



प्रारूप. आई. आर.  
Form I. R.  
निगमन का प्रमाण-पत्र

## CERTIFICATE OF INCORPORATION

U 70100 MH 2004 PTC 148033

ता. \_\_\_\_\_ की. सं. \_\_\_\_\_

No. \_\_\_\_\_ of Date \_\_\_\_\_

मैं एतद्वारा प्रमाणित करता हूँ कि आज \_\_\_\_\_

कम्पनी अधिनियम (1956 का. सं. 9) के अधीन निगमित की गई है और कम्पनी परिसीमित है।

NISHTA MALL MANAGEMENT COMPANY

I hereby certify that \_\_\_\_\_  
PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता. \_\_\_\_\_ को दिया गया।

Given under my hand at \_\_\_\_\_ MUMBAI this \_\_\_\_\_ SIXTEENTH  
day of \_\_\_\_\_ AUGUST \_\_\_\_\_ FOUR  
Two Thousand

( H.A. SOJ )

कम्पनियों का रजिस्ट्रार

ASSTT. Registrar of Companies,  
Maharashtra, Mumbai



जे. एस. सी.-1

J. S. C.-1

119/एम. एफ. एस. (सिविल/कॉम) 92-20-000-3-4-93-GIPG/नासपुना

119/MFS/Civil/Cal/92-20-000-3-4-93-GIPG.

**MEMORANDUM**  
**&**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**NISHTA MALL MANAGEMENT COMPANY PRIVATE LIMITED**

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF

**NISHTA MALL MANAGEMENT COMPANY PRIVATE LIMITED**

- I. The name of the company NISHTA MALL MANAGEMENT COMPANY PRIVATE LIMITED
- II. The Registered office of the company will be situated in the State of Maharashtra i.e., within the jurisdiction of the Registrar of Companies, Mumbai.
- III. The Objects for which the Company is established are :

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

1. To acquire, develop, improve, build, sell, lease, manage, commercially exploit and otherwise deal in real estate, properties of all nature and description or any rights therein including land, buildings and other estate and realty including shopping malls, commercial and residential complexes.
2. <sup>1</sup>To do business in India or abroad of acquiring and dealing in the residuary interest in all types and kinds of properties, equipment's and assets, renting out or letting on hire of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions to various customers, providing, offering customized rental solutions and provide services on assets life cycle management, assets tracking managing assets infrastructure, installation, implementation, upgradation, maintenance and replacement of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions.
3. <sup>2</sup>To do business of promoters, developers, co-developers, builders, creators, operators, owners, contractors, organizers of all and any kind of infrastructure facilities and services including but not limited to townships, roads, ports, bridges, airports, airways, railways, tramways, mass rapid transport systems, cargo handling equipments, water supply, rain water harvesting, sewage treatment, power generation, power transmission and distribution, industrial estates, green parks, port infrastructural environmental protection and pollution control facilities or setup, transport systems of all types and description, public utilities, municipal services, clearing house agency and creation of like infrastructure facilities and services viz. telecommunication, cell services, cable services and satellite communication, networking , information technology parks and all other types and description of infrastructure related facilities, services or setup.

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<sup>1</sup> Inserted vide Special Resolution passed at the Extra Ordinary General Meeting dated 15<sup>th</sup> May, 2018

<sup>2</sup> Inserted vide Special Resolution passed at the Extra Ordinary General Meeting dated 15<sup>th</sup> May, 2018

4. <sup>3</sup>To carry on the business of advisors on the development, administration and organization of industry, business, projects, trade and provide support for an efficient system of financial planning and control; fair and effective management of human resources; information technology services; and coordination of communication practices and to advise upon the means and methods for extending, developing and improving businesses or industries and systems or processes relating to the production, purchase, storage, distribution, marketing and sale & purchase of goods and/or relating to the rendering and/or hiring of services and data processing techniques.
5. <sup>4</sup>To carry on the business as traders, merchants, commission Agents, Selling agents, buyers, sellers, importers, exporters, dealers, wholesalers, retailers, distributors of and import, export, buy, sell, exchange, pledge, distribute, mortgage, advance upon or otherwise trade and deal in any type of merchandise.
6. <sup>5</sup>To promote or assist in promoting any company or companies or business or businesses in any part of the world and to subscribe shares or capital therein or other securities thereof and to take part in the management, supervision or control of such businesses or operations of such companies pursuant to any shareholder agreements, or any other agreements or otherwise and to exercise any rights available to the Company pursuant to such agreements or otherwise and to appoint and remunerate any directors, administrators or accountants or other experts or agents for consideration or otherwise or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
7. <sup>6</sup>To purchase, import, acquire, lease, license, rent, market, distribute, install, sell, export, buyback, repurchase or otherwise deal in all kinds of properties, assets, equipment, appliances, apparatus and gadgets its related products or peripherals of any and all kinds and descriptions.

**B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:**

8. To carry on the business of producing, manufacturing and preparing of and dealing in any materials which may be usefully and conveniently combined with construction, building and development activity of the Company.
9. To apply for, tender, purchase or otherwise acquire any contracts, subcontracts, licences and concessions for or in relation to the objects or business hereinmentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
10. To carry on the business of architects, landscape designers, surveyors, valuers, R.C.C. contractors, structural engineers, centering contractors, plumbing and fitting contractors, painting and water proofing contractors, furnishers and interior decorators, electrical and wiring contractors and fabricators.

