

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
(INCORPORATED UNDER THE COMPANIES ACT, 1956)

MEMORANDUM OF ASSOCIATION
OF
VISHAL NIRMITI LIMITED

- I.** The Name of the Company is **VISHAL NIRMITI LIMITED**.
- II.** The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of Registrar of Companies, Mumbai.
- III.** The Objects for which the Company is established are:
- A. THE MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
1. To carry on in India or abroad the business of manufacturers and dealers of Prestress Concrete Sleepers, pre-fabricated concrete poles, concrete blocks, cellular bricks, building blocks, RCC pipes, Prestress pipes and other concrete related products.
 2. To carry on in India or abroad the business of developing, maintaining and operating, leasing and transferring any infrastructure facilities such as road, highways, bridges, airports, rail systems or any other public facilities of a similar nature, infrastructures such as water supply projects, irrigation projects, sanitation and sewerage systems including fabrication of Mild Steel Pipes/ penstock pipes / piles, to carry on the business of generating and distributing electricity or any other form of power through conventional or non-conventional method
 3. To carry on the business in India or elsewhere 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 inspect, locate, modify, own, operate, protect, provide, reconstruct, renovate, re-model, rebuild, undertake and to act as civil engineer, architectural engineer, interior decorator consultant, adviser, agent, broker, supervisor, administrator, contractor, subcontractor turnkey contractor and manager of constructions and developmental work in such branches such as roads, ways, culverts, dams, bridges, railways, tram ways, water tanks, reservoirs, canals, wharves, warehouses, factories, buildings, structures, drainage and sewage works docks, harbours, piers, irrigation works, foundation works, flyovers, air ports, runways, rock drilling, aqueducts, stadiums, sanitary works, power supply works, power stations, hotels, hospitals, multiplexes, dharmashalas, multi stories, colonies, complexes, housing projects and other similar works and for the purpose to acquire, hand over, purchase, sale, own, cut to size, develop, distribute or otherwise to deal in land and buildings, building materials, goods plants, machineries, equipment, accessories, parts, tools, fittings, articles, materials and facilities of what so ever nature and to do all incidental acts and things necessary for the attainment of forgoing objects.



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4. To carry on the business of manufacturing and dealing of railway locomotive components and the related products. To carry on the business of manufacturing and dealing of railway track/signal components and the related products.
5. To carry on in India or abroad the business of execution, development, construction, operation, maintenance, and management of all kinds of railway civil contracts and related works including but not limited to construction, erection, installation, commissioning, renovation, upgradation, modernization, repair and maintenance of railway tracks, bridges, tunnels, stations, platforms, yards, sidings, signaling systems, overhead electrification works, track laying, track renewal, earth work, embankments, culverts, drainage systems, approach roads, and allied civil, structural and mechanical works connected therewith; and to undertake turnkey projects, engineering procurement and construction (EPC) contracts, public-private partnership (PPP) projects, design-build-finance-operate-transfer (DBFOT) projects, consultancy services, project management services, supply of materials, equipment, plant and machinery, labour and manpower required for railway and allied infrastructure development and to carry on all such other activities as are incidental or conducive to the attainment of the above object.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE MAIN OBJECTS ARE:-

6. To open depots and branches on its own account.
7. To manage, supervise, control, inspect and test and take part in the management supervision, control, inspection and testing of the business of any Company or undertaking having similar objects and to co-ordinate or assist in the co-ordination of the businesses of operations of any group of companies or undertakings.
8. To take all such steps as may be requisite or desirable or calculated to result in the proficiency of above referred business and incidental operations, plant & machinery and equipment used in connecting with such operations of any company or undertakings being maintained, improved and developed.
9. To purchase or otherwise acquire the freehold or any part of the lands for the time being held under lease, on freehold estate by the company.
10. To undertake and carry out all round development programmes in the rural and urban sectors for promoting social and economic welfare.
11. To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation carrying on any business which this Company is authorised to carryon.
12. To acquire from any person, firm or body corporate whether in India, or elsewhere technical information, know-how, process, engineering, manufacturing and operating data, plans, lay outs and blue prints useful for the design, erection and operations of plant required for any of the business of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things, cases or any other assets as may be thought fit.
13. To provide residential and/or sleeping accommodation for workmen and in connection therewith to afford to such persons, facilities and conveniences for washing, bathing, cooking,



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reading, writing and finding employments and for the purchases, sale and consumption of provisions, both liquid and solid, and for the safe custody of goods.

14. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimize financial or other disturbances which might affect the Company.
15. To deal with all or any part of the property and rights of the Company.
16. To do needful for the promotion and growth of the national economy through. increased productivity, effective utilisation of material and manpower resources and continued application of modern scientific and managerial techniques in keeping with the national aspirations, and the Company shall be mindful of its social and moral responsibilities to the consumers, employees, shareholders, society and the local community.
17. To employ brokers, commission agents and underwriters upon any issue of shares, debentures or any other securities of the Company and to provide for the remuneration of such persons for their services by payment in cash or by issue of shares, debentures or other securities of the Company, by the granting of options to take the same or in any other manner allowed by law.
18. To advertise and adopt means of making known the business activities of the Company, of any articles or goods traded or dealt in by the Company, in any way as may be expedient including posting of bills in relation thereto and the issue of circulars, books, pamphlets and price-lists and the conducting, of competitions, exhibitions and the giving of prizes, reward and donations.
19. To apply for and take out, purchase or otherwise acquire, protect, sell, prolong and renew trademarks, trade names, designs, secret process, patents, patent rights, inventions, licenses, protections, copyrights concessions which may appear 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.
20. To receive money or deposit or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock, (perpetual or otherwise) and to secure the repayment of any money 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 to redeem or pay off any such securities, subject to provision of Section 58 A of the Act and Directives of Reserve Bank of India.
21. To lend, advance or deposit moneys belonging to, or entrusted to, or at the disposal of the Company and to give credit, to such person, or company and in particular to customers and others having dealings with the Company with or without security, upon terms as may be thought proper and guarantee the performance of contracts by such person or company but not to do the business of banking as defined in the Banking Regulation Act, 1949.
22. To procure the registration, or recognition of the Company to establish, maintain and regulate agencies, branch places and local registers for the purposes of the Company's business and to carry on business in any part of India and to take such steps as may be necessary to give the



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Company such rights and privileges in any part of India as are possessed by local companies or partnerships or as may be thought desirable.

23. To pay all the costs, incidental to the promotion and formation, registration and establishment of the Company and issue of its capital including any underwriting or other commission, broker's fee and expenses in connection therewith including expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
24. To enter into agreement and contracts with Indian or foreign individuals, companies having similar objects or other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
25. To acquire and secure membership, seat or privileges either in the name of the Company or its nominee or nominees in any association, exchange, market or institution in India or any part of the world dealing in any of the products dealt with by the Company or so far as it relates to the Company's business.
26. To appoint and employ agents, managers, artists, designers, technical advertisers and experts and constitute agency of the Company in India or any country whatsoever required for efficiently carrying out above objects of the Company.
27. To own, acquire, take on lease, rent, hire, purchase, build, construct, develop, improve, enlarge, alter, maintain or arrange land, buildings, godowns, shops, plant, machinery, equipments, stores or stocks or services required in connection with or in relation to any of the foregoing business.
28. To undertake the payment of all rents and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the company.
29. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertakings 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 the Company.
30. To sell or hire out machineries, installed or newly ordered as may be required in connection with the Company's business.
31. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company with similar business carrying on or engaged in or about to carry on and to lend money, 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, reissue with or without guarantee or otherwise deal with such shares and securities.
32. To promote, form or acquire any company having similar objects to take, purchase or acquire shares or interest in any company and to transfer to any such company and property of this Company and to take or otherwise acquire, hold and dispose of or otherwise deal in and invest



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in any shares, debentures and, other securities in or of any company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise howsoever or in any other manner whatsoever and to subsidize or otherwise assist any such company.

33. To act in conjunction with, unite or amalgamate with, create or constitute or assist in creating or constituting any other company or association of a kind similar wholly or partially to this company for the purpose of acquiring all or any. of the properties, rights and liabilities of that Company and to buy or absorb all or any part of the business or property of any such company or association and to acquire and secure membership, seat or privileges in and of any association, exchange market or institution in India.
34. To employ experts to examine and investigate into the conditions, prospects, value, character and circumstances of business concern or undertaking having objects similar to those of this Company.
35. To promote any other company having similar objects for the purpose of acquiring all or any of the property of this Company and to take or otherwise acquire and hold shares in any such company and to guarantee the payment of any debentures of other securities issued by any such company.
36. To acquire and/or take over business of any company, partnership or individual in India having similar objects and/or to carry on, acquire and/or take over business of and/or act as agents, selling agents, warehouse agents, sub-agents, indenting agents or agents of any kind or description whatsoever of any company, partnership or individual in India and for that purpose to enter into necessary agreements, deeds and arrangements.
37. 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 carrying on any business, which this Company is authorized to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stocks, debentures or debenture stock of any such person, firm or company and to conduct, make or carry arrangement in regard to the winding up of the business of person, firm or company.
38. To remunerate by cash or other assets or by the allotment of fully or partly paid charges shares or by calls or option on shares, debentures, debenture stock or 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.
39. To make gifts or grant bonuses to the directors or any other persons who are or have been in the employment of the Company and to provide for the welfare of persons in the employment of the Company or formerly in its employment and the widows and children of such persons and dependents upon them by granting money of pensions, gratuities, bonuses, making payments towards insurance or by instituting a pension scheme or pension schemes, providing schools, reading rooms, places of recreation, subscribing to sick or benefit clubs, hospitals and other institutions or societies or otherwise as the Company shall think fit and to make donations or contribution, grants or subscription to such persons or objects for such purposes and in such cases as may seem expedient.



