

**MEMORANDUM OF ASSOCIATION
OF
OMNIPOTENT INDUSTRIES LIMITED***

**THE COMPANIES ACT, 2013
(Company Limited by Shares)**

- I. *The name of the company is "**OMNIPOTENT INDUSTRIES 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 MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION IS:**
1. To carry on the business of manufacturing, producing, acquiring, buying, selling, leasing, consulting, processing, developing, retreating, refining, storing, distributing, piping and/or transporting and otherwise dealing in all kinds and classes of Bitumen & Bitumenous Product (Damar), Natural Gas and Petroleum Products, compositions, chemicals, chemical products, drugs, pharmaceutical products and composition and all the articles materials & parts entering into any of the said products & to do all things necessary, suitable or proper for the accomplishment of any of the said purposes.
- (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:**
2. To enter into agreements with other companies/partnership firms who shall subscribe to the shares of the Company for the purpose of development of property.
 3. To incorporate, float, form, constitute, to assist, control similar associations or undertakings and promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for carrying on any activity which this Company is authorized to carry on or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
 4. To hold, use, work, manage, improve, carry on, develop the undertaking, lands and movable estate or property and assets of any kind of the Company or any part thereof.

*Substituted vide Special Resolution passed at members' Extra-Ordinary General Meeting held on August 21, 2021.



5. To dispose of any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as may be thought fit for the benefit of the Company and to accept payments or satisfaction for the same in cash or otherwise.
6. To subscribe for, take or otherwise acquire and hold shares, stocks, debentures or other securities, as may be conducive for development, construction, operation and maintenance of properties of any other Company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly to benefit of the Company.
7. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions in their objects or purposes or for any exhibitions but not for political objects.
8. To improve, manage, develop exchange, lease or let, lend, under-lease, sub-let, mortgage, dispose of, deal with in any manner, reserve or otherwise deal with any property of the Company or rights therein.
9. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donation gratuities pensions, allowances or emoluments to any persons who are were at any time in the employment or service to Company or which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company or who are/were at any time Director or officers of the Company or of any such other Company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or to advance be interest well-being of the Company or of any such other company as aforesaid and make payment to or towards the insurances of any such persons as aforesaid and to any matters aforesaid either or in conjunction with any such other company as aforesaid.
10. To provide for the welfare of Director's, employees, or ex-employees of the Company and wives, widows and families of the dependents or connection of such persons by building or contributing for the building, houses, dwelling or quarters, or by grants of money, pensions, gratuities, allowance, bonus, profit sharing bonus or benefits or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds profit sharing or other scheme or trust and by providing or subscribing, or contributing towards places of instruction and recreation, hospitals and dispensaries medical and other attendants, and other assistance as the Company shall deem fit.
11. To aid monetarily or otherwise, any association, body or movement having similar object, the solution, settlement or labour problems or the promotion of industry or trade.
12. To acquire and undertake all or any part of the business property and liabilities of any person, company carrying on or proposing to carry on any business which the Company is authorized to carry on or possessed of property suitable for the purpose of the Company which can be capable of being conducted so as directly

to benefit the Company and to subsidize or assist any such persons or company financial or otherwise.

13. To vest any movable or immovable property rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
14. To pay all preliminary expenses of any company promoted by the Company or any company in which this company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the Company.
15. To procure the incorporation, registration or other recognition of the Company in any country, state or place outside India and to establish and maintain local registers and branch places of business in any part of the world subject to law in force.
16. To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves whether for depreciation or for repairing improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the Company.
17. Subject to the provision of the Companies Act, 2013, to place to reserve or to distribute as dividends or bonus share among the members or otherwise to apply any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on or arising from the sale of forfeited shares.
18. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly, calculated to benefit the Company and to place or guarantee the placing of subscribed for or otherwise all or any part of the shares, business capable of being conducted so as directly or indirectly to benefit the Company.
19. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any undertaking or other commissions, broker's fees and charges in connection therewith and to remunerate (by cash or other assets or by the allotment of fully or partly paid up shares) or by a call or option on shares, debentures, debenture-stocks, or securities of this or any other company or in any other manner whether out of the Company's capital or profits or otherwise to any person or persons for services rendered in introducing any property or business to the Company, in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stocks or other securities of the Company as the directors may think proper.
20. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debenture bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments.

