

**MEMORANDUM OF ASSOCIATION THE**  
**COMPANIES ACT, 2013**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**MODERN ENGINEERING AND PROJECTS LIMITED**

- I The name of the Company is **MODERN ENGINEERING AND PROJECTS LIMITED\***
- II. The Registered office of the Company will be situated in State of Maharashtra. \*\*
- III. The Object for which the Company is established are:

**A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION  
I.E MAIN OBJECTS:**

- 1.\*\*\* To carry on in India or elsewhere, either alone or jointly with one or more persons, government, local or other bodies the business to construct, build, alter, acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, taste, inspect, locate, modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel , rebuild, undertake, contribute, assist and to act as civil engineer, architectural engineer, interior decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, subcontractor, turnkey, contractor and manager of all types of constructions & developmental work in all its branches such as roads, ways, culverts, dams, bridges, railways, tramways, water tanks, reservoirs, canals, wharves, warehouses, factories, buildings, structures, drainage & sewage works, water distribution & filtration, systems, docks, harbours, piers, irrigation works, foundation works, flyovers, airports, runways, rock, drilling, aqueducts, stadiums, hydraulic units, sanitary works, power supply works, power stations, hotels, hospitals, dharamshalas, multistoreys, colonies, complexes, housing projects and other similar works and for the purpose to acquire, handover, purchase, sell, own, cut to size, develop, distribute or otherwise to deal in all sorts of lands & buildings and to carry on all or any of the foregoing activities for building materials, goods, plants, machineries, equipments, accessories, parts, tools, fittings, articles, materials and facilities of whatsoever nature and to do all incidental acts and things necessary for the attainment of the foregoing objects.

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\* *Amendment to the Memorandum of Association has been made vide Special Resolution passed at the Annual General Meeting held on 31/07/2021.*

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\*\* *The Registered office of the Company has changed from the state of West Bengal to the State of Maharashtra vide Special Resolution passed at the Annual General Meeting held on 31 /07/2021.*

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\*\*\* *Amendment to the main Object clause of the MOA has been changed vide Special Resolution passed at the Annual General Meeting held on 31/07/2021.*

- 2.\*\*\* To carry on in India or elsewhere the business to undertake development of infrastructure work on build operate and transfer basis as contracted from the Central Government, various State Governments, Union Territories, cantonments, local authorities, gram panchayats, autonomous bodies and other government department and to develop, construct, run, repair, maintain, decorate, improve, remodel, build, operate and manage roads, bridges, highways, railways, waterways, gas lines, airports, docks, ports, jetties, gardens, public places, buildings and other structures developments, utilities etc. and to do all other acts and things as may be necessary from time to time.
- 3.\*\*\* To acquire and undertake the whole or any part of business of any person or company which is identical to the business of the company.
4. # To carry on the Business in India or elsewhere either alone or jointly as Planners, Builders, Real Estate Developers, Architects, and all type of construction and development work such as roads, flyovers, Elevated Roads, Toll Roads, Expressways, Roads over Road (ROR), Airport Runways, Light Rail Transit Systems (IRTS), Mass Rapid Transit Systems (MRTS), Railways, Via Ducts, Metro Railways (underground), all type of mining activities, Sea Ports & Airports, ship building, Power Plants (thermal – based on fuel like Coal, Naphtha, Condensate, LNG and other Petro products, mini & major hydel, hydro, solar, wind, Pumped storage Schemes and non-conventional energy based), construct Transmission Lines, and take over distribution of power, trading, purchase power from generators and distribute to consumes over the distribution network, own and/or operate Power Plants, construction of Electrical substation, Telecommunication systems (basic, cellular, paging, wireless, satellite based and others), Hotels (medium to large), Software technology & industrial parks, Water Supply, Sewerage and Public Health Schemes, Pipeline Projects, all type of Oil & Gas related Projects, underwater/underground tunnels, Irrigation schemes, Railway and Road Over Bridges, foot Over bridges, Onshore or offshore construction; Fabrication and erection of Structural steel work, all type of industrial work, Fuel Terminals (like that of Naphtha, LNG, Superior Kerosene, Diesel, Petrol, Aviation Fuel, NG and others), sports stadium, warehouse complexes and any other projects directly or indirectly associated with infrastructural facilities, on Build, Own, Operate (BOD), Build, Own and Transfer (BOT), Build, Own, Operate & Transfer (BOOT), Build, Operate, Lease & Transfer (BOLT), Build, Own, Operate, Share & Transfer (BOOST), Annuity scheme or any other similar scheme.
5. #To carry on the business of collection of toll, User fee collection work, to provide service of manpower, operation, facilities and all kind of works related to toll collection or any services as an agent or enter into arrangement with Central Government Bodies , State Government Bodies, Semi Government Bodies, Private parties or Authorities, whether Municipal, Local or otherwise or with any institution or company, rights of all sorts for assistance, privileges, charters, contracts, licenses and concessions which the company may think it desirable and to carry out, exercise and comply therewith.