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40. To pay any premiums or salaries and to pay, for any property, rights or privileges acquired by or services rendered to the Company either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company or any part of the property of the Company.
41. To undertake and execute any trust, the undertaking whereof may seem expedient or desirable, either gratuitously or otherwise.
42. To enter into arrangement with any government or authority supreme, municipal, local or otherwise, that may seem conducive to the attainment of the Company's objects and to obtain from any such Government or authority all rights, privileges and concessions which the Company may think fit desirable to obtain and to carry on, exercise and comply with any such arrangements, rights, privileges and concessions.
43. To promote or join in the promotion of any industrial, trading, manufacturing or other institutions, business or Company, for the purpose of acquiring all or any of the property, rights and liabilities of this Company and to underwrite shares and securities therein, and also to acquire, promote, aid, foster, subsidies or acquire interest in allied industry, undertaking, institution, business or company having similar objects.
44. To create any reserve fund, sinking fund, insurance fund, dividend equalizations fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company.
45. 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 moneys of the company including moneys received by way of premium on shares or debentures issued at a premium by the Company, and any moneys received in respect of forfeited shares and moneys arising from the sale by the Company of forfeited shares.
46. 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 debentures or debenture stock, perpetual or otherwise, including debentures or debenture stock convertible into shares of this or any other company and as security of any such moneys 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 subject to Section 58A of the Companies Act, 1956 and directives of the Reserve Bank of India.
47. 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 or without security upon such terms as may be thought proper and from time to time vary such transaction by sale or otherwise in such manner as the Company may think fit.
48. To distribute any of the properties of the Company amongst the members in specie or kind upon the winding up of the Company subject to the provisions of the Companies Act, 1956.
49. To give guarantees, counter-guarantees, indemnities and/or counter indemnities for any person for any loan or financial assistance or performance of any contract or other obligations.



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50. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, debenture-stocks, contracts, mortgages, charges, obligations and other securities of any company, or of any authority, Central, State, Municipal, local or otherwise, or of any person whomsoever, whether incorporated or not and generally to transact all kinds of guarantee business, to guarantee the issue of or the payment of interest on the shares, debentures, debenture stocks or other securities or obligations of any company or association, and to pay or provide for brokerage, commission and underwriting in respect of any such issue, and to transact all kinds of trust and agency business.
51. To open bank account(s), with any individual, firm or company, of all nature including overdraft, cash credit, loan accounts and to operate the same and to draw, make, issue, accept, endorse, discount, execute and negotiate promissory notes, bills of exchange, bills of lading, delivery orders, warrants, debentures and other negotiable or transferable instruments and to deal with all documents, mercantile or otherwise in the ordinary course of business.
52. To acquire from time to time and to manufacture and deal in all such stock - in - trade, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the company.
53. To make advances upon or the purchase of materials, goods machinery, stores and other articles required for the purpose of the company.
54. To insure any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
55. To apply for tender, purchase, or otherwise acquire any contracts and concession for or in relation to the construction, erection, equipment, improvement, management, administration or control of work and conveniences and to undertake, execute, carry out, dispose of or otherwise account for the same.
56. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the company to the public or any section of the public as also any activity to promote national welfare or social, economic or moral up lift of the public or any section of the public and in such manner and by such means without prejudice to the generality of the foregoing, undertake, carryout, promote and sponsor any activity for publication of any books, literature, newspapers, etc. for organizing lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing; conducting, or assisting any institutions, fund, trust, etc. having anyone of the aforesaid objects, as one of its objects, by giving donations or otherwise in any other manner and in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value and subject to the provision of companies Act, 1956 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 Institution or Trust or Fund or Organisation (s) or person(s)
57. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and, to incur any expenditure on any programme of rural welfare or development and to assist



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execution and promotion thereof either directly or through an independent agency or in any other manner and in order to implement any of the above mentioned objects or purposes. transfer without consideration or at such fair or concessional value and subject to the provisions of Companies Act, 1956 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 Institution or Trusts or Funds or Organisations or person(s). Without prejudice to the generality of the foregoing, "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public area which the Directors consider it likely to promote and assist in any rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under Section 35 CC of the Income-tax Act, 1961, or any other law relating to rural development for the time being in force.