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<sup>3</sup> Inserted vide Special Resolution passed at the Extra Ordinary General Meeting dated 15<sup>th</sup> May, 2018

<sup>4</sup> Inserted vide Special Resolution passed at the Extra Ordinary General Meeting dated 15<sup>th</sup> May, 2018

<sup>5</sup> Inserted vide Special Resolution passed at the Extra Ordinary General Meeting dated 15<sup>th</sup> May, 2018

<sup>6</sup> Inserted vide Special Resolution passed at the Extra Ordinary General Meeting dated 15<sup>th</sup> May, 2018

11. To purchase, take on lease, acquire, exchange and to carry on all or any of the business of properties, workers, owners, hirers and supervisors of manufacturing works, mills, workshop, factories, safe deposit vaults, laboratories, mines, quarries, plantations and other industrial undertakings and to manufacture, assemble, export, import and deal in products and by-products thereof and machines, equipments, accessories and raw materials, required in connection therewith in which the Company is authorised to carry on business.
12. To enter into contracts, agreements and arrangements with any other person, firm, company, body corporate or the statutory body, on behalf of the Company, any of the objects for which the Company is established.
13. To apply for, purchase or otherwise acquire any patent, patent rights, copy right, trade marks, formulae, license, lease, concessions, manufacturing process, know-how, designs, patterns conferring any exclusive or limited right to use any secret or other information as to any invention which may seem capable of being use for any of the purposes of the company or the acquisition of which may directly or indirectly benefit the company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired and to pay for any rights or properties so acquired by the Company.
14. To amalgamate or enter into any arrangement for sharing of profits, entering into partnerships, joint ventures, union of interests, co-operations, reciprocal concessions with and/or to acquire and undertake the whole or any part of the business properties and liabilities of any person or company carrying on the same business or transaction which the company is authorised to carry on or engage in or proposing to carry on any business which the Company is authorised to carry on.
15. To enter into any arrangement with any Government or authority whether municipal, local or otherwise or any person, that may seem conducive to the company's objects or any of them and to obtain from such Government or authority any rights, privileges and concessions which the company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
16. To establish or promote or concur in establishing or promoting a company or a companies having similar objects and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
17. To establish or support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of past or present employees or directors of the company or the dependents of such persons and to grant pensions and allowances, to make payments towards insurance, to subscribe or guarantee money for charitable or benevolent objects or useful objects for general public.
18. To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of the company or for any other purpose which may directly or indirectly benefit the company.

19. To purchase or import, take on lease or in exchange, hire or otherwise acquire and/or give any movable or immovable property and any rights or privileges on lease, hire or otherwise, which the company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the company and in particular any land, buildings easements, machinery, plants, equipments, accessories and stock-in-trade and either to retain any property to be acquired for the purposes of the company's business or to turn the same to account as may be expedient and for that purpose to enter into contracts, agreements and arrangements with any other person, firm, company, body corporate or statutory body corporate.
20. To invest and deal with the moneys of the Company not immediately required in immovable properties, shares, stocks, bonds, debentures, obligation or other securities of any company or association or in Government securities or in current or deposit accounts with banks or on the mortgage of immovable properties of any tenure or on the pledge or hypothecation of movable properties or in any other manner as may from time to time be determined by the Directors of the Company for the time being and from time to time to sell or vary all investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
21. To lend and advance money or give credit to any person or company; to give guarantee or indemnify for the payment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of moneys lent or advanced to, or the liabilities incurred by any person subject to the provisions of the act and on such terms and conditions as may seem expedient and to invest or otherwise employ such monies in such manner as the Directors of the company for the time being may think fit. The company shall not carry on banking business as defined under the Banking Regulation Act, 1949.
22. To let on lease or on hire purchase system or to lend or otherwise dispose off any property belonging to the company and to finance the purchase of any article or articles, whether made by the Company or not, by way of loans or by the purchase of any article or articles and the letting thereof on the hire purchase system or otherwise howsoever.
23. To borrow or raise money(ies) in any manner, whether secured or unsecured, upon such terms and conditions, in such forms and contents and from any source(s) as the Company may deem fit and expedient, in particular by way of issue of debentures, debenture-stocks, perpetual or otherwise or any other bonds or securities and instruments as may be in vogue and prevailing from time to time to create and cause security for the money(ies) so borrowed by way of mortgage, pledge or a charge or otherwise on whole or any part of the property of the Company, present or future, including its uncalled capital and to repay or redeem any such money(ies) and securities in such manner and at such time or from time to time as the Company may deem fit and necessary and expedient.
24. To draw, make, accept, transfer, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, warrants, drafts, letters of credit, dock warrants, railway receipts, transport receipts, warehouse keepers certificates, debentures and other negotiable or transferable instruments and securities.