**B. \*\*\*\* MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE MAIN OBJECTS:**

1. To produce, use, buy or otherwise acquire, distribute as a contractor, sub- contractor, Importers, Exporters, Agents, Suppliers, Mediators and deal with and to dispose of all articles, substances, products, appliances, apparatus and articles of every class of description, capable of being used in attainment of the main objects to be carried on by the company and to do all such other things as one incidental or conducive to the attainment thereof.
2. To purchase, take on lease or exchange, hire or otherwise acquire and hold any Estate or interest in any lands, building, assessment rights, licences, secret processes, inventions, machinery, plant, stock-in trade and any immovable and movable property of any kind which feels necessary or convenient for the purpose of or in connection with the Company's business and to purchase or sell or otherwise deal in real estate and also to act as brokers, contractors or agents in relation to the dealings of real estate or property.
3. To obtain from any Government or Authority whatsoever any orders of licences, or connections, privileges, and rights or other form of Statutory or official authority that may seem to the Company conducive to the carrying into effect any of the objects of the Company and to exercise and comply with the same.
4. To borrow or raise loans or obtain intercorporate loans & deposits and guarantee the payments thereof in such manner and on such terms and with such rights, powers and privileges as be considered fit to the Company and particularly by issue of or upon bonds, debentures, bills of exchanges, promissory notes or other obligations of securities of the Company and with a view thereto mortgage and charge the undertaking all or any of the uncalled capital for the time being of the company, and to purchase, redeem, or pay off any such securities for the smooth business of the Company.
5. To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import, export and deal on all factories, works, plant, machinery, tools, utensils, appliances, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on and manufacture, experiment with, render, marketable deal in all products of residual and by products incidental to or obtained in any of the business carried on by the Company.
6. Subject to the approval of the shareholders Pursuant to the section as mentioned in the companies Act, 2013, to sell, exchange, mortgage, royalty or tribute grant licences, options and other rights over and in other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stock, shares whether fully or partly paid up or securities of any other company having objects whole or in part similar to those of the company or as may be approved by the shareholders.

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\*\*\*\* *Clause III (B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association be and hereby replaced with the title "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)" at the Annual General Meeting held on 31/07/2021.*

7. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment to him or them or shares or securities of the Company as paid up in full or in part or otherwise.
8. To lend and advance money, in cash or kind to individuals, industries and commercial houses, either with or without security and give credit to such persons (Including Government) upon such terms and conditions as the Company may think fit, provided that the Company shall not carry on banking business within the meaning of the Banking Companies Regulations Act 1949.
9. To guarantee the performance of any contract or obligations and the payment of moneys, dividends and interests on any stocks, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the objects of the Company.
10. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority supreme, municipal, local or of any persons whomsoever, whether incorporated or not incorporated and generally to guarantee or become securities for the performance of any contracts or obligations as may be necessary for the purpose of the Company and to draw, make, accept, discount, negotiate, execute and issue bills of exchange, promissory note, bills of lading, debentures and other negotiable or transferable instruments or securities.
11. To subscribe for, underwrite, acquire, hold and sell shares, share stock, debentures, debenture-stock, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate or undertaking) of whatever nature and whatsoever constituted of carrying on business, and to subscribe for, underwrite, acquire, hold and sell shares, debentures and debenture stocks, and debenture bonds, mortgages, obligations and other securities issued and guaranteed by and government, sovereign ruler, commissioners, trust, municipal, local or other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the business or the Company.
12. To invest in other in company's own shares any money of the Company not immediately required in any investments moveable or immoveable as may be thought proper and to hold, sell or otherwise deal with investments, shares or stock in the company as may be necessary for the purpose of the Company.
13. Subject to the Section as mentioned in the companies Act, 2013, and the Regulations made thereunder and the directions issued by the Reserve Bank of India, to receive money on depositor loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed raised or owing the mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including the uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other person of the Company, of any obligation undertaken by the Company. The Company shall not carry on any chit fund business.

14. To apply for, purchase or otherwise acquire and project, prolong and renew in any part of the world, any patent rights, brevets, trademarks, designs, licences, projections, concessions and the like conferring any exclusive or non-exclusive or limited rights to their use or any secret or other information to any invention process or privileges which may seem capable of being used for any of the purposes 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 licences or grant licences or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.
15. To form, incorporate any company or companies whether in India or elsewhere having amongst its or their objects the equalisation of all or any of the assets or control management or development of the Company or any other object which in the opinion of the Company could or might directly or indirectly assist and companies in the management to its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for service rendered or to be rendered in or about the formation or promotion of the company or the conduct of its Business or in or about the promotion of any other company in which the Company may have interest.
16. Subject to the provision of Section 230 to 234 of the Companies Act, 2013 to amalgamate or to enter in partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal with any person or persons or company or companies carrying on or engaged in any business which the Company is authorized to carry on.
17. To undertake manufacturing, buying, selling, re-selling, exchanging, altering, importing, improving, assembling, distributing and dealing in Motor vehicles, packages or component parts thereof, Trucks, Tractors, Chassis, Motors, Auto-rickshaws, Scooters, Motor-scooters, three wheelers, motor cycles, cycles, buses, lorries, omni buses, engines, locomotives, turbines, tanks, boats, barges, launches, aero planes, airships, sea-planes, balloons, and aircraft of every description and other vehicles and components or motor vehicle replacement parts, tools, implements, spare parts, accessories, materials and products for the transport or conveyance of passengers, merchandise and goods of every description whether propelled or used by electricity, steam, oil vapour, gas, petroleum, diesel oil or any other motive or mechanical power in India or elsewhere.
18. To enter into arrangements and take all necessary or proper steps with Government or with other authorities, supreme, national, local, municipal, or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification of the Company or furthering the interest of the members and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly, to prejudice the interest of the Company or its members and to assist the promotion whether directly or indirectly or any legislation which may seem advantageous to the Company and to obtain from any such Government authority and company any charters, contracts, decrees, rights grants,

loans, privileges or concessions which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.

19. A) To undertake and execute any trust the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with our without any declared trust in favour of the Company.  
  
B) To accept gifts including by way of awards, prizes from Government and Semi Government Bodies and to give gifts and donations to create trust for the welfare of employees, members, directors and/or their dependents, heirs and children for deserving objects and other person also and to act as trustee.
20. To apply the assets of the company in any way or towards the establishment, maintenance and extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally or particularly including any associations, institution or fund for the interests of the masters, owners and employers against loss by bad debts, strike.
21. combination, fire, accidents or otherwise or for the benefit of any clerk, workman or others at any time employed by the Company or any of its pre decessors in business or their family, dependents and whether or not in common with other person or classes of persons and in particular of particular cooperative and other societies, reading room, library, educational & charitable institution, refectories, dinning and recreation rooms, churches, chapals, schools and hospitals and to grant gratuity, pension and allowances and to contribute to any funds raise by public or local subscription for any purpose whatsoever.
22. To aid pecunarily otherwise any association, body or movement having foreign object dissolution or settlement or industrial or labour problems or troubles or the promotion of the industry or trade to subscribe or guarantee money for any national, charitable, benevolent, public and general or useful object or for any exhibition, subject to the provisions of Companies Act, 2013.
23. To carry on the business of properties developers, to acquire land, plots for colonization, or otherwise, sell plots, contra buildings for sale and rent or both, on installment or house, land and estate agents, and to arrange or undertake the sale, purchase or advertise for sale, purchase, assist in selling or purchasing and find or introduce purchaser or vendor of and to manage land, building and other property whether belonging to the company or not and to let any portion on any premises for residential, trade or business purchase, or other private or public purposes.

