

Ref: JAL :SEC:2017

11th September, 2017

BSE Ltd.

25th Floor, New Trading Ring,
Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai - 400 001

National Stock Exchange of India Ltd.

"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051

BSE Scrip ID : 532532

NSE Scrip ID : JPASSOCIAT

**Sub: Amendment to Memorandum of Association of the Company
intimation under Regulation 30 of SEBI (LODR), Regulations 2015**

Dear Sirs,

This has reference to our letter No. JAL:SEC:2017 dated 8th September, 2017 enclosing therewith the voting Results of Postal Ballot which included a Special Resolution for approval of amendment of Memorandum of Association of the Company.

In compliance with Regulation 30 of SEBI (LODR), Regulations 2015, we are enclosing amended copy of Memorandum of Association of the Company.

Kindly take the same on records.

Thanking you,

Yours faithfully,

For JAIPRAKASH ASSOCIATES LIMITED



(M.M. SIBBAL)

Joint President & Company Secretary

Encl: As above

Copy to:

Singapore Exchange Securities Trading Limited

11 North Buona Vista Drive #06-07
The Metropolis Tower 2
Singapore 138589

Attention: Issuer Services

Fax No.: +65 6535 6994

The Bank of New York Mellon

One Canada Square
London E14 5AL
United Kingdom

Attention: Global Trust Services

Fax No.: +44 207 964 6369

The Bank of New York Mellon

One Ternasek Avenue
#03-01 MilleniaTower
Singapore 039192

Attention: Global Corporate Trust

Fax No.: + 65 6883 0338

The Bank of New York Mellon

101 Barclay Street
21stFloor West
New York, NY 10286
United States of America

Attention: Global Corporate Trust

Fax No.: +1 212 815 5802/5803

UNDER
The Companies Act, 2013**

Public Company Limited by Shares

MEMORANDUM OF ASSOCIATION
OF
JAIPRAKASH ASSOCIATES LIMITED

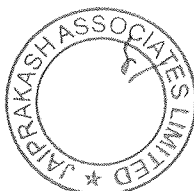
I. The name of the Company is JAIPRAKASH ASSOCIATES LIMITED

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

III. The objects for which the Company is established are:

A. **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

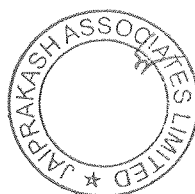
1. To produce, manufacture, treat, process, prepare, refine, import, export, purchase, sell and generally to deal in either as principals or as agents either solely or in partnership with others, all types and kinds of cement, ordinary, white, coloured, Portland, Pozzolana, Alumina, Blast furnace, silica and all other varieties of cements, lime and limestone, clinker and/or by-products thereof, as also cement products of any or all descriptions, such as pipes, poles, slabs, asbestos sheets, blocks, tiles, garden-ware, plaster of Paris lime pipes, building materials and otherwise, and articles, things, compounds and preparations connected with the aforesaid products and in connection therewith to take on lease or otherwise acquire, erect, construct, establish, work, operate and maintain, factories, undertakings, quarries, mines and workshops.
2. To carry on all or any of the business as manufacturers and sellers of and dealers and workers in cements of all kinds, lime, plasters, whiting, clay, gravel, sand minerals, earth, coke, fuel, gypsum, coal, jute, hessian cloth, gunny bags, paper bags, artificial stone and all builders' requisites made out of cement and cement products and conveniences of all kinds.
3. *To carry on the business of construction work comprising of civil works, civil engineers, civil contractors and to undertake projects and contracts for Government and Government Departments or authorities and undertake either alone or jointly with any other company, government/quasi-government body or persons, works of all distinction like construction, renovation, repairs, widening, paving, resurfacing of roads, expressways, highways, upgrading, strengthening of roads, flyovers, highways, elevated roads, metros, ports, airports, pod taxis, hybrid trains, rapid transit, flyways, tramways, railways, bullet trains, speed trains, urban infrastructure, urban landscapes, intra-urban roads and/or peri-urban roads like ring roads and / or urban by-passes, bus and truck terminals, subways, inland waterways and inland ports, mining development & operation of all types of minerals, coals, rocks etc., tunnels or bridges of all types and cement concrete works, reinforced cement concrete works, grouting, rock-cutting, reclamations, waterproofing works, painting, decorating and to purchase, acquire, contract, erect, repair and maintenance of structures, flyovers, tunnels, dams, towers, reservoirs, drains and culverts, trenches, embankments, irrigation works, reclamations, land improvement, sewerage and sanitary works.