25. To sell, lease, mortgage or otherwise dispose off the property, assets or undertaking of the Company or any part thereof for such consideration as the Company be think fit.
26. To sell or dispose of, to improve, manage, develop, exchange or otherwise deal with the undertaking, property or rights of the company or any part thereof for such consideration as the company may think fit.
27. To remunerate any person for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital or any debentures or other securities issued by the company.
28. To adopt such means of making known and advertising and publicity of the business and products of the company as may be expedient.
29. To apply for, promote and obtain any order, regulation, or other authorisation or enactment which may directly or indirectly benefit the company.
30. To procure recognition of the company in any country or place outside India.
31. To issue or allot fully or partly paid shares in the capital of the company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the company or any services rendered to the company.
32. To take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the company's property of any kind sold by the company, or any money due to the company from buyer.
33. To pay out of the funds of the company all or any expenses which the company may lawfully pay for services rendered for formation and registration of the company and for promotion of any other company by it, subject to the provisions of the Act.
34. To produce gas generate electricity necessary for the purposes of the business of the company and process or deal with all products resulting from any ancillary to such production.
35. To insure any of the properties, undertakings, contracts, risk or obligations of the company in any manner whatsoever.
36. To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the company's object or otherwise expedient.
37. To aid and support, any person, association, body or movement, whose object is solution, settlement, or surmounting of industrial or labour problems or the promotion of industry, trade or business of the company or for the promotion of science and technology, cultural activities, sports environment, rural development and other social and welfare activities.

38. To establish or support associations, institutions, schools, hospitals, guest houses, clubs, funds and trusts which may be considered beneficial to any employees or ex-employees and to officers and ex-officers of the company or dependents of any such persons.
39. To undertake and execute any trusts the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
40. To refer or agree to refer any claims, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members of its or their representatives or between the Company and third parties, to observe and perform and to do all acts, deeds, matter and things to carry out or enforce the awards.
41. To refer all questions, disputes or differences arising between the Company and any other person in connection with or in respect of any matter relating to the business or affairs of the company to arbitration in such manner and upon such terms as the company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the Arbitration and Conciliation Act, 1996 and the rules of the International Chamber of Commerce relating to arbitration, and to institute legal proceedings or defend any proceedings and to appoint advocates, Consultants or Advisors in this behalf, and to do all acts, deeds, matters and things as may be necessary or expedient or to settle mutually any or all such questions, disputes or differences.
42. To negotiate and to enter into collaboration, technical, financial or otherwise with any person or Government for obtaining any grants, license or on other terms, formulae and other rights and benefits and to obtain technical information, know-how and expert advise for the production, manufacture and export/import or purchase of all types of goods which the company is authorised to produce or to deal in.
43. To arrange for the marketing in India and abroad and sale of the products and by products of the Company and purchase of raw materials, goods and articles as are necessary for carrying on the business of the company and for that purpose, either to establish its own shops, agencies or marketing organizations or to appoint selling or buying agents or distributors or both (whether individuals, firms. Or bodies corporate)in any place in or outside India and allot, specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay remuneration to such selling or buying agents or distributors or both by way of such commission or in such other manner as the Company may deem fit.
44. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund whether for repayment of redeemable preference shares, redemption of debentures, or debenture stock, for dividends, for equalizing dividends, for repairing, improving, extending and maintaining any part of the property of the company.
45. To open and operate any type of bank accounts with the Bank and obtain credit facilities with or without securities for its business.



46. To acquire any such shares, stocks, debentures, bonds, mortgages, obligations and other securities by original subscription, tender, syndicate participation, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof.
47. To make advances upon, hold in trust, issue on commission, sell or dispose any of the investments aforesaid.
48. To carry on the business of sending personnel on overseas employment either on permanent or contractual basis and engage such agencies for that purposes as may be expedient and necessary.
49. To build, construct, alter, improve, maintain, enlarge, pull down, remove or replace and to develop, work, manage, carry out and control any buildings including residential complexes, offices, chawls and other works, conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to subscribe or otherwise assist to take part in the construction, improvement, maintenance, development, working, management, carrying out thereof for the business of the Company.
50. To train or pay for training in India or outside India of the company's employees or officers or any candidate in the interest of or furtherance of the company's objects.
51. To establish branches in or outside India for or in connection with any of the objects of the Company.
52. To carry out in India and outside India all or any part of the company's objects as principles, agents, factor, trustee, contractor or otherwise either alone or in conjunction with any other person, firm, association, corporate body, municipal corporation, province or government colony or dependency thereof.
53. To establish research and development centers for the business of the company and to undertake or promote scientific or other type of research relating to any business or class of business in which the company is engaged in.

C) OTHER OBJECTS ARE:

54. To carry on the business of importers and exporters, buyers, sellers, distributors, agents, brokers, wholesale and retail dealers of and in men's, women's and children's clothing and wearing apparel of every kind, nature and description including shirts, bush shirts, pyjamas suits, vests, underwear, suits, foundation garments for ladies dresses, brasseries, maternity belts, knee caps, coats, panties nighties and so on.
55. To purchase, sell, import, export, repair or act as retailers in all types of leather garments, boots, shoes, clogs, all kinds of footwear, rubber and plastic goods larts boots tress laces buckles leggings boot polishes purses bags boxes, belts and all kinds of accessories and fittings.
56. To acts as traders and retailers in all types of consumer goods of day to day use or of durable nature.

