

**THE COMPANIES ACT, 2013**  
**A COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**PROVIDENT CEDAR PRIVATE LIMITED**

- 1. The name of the Company is PROVIDENTCEDAR PRIVATE LIMITED**
- 2. The Registered Office of the Company will be situated in the State of KARNATAKA**
- 3. (a) The objects to be pursued by the company on its incorporation are:**

To carry on in India or elsewhere, either alone or jointly with one or more person, 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, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist and to act as civil engineer, interior decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, sub-contractor, turnkey contractor and manager of all types of constructions and 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 and sewage works, water distribution and filtration systems, docks, harbors, piers, irrigation works, foundation works, flyovers, airport, runways, rock drilling, aquaducts, stadiums, hydraulic units, sanitary work, power supply works, power stations, hotels, hospital, dharmashalas, multi-storey, 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 and buildings and to carry on all or any of the foregoing activities for building materials, goods, plants, machineries, equipment, accessories, parts, tools, fittings, articles, materials and facilities of whatsoever nature.

**(b)Matters which are necessary for furtherance of the objects specified in Clause 3rd (a) are:**

- 1) To acquire by purchase or grant or otherwise take out and to work out and sell any inventions, patent rights or privileges in connection with the said business for the time being.

- 2) To enter into negotiations with foreign companies and other persons and acquire by grant, purchase, lease, barter, license or other terms of formulae, process and other rights and benefits and to obtain financial and/or technical collaboration, technical information, know-how and expert advice.
- 3) To acquire and take over receipts, formulae and full information as to the process of manufacturing and right of manufacture and deal in substances, articles and things which the Company is authorized to manufacture or deal in.
- 4) To buy, take on lease or hire, sell, import, export, manufacture, process, repair, convert, let on hire or otherwise deal in such products, their raw materials, stores, packing materials and allied commodities, machineries, rolling stock, implements, tools, utensils, ground tools, materials and conveniences of all kinds, hardware and scraps and generally to carry on the said business in all or any of its branches.
- 5) To apply for and acquire permits, licenses, quota rights from the Government of India or from State Government or from Foreign Governments to import and export plants, equipments, spare parts thereof, machinery, raw materials, intermediates, finished products and processing materials connected with the manufacturing and selling of the products of the Company.
- 6) To appoint Engineers, Contractors, Managers, Brokers, Canvassers, Agents and other persons and to establish and maintain agencies or branches in any part of the union of India and/or abroad for the purpose of carrying on business of the Company.
- 7) To apply for tender, purchase or otherwise acquire any contract, sub-contract, license and concessions for or in relation to the objects of business hereinabove mentioned or any of them and to undertake, execute, carryout, dispose of or otherwise turn to account the same.
- 8) To buy, undertake, invest in and acquire and hold shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company, body incorporated or unincorporated or by person or association.
- 9) To acquire any shares, debentures, debenture-stock, bonds, obligations of or securities by original subscription, participation in syndicate, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscriptions thereof and to exercise and enforce all rights and powers conferred by or incident to other ownership thereof.
- 10) To lend money with or without security and to make advances upon, hold in trust, issue, buy, sell or otherwise acquire or dispose of on commission or otherwise any of the securities or investments of the kinds before mentioned or to act as agent for any of the above or the like purpose. However, the Company shall not carry on the Business of Banking as defined under the Banking Regulation Act, 1949.

