



नाम में बदली के परिणामस्वरूप निम्न के लिये नया प्रमाण-पत्र
FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME

कम्पनियों के रजिस्ट्रार के कार्यालय में ...
[कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन]
In the Office of the Registrar of Companies, West Bengal ...
[Under the Companies Act, 1956 (1 of 1956)]

...के विषय में।
IN THE MATTER OF The East India Hotels Limited ...

मैं एतद्वारा प्रमाणित करता हूँ कि ... परिसीमित जिसका निगमन मूलतः 19... के ... के ...
... दिन इतना ... अधिनियम के अन्तर्गत और ... परिसीमित
नाम द्वारा किया गया था कम्पनी अधिनियम 1956 की धारा 21/22 (1) (क)/22(1) (ख) के निर्वचनों के अनुसार आवश्यक
संक्षेप पारित कर चुकी है और इसकी बावजूद राष्ट्रीय सरकार की विहित अनुमतिकम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है।
I hereby certify that The East India Hotels Limited, which was originally incorporated on 26/5
day of May ... 1949 ... under the Companies Act, and under the name The East India
Hotels Limited having duly passed the necessary resolution in terms of section 21/22
22(1)(b) of Companies Act, 1956, and the approval of the Central Government signified in writing
having been accorded thereto in the Department of Company Affairs.

यह नियम निदेशक के तारीख ... 19... के ... द्वारा प्राप्त हो
नाम पर उक्त कम्पनी का नाम इन दिनों ... परिसीमित में बदल कर दिया गया है और यह
प्रमाणित उक्त अधिनियम की धारा 23 (1) के अनुसरण में जारी किया जाता है।
Registration of Companies letter No. Mer/17981 dated 30.10.1996
the name of the said company is this day changed to E.I.H. Limited ...
Limited and this certificate is issued pursuant to section 23(1) of the said Act.

मेरे हस्ताक्षर से यह तारीख ... को दिया गया।
Given under my hand at Calcutta ... this day of 1.11.1996
(One thousand nine hundred ninety six ...)



G. Mukhopadhyay
कम्पनियों का रजिस्ट्रार
Asstt. Registrar of Companies

*यहाँ पर कम्पनी का वह नाम लिखिए जो कि तब्दीली से पूर्व था।
*Here give the name of the Company as existing prior to the change.
यहाँ पर अधिनियम (अधिनियमों) का नाम लिखिए जिनके अधीन कम्पनी का मूलतः रजिस्ट्रेशन और निगमन किया गया था।
*Here give the name of the Act(s) under which the Company was originally registered and incorporated.
जे.एस.सी.-7
J. S. C.-7

Certificate of Incorporation

No. $\frac{17981}{186}$ of 1949-1950.

I hereby certify that THE EAST INDIA HOTELS LIMITED is this day incorporated under the Indian Companies Act, VII of 1913, and that the Company is Limited.

Given under my hand at Calcutta, this Twenty-sixth day of May, One Thousand Nine Hundred and Forty-nine.

*Sd/- B. P. ROY
Registrar of Joint Stock Companies
West Bengal*

CERTIFICATE FOR COMMENCEMENT OF BUSINESS
(Pursuant to section 103(2) of the Indian Companies Act, 1913)

I hereby certify that THE EAST INDIA HOTELS LIMITED which was incorporated under the Indian Companies Act, 1913, on the Twenty-sixth day of May 1949, and which has this day filed a duly verified declaration in the prescribed form that the conditions of section 103(1) (a) to (d) of the said Act, have been complied with, is entitled to commence business.

Given under my hand at Calcutta, this Twenty-ninth day of August, One Thousand Nine Hundred and Forty-nine.

Sd/- B. P. ROY
Registrar of Joint Stock Companies
West Bengal

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

EIH Limited

CIN: L55101WB1949PLC017981

(As adopted by a Special Resolution passed by the Shareholders by
Postal Ballot on 20th May, 2015)

- I. The name of the Company is "EIH Limited".
- II. The Registered Office of the Company will be situated in West Bengal.
- III (A) The objects to be pursued by the Company on its incorporation are:
 - (1) To acquire by purchase, lease, exchange or otherwise, land, buildings and hereditaments of any tenure or description situate in any place in India or outside India and any estate or interest therein, and any rights over or connected with land so situate and to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining office, flats, houses, hotels, restaurants, shops, factories, warehouses, wharves, buildings, works and conveniences of all kinds and by consolidating or connecting or subdividing properties and by leasing and disposing of same.
 - (2) To carry on the business of hotel, restaurant, cafe, tavern, beer house, restaurant room and lodging house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, maltsters, distillers and manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements generally, coach, cab, carriage and motor car proprietors, livery, stable and garage keeper, jobmasters, farmers, dairy-men, ice merchants, importers and brokers of food live and dead stock colonial and foreign produce of all descriptions, hairdressers, perfumers, chemists, proprietor of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sport, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway and shipping companies, and carriers, theatrical and opera-box office proprietors and general agents, and any other business which can be conveniently carried on in connection therewith.
 - (3) To manage land, buildings and other properties situate as aforesaid, whether belonging to the Company or not and to collect rents and income, and to supply tenants and occupiers and others, refreshments, attendance, messages, light, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, stables and other advantages.
 - (4) To carry on business of advisers and/or consultants on problems and matters relating to the planning, construction, reconstruction, development, improvement, operation, management, administration, organisation, finance, quality control, personnel, patent, invention, model, design, secret formula or process or similar property right or information concerning any