57. To act as general retailers by opening retail outlet on hire or company owned on all India basis and even abroad wherein goods as mentioned in above clauses are kept for sale.
58. To give franchise to outside retailers or take management contracts of such shops.
59. To establish, maintain, construct, build, hire, buy, sell or otherwise to carry on business in barges, ocean going ships, trawlers, drifters, tugs, and all types and varieties of vessels, manufacture, process, prepare, buy, sell, import, export, acquire and distribute all necessary and convenient equipment engines, tackles, gear, furniture, stores and spares required for maintenance of barges, ocean going ships, trawlers drifters, tugs and to maintain, fit out refit improve, insure, and later, sell, exchange or let out on hire purchase, charter or otherwise deal with and dispose of the ships of the ships vessels barges, trawlers, tugs, etc. or any of the engines tackle, gear future equipment and stores of the Company.
60. To carry on the business of fabricators, molders, manufacturers, inventors and makers of vehicles and to take patents for any of the above and of maintenance of vehicles, to open garages, and also to operate and open shops and establishment for supply of spares, oils, tires, tubes, lubricants and other accessories relating to vehicles.
61. To carry on the business of mechanical engineers, electrical engineers, iron founders, manufacturers of machinery, machine tools and implements of all kinds, tool makers, assemblers, brass founders, metal founders, metalworkers, boilers makers, millwrights, iron and steel converters, smiths, painters, metallurgists, tube makers, galvanizes, electroplates, water works engineers, gas generators, farmers, printers and to buy, sell, manufacture.
62. To carry on the business of manufacturers, suppliers, buyers, sellers, importers, exporters of and dealers in all kinds of engineering tools, pipes & bearings, nut bolts washers, fasteners, precision tools, dynamos, pumps, accumulators, cylinders sheets.
63. To carry on the business of ready-made or made to measure garments, garment manufacturers, drapers and Hoosiers, clothes, dressmakers, costumes, dress agents, tailors and cutters, generally and manufacturers of and dealers in tapestry, needle work, neckwear, ties, collars, cuffs, scarves, tinsel fabrics and thread and all articles of wearing attire for personal or household use decoration of ornament.
64. To carry on the business of dyeing, bleaching, mercerizing, calendaring, printing, combing, preparing, spinning, weaving, manufacturing, selling, buying and otherwise dealing in yarn, linen, cloth and other material.
65. To carry on the business of printers, engravers, designers, publishers, book and print sellers, book-binders and art journalists and the business of manufacturers and distributors of and dealers in engravings, prints, pictures, drawings any written, engraved, printed productions.

66. To carry on the business as traders importers and exporters of and dealers in aluminium utensils, steel utensils and all other such types of utensils and kitchen requisites of all types.
67. To act as business consultants to give advice to engage in dissemination of information in all aspects of business organisation and industry and to advise upon the means and methods for extending and developing systems or processes relating to production, storage, distribution, marketing and securing or orders for sale of goods in India and abroad and / or relating to the rendering or services.
68. To carry on the business of running motor lorries, motor taxis, mini buses and conveyances of all kinds and to transport passengers and goods and to do the business of common carriers.
69. To carry on business as brewers, distillers, bottlers, canners, preservers coopers, dehydrateors, maisters and merchants of an dealers of fruits, herbs, vegetables, plants and liquors of every description such as Indian made foreign liquors country liquors and by products therefrom, whether intoxicating or not, tonics, vitamin, beverages, flavoured drinks, nector, punch, aerated waters and drinks whether soft or otherwise.
70. To carry on the business of tobacco in all its branches and to sell make-up and manufacture tobacco cigars cigarettes and snuff.
71. To act as cargo agents, insurance agents, ship brokers, charter party contractors, ship agents, packing, forwarding and clearing agents, salvors, wreck removers, wreck raisers, auctioneers, inspectors and observers of quality control custom-house agent, commission agents and general sales agents for any of the air-liners, steam-ship companies, railways and transport companies or any such person.
72. To carry on the business of cold storage of fruits, vegetables, seeds, fish, meat, and agricultural products, milk dairy products and such other perishable items of all types.
73. To carry on the business of production, distribution or exhibition of films and motion pictures and the running of theatres, cinemas, studios and cinematographic shows and exhibitions.
74. To trade deal in and undertake manufacturing of bricks, tiles, pipes, cement, lime and building construction requisites and to carry on the business of builders, contractors, architects, decorators and furnishers and to acquire, hold, mortgage, lease, take on lease exchange or otherwise deal in land buildings, houses, flats, bungalows, shops, hereditaments of any tenure or free hold for residential or business purposes.
75. To cultivate, grow, produce or deal in any agricultural, vegetable or fruit products and to carry on the businesses of farmers, dairymen, milk contractors, dairy farmers, rice and flour milling, perveyors 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.