- 11) Subject to the applicable provisions of the Companies Act, 2013 and Rules made thereunder, to offer, issue and allot shares, debentures and such other securities as may be necessary from time to time on private placement basis, preferential basis or as rights or bonus shares or in such other permissible manner and to borrow or raise monies by issue or sale of debentures (convertible / non-convertible), debenture-stock, bonds, obligations, mortgages and securities of all kinds either perpetual or terminal and either redeemable or otherwise and either convertible or otherwise and to secure such debentures, bonds and securities by creating mortgage, hypothecation, lien, or such other form of security as may be necessary by trust deed, mortgage deed or otherwise on the assets, properties or undertaking of the Company including the uncalled capital or upon any specific property and right, present and future of the Company or otherwise.
- 12) To impart managerial, technical and administrative advice and render assistance to industrial enterprise in obtaining managerial, technical and administrative services.
- 13) To obtain, aid and advise in securing foreign exchange and Foreign Collaboration.
- 14) To give guarantee and carry on and transact every kind of guarantee charges, contracts, obligations and securities and the payment of dividends on and the repayment of the capital of stocks and shares of a kind and descriptions and also to guarantee and insure the due payment, fulfillment and performances of contracts and obligations of any kind or nature.
- 15) 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.
- 16) To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
- 17) To purchase or otherwise acquire and undertake the whole or any part of, or any interest in the business, goodwill, property contracts, agreement, rights, privileges, effects and liabilities of any other company, corporation, partnership body, persons or person carrying on, or having ceased to carry on, any business which the Company is authorized to carry on, or possession of property suitable for the purpose of the Company and upon such terms and subject to such stipulations and conditions and at or for such price of consideration (if any), in money, shares, money's worth or otherwise as may be deemed advisable.
- 18) To acquire from time to time and deal in all such stocks-in-trade, goods and effects as may be necessary or convenient for any business for the time being carried on by the Company.
- 19) To establish laboratories for control of the quality of raw materials, intermediates and finished products and to carry out research and investigation, to process, improve and invent new and better techniques, methods of making products in which the Company is dealing.

- 20) To establish, provide, maintain and conduct or otherwise for technical research and to undertake and carry on and technical research of all kinds and to promote studies and researches both technical investigations by providing, subsidizing, endowing or workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of technical professors, teachers or workers and by providing for the award of exhibitors, scholarships, prizes and encourage, promote and reward studies, researches, investigations of any kind that may be considered likely to assist any kind of the business which the Company is authorized to carry on.
- 21) To apply for purchase or otherwise, acquire and protect and renew in any part of the world any trademarks, trade names, copyrights, patents, brevets, inventions, license, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of 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 license in respect of or otherwise turn to develop account of the property rights or information so acquired.
- 22) To adopt such means of making known the services of the Company, as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest and by granting prizes, rewards and donations.
- 23) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any of the property and rights of the Company.
- 24) To insure the whole or any part of the property, risk or profits of the Company either fully or partially; to protect and indemnify the Company from liability or loss in any respect of either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise and to apply all preliminary incorporating and undertaking expenses.
- 25) To purchase or otherwise acquire, sell, dispose of and deal in real and personal property of all kinds in particular land, buildings, hereditaments, business concerns, undertakings, mortgages, charges, annuities, debenture stocks, securities, concessions and choose in actions of all kinds.
- 26) To amalgamate, enter into partnership or into any arrangement for sharing profits or into any union in interest, joint venture, reciprocal concession or co-operation with any person or persons or company or companies carrying on or engaged in or about to carry on or engage in or being authorized to carry on any business or transaction which this company is authorized to carry on or engage in any business or transaction capable of being conducted so as to directly or indirectly benefit this Company.
- 27) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.