(ii)

hotel or hotels, trade or business and other relative business and all systems or process relating to production, storage, distribution, sale of goods and/or relating to rendering specialised services including technical know-how and services, to engage in and carry on research into all matters, and methods, techniques relating to manufacture, finance, personnel and industrial and business management and distribution, marketing and selling, to collect, prepare and distribute information and statistics relating to any type of hotel or hotels as may be considered desirable for or beneficial to all or any of the Company's objects or any person or body corporate having objects similar to those of the Company and to render all such other services as may be ancillary or incidental to any of the foregoing matters and problems but as do not fall within the scope of the office of managing agents or secretaries and treasurers of a company as defined by the Companies Act, 2013.

- (5) To carry on the trades or business of manufacturers, importers, exporters of and dealers in chemicals, minerals, mineral oils, gases, including petroleum and petroleum products.
- (6) To carry on the trades or business of manufacturers, importers and exporters of all types of containers of plastic, glass, stainless steel, copper, aluminium and steel containers and also to manufacture, export, import and deal in chinaware, glassware, ceramic tiles and porcelainware.
- (7) To prospect, examine, search for explore, develop, maintain, process, make and conduct all kinds of studies, researches, reports, tests, drilling and exploration, to sink shafts or wells, mines, raise, dig, pump out, crush, win, get, open, work, quarry, extract mineral oils, ores, gases, chemicals, other mineral properties, substances in all their branches, to produce, treat, manipulate, refine, dress, amalgamate and to purchase, sell, import, export and otherwise deal in or with mineral oils, mineral ores, gases, chemicals, mineral properties, works or other substances and properties from time to time in the possession of the Company, in any manner deemed desirable; to erect, all necessary or convenient refineries, mills, machinery, laboratories, workshops, dwelling-houses for workmen and others, and other buildings, works and appliances, and to aid in or subscribe towards or subsidise any such objects, either jointly or solely with others and either absolutely or conditionally.
- (8) To carry on the business of oil, mechanical and water supply and general engineers and contractors, smiths, millwrights, mechanists, manufacturers and converters of iron, steels and other ferrous and non-ferrous metals, foundry products, metal castings, equipments, machinery, implements, tools, accessories, components, spare parts, apparatus and other articles and things and as merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in or with machinery, implements, rolling stock and hardware.
- (9) To carry on the business of rendering or providing technical and managerial know-how, consultancy services and to assist in and to render any other services including for and in connection with planning, developing, constructing, working, maintaining, modernising, improving, developing and/or managing industrial factories and other allied business in India and abroad.
- (10) To organize, sponsor, promote, establish, conduct and undertake and carry on scientific and industrial research and development in any manner whatsoever in any area or field and to encourage and foster education of persons in pure and applied science, to carry out the above objects to establish and maintain laboratories, pilot plants, workshops and libraries.

(iii)

- (11) To purchase or acquire either by lease or otherwise and lease and/or let out on lease, hire, or otherwise, grant licences over, sell, exchange, surrender, mortgage, charge, turn to account, hold, dispose of, and deal with, property, rights, interests, and privileges of all kinds and descriptions and in particular concessions, options, contracts, patents, annuities, plant, machinery, tools, implements, equipment, apparatus, accessories, furniture, fixtures, raw material, goods, articles, commodities and merchandise of all kinds, business concerns, undertakings and claims of all kinds and to provide such facilities for the occupiers, or users thereof as are commonly used by any manufacturing, industrial or non-industrial or trading and service unit or units and in that connection to import and purchase any machinery, implements, materials, articles and stores and to do all things for developing the resources of the property, estates and lands by clearing, draining, fencing, cultivating, planning, manuring, farming or by any other manner as the Company may think best.
- (12) To engage in the business of consultants, architects, scientific advisers, technical collaborations, designers, Contract and Project Management Consultancy and as Contractors in construction projects in India and abroad and to render all services to the Construction Industry such as project management, computer aided design, cost and time control systems, project finance services, procurement services and the various time control systems, and the various technologies and expertise relating to the Construction Industry, and to carry out in India or outside India contract and project management of complex projects in all fields such as hotels, housing, hospitals, office buildings, holiday resorts, amusement parks, various industrial projects, pipelines, transmission lines, water supply and sewage treatment plants, thermal energy and energy saving, pollution control and other projects by making the design and supervising the construction process by integrating the various functions and activities on turnkey or any other basis as desired by the clients; and also to buy and sell designs, plans and specifications of the Construction Industry, buildings, works, plants, machinery, tools, appliances, apparatus and equipment to buy and sell the know-how of the process of manufacture, particularly in relation to building and construction industry and for water supply, waste management, urban maintenance, pollution control, thermal energy and energy saving and related business activities.