76. To cultivate tea, coffee, rubber and other such similar produce of all types and to carry on the business of planters in all its branches, to carry on and to do the business of cultivators, winners and buyers in all its branches to carry on and do the business of cultivators, winners and buyers of every kind of vegetable mineral or such other produce of the soil, dispose of and deal in any such produce either in its prepared manufactured or raw state and either by wholesale or retail.
77. To carry on the business as manufacturers of or dealers in pulp and paper of all kinds and articles made from paper and pulp, card boards, straw board and wall ceiling papers and packaging cartons and news papers and newsprints.
78. 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.
79. To carry on the business as iron founders, makers of scientific, industrial and surgical instruments, mechanical related thereto, steels castings and forgings and malleable iron and steel castings, tool makers, brass founders, metal workers, boiler-makers, mill wrights, machinists, iron and steel convertors and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements and rolling stock.
80. To carry on business as hoteliers, moteliers, restaurant owners, sweet meat merchants, refreshment room proprietors, refreshment contractors and own and run garages, shops, stores, godowns, bars, refreshment rooms, cafeterias, discotheques, restaurants and places for sale, custody, bailment, deposit or protection of the valuable goods and commodities.
81. To carry on the business of manufacturing, dyeing, colouring, spinning, weaving, buying, selling, importing, exporting or otherwise dealing in all fabrics and such other fibrous substances and preparations and manufactures of and dealers in cotton, silk,woollen, linen, hemp, jute, rayon, nylon, artificial silk and such other yarn and all kinds of woven synthetic and synthetic blended textiles manufactured from such yarn.
82. To carry on the business as manufacturers, importers, exporters of or dealers in ferrous or non-ferrous metal goods, iron and steel aluminium brass tin nickel special steels and their products.
83. To carry on business as manufacturers, stockists, importers and exporters of an dealers in engineering drawing sets, builders-requisites, steel rules, measuring tapes,cutting tools, hand tools ,precision measuring tools, machine tools, garage tools, hardware tools, instruments, apparatus and such other allied machinery, plant, equipment and appliances thereof.
84. To carry on business as manufacturers, stockists, importers, exporters of and dealers in forgings, castings, stamping of all metals, machinery parts, moulds press tools, jigs, fixtures and compression moulding, steel products and automobile parts.

85. To carry on business as manufacturers, stockists, importers, exports and repairers of and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switch-boards, cookers, engines, guns, presses, all types insulating materials.
86. To carry on business as manufacturers, stockists, importers, exporters and of dealers in wearable and unwearable fabrics, high density polythylene and polypropylenes, woven sacks and tarpaulines.
87. To carry on business as manufacturers of and dealers in and as stockists, importers and exporters of packing materials, jointing and belting materials, asbestors materials and fibres, insulation materials and welding fluxes, cartons, containers, boxes and cases made of paper boards, wood, glass, plastic, pulp, cellulose films, polythylene rubber, metals, metal foils, gelatine, tin, flexible, treated and laminated or such other materials related thereto.
88. To carry on business as manufacturers of and dealers in and as stockists, importers and exporters of bottles, jars, fibrite boxes, corrugated containers, aluminium foils of all types, wooden drums, packing cases, rods, wires, ropes, strips, conductors equipment required for generation, distribution and transmission of electric energy cables, motors, fans, lamps, furnaces, batteries and accumulators.
89. To sell, breed, import, export, improve, prepare, deal and trade in cattle bird poultry, game, live and dead-stock of every description eggs, pork-pies, sausages, pickles, spices, sauces, jams, jelly, custard, prawn, potted meats, macaroni, spaghetti, table delicacies, bread, biscuits, wine biscuits and such other formentious goods and products, cocoa, confectionery, cakes and buns.
90. To carry on the trades and the businesses of mean manufacturers, dealers in consumable stores and provisions of all kinds, food stuffs, grains, flour, seeds, fodder, cane, oils, corn, wheat products, stores, vegetables oils, ghee and vanaspati products.
91. To carry on the business as manufacturers of and dealers in and importers and exporters of leather and raw hides and skins.
92. To carry on the business as manufacturers of and dealers in or as stockists, importers and exporters of plastics, synthetic resins, polymer products and chemicals required for the manufacturer processing and fabrication of plastics and similar other such products, tubes, pipes, sheets, films, whether moulded, extruded casted, formed or foamed.
93. To purchase, hold and acquire mines, mining leases, mining rights, mining claims and mullfarious land and to explore, work, exercise, develop and turn to account and 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 the market, metal and mineral substances of all kinds.
94. To produce, manufacture, trade, deal in and dispose of alkalies, dyes, acids, gases, compounds, fertilizers, chemicals products of every nature and description, intermediates, derivatives all types of floatation reagents, wetting

agents, insecticides, fumigates, dyestuffs catalytic agents, direct colours, basic colours, pigments, drugs, biologicals, pharmaceuticals, serums, vitamin products, hormones and products derived from phosphate mines, limestone quarries, bauxite mines, petroleum, natural gas and such other natural deposits useful or suitable in the manufacture of chemicals and chemicals products and to undertake the business or spraying of pesticides.