58. To accept gifts, bequests, devises and donations from members and others and to make, gifts to members and others of money, assets and properties of any kind.
59. To amalgamate with any company or companies having objects altogether or in part, similar to those of this Company.
60. To establish competitions in respect of contributions or information suitable for insertion in any publications of the company, or otherwise for any of the purposes of the company, and to offer and grant prizes, rewards and premiums of such character and on such terms as may seem expedient.
61. To provide for and furnish or secure to any members or customers of the company or to any 'subscribers to or purchasers or possessors of any publications of the company, or of any coupons or tickets issued with any publications of the company, any conveniences, advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise.
62. To refer to or agree. to refer any claims, demand, dispute or any other question by or against the company or in which the company is interested or concerned and whether between the company and the member or members or his or their representatives, or between the company and third parties to arbitration and to observe and perform and to do all acts, matters and things to carry out or enforce the awards.
63. To apply for, promote and obtain any statute, order regulations, or other authorization and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
64. The company may at any time invite and receive or without any such invitation receive any gifts of immovable or movable property and offerings or voluntary donations or bequests and legacies either from the shareholder or from any other person for all or any of the objects of the company with or without any special conditions provided such receipts or the conditions attached are not inconsistent with or derogatory to any of the objects of the company, subject to any such conditions as aforesaid, all such gifts, donations, grants, offerings, legacies and bequests including lands, buildings and other immovable properties shall be treated as forming part of the property of the company and be applied accordingly-, the Directors shall in their absolute discretion be entitled to decide whether they shall invite or accept any such gift, donation, grant, offering, legacy or bequest and they shall be at liberty to refuse any of them without giving any reason for such refusal.



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65. To acquire for consideration as the company shall think fit in India or overseas secret process, inventions, Protections, patents & rights in the patents the acquisitions of which may seem advantageous or beneficial to the company and to test, issue, exercise develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
66. To enter into agreement and contracts with Indian or Foreign individuals, companies or other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
67. To construct, acquire, establish, provide, maintain and administer factories, estates, buildings, water reservoirs, sheds, channels, pumping installation, generating installations, pipelines, garages, storages and accommodation of all descriptions in connection with the business of the company.
68. To invest the surplus funds of the Company from time to time in such manner and in such assets, properties, securities, shares, bullion or investments or otherwise as may from time to time be determined by majority of- the Directors, and from time to time sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
69. To establish competitions in respect of anagrams, crosswords, suitable for insertion in any publication of the Company, to hold or promote competitions of any description authorized by law, which may be calculated to enhance or increase the business of the Company or may be beneficial to the Company or to advertise or promote the sale of any publication of the Company or of any other person and to offer and give prizes, rewards, compensation and premia in connection with such competitions.
70. To extend and develop the business of the Company from time to time by purchasing, acquiring by exchange or otherwise, or taking on lease, adding to, altering or enlarging from time to time for the purpose of the Company in any parts of India or elsewhere, any lands (whether freehold, leasehold or otherwise) with or without buildings, standing thereon and any machinery, plant or other property (including trademarks, trade names and goodwill) of every description (movable as well as immovable) necessary; or expedient for any business or objects or prospective business or requirements of the Company or any estate or interest in or right over any such property and by creating, constructing and maintaining on any herds of or in the possession of the Company and mills, other buildings, structures, works and machinery, plant and to let on hire, to improve, extend, repair, add, alter, enlarge and remove all or any of the buildings, mills, factory premises, machinery and other things for the time being the property of the Company and to extend for such purpose from time to time sums of money as the Company may deem necessary or expedient.
71. To deal with the whole or any part of the Company's immovable property, and to accept as consideration for or in lieu thereof, other land or cash or Government Securities or securities guaranteed by Government or partly the one and partly the other or such other property or securities as may be determined by the Company, and to take back or re-acquire any property so disposed of by repurchasing or leasing the same for such price(s) on consideration and on such terms and conditions as may be agreed on.