24. To carry on the business of participating in all types of property tender of any description and buy sell, deal and develop, hold the properties purchased from the appropriate authorities by way of open tender, private negotiations or any other mechanism.
25. Carry of the business as properties developers and to acquire land, plots for colonization, or otherwise, sell plots, contra buildings for sale and rent or both, on installment or house, land and estate agents, and to arrange or undertake the sale, purchase or advertise for sale, purchase, assist in selling or purchasing and find or introduce purchaser or vendor of and to manage land, building and other property whether belonging to the company or not and to let any portion on any premises for residential, trade or business purchase , or other private or public purpose.
26. To set up IT Park, Knowledge Park, Technology Park, Research Centers, Laboratories, Testing Centers, IT Enabled Services Park and to Lease out, create tenancy, Sell or Enter into Space Agreement and provide the necessary facilities services.
27. To design, develop, buy, sell, license, distribute, import, export for Computer Screensavers, Web Graphics, Computer made Graphics, E-greetings, Web pages, Websites, Flash Graphics and other related products such as MMS designs and mobile phone graphics, in all formats and other scripts and languages. This includes all types of designing, programming, distribution, consulting, and developmental work that can be carried out on computers and to carry on in India and abroad the business of developing, consulting, producing, publishing, licensing, marketing, distributing and selling of computer screensavers, e-greetings, 3D & 2D animations, Cartoons, softwares, including development and placing of screensaver, greetings, e- greetings, computer screen saver, 3D & 2D animations, Cartoons, and Websites, in Internet, electronic, print, television and film media.
28. To design, develop, modify, create, re-design, structure and produce content writings, slogans, for all purpose use including web, multimedia, photo shops, screensavers, text, all languages, content and in all media and form and also for films, television serials, documentaries, media, government, semi government, film festivals and private parties, dobbing in any language and of both sound and motion. Mix, remix content writings in web, for computer languages, films, album, songs for internet use and for exhibition in all medium.
29. To purchase, take on lease or in exchange, hire or otherwise acquire, any real and personal property and any rights and privileges which the company may think necessary or convenient for the purpose of its business or which may enhance the value of the other property and assets of the Company and in particular any land, building, easement, machinery, plant, vehicle and stock-in-trade.