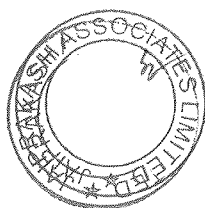
4. *To carry on any or all of the businesses of or related to infrastructure and other sectors, including power (thermal, hydro, nuclear, wind tidal etc.), oil, gas, mining, thermonuclear, water, food processing, waste products, wind power and all other fields and industries in India or any part of the world, such as, conceptualizing, designing, development, construction, maintenance and operation of all types of infrastructural projects or facilities, dams, barrages, powerhouse, tunnels, intake structures, civil, mechanical and electrical works of any kind of whatsoever nature, Governmental or non-governmental, public or private, including but not limited to projects related to all types of housing or infrastructure related projects, or for any other utilities or facilities used by and/or for infrastructure projects and for these purposes, to act as Developers, Contractors, Civil Engineers, Consultants, Commission agents to enter into contracts, agreements, memorandum of understandings, arrangements or such other mode of contracts with private builders, semi-government, Public Sector Undertakings, Government of India, State Governments, municipal or local authorities, bodies corporate, persons or such other organizations or authorities, as the Company may deem fit, in such manner or method for the purpose of carrying out any of the foregoing objects and to obtain from them or from others the rights of all sorts for assistance, privileges, charters, licenses and concessions, as may be necessary.
5. *To carry on the business of collection of toll or any services as an agent or enter into arrangement with Central Government, State Government, Semi Government Bodies, Private Parties or Authorities, whether Municipal, Local or otherwise or with any institution or company in India or abroad and to procure or maintain from such Government Authority, person, institution or company, rights of all sorts for assistance, privileges, charters, contracts, licenses and concessions which the company may think it desirable and to carry out, exercise and comply with the conditions attached thereto.
6. *To acquire, purchase, sell, lease, exchange or deal in any manner in real estate, immovable properties, land, buildings, structures, tenements and hereditaments, whether on immediate or reversionary basis, vested or contingent, for any tenure, subject to or free from any charge or encumbrance, to develop and maintain these for residential or commercial purposes into residences, markets, malls, plazas, townships, various facilities for townships or complexes of any types or purposes including any underground structures for the above purposes in India or abroad.
7. *To purchase, take on lease, acquire in exchange or otherwise, own, hold, occupy, manage, control, construct, erect, alter, develop, pull down, improve, repair, renovate, work, build, plan, lay out, sell, transfer, mortgage, charge, assign, let out, hire, sub-let, sub-lease all types of lands, plots, buildings, hereditaments, bungalows, quarters, offices, flats, chawls, warehouses, godowns, shops, stalls, markets, houses, structures, undertaking, constructions, tenements, assets and properties, moveable or immovable - freehold or lease-hold of whatever nature and description and wherever situate and to carry on the business of builders, real estate-developers, contractors, sub contractors, architects, engineers, designers and surveyors and deal by advancing money to enter into contracts and arrangements of all kinds with builders, tenants, occupiers and others for purchase of any movable or immovable property including industrial, commercial, residential, or farm lands, plots – residential/ commercial/ industrial, construction of complexes, malls etc. and to own, buy, sell, possess, develop, construct, rebuild, maintain, rent, lease, alter, repair, renovate, develop or otherwise deal in highways, flyover, runways, docks, dams, canals, ports or any other infrastructure projects and to deal, sell, manage, lease, operate and run the infrastructure so developed on build, operate, own or lease and/or transfer basis and to buy and sell immovable property of any tenure and any interest therein.



