist)	10 Ten	Sd/-	
Total	20 Twenty		

Place New Delhi, Dated the 16th Day of February, 1979