95. To manufacture, generate, produce, sell, dispose of and deal in industrial gases, domestic gases, for heating and lighting gas, steam, heat, light or any other such motive power obtained by incinerating, burning forest refuse, wood and plants.
96. To manufacture, buy, sell, lease, import, export, alter, improve, manipulate, prepare for market, exchange, install, repair, service, let on hire and deal in all kinds of surgicals, X-ray units, X-ray equipments, telecommunication machines, business machines, intercoms, teleprinters, dictating and recording machines, broad-casting apparatuses, loudspeakers, radios, auto-radios, reverberators, tape-players, cassette tapes, headphones, stereo complex speakers, radio control equipments, cameras, binoculars microscopes, projectors, telescopes television sets, refrigerators, air-conditioners, coolers, radars, computers and their spare parts.
97. To procure or develop and supply technical know-how for the manufacture or processing the installation or erection of machinery or plant in the working of mines oil wells or such other sources of mineral deposits or in search for or discovery of testing of mineral deposits or in carrying out any operations relating to agriculture, animal husbandary, dairy or poultry farming, forestry or fishery or rendering services in connection with the provision of such technical know-how.
98. To undertake guarantee and indemnity business and to act as trustees, executors, attorneys, receivers, administrators, nominees and agents and to execute trusts of all kinds and to exercise all the powers of custodians and trustees.
99. To deal in foreign exchange and currencies and to convert currencies, subject to approval of appropriate authorities.
100. To organise and carry on the business of advertisers, advertising agents and consultants and to organise propaganda and advertising campaigns by means of press advertisements, pamphlets, handbills, circulars, advertisement reels, posters, cinema slides or by any other such means or through the means of radio, television or any other such media of all types.
101. To undertake and execute in India or in any part of the world, turn-key projects for electrical installations, air-conditioning, refrigeration heating cooling ventilations, humidification, sanitary, thermal and acoustic insulation work.
102. To carry on the business as manufacturers traders importers and exporters of and dealers in all kinds of carpets and floor coverings, whether made of woollen, cotton, synthetic or such other fibres or fibrous materials of all types.
103. To carry on the business as traders, importers and exporters and dealers in cotton and jute whether raw, semi-processed or processed and all kinds of cotton and jute goods.

104. To carry on the business as shares and stocks brokers and to buy sell and deal in all kinds of shares, stocks, securities, bonds debentures units and such other instruments of all types.
105. To carry on business of public transporters and to ply all types of commercial vehicles such as Trucks, Tempos and pick up vans for carrying goods or passengers anywhere in India.
106. To carry on business as importers, export agents, distributors, stockists contractors, suppliers dealers of any kind and to act as manufacturers, representatives, agents, brokers, commission agents and merchants of commodities articles products and merchants of any kind or nature.
107. To carry on the business of importers, exporters, dealers, traders, manufacturers, of trailers earthmoving equipments, canal equipments, fuel injection equipments and machine tools and such other allied products thereof.

IV The Liability of the members is limited.

- V
- a)\*\* The Authorised Share Capital of the Company is INR 45,51,00,000 (Rupees Forty Five Crore Fifty One Lac Only) divided into 4,55,10,000 (Four Crore Fifty Five Lacs and Ten thousands) equity shares of INR 10/- each."
  - b) The Paid Up Capital of the Company shall be a minimum of Rs.1,00,000/- (Rupees One Lac Only)

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\*Increased form Rs. 1,00,000/- to Rs. 50,00,000/- divided into 5,00,000 equity shares of Rs. 10/- each vide ordinary resolution passed by the members at their extra ordinary general meeting held on September 16, 2014.

\*\*The Authorised Share Capital of the Company increased from Rs. 25,00,00,000/- to Rs. 45,51,00,000 /- divided into 4,55,10,000 equity shares of Rs. 10/- each pursuant to the Scheme of Amalgamation of Genuine Asset Operators Private Limited and Ritsika Business Ventures Private Limited (Transferor Companies) with the Company (Transferee Company) and their respective shareholders as sanctioned by National Company Law Tribunal (NCLT) vide its order dated 27<sup>th</sup> September, 2018 and made effective upon filing of the order of NCLT with the Registrar of Companies on 6<sup>TH</sup> November 2018.

We, the several persons whose names, addresses and descriptions are hereunder 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 to our respective names:

Name, Address, Description and Occupation of each Subscriber	No. of Equity Shares subscribed	Signature of Subscriber	Signature, Name , Address, Description and occupation of witness
<p>Kishore Biyani S/o. Laxminarayan Biyani 406, Jeevan Vihar, 5, Manav Mandir Road, Mumbai – 400 006</p> <p>Occupation: Business</p>	<p>5000 (Five thousand)</p>	Sd/-	<p>Witness to both: Sd/- P. Om Prakash S/o. S.T. Palani Muthu 207, 2 B, Geetha Arcade, Sheetal Nagar Mira Road (East) – 401 107</p>
<p>Anil Biyani S/o. Laxminarayan Biyani 305, Jeevan Vihar, 5, Manav Mandir Road, Mumbai – 400 006</p> <p>Occupation: Business</p>	<p>5000 (Five thousand)</p>	Sd/-	
<p>Total</p>	<p>— 10000 (Ten thousand)</p>		

Mumbai, dated this 6th day of August, 2004.