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72. To carry on the Research and Development activities in the field of development of new products and process technology.
73. To deal in all kinds of timber and wood and articles in the manufacture of which timber or wood is used, to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths.
74. To deal in containers, cans, boxes, drums, bottle tops, crown corks, packages, packing materials, bags, pressed metal wares, utensils, cutlery, table wares and articles made of tin, metal, aluminium plates, sheets, glass, fibre, paper, board, cloth, hessian, plastic, or other synthetic compound or materials, timber or plywood and to deal in tin-plates, wire, aluminium sheets and to undertake either on own account or on commission basis or otherwise printing, painting, designing, enamelling, electroplating, engraving or otherwise decorating the aforesaid products or any of such products or articles and to deal in buckets, bath, tubs, tanks, trunk metal furniture, safes, chimneys, pipes.
75. To apply for and acquire permits, licenses, entitlements and quota rights from the Government of India, from state Governments or from foreign Governments or from any other person or company to trade in plant, equipments, spare parts, machinery and raw materials for drugs, pharmaceuticals, surgical goods, scientific equipments, chemicals, fine chemicals, processed good, food articles, fruits, vegetables, pickles, chutneys, papads, spices, pulses, fats, ghees, edible oils, butter, confectioneries, sweets, sugar candy, syrups canned goods, milk foods and all preparations thereof & to undertake dyeing, bleaching or printing cloth.
76. To deal in all type, of colours, dyes, pigments, enamels, coating, compositions points, plasticizers, insulation material required for dyeing, bleaching, processing of fabrics, thread, buttons and/or any other items whether required or not to complete a garment & to deal in dyes and chemicals, including by products, enamels, coating, compositions, pigments, paints, plasticizers and insulation material & to undertake dyeing, bleaching or printing of yarn, cloth, cotton-in process, raw cotton and other fibres for any person(s), firm(s), company or companies, Corporation(s), or otherwise through the agents of the company.
77. To carry on the business of mechanical, structural, electrical, water supply, marine, hydraulic, electronic, precision and general engineers, machine and engineering tool makers, fitters, boulder makers, and steel founders, brass founders, wood workers, steelmakers, tin pattern makers, boilers makers machinists, builders, painters, metallurgists, gas makers, makers of scientific, surgical and industrial equipments, agricultural and other machinery, steel castings and forgings, printers, dealers in scrap mill-wrights, metalworkers, iron and steel converters, ship builders, smiths, fitters, metallurgists, plate-makers, dredgers, tug-owners, wharfingers, salt refiners, and building chemical manufacturers, builders of bridges and steel frame building and steel and iron structures of all kinds and to deal in machinery, rolling-stock, iron, steel, metal, implements, tools, utensils and conveniences of all kinds and generally to carry on the said business in all their branches or any business character similar to the foregoing or any others works or manufacturers.
78. To carry on the business of machinists, makers of machinery, manufacturers of pressed bowls, iron masters, steel makers, blast furnace proprietors, repairers, boiler makers, sand-blast proprietors, consulting engineers, electrical engineers, asbestos manufactures, japanners, annealers, enamellers, electric and chromium platers, polishers, painters, garage proprietors, blacksmiths, tin smiths, locksmiths, iron mongers, alloy makers, metal platers, wire weavers.



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79. To deal in forging, casting, stampings, of all metals, machinery parts, moulds, press tools, jigs, fixtures, injections and compression moulding, steel products, automobile arts of all kinds.
80. To deal in stainless steel, high speed rollers, steel and other metal fabricators, smelters, boiler makers, mill wrights, rod millers, jappaners, fitters, wire drawers, enamellers, electroplaters, painters, smiths wood workers, welders, braziers, galvanizers, plasters, metallurgists and printers.
81. To deal in abrasive equipment and abrasive plant of all kinds, wire, drawing equipment, casting patterns, moulds, precision special alloy casting, heat treatment, sound reproduction equipment, electronic equipment, cinematograph and photographic equipment, fire fighting equipment and components or accessories for the same, engineers tools, gauges and measuring devices, hand tools, machine tools, power tools, household tools, hardware goods, machinery, tools and equipment of all descriptions for tools makers and for glazing, cutting and working on metal glass tiles stone, marble and rock substances and in any articles or things used for or in connection with any such business as aforesaid and of ands the raw or other materials for or component parts of or accessories to the same.
82. To deal in cotton, silk, artificial silk, wool, flax, hemp and jute and similar fibres and of merchants, importers and growers of and dealers in cotton, silk, wool, flax, hemp and jute and all products thereof and the business of cotton spinners and doublers, silk, wolf lax, hemp, and jute spinners, combers and weavers and/or dyers, bleachers, cleaners and finishers and manufacturers of and dealers in dyeing and bleaching materials and manufacturing and general chemists and druggists and to comb, spin, wind, weave, scour clean, prepare render marketable and buy, sell or deal in cotton, silk, flex, hemp, jute, wool and other like substances, and to manufacture, work up, buy sell and deal in linen, cloth, silk satin, satinette, plush, velvet, velveteen, yam, thread, and other goods and fabrics and to carry on business of ginning and pressing and to supply power.
83. To deal in all types / kinds of film productions and film of any other kind to be hereinafter devised and to engage Directors, Actors and other servants, Authors, Play-writers, Dramatists, dialogues and Scenario writers Film Editors, Story writers and other persons, Technicians, Engineers Sound Experts, Cameramen, Musicians Art Directors, Artists, Painters, Carpenters and other experts & to construct, purchase or take can lease Cinematograph theatres, cinema halls and other buildings and works convenient for the purposes thereof and to manage, maintain and carry on such theatres and other buildings when so erected on.
84. To deal in chemicals, import entitlements, packing, material of various types and forms made of wood, metal, corrugated sheets, tin-plates, craft and craft paper, rubber and glass used in the preparation-of wooden boxes ammunition covers, steel barrels, glass ampoules and vials and packing material required for use in the Defence Department or otherwise for transit of the goods and stores.
85. To deal in industrial gases i.e. oxygen, acetylene, oxygen dissolved acetylene, argon, nitrogen, carbon dioxide, nitrous oxide, hydrogen, carbonic acid and other gases or kindered substances or any compounds thereof by any process, Freon etc., in gas and in liquid form.
86. To carry on the business of hotel, restaurant, cafe, tavern, refreshment room and boarding and lodging houses keepers, beer house keepers, licensed victuallers, wine, beer and spirit