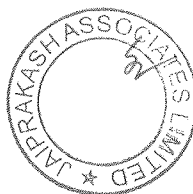
8. *To develop, establish, undertake, infrastructure facilities in India or elsewhere for development of sports, games, adventures and all sports activities of International standard for Sports and Recreation activities including tracks for car racing, stadiums and related integrated sports infrastructure including township, auxillary and support facilities.
9. *To undertake carryout, organise, promote and sponsor or associate with or assist any sports, competition, championships, tournaments of State, National and International level, to facilitate, organize, host, festivals, exhibition or any other activity for promotion and growth of games, sports, recreation activity and to implement various schemes of the Government of India and the State Government and other bodies engaged in the promotion of sports, games, and other recreation activities.
10. *To conceive, plan, survey, design, study and evaluate all steps, processes, techniques and methods for setting up of all types of infrastructure projects, facilities or works, and to finance, build, construct, install, erect, undertake, lay down, commission, establish, own, operate, manage, control, and administer, lease, transfer, all Infrastructure Projects, facilities or works including industrial/ agricultural parks, gardens, roads, bridges, structures and facilities, rail-roads, railway stations, platforms, railway yards, rail tracks including gauge conversions thereof, railway electrification, tramways, buildings, wells, water-courses, dams, canals, reservoirs, urban and rural water supply system, underground drainage systems, airstrips, airports, seaports, berths, jetties, quays, docks and marine structures of all types, rapid transport and telecommunication systems of all types, transportation systems, water supply schemes including distribution systems, chemical plants, fertilizer plants, distillery plants, LPG and all types of petroleum products, handling and storage plants and terminals, handling equipments of various types, pumping stations, light rail transport systems for cities, mass housing projects, industrial plants of all types, industrial and technology parks and civil projects, environmental based projects and equipments, gas pipeline projects and other pipeline projects, oil exploration projects, electric vehicle charging stations, on-shore/off shore projects, electronics hardware technology Park complexes, schools, colleges, and other educational or vocational Institutions, public halls, museums, libraries, garages, hospitals, health centers, community centers, holiday homes and/or beach resorts and to render all services in connection thereto as planners, designers, consultants, constructors, builders, developers, architects, engineers, storage services, erectors, installers, commissioning agents, management consultants, and to act and to carry on the business as manufactures, suppliers, dealers, representatives, stockiest, dealers, assigners of patents & trade marks, franchisers, distributors of all types of plants, machinery, equipments, tools, raw-materials, intermediaries and other related products and consumables in connection with the aforesaid activities, Industries and Projects.
11. *To engage in any lawful act or activity or business to pursue any specific object or objects, as per the law for the time in force.
12. *To construct, design, execute, develop, set-up, maintain, operate, undertake, erect, establish, carry-out, improve, repair, work, own, administer or manage on commission or on 'Build Operate Transfer (BOT) basis' or otherwise, power projects hydro-electric or thermal, roads, highways, bridges, airports, ports, rail systems, water supply projects, irrigation projects, water treatment systems, solid waste management system or sanitary and sewerage management system or any other public utility or facility service of all kinds and all incidental activities connected therewith in India or abroad.



13. *To carry on the business of purchasing, marketing, selling, importing, exporting, producing, trading, transmitting, distributing, supplying or otherwise dealing in all aspects of Thermal, Hydro, Nuclear, Solar, Wind power and power generated through Non- conventional/ Renewable Energy sources including construction, generation, operation & maintenance, renovation & modernization of Power Stations and Projects and also to undertake the business of other allied/ancillary industries including those for utilization/ sale/ supply of steam and ash generated at power stations, and other by-products and install, operate and manage all necessary plants, items of equipment, cables, wires, lines, establishments and works.
14. *To carry on the business of iron founders, civil and mechanical engineers, consulting engineers, project engineers, technical consultants and manufacturers of agricultural, industrial and other machinery and tool kits, machine tool makers brass founders, metal workers, boiler-makers, makers of locomotives and engines of every description, mill-wrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, chemists, metallurgists, electrical engineers, water supply engineers, gas makers, framers, printers, carriers, and to buy, sell, design, specify, manufacture, fabricate, export, import, repair, convert, alter, let on hire, and deal in machinery, implements, plants, tools, tackles, instruments, rolling stock and hardware of all kinds, general fittings, accessories and appliances of all descriptions made of metal, alloy, glass or any other material and any parts of such accessories or fittings and generally to carry on business as merchants, importers and exporters and to transact and carry on all kinds of agency business.
15. *To carry on the business of exploring, developing, drilling, refining, distilling, purifying, converting, blending, purchasing, receiving, importing, storing, manufacturing, producing, processing, marketing, selling, exporting, distributing, trading, supplying, organising, exploiting, liquefaction, re-gasification, compression, beneficiation and transporting by rail/road, surface, sea, air petroleum/ hydrocarbons/gaseous resources, proving and estimating the reserves thereof and implementing programme for the efficient development of and deal in all kinds of petroleum products/services, hydrocarbons by whatever name called, oil and other related liquid and gaseous substances and all other kinds/natures of fuels including, but not limited to, naphtha, natural gas (NG), compressed natural gas (CNG), liquefied natural gas (LNG), associated gaseous substances, coal-bed methane etc. in all its aspects and in all their respective branches and also to undertake the business of other allied/ancillary industries including any by-products/co-products from any of the products, which the company is authorized to deal in and to own, acquire by purchase, lease, license, grant or otherwise, to set up, participate in setting up, install, operate and manage all necessary plants/ facilities equipment, wells, platforms, derricks, rigs, warehouse, depots, ports, wharves, jetties, quays, terminals, compressors, stations, vessels, ships, railway lines, tankers, trucks, wagons, pipelines, storage and infrastructure facilities, establishments and works in India and abroad including from the sea or ocean bed in national or international waters in relation to any or all of the above areas of business and to acquire and maintain drilling rights, exploration and production rights, rights of ways and other rights/interests of all descriptions.
16. *To undertake prospective work of mining of coal/lignite/coke and select suitable coal/lignite/coke blocks/sub blocks for grant of prospective license and mining lease, development of coal/ lignite/coke block(s) including drilling, feasibility studies and assessment of mine blocks, mining, survey and preparation of mine plans, to own mines/washeries, to raise stock and despatch coal/lignite/coke, to mine coal/lignite/coke either in open cast process or underground process and to implement, operate, produce, handle including screening and sizing, transporting and supplying coal/lignite/coke from the mine(s) and to install and operate coal beneficiation plant(s) at suitable places and to undertake all other acts related to the activity as such.