THE COMPANIES ACT, 1956  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF

**NISHTA MALL MANAGEMENT COMPANY PRIVATE LIMITED**

1. The Regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956, shall apply so far as they are applicable to a Private Limited Company and so far only as they are not inconsistent with any of the provisions contained in these Regulations. *Provisions of Table "A" applicable*
2. Clause Nos. 2, 5, 66, 71, 84 and 99 of Table 'A' shall not apply to this Company. The provisions of Section 171 and Section 173 to 175, of the Act shall not apply to this Company. *Certain clauses of Table "A" not applicable.*

**PRIVATE COMPANY**

3. The Company is a Private Company within the meaning of Section 3 (1) (iii) of Companies Act, 1956 and accordingly: *Company to be a private company.*
  - (a) The right to transfer shares of the Company is restricted in the manner hereinafter provided.
  - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company, and persons, who having been formerly in the employment of the Company were members of the Company while in that employment and have continued to be members after the employment ceased) shall be limited to Fifty. Provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this Article be treated as a single member.
  - (c) No invitation shall be issued to the public to subscribe for any shares in, or debentures of the Company.
  - (d) The Company shall not invite or accept deposits from persons other than its Members, Directors or their relatives.

## SHARES

4. a) Subject to the provisions of Section 80 of the Act, the Company shall have the power to issue preference shares which, are liable to be redeemed and the redemption of preference shares may be effected in accordance with the terms and conditions of their issue and failing that in such manner as the directors may think fit. ***Issue and Redemption of Preference Shares***
- b) Whensoever the Company has, with the previous approval of the members, issued any securities entitling the holders thereof to apply for shares in the capital of the Company, the members of the Company shall be bound to ensure that the share capital of the Company will be adequate to absorb the increase in the capital that would arise consequent to such holders exercising their right to apply for and be allotted shares in the Company. For this purpose, the members of the Company are bound to cause the authorised capital of the Company to be suitably increased and shall exercise their voting rights to vote unanimously in favour of the resolution to be passed by the Company in general meeting for increasing its authorised capital, such resolution to be passed prior to the date on which (or the period during which) such option is exercisable by the holders of such instruments. Towards that objective, the members acknowledge that any votes cast by a member against such a resolution shall be disregarded and be deemed to be invalid. ***Issue of Convertible Instrument***
- c) Subject to the provisions of section 86 of the Act the Company shall have power to issue Share Capital with differential voting rights as to dividend or voting and also issue Share Capital without differential voting rights and the resolution authorising any such issue shall prescribe the manner, terms and conditions of issue. ***Issue of Shares with or without differential voting rights***
- d) The Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by law required) be bound to recognize any benami trust or equity or equitable, contingent or other claim or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof. ***Issue of shares in Demat form***

e) \*The Authorised Share Capital of the Company is Rs. 50,00,000 (Rupees Fifty Lacs Only) divided into 5,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each. **Authorized Share Capital**

f) \*Subject to the provisions of these Articles, the Company may issue further equity shares and/or preference shares on a preferential basis to any person, in accordance with section 62 of the Act. **Further Issue of shares**

6 The Company shall have power to buy-back its own shares or other securities subject to the provisions of Section 77A, 77AA and 77B of the Act and the guidelines as may be laid down in this regard, from time to time. **Buy-back of shares**

### **TRANSFER AND TRANSMISSION OF SHARES**

6. The Board may decline to register any transfer of shares and shall not be bound to give any reason for such refusal. This Article shall also apply in the case of a transferee who is already a shareholder. **Right to decline registration of transfer**

7. Without prejudice to the generality of the aforesaid Power, the Board may refuse to register any transfer of shares:-  
a. where the Directors are of the opinion that the proposed transferee (not being already a member) is not a desirable person to admit to membership, or  
b. where the result of such registration would be to make the number of members exceed the limit fixed by Article 3 above. **Directors' power to refuse to register in cases mentioned in this regulation.**

8. The provisions of these Articles shall, *mutatis mutandis*, apply to the transfer of or the transmission by operation of law of the right to all securities of the Company. **Transfer of Securities**

\* ***Inserted vide special resolution passed by the Members at the Extra-Ordinary General Meeting held on September 16, 2014.***

### **DIRECTORS**

9. The following persons shall be the first directors of the Company and shall continue to be so until they relinquish their office by resignation in writing: **Number of directors**

- a) Shri Kishore Biyani
- b) Shri Anil Biyani

Unless otherwise determined by the Company in the General Meeting, the number of Directors shall not be less than 2 (two) and not more than such number as may be stipulated by the Act for the time being in force.

10. a. If it is provided by any trust deed or other document securing or otherwise in connection with any issue of debentures or other borrowings of the Company that any person(s) shall have power to nominate a Director of the Company then in case of any and every such issue of debentures or borrowings as the case may be the person(s) having such power may exercise such power from time to time and appoint Director(s) accordingly. Such Director(s) may be removed from office at any time by the person(s) in whom for the time being is the power vested under which he was appointed. **Nominee Directors**

- b. The Company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, body corporate, corporation, government or authority that he or it shall have the right to appoint his or its nominee(s) on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominee(s) and their successors if appointed under this Article shall be called Special Director(s). Special Director(s) shall be entitled to hold office until requested to retire by the authority, which nominated him/them and he/they will not be bound to retire by rotation. As and whenever a Special Director(s) vacate(s) office, whether upon request as aforesaid or by death, resignation or otherwise, the person, firm, body corporate, corporation, government or authority who appointed such Special Director(s) may if the agreement(s) so provides, appoint another Director in his/their place. **Special Director**

- c. The Board of Directors of the Company may appoint an alternate director to act for a director (hereinafter in this Article called "the original director") during his absence for a period of not less than three months from the state in which **Alternate Director**

the meetings of the Board are ordinarily held. An alternate director appointed under this Article shall not hold office as such for a period longer than that permissible to the original director in whose place he has been appointed and shall vacate office if and when the original director returns to the state in which the meetings of the Board are ordinarily held.