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merchants, aerated mineral and artificial water and other drinks, purveyors, caterers for public amusements, generally deal in ivory, novelty and other goods and as general merchants, garage proprietors live stock stable keepers, job masters, farmers, dairymen, importers and brokers of food, alive and dead stock and foreign produce of all descriptions, hairdressers, perfumers, chemists, proprietors of clubs, baths dressing room, laundries, reading writing and newspaper rooms, libraries grounds and places of amusements, recreation spots, entertainment and instructions of all kinds, tobacco and cigar merchants, travel agents Bank Mukadams for railways, shipping and airways, and road transport corporations, companies or bodies and carriers by land, water and air, barge property and freight contractors, forwarding agents, clearing agents, stevedores, ship chandlers, caterers in railway, airlines and steamship companies, underwriters and insurers of ships, crafts, goods and other property, theatrical and opera box office proprietors, cinema exhibitors, producers and distributors and merchants, refrigerating store keepers, and as proprietors conducting safe deposit vaults, general agents, ice merchants, and carry on the business of running night clubs, swimming pools, plying of launches and boats, bakery and confectionery & to carry on business of travel agency and to act as tourist agents and contractors, and to facilitate travelling, and to provide for tourists and travellers or promote the provision of conveniences of all kinds.

87. To carry on the business of stationers, printers lithographers, stereotypes, electrotypes, photographic printers, photolithographers, engravers, dye sinkers, envelop manufacturers, bookbinders, account book manufacturers, machine rulers, numerical printers, paper makers, paper bag and account book makers, box makers, cardboard manufacturers, type foundries, photographers, manufacturer of and dealers in playing, visiting, railway festive, complimentary and fancy cards and valentines, dealers in parchment, dealers in stamps, agents for the payment of a stamp and other duties, advertising agents, designers, draftsmen ink manufacturers, book sellers, publishers, paper manufactures and dealers in the material used in the manufacture of paper engineers, cabinet makers and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
88. To carry on business as goldsmiths, silversmiths, jewellers, gem merchants, watch and clock repairers, electroplaters, dressing bag makers, deal in bullion, precious stones, jewellery, watches, clocks, gold or silver plates, cups, shields, electroplated cutlery, dressing bags, bronzes, articles of virtue,, objects of art and such other articles and goods as the company may consider capable of being conveniently dealt in relation to its business.
89. To deal in typewriters, calculating machines, computers, cleaners, office equipments, sewing and printing machines, au-conditioning equipments, air-conditions, refrigerators, coolers, ice cream manufacturing machinery and to maintain air-conditioned godowns for storage of goods & to deal in the business of cold storage of fruits, vegetables, seeds, Fish, meat, agricultural products, milk and dairy products and other perishable items.
90. To deal in all kinds of medicines and medical preparations and drugs whatsoever and obtain patents for them.& to deal in all kinds of materials required for manufacture of medicines, drugs, pharmaceuticals, surgical goods, scientific equipments, chemicals, fine chemicals, processed food, food articles, fruits, vegetables, pickles, chutneys, papad, spices, pulses, fats, ghee's, edible oils, butter, confectioneries, sweets, sugar candy, syrups canned goods, milk foods and all other preparations thereof.
91. To deal in soap cosmetics perfumes and toilet requisite, pulp, and paper of all kinds, and articles made from paper or pulp and materials used in the manufacture or treatment of paper,



including card boards mill boards and wall and ceiling papers and packaging cartons and newsprints and photographic raw films.

