

The Companies Act, 2013
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
NESCO LIMITED
CIN: L17100MH1946PLC004886

(Adopted by a Special Resolution passed by Postal Ballot of the Company on 27 March 2018)

- I. The Name of the Company is Nesco Limited
- II. The registered office of the Company will be situated in the State of Maharashtra, i.e, within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai
- III. The objects for which the Company is established are:-
 - A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
 - 1a. To carry on business of establishing and providing premises with or without related infrastructure for holding of exhibitions, conventions and programs including but not limited to meetings, trade fairs, assemblies, rallies, performances, concerts, examinations, weddings, religious events, social programs, cultural programs, seminars, conferences.
 - 1b.* To deal in properties, development or redevelopment of properties, own, purchase, sale, mortgage, manage/operate, leases, leave and licenses of lands, buildings, spaces with or without related infrastructure facilities for the purposes of IT Parks, Commercial, Residential, Industrial offices, Factories, Warehousing, Service centers, Retail trades, Shopping malls, Multiplexes, Hotels, Amusement centers, sports complexes, gaming zones, entertainment venues, recreation centres of all nature and kinds, wayside amenities which include fuel and non-fuel facilities and other allied activities of similar nature.
* Amended vide Special Resolution passed through postal ballot dated _____.
 - 1c. To carry on and conduct the business of manufacture and sale of plant, machinery, systems, capital goods, castings, spares, abrasives, water supply engineers, printers, carriers and merchants, and to buy, sell, manufacture, import, export, repair, convert, alter, let on hire, and deal in other articles and goods of all classes, and kinds whatsoever and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly to enhance the value of any of the Company's property and rights for the time being.
 - 1d. To set up facilities, processing units, kitchens, packaging units for preparation of food and beverages including food and beverage ingredients, to serve and cater food and to carry on business of running Cafeterias, Dining halls, Star-Category Hotels, Motels, Guest Houses, Rest Rooms, Resorts, Villas, Holiday camps, Service Apartments, Business Hotels, Restaurants, Food Courts, Food Kiosks, Mobile Food Kiosks, Mass Catering, Eating Houses, Central Kitchens, Taverns, Beer Houses, Micro-Breweries, Refreshment Rooms, Permit Rooms, Bars, Clubs, Night Clubs, Discos, Pubs, serve and/or sell wine, beer and spirit products, sell packaged food and beverages; to invest in or enter into an agreement, contract, joint venture or collaboration with any Person(s), Partnership Firms, Association of Persons (AOP), Bodies Corporate, LLP, Companies or to take over or to undertake the management of any Hotels, Service Apartments, Restaurants, Shops, Canteens, Food Courts, Kitchens, Food and Beverage Dispensing Areas, Cafeterias, Canteens, Lodges, Resorts, Gymnasium, Clubs that are engaged in mentioned business activities.
 - 1e. To carry on business of organizing national and international trade fairs, exhibitions and conferences in India or abroad, either alone or jointly with any persons, Company, institution or association from India or abroad, offering consultancy and other services

such as for project report, market research, advertising sales and marketing, mailing lists, manpower selection and supply, training, security, exhibition and conference management, exhibition stand construction and decoration etc., to any person, Company, institution or association in India or abroad; and printing and publishing of books, directories and periodicals related to exhibition ad conferences, trade and industries or any other field.

- 1f. To carry on the business of organizing programs and events for the Company or for other Corporates, Companies or individuals which includes any happening such as organizing and management of luxury events, government & private events, road shows including financial market expositions, seminars, lavish parties, conferences, social events, sports events, cultural events & celebrity management, award nights, entertainment shows, music shows, exhibitions, concerts, star nights, fashion shows, organizing fairs, meets, product launches, gala dinners, weddings, college and school festivals, theme parties. Online promotion of events, concerts, live shows, parties and sale of tickets or online bookings and reservations and to acquire, purchase, sale, import or export, let on hire, install for that purposes various things, equipment's and systems viz. audio visual systems, exhibitions, display panels and to provide support services including venue decor and infrastructural support as providing venue booking, sound light and flower arrangements, fabrication of stalls, stage platforms, decorative items, transportation and labour or any other device or systems to execute the said business. To carry on the business of service provider, distributor, concept, facilitator, consultant, manager, franchises, co-ordinations with municipalities, Administration, traffic, Police, Licensing Authorities, market authorities etc., custodian, trustees, business advisor, strategy formulator, Brand Ambassador, on behalf of companies/firms/ individuals to promote, establish, brand building, market leader of products or services and all related activities. To carry on business of promotional events, Product launching platform, sampling of products, pageant ceremonies, organizing ground level kiosks. To carry on such other incidental/ auxiliary activities as may be necessary in connection with sales promotion & event management.
- B. MATTERS WHICH ARE NECESSARY FOR FURTHERENCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:
 1. To undertake, carry out, promote and sponsor rural development including any assistance, adoption programme for promoting the social and economic welfare of, providing education, or the uplift of the public in rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through and independent agency or in any other manner. Without prejudice to the generality of the foregoing, "promoting of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors consider it 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 Section 35 CC of the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their 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 directors may think fit and divest the ownership of any property of the Company to or in favour of any public PR, local body or authority or Central or State Government or any public institutions or Trusts or Funds as the Directors may approve.
 2. To accumulate funds and to lend, invest or otherwise, employ moneys belonging to or entrusted to the Company in all types of funds including short term, securities or investments, movable or immovable and from time to time to vary such investments in such manner as the Company may think fit.