21. 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 association, corporation or company, to promote or aid in the promotion of any other company or partnership for the purpose of acquiring all or any of the properties, rights or liabilities of the Company or for any other purposes which may seem directly or indirectly calculated to benefit the Company.
22. To open account or accounts with any firm or company or with any bank or banks or bankers and to pay into, withdraw money from such account or accounts.
23. To apply for, tender, purchase or otherwise acquire and 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.
24. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings having similar objects and generally of any assets, property or rights.
25. To take part in the management, supervision and control of the business or operation of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accounts, or other experts.
26. Subject to the provisions of the Act, to pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
27. To amalgamate, enter into partnership or into any arrangement for sharing or pooling of profits, amalgamation, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on any business or transaction which may seem capable of being carried on or conducted so as, directly or indirectly to benefit the Company.
28. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in the securities and shares or other movable or immovable property or without security upon such terms and in such manner as may be thought proper from time to time, to vary such transactions and investment in such manner as the director may think fit subject to the provisions of the Companies Act, 2013.
29. To purchase or otherwise acquire, protect, prolong and renew any rights, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account the same and to grant license or privileges in respect of the same.
30. To pay or satisfy the consideration for any property, rights, shares, securities or assets whatsoever which the Company is authorized to purchase, or otherwise acquire either by payment in cash or by the issue of shares, or other securities of the Company, or in such other manner as the company may agree to partly in one mode and partly in another.

31. To search for and to purchase, protect, prolong, renew or otherwise acquire from any Government, state or authority any, protections, licenses, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned, to account to work develop, carry out, exercise and turn to account the same.
32. To lend money on mortgage of immovable property or against bank guarantee on such terms as the directors may consider necessary and to invest money of the Company in such manner as the Directors may think fit and to sell, transfer or deal with the same.
33. To furtherance of the aforesaid objects of the Company to enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties and other persons for obtaining by grant, license, and/or on other terms, formulate rights and other rights and benefits, and to obtain technical and engineering information assistance and service knowhow and expert advice, and to pay for technical Know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in cash or otherwise and to pay to promoters such remuneration and fees and otherwise recompense them for their time and for the service rendered by them.
34. To act as principal or agent to do above things as may be incidental or conducive to the attainment of above objects, as principals and as or through agents, brokers, trustees, contractors, either alone or in partnership or in conjunction with others.
35. Subject to the provisions of Section 73 & 74 of the Companies Act, 2013, and the rules made there under and the directives of the Reserve Bank of India with respect to limits of deposit which may be accepted from its members, to borrow or raise or secure the payments of money or to receive money on deposit at interest for any of the purposes of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debenture or debenture-stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or for any such debentures or debenture- stocks so issued to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other power as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
36. To enter into any agreements and to take all necessary or proper steps with the Governments or with other authorities imperial, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of carrying out the objects of the Company directly or indirectly or effecting any modifications in the constitution of the Company or furthering interests of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interest of the Company or its members and to promote or assist the promotion, whether directly or

indirectly of any legislation which may appear to be in the interests of the Company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company.

37. To indemnify members, officers, directors, agents and employees of the Company against proceedings, cost, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto.
38. Subject to the provisions of the Companies Act, 2013, the company shall have power to borrow any sum or sums of money for the purpose of the company on such terms and conditions and from such person or persons, firms, bank or any such financial institution or any governments or semi-government corporation as the company may deem fit.
39. To refer to or agree to refer any claims, demands, disputes 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.
40. To register patent, trade mark or other inventions with appropriate authorities.
41. To acquire and undertake the whole or any part of the business property and liabilities of any person carrying on any business which the company is authorized to carry on.
42. To acquire and or otherwise take on lease or on leave and license basis premises as may be required to pursue the principal object of the company.
43. To enter into negotiation, collaboration, technical or otherwise with any persons, Firm, company, bodies corporate, institutions or Government for obtaining by Grant license or on other terms formulate and to obtain technical information, Know-how and expert advice.
44. To borrow money from banks, institution and other agencies for the object of the company at such terms as may be decided by the Board of Directors time to time.
45. To open account or accounts, either current or overdraft with any banker/bank and to draw, make, accept, endorse, discount, execute, and issue checks, promissory notes, hounds, bills of exchange, bills of lading, warrants, debentures, and other negotiable instruments in the course of the company's business.
46. Subject to the provisions of to amalgamate, or to enter into partnership or into any agreement for share profits, unions of interest, cooperation, joint venture, of reciprocal concession or for limiting competition with any person or persons or company or companies carrying on or engage in or about to carry on or engage in any business, transaction engaging in which this company is authorized to carry or engage in or which can be carried on in conjunction therewith.
47. To engage in business or transaction within connection with any other person, corporation, company or to hold shares, stocks or bonds in any such company or corporation, the business which this company is authorized to carry on.