92. To deal in all types of rubber, leather, celluloid, Bakelite, plastic and other chemicals, rubber and plastic goods, particularly industrial rolls, rollers, sheets, beltings, and consumer, goods such as tyres, tubes and other allied products, chappals, shoes, medical and surgical goods, and all other kinds of products & to deal in rubber gloves and all other products made of rubber and/or latex.
93. To procure or develop and supply or provide technical know-how, process formulas for the manufacture or processing of goods materials, or in the installation or erection of machinery or plant for such manufacture or processing, or in the working of mines, oil wells or other sources of minerals deposits, or in search for on discovery or testing of mineral deposits, or in carrying out any operations relating to agriculture, animal husbandry, dairy or poultry farming, forestry or fishing or rendering services in connection with the provision of such technical know-how.
94. To deal in, speculate in shares, stocks, debentures, debenture stock, bonds, obligations and securities issued and commodities permitted by any law for the time being in force in the country.
95. To take over outright or on management contract, sick manufacturing, commercial or services units for resorting economically sustainable operations by injection of proper management & to acquire any agency rights, distributorship, etc. For goods/services of any nature i.e. capital or consumer or otherwise.
96. To carry on the business of financing industrial enterprises, trade and business, to advance, deposit or lend money, and properties to or with any company, body corporate, firm, person or association on such terms as may seem expedient, to discount, and deal in bills, notes warrants, coupons import entitlements and other negotiable or transferable securities or documents, to guarantee or become liable for the payment of money or for the performance of obligations and generally to transact guarantees and/or Trust business. Provided the Company shall not carry on banking business as defined by Banking Regulation Act, 1949 and subject to the provisions of the Companies Act and directives of Reserve Bank of India.
97. To deal in anti-corrosion processing materials and/or equipments and to undertake inspection or supervision in all fields of Cathodic protection and anti-corrosion processing works including prevention of corrosion of underground or underwater metals or non-metals bypassing electric currents embodying the principles of electrolysis & inspection of all types and 'kinds' by whatever mean and of all machinery, plant & equipment ancillary thereto or used in connection therewith and to carry out research or experiments in connection with process of cathodic protection to buried or submerged structures, subterranean and offshore pipelines, metal frame works, bridges, tanks, engineering structures, vessels or otherwise and –to carry out grill analysis and research no determine it's electro chemical and physical properties and to design, develop, supply, fabricate, install, inspect and test equipments and apparatus necessary for or used in connection therewith.
98. To carry on business of painting, coating, electroplating and galvanizing metallic or non-metallic surfaces to prevent deterioration in any form.



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99. To carry on business of preventing or removing water or moisture from soils, walls of all types and monuments.
100. To undertake the activity of constructing whole or part of plants or industrial complexes on a turnkey basis, contracting on Build operate-transfer or on any other basis with or without direct or indirect funding assistance, for a consideration of fee based earnings or other consideration and also to construct and operate plants for specified periods of time, for recovering investment, and/or on commission basis.
101. To deal in ferrous and non-ferrous metals, steels of all kinds, alloy steels, special and stainless steels, shafting bars, rods, plates, squares from iron, scrap iron, sponge iron, pig iron, billets, billetingots, furnaces and furnace equipments, forgings, tubes, boilers, gas turbines, dynamos engines, machinery, presses, implements, gears, drills, tools and metal goods, motors, pipes, metal hinges, sheets, strips, blooms, rounds, circles and angles, fish plates, wheels, fittings and castings of all kinds & to carry on business of non-destructive testing of metals and non-metals by using X-Rays, or Gamma-Rays.
102. To maintain, operate, run, work, manage and act as ship managers for ships and vessels of any persons or company or any government or government corporation or statutory authority and to carry out all acts, deeds and things required for the same.
103. To manufacture, synthesize, produce, prepare, extract, process, manipulate, improve, treat, preserve, render merchantable, export, import, buy, sell, transport, refine, handle, store and carry on the business of and deal in chlorine, caustic chlorine, caustic soda, soda ash, calcium chloride, calcium chlorate, calcium hypo-chlorate, sodium chlorate, sodium chloride, sodium hypo-chlorates, other chlorides, hydroxides, chlorates, hypo-chlorates and other in organic and organic chemicals and petro-chemical products (solid, flakes, solutions, liquids, plasma, gaseous), natural and synthetic and other derivatives, by products and compounds; chemical auxiliaries, analytical chemicals of any kind and nature whatsoever.
104. To carry on the business of manufacturers, producers, growers fabricators, processors, refiners stockists, agents, importers, exporters, traders, wholesalers, distributors, concessioners or dealers of drugs, medicines, chemicals, spirits, mixtures, powders, tablets, pills, capsules, injections, oils, compounds, tinctures, globules, creams, scents, lotions, toilet goods and all kinds of pharmaceutical cosmetic and medicinal preparations used in Homeopathic, Allopathic, Ayurvedic, Unani, Bio-Chemical, Nature-cure or any other medicinal system or branch of medicine or as beauty aid or personal hygiene, bandages, gauze, crutches and various types of anatomical, orthopedic or surgical instruments, by-products and connected products and literature.
105. To carry on the business of generation, transmission and distribution of electric power in all its branches and in particular to construct, lay down, establish, operate, fix and carry out thermal, hydraulic and nuclear power plants and stations, gas turbines and turbines of all types, cables, wires, lines, accumulators, lamps and works, and to generate, acquire by purchase in bulk, accumulate, distribute and supply electricity and to light cities, towns, streets, docks, markets, theatres, buildings and places, both public and private.& to carry on the business of manufacturers of and dealers in apparatus and things, plants, machinery and equipments of all kinds required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, galvanism, magnetism or otherwise.