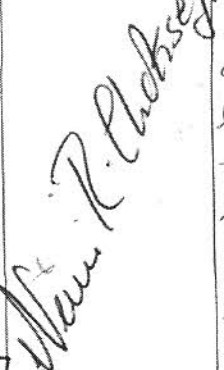
- 28) To open account or accounts with any individual, firm, company or with any bank or banks or scrolls and pay into and withdraw money from such account or accounts.
- 29) To sell, improve, manage, develop, exchange, lease, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- 30) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub contract and to do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.
- 31) To establish and support or aid in the establishment and support of associations, institutions, funds, trust and convenience calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects for any exhibition for any public, general or useful objects.
- 32) To remunerate any corporation or person whether a Director of the Company or not, in the form of brokerage, commission, royalty for technical know-how and for others or otherwise for any services rendered to the Company or for introducing business obtaining subscriptions of or guaranteeing the subscriptions of or placing or assisting in placing the shares, debentures, debenture stocks or securities of the Company or association promoted by this Company or in which it is interested or otherwise assisting or rendering services to the Company.
- 33) To refer or agree to refer any claims, demands, disputes or any other question, by or against the Company or in which the Company is interested or concerned, whether between the Company and the member or members or his or their representatives, or between the Company and third party, to arbitration in India or at any place outside India and to observe the performance and to do all the acts, deeds, matters and things to carry out or enforce the awards.
- 34) To pay all expenses incidental to the formation and registration of the Company and the issues of its capital including any underwriting or other commissions, brokerage, fees and charges in connection therewith.
- 35) To aid pecuniary or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labor problems or troubles or the promotion of Industry or trade.
- 36) To sell, lease, mortgage, surrender, abandon and in any other manner deal with or dispose of the undertaking or property of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures and other securities of any other Company having objects altogether or in part similar to those of the Company.

- 37) To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character or which have any moral or other claim to support or aid by the Company by reason of the locality of its operations or otherwise.
- 38) To provide for the welfare of any employee or employees of the Company or wives, widows and families of the dependents or connection of such persons by grants of moneys, pensions, allowances, bonus or other payment or by creating and from time to time subscribing to provident, institutions or associations funds or trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and otherwise to assist or guarantee money to any charitable or benevolent institution or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or utility to the Company or its employees.
- 39) Subject to the provisions of Companies Act, 2013, to place to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think fit any monies received in respect of forfeited shares.
- 40) To distribute all or any of the property of the Company amongst the members in specie or kind, as may be permissible under the Companies Act, In the event of winding up.
- 41) To apply for, promote and obtain under any of legislatures or other authority for enabling the Company to carry on any of its objects into effect or for any other purpose which may seem expedient or to oppose any proceedings which is calculated directly or indirectly to prejudice the Company's interest.
- 42) To undertake Corporate Social Responsibility ('CSR') activities in terms of the provisions of the Companies Act, 2013 and the Rules made thereunder or in such other manner as the Company deems fit.

**4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**

**5. The Share Capital of the Company is Rs.5,00,000/- (Rupees Five Lakh only) divided into 5000 (Five Thousand Only) Equity shares of Rs.100 (Rupees Hundred only) each.**

6. 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 against to our respective names.

Sl. No.	Names, Addresses, Descriptions, and Occupations of subscribers	Number of Equity Shares taken by each subscribers	Signature of subscribers	Signature, names, addresses, descriptions and occupations of witnesses
1.	 <p>PROVIDENT HOUSING LTD No. 130/1, ULSOOR ROAD BANGALORE: 560042 REPRESENTED BY Mr. ASHISH RAVI PURAVANKARA S/O RAVI PURAVANKARA No. 182, WHITEFIELD MAIN ROAD, BANGALORE PIN: 560066 OCCUPATION :- BUSINESS</p>	<p>999 Equity Shares</p> <p>[NINE HUNDRED AND NINETY NINE EQUITY SHARE ONLY]</p>		<p>I witness to the subscribers who have subscribed and signed in my presence on the 29<sup>th</sup> day of June, 2016, at Bangalore.</p> <p>Further, I have verified their Identification details (ID) for their identification and satisfy myself of their identification particulars as filled in.</p> <p></p> <p>S. V. Venkatesh Karnataka Practicing Chartered Accountant Membership No- 202626 TII Floor, Karuna Complex, No. 337, Sampige Road, Malleshwaram, Bangalore - 560003</p>
2.	 <p>NANI R. CHOKSEY S/O RUSI CHOKSEY Residing at. No. 93, Coffee Board layout, 10<sup>th</sup> main, 6<sup>th</sup> cross, Hebbal, Bangalore: 560024 Occupation: Service</p>	<p>1 Equity Share</p> <p>[ONE EQUITY SHARE ONLY]</p> <p>1000 Shares (One Thousand Shares)</p>		

Dated the 29<sup>th</sup> day of June, 2016 at Bangalore.