17. *To carry on the business of hotel, restaurant, cafe, tavern, bear house, restaurant room and lodging house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, malters, distillers and manufacturer of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusement or entertainment generally, coach, cab, carriage and motor car proprietors, livery, perfumers, job-masters, farmers, dairymen, importers and brokers of food, live and dead stock, colonial and foreign produce of all descriptions, hair dressers, perfumers, chemists, proprietors of clubs, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements, recreation, sport, tennis courts, swimming pools, entertainment and institutions of all kinds, tobacco and cigar merchants, agents for railways, airlines and shipping companies, and carriers, and general agents and to manage land, building, and other properties, whether belonging to the Company or not and to collect rents and income and to supply tenants and occupiers and others.
18. *To purchase, hold, take on lease or on royalty basis or otherwise acquire mines, mining lease, mining licenses, mining rights, mining claims and metalliferous lands or any interest therein and to explore, prospect, search, work, exercise, develop, cut, treat, line, beneficiate and to turn to account, ores, all sorts of major and minor minerals, working deposits of all kinds of minerals and sub-soil minerals viz. coal, lignite, iron ore, bauxite, manganese, silica, copper, tin, felspar, dolomite, nickel, sulphur, gold, silver, diamond, chromium, rock, phosphates, manganese, quartz, mercury, kyanite, fire clay, calcium, beryllium, zinc, lead, asbestos, mica, platinum, sapphire, ruby, topaz, garnet, emerald and to crush, win, set, quarry, smelt, calcine, refine, dress, preserve, amalgamate, manufacture, manage, manipulate and prepare for market, import, export, buy, sell, store, process, supply, trade in and otherwise deal in ore, metal and mineral substances of all kind and to carry on metallurgical operations in all its branches and to import, export, purchase, sell, repair, assemble, supervise, install, or otherwise deal in all types of mining machines, tools and implements, smelters, crushing machines, furnaces and other items of equipment.
19. *To purchase, sell, trade, manufacture, produce and supply defence equipment, arms & ammunitions of any kind required by Military, Air Force, Navy, Police or any other agency of Central or State Government or any other Body/Person.
20. *To carry on the business of civil aviation, scheduled or non scheduled private passenger air taxi operations, private cargo air taxi operations, business of national and/or international airlines, all other airway business including business as agent, encompassing all areas of airport development including aviation system studies, airport master plans, architecture, financial studies & environmental studies.
21. *To lease, hire, let on hire, purchase, sell, export, import, equip, maintain, repair, refurbish, or otherwise deal in aero-planes, helicopters for the carriage of passengers or freight and engines, air frames avionics parts and components, accessories and all machinery, implements, avionics, lubricants, solutions, enamels and all things capable or being used for or in connection with the maintenance and flying of the air carriers of all descriptions.
22. *To carry on business as aviation management consultants, including consultancy and advisory services in relation to buying and selling of aircrafts, training, aviation business systems market survey, project feasibility, improvement to and expansion of existing aviation projects, preparation of detailed plans for aviation projects and to provide any other services of whatever nature in respect of civil aviation matters.