48. In the event of winding up, to distribute all or any of the company amongst the members in specie or kinds or any proceeds or sales or disposal of any property of the company, subject to the provisions of the Companies Act, 2013.
49. To undertake, carryout, promote, and sponsor development including any program for promoting the social and economic welfare 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 and promotion thereof either directly or through an independent agency or in any other manner without Prejudice to the generality of the promoting of rural development shall also include any programmed for promoting the social and economic welfare of or the uplift of the public in any rural areas which the Directors considers it likely to promote, assist rural development and that word rural area shall include such area 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 or as may be regarded by the Directors as rural areas.
50. To train or pay for training in India or abroad of any of company's employees or offices or any candidate in interest of or furtherance of the company's objects.
51. To establish offices, agencies or appointing agents in India and abroad in order to carry out the objects of the Company.
52. To carry on the business as ticket booking agent, airlines ticket booking agent, carrier service agent, maintain aggregator for cabs, taxi and buses and to carry on the business to develop, service, repair, maintain, buy, sell, hire, use, retain, lease, exchange, manufacture, assemble, transport, import, export, design, research and deal in all kinds of computer software and hardware for industrial, engineering, scientific, legal, financial, hospitality, logistics, transportation, supply chain management, e commerce, information technology and allied services, business and non business applications and devices and also to deal in instruments, equipments or things of a character similar to analogous to the foregoing or any of them or connected therewith which may be usefully and conveniently combined with the business of the Company.
53. To encourage and provide the business as daily passenger service operators, running of taxies, mini buses, package tour operators, travel agents for cabs, buses and cruises, and to carry on the business of travel, tourism, transporting agents, transporters, carrier of passenger, goods luggage, arrangers, organizers of passengers and to own take on lease, let on hire, run and manage, business, vans, luxury coaches, boats, vessels, cars, jeeps and other auto mobile vehicles and developing and encouraging tourist and recreation resorts, tourism in part in India.
54. To promote, represent, organize, undertake, establish, conduct, handle, arrange, manage, own, operate, participate, facilitate, sponsor, encourage, and provide the business as daily passenger service operations, travel agents, booking agents for events, movies, theatre, booking agent for hotels and resorts, representatives of travelling agencies, to publish magazines, bulletins and other literature of travel and tourism, and to own engage, hire, let on hire, contract or arrange, buses, coaches, taxies, cabs and cars of every make and model both indigenous and imported with or without meter for tourists and passengers and for companies, banks, corporations and individuals, on daily, weekly, monthly and

yearly contracts/packages and to provide such facilities for the national and international tourists.

- 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 Share Capital of the Company is Rs. 75,000,000/- (Rupees Seven Crore Fifty Lakh Only) divided into 7,500,000 (Seventy Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

*The Authorised Share Capital of the Company increased from Rs. 5 Lakh to Rs. 7.5 Crore vide Special Resolution passed at members' Extra-Ordinary General Meeting held on August 21, 2021.



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

Name, Address, Description and Occupation of each subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature, Name, Address, Description & Occupation of witness
<p>Name: Prince Pratap Shah Add. 1/12, Damji Nenshi Chawal, Station Road, Bhandup West, Mumbai - 400078 Business</p>	<p>45000 (Fourty Five Thousand Only)</p>	<p>Sd/-</p>	<p>I Witness to subscribers, who have submitted and signed in my presence as on 13/09/2016, further I have verified their identity details (ID) for their identification and satisfied myself of their identification particulars as filed on.</p> <p>Sd/-</p>
<p>Name; Rushabh Hasmukhrai Shah Add. Room No. 81, Papermintwala Estate, Station Road, LBS Amrg, Bhandup West, Mumbai - 400078 Business</p>	<p>5000 (Five Thousand Only)</p>	<p>Sd/-</p>	<p>Hemanshu Gupta S/o Premchand Gupta Add: 404, Panchratna, Opp: Railway Station Road, Above National Dairy, Bhayandar (East), Thane: 401105 Occ. Chartered Accountant Mo. No. 9869285193</p>

Dated: 13/09/2016

Place: Mumbai

