

MEMORANDUM OF ASSOCIATION

OF

ROYAL ORCHID HOTELS LIMITED

(Company Limited by Shares- Incorporated Under the Companies Act, 1956)

I. The Name of the Company is ROYAL ORCHID HOTELS LIMITED

II. The Registered Office of the Company will be situated in the State of Karnataka

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 carry on the business of and management and marketing of Hotel, Holiday Resorts, Villas, Lodgings, Stalls, Garages, Summer Houses, Chateaus, Castles, Inns, Hostels, Road Houses, Motels, Taverns, Rest Houses, Guest Houses, Apartments and Digs.
2. To Sell, Serve and to distribute and to manage and market of, selling, serving and distribution of comestibles, eatables, Victuals, Meat, bread, bread stuffs and all types of foodstuff and human consumables.
3. To sell and serve distribute and to manage and market the manufacture, selling, serving and distributing of soft drinks, aerated waters, beverages both natural and artificial, fresh and canned vegetables and meats, fresh and canned food stuffs, fresh and canned fruits, dried fruits and to manufacture, grow, produce, develop, process (including canning, cold storage, deep freezing de-hydration, baking, drying, bottling and packing) of all types of vegetables, fruits, meat, fish, pieces and condiments.
4. To carry on the business of travel agents, hirers of motor and other vehicles, caterers for public amusements, hair dressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading rooms, writing rooms, news papers and smoking room, libraries, places of amusements, recreation, sports, entertainments and instruction of all kinds, departmental stores, agents for railway, shipping and airline companies and carriers, theatrical and opera box office proprietors, insurance agents.

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

To do or perform all or any of the following operations, acts or things which are ancillary or incidental to carry on the above objects.

5. To set up facility for research and development and inspection, quality control, proto-type development, tool room, and other specialised services required by the hotel industry.

6. To enter into agreements and contracts with Indian and foreign individuals, companies or other organisations for technical, financial and other assistance for carrying on / out of all or any of the business of the company.
7. To carry on the business in and relating to machinery, fitting, tools, materials, products and things of all kinds capable of being used in the hotel industry.
8. To advertise and adopt means of making known the business activities of the company or any articles or goods traded or dealt in by the company in any way as may be expedient including posting of bills in relation to the same and the issue of circulars, books, pamphlets and price lists and the conducting of competitions, exhibitions, demonstrations and the giving of prizes, rewards and donations.
9. To bring buy, sell, manufacture, prepare, convert, repair, hire alter, treat , manipulate, exchange , let on hire, import, export , dispose off and deal in machinery, implements, rolling stock, plant hardware, which may seem to the company capable of being used or required for the purpose of any of the business which the company is expressly authorised to carry on or which are usually supplied or dealt in by persons engaged in any such business which the company is expressly authorised to carry on or which are usually supplied or dealt in by persons engaged in any business or which may seem to the company capable of being conveniently carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the property and rights of the company for the time being.
10. To apply for, purchase or otherwise acquire and protect, prolong and renew trade marks, trade names, designs, secret processes, patents, patent rights, "BREVETS D' INVENTION" licenses, protection and concessions which may appear likely to be advantageous or useful to the Company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights, which the Company may acquire or propose to acquire or develop.
11. To enter into partnership or into any arrangement for sharing of profits, union of interest, co – operation, joint venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the company and to guarantee the contracts of or otherwise assist any person, firm or company and to take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares and securities.
12. To enter into any agreement with any Government or state Authority, Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or State Authority any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.
13. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company on carrying on any business which this Company is authorised to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stocks, debentures, or debenture stock of any person, firm or company

and to conduct or make, carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company.

14. To construct, acquire, establish, provide, maintain and administer factories, estates, railway sidings, buildings, water reservoirs, sheds, channels, pumping installations, generating installations, pipelines, garages, storages and accommodation of all kinds and description in connection with the business of the company.
15. To apply for, render, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, erection, equipment, improvement, management administration or control of works and conveniences and to undertake, execute, carryout, dispose of or otherwise turn to account the same.
16. To buy, obtain on lease or otherwise acquire lands, buildings and other immovable properties necessary for carrying on the main objects and to sell, lease, mortgage, or hypothecate or otherwise dispose of all or any of the properties and assets of the Company on such terms and conditions as the Company may think fit.
17. To amalgamate with any Company or Companies having objects altogether or in part, similar to those of this Company.
18. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and issue of its capital including any underwriting or other commission, broker's fee and charges, in connection therewith and costs, charges, expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
19. To remunerate or make donations (by cash or in kind or by the allotment of fully or partly paid up shares or by call or option on shares, debentures, debenture stock, securities of this or any other company or in any other manner), whether out of the Company's capital, profits or otherwise to any person or firm or company for services rendered or to be rendered in introducing any property or business to the Company or placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stock or other securities of the Company or for any other reason which the Company may think proper.
- 19A. Imparting training to persons including but not restricted to skill development and entering into MOU's or any form of agreements with any type of legal entity and/ or regulatory authority for imparting training of any type.
20. To undertake and execute any trust, the undertaking whereof may seem desirable, either gratuitously or otherwise.
21. To draw, make, issue, accept and to endorse discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse keepers certificates and other negotiable, commercial and mercantile instruments connected with the business of the Company, subject to Banking Regulation Act, 1949.
22. To open accounts with any individual, firm or company or with any bank or banks and to pay into and withdraw moneys from such account or accounts.