11. The Directors shall not be required to hold any qualification **Share qualification.** share(s).
12. Subject to provisions of the Act and these Articles, the Board shall have power to appoint from time to time any of its members as **Managing Director** Director(s) and / or Whole time Director(s) and / or Special Director(s) like Technical Director(s), Finance Director(s) etc. of the Company and upon such terms and conditions as Board think fit, and the board may by resolution vest in Managing Director(s), Whole time Director(s), Special Director(s), Technical Director(s), Finance Director(s) such of the power hereby vested in the Board generally as it thinks fit, and such power may be made exercisable for such period(s) and upon such condition(s) and subject to such restriction(s) as it may determine. The remuneration of such Director(s) may be by way of monthly remuneration and / or fee for each meeting and / or participation in profit or by any or all of those modes, or of any other mode not expressly provided by the Act.

#### SEAL

13. The Directors shall provide a Common Seal for the purpose of the Company **Seal** and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and the Directors shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except by or under the authority of the Directors or a Committee of Directors previously given and every deed or other instrument to which the Seal of the Company is required to be affixed shall, be affixed in the presence of at least one Director or the Manager or the Secretary or such other person as the Board/Committee of the Board may appoint for the purpose, who shall sign every instrument to which the Seal is so affixed in his presence; Provided that the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 or any statutory modification thereof for the time being in force.

#### MEETINGS

14. A general meeting of the Company may be called by giving not less than 7 **General Meetings** days' notice in writing.

15. A consent or approval in writing granted or a resolution in writing agreed to by or on behalf of all the Members of the Company who would be entitled to vote upon it, if it had been proposed to General Meeting of the Members shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. ***Proceedings at general meetings.***
16. The Board may, if the circumstances so require, meet by means of telephone, television or through any other audio-visual links. The provisions relating to notice, agenda, quorum and minutes stated herein shall *mutatis mutandis* apply to the meetings held through such audio-visual media. ***Proceedings of the Board***

#### **INDEMNITY**

- 17 a. Every Director, Managing Director, Whole-time Director, Manager, Secretary or Officer of the Company or any person (whether an officer of the Company or not) employed by the Company and any person appointed by the Company as Auditors shall be indemnified out of the assets of the Company against all liabilities incurred by him as such Director, Managing Director, Whole-time director, Manger, Secretary, Officer or Auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court. ***Indemnity***
- b. Subject to the provisions of the Companies Act, no Director, Auditor or other officer of the Company shall be liable for the Acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company to or with whom any moneys, securities, or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement, omission, default or oversight on his part or for any other loss, damage or misfortune whatsoever, which shall happen in the execution of the duties of his Office or in relation thereto unless the same shall happen through his own dishonesty. ***Individual responsibility of Directors***

**SECRECY**

- 18 a. No member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or any other person authorised on that behalf by the Director to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade secret process or of any other matter which may relate to the conduct of the business of the Company which in the opinion of Directors, would be inexpedient in the interest of the Company to disclose. **Secrecy**
- b. Every Director, Manager, Auditor, Treasurer, Trustee, Member of Committee, Officer, Servant Agent, Accountant or other persons employed in the business of the Company shall if so required by the Directors, before entering upon his duties sign a declaration pledging himself to observe a strict secrecy respecting all transactions and affairs of the Company, with the customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board or by law or by the person to whom such matters relate, except so far as may be necessary in order to comply with any provisions of these presents contained.

#### **GENERAL AUTHORITY**

19. Wherever in the Companies Act, 1956, it has been provided that any Company shall have any right, privilege or authority or that any Company cannot carry out any transaction unless it is so authorised by its Articles, then and in that case this Article hereby authorises and empowers this Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Companies Act, 1956, without there being any other specific Article in that behalf herein provided. **General Authority**

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We, the several persons whose names, addresses and descriptions are hereunder subscribed, are desirous of being formed into a Company in pursuance of this Articles of Association:

Name, Address, Description and Occupation of each Subscriber	Signature of Subscriber	Signature, Name, Address, Description and occupation of witness
Kishore Biyani S/o. Laxminarayan Biyani 406, Jeevan Vihar, 5, Manav Mandir Road, Mumbai – 400 006  Occupation: Business	Sd/-	Witness to both:  Sd/- P. Om Prakash S/o. S.T. Palani Muthu 207, 2 B, Geetha Arcade, Sheetal Nagar Mira Road (East) – 401 107
Anil Biyani S/o. Laxminarayan Biyani 305, Jeevan Vihar, 5, Manav Mandir Road, Mumbai – 400 006  Occupation: Business	Sd/-	

Mumbai dated this 6<sup>th</sup> day of August, 2004.