

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KARNATAKA PUBLIC LANDS CORPORATION LIMITED

- I. The name of the Company is "KARNATAKA PUBLIC LANDS CORPORATION LIMITED".
- II. The Registered Office of the Company will be situated in the State of Karnataka.
- III. The Objects for which the Company is established are :
 - (A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE :
 1. To buy, sell or otherwise deal in land, especially the land belonging to Government of Karnataka or any other Statutory Body in the State.
 2. To develop land and act as colonizer and to prepare estimates, plans, designs, specifications and do such other things or any act that are related to development of land.
 3. To buy and sell, let on lease, hire, or otherwise acquire any property and any rights or privileges, either as a broker or as an agent or as an auctionaire, which the Company thinks necessary or convenient for the purpose of its business in immovable property.
 - (B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :
 1. To carry on the business of auctioneers, valuers, surveyors, appraisers of all kinds of properties, whether movable or immovable.
 2. To collect and maintain details of Government Lands, encroachments of Government land and to allot evicted Government land to different government departments.

3. To categorise the lands as moderately valuable, most valuable and less valuable on some scientific basis.
4. To keep the protected land from encroachment by fencing and posting security and to work out proposal for proper utilization of these lands.
5. To establish and maintain agencies, branch, places and offices and get the Company to be registered or recognized and to carry on business in any part of the world.
6. To apply for tender, purchase or otherwise acquire any contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry on, dispose off or otherwise turn to account the same.
7. To enter into partnership or into any arrangement for sharing of profits, union of interest, reciprocal concession or co-operation with any person, partnership or company having similar object and to promote and aid in promoting, constitute, form or organize a company or partnership having similar object for the purpose of acquiring and undertaking any property and liability of this Company or of advancing, directly or indirectly, the objects thereof which the Company may think expedient.
8. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of business concern and undertaking having similar business.
9. To purchase, take on lease, hire, or otherwise acquire any real and personal property and any rights or privileges, which the Company thinks necessary or convenient for the purpose of its business. To let on lease or on hire purchase system or to lend or otherwise dispose of any property belonging to the Company.
10. To acquire, lease, build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage any building, offices and conveniences which may seem calculated directly or indirectly to advance the interest of the Company and to join with any other person or company in doing any of these things.
11. To sell, transfer or dispose off the business property or undertaking of the Company or any part thereof for such consideration as may think fit and in particular for shares, debentures or securities of any other Company.
12. To amalgamate with any other company or companies, to enter into any partnership or partially amalgamate with or acquire interest in the business of any other company, person or firm carrying on or engaged in or about to carry on or engage in any

business or transaction included in the objects of the company or enter into any arrangement of sharing profits or for co-operation or for limiting competition or for mutual assistance, with any such persons, firms or company.

13. To acquire and undertake the whole or any part of business (whether as a going concern or otherwise), property, assets and liabilities of any person, firm or company carrying on or proposing to carry on business which the Company is authorised to carry on.
14. To apply for, purchase or otherwise acquire any patents, brevets, d'invention, licenses, 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 purpose of the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights or information so acquired.
15. To refer to or agree to refer any claim, demand, dispute or any other question, by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members of his or their representatives or between the Company and third parties to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds matters and things to carry out or enforce the awards.
16. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by exhibiting in any form whatsoever, by circulars, by purchase and exhibition of works of art or by publication of books and periodicals and by granting prizes, reward and donations subject to the provisions of Companies Act, 1956.
17. To invest and deal with the surplus moneys of the Company in such manner as may from time to time be expedient or be determined by the Board of Directors.
18. To borrow or raise money other than Public Deposits with or without securities and/or by the issue or sale of any bonds, mortgages, debentures or debenture stock of the Company, whether perpetual or otherwise and to utilise any money so raised for any of the objects of the Company and to advance and lend money and assets of all kinds upon such terms as may be arranged subject to provisions of the Companies Act, 1956 and/or RBI directions.
19. To indemnify officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done by them for and in the interest of the Company or any loss, damage or misfortune that may arise in execution of the duties of their office or in relation thereof.

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

1. To carry on the business or vocation in India and abroad of acting as advisor, consultants, counsellors on all matters relating to land and land development.
2. To engage and carry on the business of development and promotions of financial, commercial and industrial disciplines relating to land and to execute and carry on all kinds of economical, industrial, statistical and technical surveys and research relating to land.
3. To carry on the business of undertaking and setting up infrastructure project on turn key basis and to carry on the business of exploring, developing, supplying, importing, exporting the infrastructure technical know-how, scientific formulae and process relevant to their establishments and installations.

IV. The liability of the members is limited.

- V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 10,00,000 (Ten Lac) Equity Shares of Rs. 100/- (Rupees One Hundred) each.**