23. Subject to the provisions of the Companies Act, 1956, to invest, apply for and acquire or otherwise employ moneys belonging to, entrusted to or at the disposal of the Company upon securities and shares with or without security upon such terms as may be thought proper from time to time and vary such transactions in such manner as the Company may think fit.
24. To lend or deposit moneys belonging to or entrusted to or placed at the disposal of the Company to such person or company and in particular to customers and others having dealings with the Company with or without security, upon such terms as may be thought proper and guarantee the performance of contracts of such person or company but not to do the business of banking as defined in the Banking Regulation Act, 1949.
25. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles or services required for the purpose of the Company.
26. Subject to the provisions of Section 58A of the Companies Act, 1956, to borrow or raise money with or without security or to receive money on deposit at interest or otherwise in such manner as the company may think fit and in particular by the issue of preference shares or stock of any kind or description, debentures, or debenture stock, perpetual or otherwise, including debentures or debenture stock convertible into shares of this or any other kind and to offer as security for any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the company, present or future, including its uncalled capital and to purchase, redeem or pay off any such securities.
27. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertaking or properties of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other Company having objects altogether or in part similar to those of this Company.
28. To improve, manage, work, develop, alter, exchange, mortgage, lease, turn to account, abandon or otherwise deal with all or any part of the properties, rights and concessions of the Company.
29. To provide for the welfare of the employees or ex-employees or the company or their wives, widows, families or dependants or relatives of such by building or contributing to the building of houses, dwellings or grant of money, pensions, gratuity, bonds, payment towards insurance or other payment, or by creating from time to time subscribing or contributing to, adding or supporting provident funds or conveniences and by providing or subscribing or contributing towards places of instruction of recreation, hospitals and dispensaries, medical and other assistance as the Company shall think fit.
30. Subject to provisions of the Companies Act, 1956, and the Constitution of India, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or any public, general or useful objects.
31. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or any other purpose which may seem directly or indirectly calculated to benefit the

Company and to 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 other Company.

32. To distribute any of the properties of the Company amongst the members in spite or kind, consequent upon the winding up of the Company.
33. To carry on such incidental business whether manufacture or otherwise that may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable and of the Company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property real or personal belonging to the Company or in which the Company may be interested and to all or any of the above things, either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
34. To render assistance to buy, sell, import, export, manipulate for market and deal in merchandise of all kinds.
35. To aid financially, to carry on in India or elsewhere all or any one or more of the following business viz., buying, selling, dealing in, letting on hire, selling on hire purchase or easy payment of office furniture, domestic or business appliances, small or large computers, software, accessories, installations, fittings, machinery and similar articles as the Company may think fit.
36. To aid financially and to carry on the business of factoring, leasing and financing.
37. To aid financially for carrying on the business of exporters of all electronics products, computers and related equipment and accessories made in the State of Karnataka or elsewhere in the Union of India.
38. To do all such things as are incidental or conducive to the attainment of the above objects.

(C) THE OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE ARE:

1. To carry on all kinds of agency business and to take part in managements, supervision or control of the business or operations of any other company, association, firm or person (and to act as agents, secretaries, or other officers of any such company, association firm or person) and in connection therewith to appoint and remunerate any Directors, accountants and other experts or agents.
2. To carry on the business of mechanical engineers, Tool makers, Brass founders, wood workers, pointers, metallurgists, electrical Engineer, water works engineers, gas generators, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements and hardware of all kinds.
3. To carry on the business of manufacturers of parts, sub-assemblies, group assemblies Main assemblies, wire assemblies, printed boards and printed board assemblies, Terminal assemblies, tag board assemblies, Switches, Relays, Cut outs, connectors, and complete equipments for Electronics, Electric, Automobiles, Aero-engines, Aircraft, Earthmoving

equipments, Farming equipments, Communication equipments and other industrial equipments.

4. To manufacture allied digital, electronic equipment, computer peripherals.
5. To manufacture electronic relays, switches and other basic components such as integrated circuits.
6. To carry on the business of agriculturists, dairy farmers, poultry farmers, fish farmers and deep sea farmers.
7. To manufacture and deal in all sorts of electrical consumer goods.

IV. The liability of the members is limited.

V. The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/-(Rupees Ten only) each.

We the several persons, whose names and addresses are subscribed hereunder, 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 as set opposite to our respective names:

Sl. No.	Names and Addresses, Description and Occupation of Subscribers with their Signatures	Number of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of the witness
1.	Sd/- C. BALJEE S/o. D. Baljee Malville, Simla <i>Businessman</i>	10 (Ten)	Sd/- S. SREEVASTA S/O. V. Subramonian 50, II Stage, Indiranagar, Bangalore - 560 038 <i>Advocate</i>
2.	Sd/- DEVRAJ SIKKA S/o. A.C. Sikka H8, Maszid Moth New Delhi - 110 048 <i>Businessman</i>	10 (Ten)	
3.	Sd/- C.K. BALJEE S/o. C. Baljee 19, Millers Road, Bangalore - 560 042 <i>Businessman</i>	10 (Ten)	
4.	Sd/- SUSHIL BALJEE W/o. C. Baljee Malville, Simla <i>Housewife</i>	10 (Ten)	
5.	Sd/- SANGITA SIKKA D/o D. R. Sikka H-8, Maszid Moth, New Delhi - 110 048 <i>Student</i>	10 (Ten)	
6.	Sd/- INDIRA SIKKA W/o. D.R. Sikka H-8, Maszid Moth, New Delhi - 110 048 <i>Housewife</i>	10 (Ten)	
7.	Sd/- SUNITA SIKKA W/o C.K. Baljee 19, Millers Road, Bangalore - 560 042 <i>Housewife</i>	10 (Ten)	
	Total Number of shares subscribed	70 (Seventy Only)	

Dated at Bangalore this the 20th day of December, 1985