3. To let out on hire or lease all or any of the property of the Company whether movable or immovable or to hold, use, cultivate, work, manage, improve, carry on and develop the undertaking, land and immovable and movable property and assets of the Company and any part thereof.
4. To adopt such means of making known the business and/or products of the Company or of any Company in which this Company is interested as may seem expedient and in particular by advertising in the press or on the screen or 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.
5. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, general useful or other institutions, trusts, clubs, societies funds or objects.
6. To apply for, purchase or otherwise acquire any trademarks, patents, inventions, processes, copyrights, concessions, licenses and the like subject to royalty or otherwise conferring an exclusive or non-exclusive or limited right 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, work, manage, sell, let, grant licences in respect of or otherwise turn to account or deal with the property rights and information so acquired or otherwise belonging to the Company.
7. To dedicate, present or otherwise dispose of either voluntarily or for value, any property of the Company for national, public or local interest.
8. To construct, execute, carry out, equip, improve, work, develop, administer, manage or control in India and elsewhere public works and conveniences, of all kinds, which expression, in this Memorandum includes, railways, tramways, aerodromes, landing grounds, runways docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamation, improvement, sewage, drainage, sanitary, water, gas electric light, telephonic, telegraphic, television and power supply works, warehouses and public buildings and all other works of convenience of public utility.
9. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
10. To assign or sub-let all or any contracts from time to time in whole or in part and upon such terms and conditions as may be thought expedient.
11. To purchase, take on lease or exchange, obtain assignments of or otherwise acquire land and/or buildings of any tenure of description in India or elsewhere and any estate or interest in and any rights connected with any such land and/or buildings.
12. To erect, construct, enlarge, alter or maintain buildings and structures of every kind necessary or convenient for the Company's business.
13. To purchase for investment or resale and to deal in land, house or other property of any tenure and any interest therein, and to create, sell and deal in freehold leasehold and/or Fuzandari ground rents and to make advances upon the security of land or any interest therein and generally to deal in by way of sale, lease, exchange or otherwise with land and house property and any other property whether immovable or movable.
14. To sell, improve manage, work, develop, lease, mortgage, abandon or in any other manner deal with or dispose of the undertaking of the Company or any part thereof or any part of the property, rights and concessions for such consideration may think fit.

15. To insure all or any of the properties, undertakings, contracts, guarantees or obligations of the Company or any nature or kind in any manner whatsoever.
 16. To draw, accept, make, endorse, discount and/or negotiate promissory notes, hundies, bills of exchange, cheques, bills of lading and other negotiable or transferable instruments.
 17. To borrow money or receive money on deposit at interest, or otherwise in such a manner as the Company may think fit, and for that purpose to issue debentures or debenture-stock, perpetual or otherwise including debenture or debenture-stock convertible into shares of this Company, and as security for any such money so borrowed or received to mortgage, pledge or charge the whole or any part of the property, assets, or revenues of the Company, present or future, including its uncalled capital by special assignment or otherwise, or to transfer or convey the same absolutely, or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.
 18. To establish and maintain or discontinue offices, local agencies and branches, places of business and procure the Company to be registered or re-organised and carry on business in any part of the world.
 19. To perform or do all or any of the following operations, acts or things:
 - (a) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
 - (b) To sell, let, dispose of, or grant rights over all or any property of the Company.
 - (c) To grant licences to use patents and/or secret possesses of the Company.
 - (d) To manufacture plant, machinery tools, goods, or things for any of the purposes of the business of the Company.
 - (e) To enter into any agreement, joint venture, collaboration or arrangement for joint working in business or for sharing profits or for amalgamation or technical knowhow or technical assistance with any other Company, firm or person carrying on business within the objects of the Company.
 - (f) To provide for the welfare of persons employed by the Company or any predecessors in business of the Company and the wives, widows and families of such persons by grants of money or other aid or otherwise as the Company shall think fit.
 - (g) To undertake, promote, establish or engage in all kinds of research & development connected or related to the business of the Company.
 20. To do all or any of the above things, and all such things as are incidental or may be thought conducive to the attainment of the above objects or any of them either in India or in any part of the world and as principals, agents, contractors, franchisers, trustees or otherwise and by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies, franchises, branches for any of the aforesaid objects in India or elsewhere in the world and to undertake the management of the Company or Companies having objects altogether or in part similar to those of the Company.
- IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 7,37,50,000 (Seven Crores Thirty Seven Lakhs Fifty Thousand) Equity Shares of Rs. 2/- (Rupees Two only) each and 2,50,000 (Two Lakhs Fifty Thousand) eleven percent Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each with power to increase and/or reduce the capital of the Company and to divide the shares in capital for the time being into several classes and to attach thereto

respective preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the Act or provided by the Articles of Association of the Company.

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

Names, addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber	Name, address and Description of Witness
Sd. Sorabjee Burjorjee Reporter Mahran Mansion Forjett Street	1250	{ Sd. P. L. Khanolkar Managing clerk to Messrs. Gagrath & Co. Solicitors, Alli Chambers, Medows Street, Fort, Bombay.
Sd. Goostadji Burjorji Reporter Petit House, Nana Chawk Grant Road, Bombay	1250	
Sd. Nadirshaw Burjorji Reporter Petit House, Annexe Grant Road, Gowalia Tank Road.	1250	
Sd. Jalejar Burjorji Reporter New Petit Build., Nana Chawk, Gowalia Tank Road.	1250	

Dated this 15th day of April 1946.