23. *To carry on the business of providing civil aviation support services including conceptual, preliminary & final designs, preparation of specifications & tender documents, procurement, construction and management of all facilities which include passenger & cargo terminals, hangers air traffic control centres, operational buildings, fuel hydrant systems, approach roads, car parks, runways, aprons, taxiways & other related infrastructure; and purchasing, marketing, selling, improving, exporting of all kinds of aircraft, planes, helicopters, etc.
24. *To purchase, manufacture, produce, refine, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, transfer or otherwise dispose of, trade, deal in and deal with any and all kinds of chemicals and scarce materials, ingredients, mixtures, derivatives and compounds thereof and any and all kinds of products in which any of the foregoing is used including but not limited to medicines, pharmaceuticals, fertilizers and industrial chemicals of all kinds.
25. *To cultivate, grow, produce and deal in any vegetable products and to carry on all or any of the business of foreman, dairymen, mill contractors, dairy foremen, millers, surveyors and vendors or milk, cream, cheese, butter, poultry and provisions of all kinds, growers of, and dealers in, corn hay and straw, seedsmen and to buy, sell and trade in any goods which are usually needed in any of the above business or any other business associated with the foregoing or other interests of the Company.
26. *To carry on business as manufacturers of, and dealers in, granite, marble, alabaster, steel, iron, metal, wood, timber, stone, bricks, clay, china, porcelain, terra cotta, earth ware, pipes, mosaics, slates, windows, doors, shutters, basins, chimney pieces, stoves, baths, sanitaryware, household fittings damp course materials, paint, varnish, rope cord and builders' and decorators' plant, material and requisites and fittings of every description.
27. *To purchase, breed, raise, produce or otherwise acquire invest in, own, hold, use, lease, mortgage, pledge, sell, assign transfer or otherwise dispose of, trade, deal in and deal with any and all kinds of animals and agricultural products, and purchase, manufacture, produce, or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, deal in and deal with any and all articles or things manufactured, produced, resulting or derived in whole or in part from animals or agricultural products of any kind, whether to be used as food or in commerce, manufacture, the science, the arts or otherwise.
28. *To carry on the business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires or dealers in the following :—
- (a) all kinds and forms of organic and inorganic chemicals, heavy chemicals, fine chemicals, photographic chemicals, graphite, carbon, petro-chemicals, drugs, medicines, pharmaceuticals, antibiotics, acids, alkalies, salts, cordials, fertilizers, insecticides, fungicides, weedicides, pesticides, detergents, pasting agents, solvents including industrial solvents, essences, pharmaceuticals, medical, chemical and industrial preparations, mineral and other waters, natural and synthetic waxes, dyes, cosmetics, toilet articles, paints, pigments, oils, varnishes, resins and all products and by-products thereof.
 - (b) plastics, polythene alkathene, natural and synthetic rubber moulded goods, forms, rubber and plastic products including containers and packings of all types hygienic goods made of rubber and latex transmission bolts and conveyors, linoleum, tarpaulin, waterproof, materials, goods and garments, insulating materials, vulcanising materials and all other cellulose derivatives, products and by-products and articles.



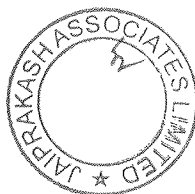
- (c) all kinds and classes of papers, boards, cardboards, mill boards, corrugated boards including corrugated fluting media, and articles, goods or things made from or out of papers, pulp, pulp-compressed paper, paper stock, plastics and other materials, natural or synthetic, and materials used in the manufacture or treatment of paper and all varieties of boards, and in particular to manufacture and deal in writing paper, wrapping paper, art paper, bank or bond paper, drawing paper, craft paper, envelope paper, envelopes, tracing paper, waterproof paper, waxed paper, wall and ceiling papers, carbon paper and photographic paper, and the products and by-products thereof.
- (d) paper pulp, wood pulp, straw pulp, bamboo pulp, dea pulp, mechanical pulp, sulphide pulp, semi-chemical pulp and fibrous pulps of all descriptions, whether processed from any fibrous or other raw-material natural or synthetic, including grass, wood, bamboo, straw, rags, cotton, silk, wool, jute hump, flax and to manufacture and deal in all such fibres, fibrous substance (natural or synthetic) or things which may furnish materials for manufacture of paper and all varieties of boards and to buy, sell and deal in any articles which can be manufactured out of paper boards of all varieties and pulp.
29. *To carry on trade or business of buying, selling, reselling exchanging, altering, importing, exporting, hiring, letting on hire or distributing, merchandise, engineering goods, electrical goods and appliances, machinery, components, food-stuffs, grocery and other provisions, building materials, minerals, ores, including stones, granites, and marbles, cosmetics & chemicals, including soaps, shampoos, oils, perfumes, napkins, pharmaceuticals, liquors, raw, semi-manufactured and manufactured food stuffs, textiles, metals, bullion, jewellery, watches, furnitures, kitchen equipment and gadgets, cinematographic goods, ceramics, sanitary goods, rubber and leather goods, automobiles ships, aircraft and other miscellaneous goods.
30. *To carry on the business of manufacturing, refining and preparing all classes and kinds of fertilisers and other preparations arising from or required in the manufacture of any or all kinds of fertiliser and to carry on any operations or process of mixing, granulating different chemicals or fertilisers and to buy, sell, import, export, treat in and deal in any or all kinds of fertiliser and any raw materials required for the manufacturing of any or all kinds of fertiliser.