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106. To act and render services of all kinds and nature as consultants, managers, experts and consulting engineers in all their branches and to acquire or sell or transfer technical and managerial information, know-how, processing, manufacturing, operations and commercial data, layouts, blue prints, erection and operation of any plant or process of manufacture and to acquire and grant or license other rights and benefits such as aforesaid and to prepare and submit schemes for setting up industries and set up industries of all sizes and types with or without foreign collaboration and providing various incentives and methods including taking shares in the companies to be promoted, providing plant and machinery on the basis of lease on long term or on deferred term purchases, financing import of raw materials and export of manufactured goods and such other incentives and methods. & to deal in, develop and render management or consultancy services including patents, copyrights, designs, trade-marks, turnkey projects & employment consultants.
107. To finance or assist in financing the sale of goods, articles or commodities of every kind by way of hire purchase or deferred payment, or similar transactions and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods or installations; to acquire and discount hire purchase or other agreements or any rights under them (whether proprietary or contractual) and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, produce and merchandise.
108. To carry on business of running and/or taking on lease industrial and other undertakings from government, semi-government corporations, companies and persons, whether public or private and to give on lease undertakings belonging to the Company, to any person or persons on such terms and conditions as the Company may deem fit.
109. To develop, build, rebuild, pull down, demolish, erect, enlarge, purchase, own, contract, take or give on lease or licence or hire or hire-purchase including sub-lease, sub-licence, sub-hire and realize rents, licence fees, charges for hire purchase including sub-letting charges, sub-licence fees, sub-hire charges and other charges, hold, exchange, improve, alter, repair, replace, acquire, divide, consolidate, appropriate, decorate, furnish, sell, mortgage and otherwise deal in and/or dispose of, buildings, multi-storeyed buildings, office complexes group housing schemes, houses, flats, bungalows, offices, apartments, rooms, shops, farm-houses, townships, hotels, property and to carry on the business of and dealers in stone, sand, cement, bricks, timbers, iron and steel, hardware's and other building requisites and materials.
110. To manufacture, buy, sell, supply, undertake manufacturing on job work basis, import, export and deal in any manner in readymade garments and textiles of handloom, power loom, mill made, cotton textile, rayon, synthetic, blended, knitted and any other type of fabric.
111. To deal in any agriculture, vegetable or fruit products, and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers and milk products, condensed milk and powdered milk, cream cheese, butter, poultry, fruits, fruit essences vegetables, cash crops and provisions of all kinds, growers, of and dealers in corn, hay and straw, seeds men and nurserymen all types of flowers, product, flower essences, and in any goods usually traded in any of the above business or any other business inclusive of staple foods and medicinal preparations from milk vegetable flowers and animal products or any substitute for any of them associated with the farming interests.

IV. The liability of the members is limited.



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- V. The Authorized share Capital of the Company is Rs. 27,00,00,000/- (Rupees Twenty Seven Crores Only) divided into Rs. 2,70,00,000 (Rupees Two Crores Seventy Lakhs Only) Equity Shares of Rs. 10/- (Rupee Ten Only) each.

***The status of the Company changed from a private limited company into a public limited company and consequently altered its name from Vishal Nirmiti Private Limited' to 'Vishal Nirmiti Limited', by deletion of the word 'Private' before the word 'Limited' from the name of the Company vide Special Resolution passed by the Members in the Extra-Ordinary General Meeting held on 20/08/2025.**



A handwritten signature in blue ink, appearing to read "Rajendra Singh".

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

Name, Signature, Address, Description and Occupation of each subscriber	Number of Equity shares taken by each subscriber	Signature of Witness and hisname, address, description and occupation
Sd/- SHRI BRIJGOPAL B. TAPADIYA S/o: Late Shri Bhagwandas Tapadiya 2, Midlands, Plot 17, Sector 9, Vashi, New Bombay Business	100 (One Hundred) Equity Shares	
Sd/- SHRI RANHODDAS R. TAPADIYA S/o Shri Ramanujdas Tapadiya Sector 9, Vashi , New Bombay Business	100 (One Hundred) Equity Shares	Sd/- MR. SAILESH JOTWANI S/o M. S. Jotwani 5/13, B. S. Colony, Mahim, Bombay 400 016 Occupation: Service
	200 (Two Hundred)	

Dated at Bombay this Thirty first day of May, in the year One Thousand Nine Hundred Ninety Four

Ajaylepatiya



Pragya = Jyoti