(B) Matters which are necessary for furtherance of the objects specified in III (A) above.

- (1) To acquire by purchase, lease, exchange or otherwise ships, aircrafts, off-shore area oil wells, refineries, mines, mining rights or claims, mineral properties, mining claims, windmills, all types of solar energy, patents, licences, concessions, rights or way light or water and any other rights, interests, or privileges which it may seem to obtain for the purposes of or in connection with the business of the Company, and whether for the purpose of resale or realisation or otherwise, and to manage, develop, sell, exchange, lease, mortgage, dispose of or otherwise deal with the whole or any part of such property or rights, interests, privileges.
- (2) To undertake, carry out, promote and sponsor rural development work 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 development and to assist execution there directly or through an independent agency or any other manner. 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 in any rural area which the Directors consider it likely to promote and assist rural development and that the words 'rural area' shall include areas as may be regarded as rural areas under Section 35CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force 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 Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts established under any law for the time being in force as recognised or approved by the Central or State Governments or any authority specified in that behalf.

- (3) To carry on the business as Registrars, Registrars to any Issue, Share Transfer Agents, Underwriters, Merchant Bankers, Trustees, Custodian of Securities; to render services connected with administration, secretarial work, advisory functions, computer systems, methods and network, in relation to any company, body corporate, association, society, or any other organisation whatsoever; and to render all such other services as may be ancillary or incidental to any of the foregoing subjects and matters.
- (4) To establish and carry on and to promote the establishment and carrying on, and to acquire and take over any business or undertaking carried on or property in which the Company is interested or becomes interested in any business which may be conveniently carried on upon or in connection with such land, building or property, and the establishment of which may seem calculated to enhance the value of Company's interest in such property and to carry on the same or to dispose of, remove, put an end to or otherwise deal with the same as may seem expedient.
- (5) To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit.
- (6) To undertake financial and commercial obligations, transactions and operations of all kinds.
- (7) To guarantee the performance of any contract or obligations of and the payment of money of an interest on any stock, shares or securities of any Company, Corporations, firm or person in any case in which such guarantee may be considered necessary directly or indirectly to further the objects of the Company or the interests of its shareholders and to guarantee the payment of money, unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any Company or of any authority, supreme, municipal, local or otherwise or of any person whomsoever whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
- (8) 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 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 or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (9) To manufacture, import, export, buy, sell, exchange, alter, improve, manipulate, prepare for market, and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials, and things necessary or convenient for carrying on any of the above specified businesses or proceedings, or usually dealt in by persons, engaged in the like business or any of them.

- (10) To establish and support, or aid in the establishment and support, of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company, or its predecessors in business or the dependent or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object.
- (11) To acquire and undertake all or any part of the business, property and liabilities of any person or Company, carrying on any business, which this Company is authorised to carry on, or possessing of property suitable for the purposes of the Company.
- (12) To enter into any arrangement with any Government, or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority, all rights, concessions and privileges, which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (13) To enter into partnership, or into any arrangement for sharing profits or losses, or into any union of interests, joint venture, reciprocal concession or co-operation with any person or persons or company or companies carrying on, or engaged in, or about to carry on or engage in, or being authorised to carry on, or engage in, any business or transaction which this Company is authorised to carry on, or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
- (14) Generally 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 with reference to any of the objects and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being.
- (15) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether, or in part, similar to those of this Company.
- (16) To promote any Company or companies for the purpose of acquiring all or any of the property, rights, and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (17) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such a manner as may from time to time be determined.
- (18) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital and to purchase, redeem and pay off any such securities.
- (19) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (20) To undertake and execute any trusts the undertaking of which may seem to the Company

desirable, and either gratuitously, or otherwise.

- (21) To draw, made, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
- (22) To remunerate any persons or company for services rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of any 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.
- (23) To do all or any of the the above things either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, or otherwise.
- (24) 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.
- (25) To do all such other acts, matters and things as may be deemed necessary or incidental or consequential on or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" save when used in reference to this Company, in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and the intention is that the objects specified in any paragraph of this clause shall, except when otherwise expressed in such paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph.

- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Capital of the Company is Rs. 300,00,00,000 divided into 150,00,00,000 Equity Shares of Rs. 2 each.

(vii)

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

Names, Addresses and Description of Subscribers	Number of Shares taken by each Subscriber	Name, Address and Description of Witness
Rai Bahadur M. S. Oberoi Grand Hotel Calcutta	One 'A' Ordinary Share	V. Srinivas Secretary Oberoi Hotels (India) Ltd. 17, Chowringhee, Calcutta
Sri Kailash Nath Haksar Swiss Hotel Delhi	One "	
R. D. Bhagat Business 11, Queens Park Ballygunge	One "	
Moti Lall Khaitan Attorney-at-law 226/1, Lower Circular Rd. Calcutta	One "	
Man Singh Managing Director Peters & Smith (India) Ltd.	One "	
E. Bret General Manager Grand Hotel	One "	
T. R. Oberoi Managing Director Northern India Caterers Ltd. Swiss Hotel Delhi	One "	
Total...	Seven "	

Dated the 26th day of May, 1949