*Altered vide Postal Ballot Special Resolution dated 7th September, 2017

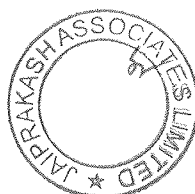
**Title changed vide Postal Ballot Special Resolution dated 7th September, 2017

B. **MATTERS WHICH ARE NECESSARY FOR FURTHERNACE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

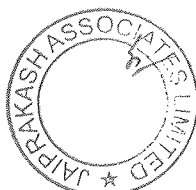
1. To buy or generate for the purpose of the business of the Company steam, heat, light, electricity, gas or other power to process all products resulting from or ancillary to such production and making of gas, to convert the same into saleable materials like coke, road tar, creosote, oil phenols, carbolic acid and other chemical or detailed products and by-products and to otherwise deal with and dispose of the same and to take all steps incidental or necessary in respect of the same.
2. To acquire from any person or any source, technical information, know-how data, processes, formulae, techniques and methods, engineering, manufacturing and operating data, plans, layouts, blue prints and other data for the design, installation, erection and consultancy and maintenance, operation of the plant, machinery equipment and facilities whatsoever required for attaining the main objects of the Company and objects ancillary to the attainment of the main objects and to acquire any grant or licence and other rights and benefits in connection therewith.



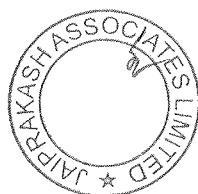
3. To purchase or otherwise acquire or carry on the business of manufacturers of and dealers in bricks, tiles, stone, pipes, potteries, earthen or china and similar goods and any substitutes thereof or building material of any kind and all things used by builders and contractors.
4. To purchase, take on lease, or otherwise acquire, the undertakings, business and property or any part thereof of any company or companies carrying on business as manufacturers of Cement and mineral industries in India or elsewhere, which this Company is entitled to undertake.
5. To enter into contracts, agreements and arrangements with any other company, firm, or person for the carrying out by such other company, firm, or person on behalf of the Company any of the objects for which the Company is formed.
6. To import, export, buy and sell and act as merchants and dealers in connection with the above objects of the Company.
7. To buy, refine, manipulate, import, export and deal in substances, apparatus and things capable of being used in the business of the Company or required by any customers or persons having dealings with the Company.
8. To import and purchase any machinery, implements, materials, articles and stores and to do all things necessary and proper for developing the property, estates and lands including mining property belonging to the Company.
9. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the Company.
10. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property of rights.
11. To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency of any subsidiary Company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried out, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
12. To appoint Directors or Managers of any subsidiary Company or of any other Company in which this Company is or may be interested.
13. To take part in the supervision and control of the business or operations of any Company or undertaking.
14. For the purpose mentioned in the preceding clause, to appoint and remunerate any directors, trustees, accountants or other experts or agents.
15. To act as agents and brokers for sellers, buyers, exporters, importers, manufacturers, merchants, tradesmen, dealers in cement and cement products.
16. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular, any land, buildings, easements, machinery, plant 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 seem expedient.



17. To purchase, take on lease or in exchange or under amalgamation, licence or concession or otherwise, absolutely or conditionally, solely or jointly with others and make, construct, improve, maintain, develop, work, manage, carry out, control any buildings, factories or works or any roadways, tramways, railways, ropeways, branches, or sidings, bridges, wells, reservoirs, water courses, wharves, airports, ferries, piers, aerodromes, telephone works, restaurants, manufactories, warehouses, electric works, shops, stores, channels and other works and conveniences which may seem calculated to advance the Company's interests and to contribute to, subsidise, or otherwise assist or take part in the construction, improvement, maintenance, working management, carrying out or control thereof.
18. To let on lease or on hire purchase system or to sell or otherwise dispose of 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 such articles or article, and the letting thereof on the hire purchase system or otherwise howsoever.
19. To buy and sell foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf, and generally to invest and deal with the moneys of the Company in or upon such securities and in such manner as from time to time be determined and to hold, sell and otherwise deal with such investments.
20. To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular, for shares, debentures, or securities or any other Company.
21. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or Company carrying on or proposing to carry on any business which the Company is authorised to carry on or be possessed of property suitable for the purpose of the Company.
22. To amalgamate, enter into any partnership or partially amalgamate with or acquire interest in the business of any other Company, person or firm or enter into any arrangement for sharing profits, or for co-operation or for mutual assistance, with any person, firm or Company, carrying on any business which the Company is authorised to carry on, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debentures-stock or securities that may be agreed upon and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
23. To amalgamate with any other Company whose objects are similar to those of this Company whether by sale or purchase for fully or partly paid up share or otherwise of the undertaking subject to the liabilities of the Company or any such other Company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of the other Company as aforesaid or in any other manner.
24. To enter into partnership, or into any arrangement for sharing profits or losses, or for any union of interest, joint adventure, reciprocal concession or co-operation with any person or persons, or Company or companies carrying on, or engaged on or about to carry on, or engage in any business or transaction which this Company is authorised to carry on or engage in, or in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
25. To acquire, take up and hold shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Company, Corporation or authority constituted for carrying on business in India or in any foreign country, and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government, Sovereign Rulers, Commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or any foreign country.