30. To carry on the activities of maintenance and acting as care takers of the properties, act as service provider of the properties and utilities mentioned above and to act as consultants, advisors, agents, traders relating to the properties mentioned above.
31. To carry on the business in India and abroad relating to set up of Business Malls, Multiplex, Exhibition ground, Exhibition halls, community halls, Residential houses of all types and kind, Boat houses, Club, Holiday Resorts, Old man Homes, Shopping Complex of all types and kinds. and to collect rents and income and to supply to tenants and occupants and other refreshment clubs, public halls, managers, lights, waiting rooms, trading room, meeting room, laboratories, laundry, Conveniences, electric convenience, garages, and other advantages.
32. To carry on the business of consultancy and Training in India & abroad in interior designing, Renovation, furnishing, refurbishing, Design, Drawings, Repairs, Vaastu consultancy, plating, Glazing, Tiling, Modification, Addition, Deletion in part or whole, Carving, Drilling using tools, mixture, dyes, chemicals using gypsum as the base & other articles normally used to be used for the above purpose for all kinds of design patterns to be done on any earthen material, wooden material, ceramic or any other material in combination of these or any material engraved embossed therein
33. To set up real estate website containing list of real estate dealers, promoters, builders, architects, financial services, investment, legal administration, engineering and other service providers and consultants.
34. To set up creative, complete and cost-effective development solutions for office, industrial, and retail properties. Internal financing and exceptional service.
35. To provide Fully integrated real estate services that include managing and leasing, tenant and transaction management for office, industrial and retail clients and to set up and manage the real estate funds of the clients, corporate and others and provide consultancy.
36. To purchase, take on lease or in exchange, hire or otherwise acquire, any real and personal property and any rights and privileges which the company may think necessary or convenient for the purpose of its business or which may enhance the value of the other property and assets of the Company and in particular any land, building, easement, machinery, plant, vehicle and stock-in-trade.
37. To set up painting data Centre in India or abroad and to provide Internet related services including internet access, data center storage space, email services, internet exchange, internet gateway, application service provider services, virtual private networking services and to design, develop, implement, support, integrate, improve, let on hire, use and operate, wide Area Network, e-mail Network, Local Area Network, Computer Networking systems integration, business applications, software multi-tasking operating systems graphical user interface, data base management system object oriented data base management system, interactive multimedia system.



**C.\*\*\*\*\*OTHER OBJECTS**

IV. The Liability of the members of the Company is Limited.

V.\*\*\*\*\*The authorized share capital of the Company is Rs. 53,15,00,000 (Rupees Fifty three crore fifteen lakh only) divided into 5,31,50,000 (Five crore thirty one lakh fifty thousand only) equity shares of Rs. 10 each/- (Rs. Ten Only) each. The Company has power from time to time to increase or reduce its capital and to divide the shares in such capital for the time being into secured classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provision for the time being in force in that behalf.

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\*\*\*\*\* Pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re- enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be and hereby removed / completely deleted i.e. the clause III (C) of the Memorandum of Association w.e.f. 31/07/ 2021.

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\*\*\*\*\* the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 3,15,00,000 (Rs. Three crore fifteen lakh) divided into 31,50,000 (Thirty one lakh fifty thousand) equity shares of Rs. 10 each/- (Rs. Ten Only) each to Rs. 53,15,00,000 (Rs. Fifty-three crore fifteen lakh only) divided into 5,31,50,000 (Five crore thirty one lakh fifty thousand only) equity shares of Rs. 10 each/- (Rs. Ten Only) each, ranking pari-passu in all respect with the existing Equity Shares of the Company vide special resolution passed at the Annual General meeting held on 31/07/2021.

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 not opposite to our respective names.

Names, Addresses and description of the subscribers	Number of shares taken by each subscriber	Names, addresses and descriptions of the witness
NAGAR CHAND GOENKA Goenka Chamber Merchant, Darjeeling	5100 (Ordinary)	K. B. Sponcur Asst. Goenka & Co. 9, Bow Street, Calcutta
CHAITUNYA CHARAN PYNE Stock Broker 74, Amherst Street, Calcutta	300 (Ordinary)	} Merchant
ISWARI PROSAD GOENKA Merchant 4, Clive Ghat Street, Calcutta	300 (Ordinary)	} M. C. Pyne 74, Amherst Street, Calcutta
STEWART GRAY Stock Broker 4, Lyons, Range, Calcutta	300 (Ordinary)	B. N. Sen Service holder 4, Lyons Range, Calcutta
KALI KRISHNA SANYAL Service holder Saulan Sit Lane, Calcutta	15 (Ordinary)	} Rabindra Nath Chowdhary Asst. Goenka & Co. 30, Clive Street, Calcutta
K. MAHESWARI Merchant 10, Clive Street, Calcutta	300 (Ordinary)	} M. N. Pradhan Service holder Goenka & Co. (Sales) Ltd Darjeeling
R. N. AGARWALA Merchant, Darjeeling	500 (Ordinary)	
Total Ordinary Shares	6815	

Dated the 21st day of February, 1946