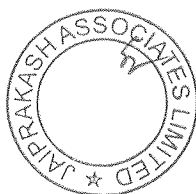


26. To acquire any such shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
27. 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 for any other purpose which may seem directly or indirectly calculated to benefit the Company 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 other Company.
28. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise or any persons or Company that may seem conducive to the Company's objects or any of them and to obtain from any such Government authority, person or Company rights, privileges, charters, contracts, licences and concessions which the Company may think fit or desirable to obtain and to carry out, exercise and comply therewith.
29. To apply for promote, and obtain any Act, charter, privilege, concession, licence, authorisation, Government, State or municipal, provisional order, licence or any authority for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, or for any other purposes, which may seem expedient and to oppose any proceedings or applications, which may seem calculated, directly or indirectly to prejudice the Company's interests.
30. To apply for purchase or otherwise acquire project and renew in any part of the world any patents, patent, rights, brevets d'invention, trade marks, designs, licences, 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 calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights, or information as acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
31. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and providing for the award of scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind whether or not such activities are likely to assist any of the business which the Company is authorised to carry on.
32. To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to the Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or of persons having dealings with the Company or the dependents, relatives or connections of such persons and, in particular, friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses, either by way of annual payments or a lump

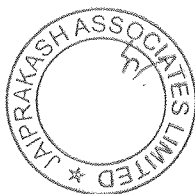


sum and to make payments towards insurance and to form and contribute to provident benefit funds and other welfare funds of or for such persons.

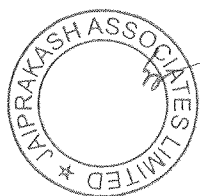
33. To refer or agree to refer any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives, or between the Company and third parties to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the award.
34. To pay out of the funds of the Company all preliminary and other expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue or its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring other debentures or other securities of the Company.
35. To pay for any rights or property acquired by the Company and to remunerate any person or company for services rendered or to be rendered in placing of shares in the company's capital or any debentures, debenture-stock, or other securities of the company, or in or about the formation or promotion of the Company, or the acquisition of property by the Company or the conduct of its business, whether by cash payment or by the allotment of shares, debentures, or other securities of the Company, credited as paid up in full or in part or otherwise.
36. To adopt such means of making known the business 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, by publication of books and periodicals, and by granting prizes, rewards and donations.
37. To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and, in particular, to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities.
38. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
39. #Subject to the provisions of the Companies Act, 2013, to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit including the right to convert the loan into Shares, and, in particular, by the issue of debentures, or debenture-stock (perpetual or otherwise) and to secure the payment of any moneys borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the company or any person or Company as the case may be.
40. To undertake and execute any trust (including the office of executor, administrator, receiver or liquidator) the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights, or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
41. To draw, make, accept, endorse, discount execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
42. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company for the time being.



43. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect, either fully or partially and also to insure and to protect and indemnify any part or portion thereof, either on mutual principles or otherwise.
44. To apply for, purchase, or otherwise acquire, any patents, brevets d'invention, licences, concessions, and the like conferring any exclusive or non-exclusive or limited rights to 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 calculated directly or indirectly to 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.
45. To carry out in any part of the world all or any part of the Company's objects as principal agent, factor, trustee, contractor, or otherwise, either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state, body politic or government or colony or dependency thereof.
46. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
47. To procure the Company to be registered or recognised in any part of the world.
48. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, any part or parts thereof, provided that the same is not inconsistent with the laws of the Union of India.
49. To lend money on mortgage of immovable property or on hypothecation or pledge of movable property or without security and to invest money of the Company in such manner (other than in the shares of this Company) as the Directors think fit and to sell, transfer or deal with the same.
50. To aid pecuniarily or otherwise any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
51. To dedicate, present, subscribe to or otherwise aid, out of the profits and assets of the Company, any benevolent, charitable, national or other institutions, or objects of a public character, or which have any moral or other claims to support or aid by the Company by reasons of the locality or nature of its operations or otherwise.
52. #To make donations to any national memorial fund or any other fund constituted for a charitable or national purpose, subject to the provisions of the Companies Act, 2013.
53. To transact and carry on all kinds of agency business and to be appointed and to act as agents of any company or concern and to do and perform all and singular the several duties, services and authorities appertaining to such office and to comply with and to become bound by all restrictions, limitations and conditions appertaining to such office or imposed by the terms of any agreement or agreements entered into for the purpose aforesaid.



54. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for special dividends or equalising dividends or for any other purpose whatsoever, and to transfer any such fund or part thereof to any of the other funds herein mentioned.
55. To dedicate, present or otherwise dispose of, either voluntarily with or without consideration or for value, any property of the Company deemed to be of national, public or local interest, to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same or of the public.
56. To appropriate, use or lay out land belonging to the Company for streets, parks, pleasure ground, allotments, and other conveniences and to present any such land so laid out to the public or to any person or company conditionally or unconditionally as the Company thinks fit.
57. To establish and maintain agencies, branch places, and local registers to procure registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies or partnerships or as may be thought desirable.
58. #To undertake, carry out, promote and sponsor programmes for rural development including any programme for promoting social and economic welfare for the upliftment of the people in any rural area and to incur any expenditure on any such programme of rural development and to assist execution and promotion thereof either directly or through any agency or in any other manner. Without prejudice to the generality of the foregoing, 'Programme for Rural Development' shall also include any programme for promoting the social and economic welfare for the upliftment of the people in any rural areas which the Directors may consider likely to promote and assist rural development, and that the words 'Rural Area' shall include such areas as may be regarded as rural areas under the provisions of the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be considered by the Directors as rural areas and in order to implement any of the above mentioned objects or purposes the Directors may at their discretion transfer without consideration or at such full or concessional value as the Director may think fit, and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institution, Trust or Fund or any other agency devoted to the work of rural development as approved by the Central Government or State Government or any other appropriate authority
59. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what the Directors may consider to be social, economic and moral responsibilities of the Company to the public or any sections of the public as also any activity which the directors consider likely to promote national welfare or social, economic or moral upliftment of the public or any section of the public and in such manner and by such means as the Company may think fit and the Company may at its discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Company may think fit and divert the ownership of any property of the Company to or in favour of any Public or Local Body or authority or Central or State Government or any Public Institutions or Trusts or Funds or any other agency devoted to the work of rural development as approved by the Central Govt. or State Govt. or any other appropriate authority.



60. Without prejudice to the generality of the foregoing, to undertake, carry out, promote and sponsor any activity for publication of any book, literature, newspapers etc. or for organising lectures, conferences or seminars, workshops, training programmes, etc. likely to advance the aforesaid objects or for giving merit awards, scholarships, loans or any other assistance to institutes, deserving students or other scholars or consultants or persons to enable them to pursue their studies or academic pursuits and for establishing or assisting any institution, fund, trust etc. having any one of the aforesaid objects as one of its objects.

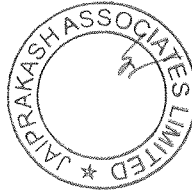
#Replaced vide Postal Ballot Special Resolution dated 7th September, 2017

Note: Clause III C of object clause i.e. "OTHER OBJECTS" deleted vide Postal Ballot Special Resolution dated 7th September, 2017

IV. The liability of the members is limited.

***V. The Authorized Share Capital of the Company is Rs. 3500,00,00,000 (Rupees Three Thousand Five Hundred Crores only) divided into 1609,40,00,000 Equity Shares of Rs. 2/- each and 2,81,20,000 Preference Shares of Rs. 100/- each.

***As amended in terms of Scheme of Amalgamation sanctioned by Hon'ble Allahabad High Court vide order dt. 14.09.15



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

Sl. No.	Name, addresses, description and occupation of the subscribers	No. of Equity Shares taken by each subscriber	Signature of Subscribers	Name, Address, Description and occupation of Witness
1.	Jaiprakash Gaur S/o Late Sh. Baljeet Singh Sharma A-9/27, Vasant Vihar New Delhi-110 057 Industrialist	100	Sd/- Jaiprakash Gaur	
2.	Nanak Chand Sharma S/o Late Sh. C. S. Sharma E-9/14, Vasant Vihar, New Delhi-57 Business	100	Sd/- Nanak Chand Sharma	
3.	Satyendra Prakash Joshi S/o Late Sh. Vidya Sagar Joshi K-104, Hauz Khas, New Delhi-110 016 Business	100	Sd/- Satyendra Prakash Joshi	
4.	Sarat Kumar Jain S/o Sh. Sumat Prasad Jain B1/12, Vasant Vihar, New Delhi-110 057 Business	100	Sd/- Sarat Kumar Jain	
5.	Indra Narain Dube S/o Late Sh. S. L. Dube C-8/8459, Vasant Kunj New Delhi-110 070 Company Executive	100	Sd/- Indra Narain Dube	
6.	Shyam Datt Nailwal S/o Late Sh. R. D. Nailwal 75, Sreshtha Vihar, New Delhi-110 092 Company Executive	100	Sd/- Shyam Datt Nailwal	
7.	Harish Kumar Vaid S/o Sh. R. L. Vaid C-1/1172, Vasant Kunj, New Delhi-110 070 Company Executive	100	Sd/- Harish Kumar Vaid	
	TOTAL	700 (Seven Hundred Equity Shares)		

Dated: 3-11-1995
Place: New Delhi

