

Thomas Cook (India) Ltd.
A Wing, 11th Floor, Marathon Futurex
N. M. Joshi Marg, Lower Parel
Mumbai 400 013
Board No.: +91-22-4242 7000
Fax No. : +91-22-2302 2864



2nd September, 2016

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 500413
NCCPRS Scrip Code: 715022
NCD Scrip Code: 949099, 952673, 952674, 952675

The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No.C/1
G Block, Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip Code: THOMASCOOK
NCCPRS Scrip Code: Thomas Cook CRNCPS
8.50% 2022
NCD:THC10.52; Thomas Cook 9.37% 2018
SERIES 1; Thomas Cook 9.37% 2019 SERIES 2;
Thomas Cook 9.37% 2020 SERIES 3
Fax No.: 2659 8237/38

Fax No.: 2272 2037/39/41/61

Dear Sir/ Madam,

Ref: Submission of information pursuant to Regulation 30(4) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Sub: Alteration to the Object clause of Memorandum of Association of Company

The members of the Company at its 39th Annual General Meeting held on 2nd September, 2016 approved the deletion and substitution of the existing Clause on Charitable activities in the Objects Clause of the Memorandum of Association of Company by Special Resolution. The existing Clause III(B)11 of the Memorandum of Association of the Company enables the Company to undertake necessary activities under Corporate Social Responsibility (CSR). With the intention of widening the scope of such CSR activities, the new clause contains additional powers to enable the Company to spend, donate, do acts of philanthropy, benevolence etc. in respect of CSR, either on its own or through any other entities which is specifically engaged in CSR activities.

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have enclosed herewith a copy of the altered Memorandum of Association of Company.

This is for your information and records.

Thank you,
Yours faithfully,
for **Thomas Cook (India) Limited**

Amit J. Parekh
Company Secretary and Compliance Officer
Encl.: a/a

Holidays | Foreign Exchange | Business Travel | Visas | Insurance

Corporate Office : A Wing, 11th Floor, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai - 400 013.

Registered Office : Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai - 400 001.

Email id: enquiry@in.thomascook.com CIN No.: L63040MH1978PLC020717

www.thomascook.in

COMPANY LIMITED BY SHARES
MEMORANDUM
OF
ASSOCIATION
OF
THOMAS COOK (INDIA) LIMITED

- I. The name of the Company is THOMAS COOK (INDIA) LIMITED
- II. The registered office of the Company will be situated in the State of Maharashtra.
- III. (A) **MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION.**
 - (1) To acquire and take over as a going concern the business now carried on in India by Thomas Cook Overseas Limited, a company incorporated in the England and having its principal office at 45, Berkeley Street, London W1A 1EB, England, together with the goodwill thereof and all or any of its assets and liabilities and to carry on the said business and, for that purpose, to into appropriate agreement and take all necessary steps.
 - (2) To carry on the trades or business of general travel passenger, tourist and transport agents and contractors, organisers of travel by land, water or air, railroad, steam or other ship, overcrafts, aeroplanes, automobile and other automotive vehicle owners, charterers, hirers, contractors and agents, import and export agents, freight, baggage, storage and forwarding contractors and agents, recruitment and emigration agents, general carriers and contractors, wharfingers, carmen, owners and proprietors of bonded stores, warehouses and depositories of all kinds, removers of all kinds of goods by land, air or water, and provision of services in connection therewith hotel agents and caterers, insurance agents and providers of services, necessaries and articles of all kinds for travellers or tourists throughout the world and surveyors.
 - (3) To grant and issue letters of credit, and circular notes and to issue, sell and encash travellers cheques, to buy, sell and deal in foreign exchange, and to provide facilities of all types for remittance of funds.
 - (4) To act as tour operators and to organise conferences, conventions and seminars and tours, trips, excursions, sojourns, holiday camps, hikes, treks, expeditions, safaris to any sea, mountain, lake, forest or holiday resorts of tourist interest or any other place either in India or any part of the world and to prepare plans, maps, itineraries, routes for the same and to book tickets and accommodation and to provide all types of assistance to tourists and travellers.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS.

- (5) To undertake or carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company, by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (6) 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 carry on, or possessed of any property or rights suitable for the purposes of this Company.
- (7) To take or otherwise acquire and hold shares, stock, debentures, or other interests 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.
- (8) To purchase, take on lease or in exchange, or otherwise acquire, any real or personal property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any hotels, offices, buildings or works necessary or convenient for the purposes of the Company.
- (9) To borrow or raise or secure the payment of money by mortgage or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (10) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading, warrants, debentures, and other negotiable, transferable or mercantile instruments.
- * (11) To register, form, incorporate, establish, set up, organize various types of trust including charitable trust, Non Government Organization ('NGO'), HUF, firms or such other nature of entities, body corporate, in India or abroad or to subscribe, guarantee or contribute funds for any national, local, charitable, donation, philanthropy, benevolent, public object or to become a trustee/member of any type of trust, Non Government Organization ('NGO'), HUF, firms or such other nature of entities, body corporate registered, incorporated, set up, established, organized in India or abroad for undertaking various activities, deeds, events, promotion, trade, fair, exhibition etc., including donations which may be classified, directly or indirectly as Corporate Social Responsibility ('CSR') activities in accordance with such applicable laws, regulations, rules, directions, guidelines including those issued by Ministry of Corporate Affairs and/or such other concerned regulatory authority/(ies), from time to time, to the extent applicable and on such terms, conditions, stipulations and modifications as may be prescribed imposed or suggested.
- (12) To grant pensions, allowances, gratuities and bonuses to any Directors, officers or employees of the Company or its predecessors in business or persons who have held any such positions, or the relations, connections or dependants of any such persons, and to support or subscribe to any charitable or other institutions, clubs, societies or funds.
- (13) To invest any moneys of the Company not required for the purposes of its business in such investments or securities (other than shares in the Company) as may be thought expedient.
- (14) To enter into any partnership or arrangement in the nature of a partnership with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect.
- (15) To promote any company or companies for 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.

* *Substituted vide Special Resolution passed at the AGM dated 2nd September, 2016*

- (16) To amalgamate with any other company or companies having objects altogether or in part similar to those of this Company.
- (17) To manage or take part in the management and supervision or control of the business or operations of any company, person or firm, and for that purpose to appoint and remunerate any directors, managing directors, managers, trustees, accountants or other experts or agents.
- (18) To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (19) To do all or any of the above things in any part of the world, either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (20) To do all such other things as may be considered incidental or the Company may think conducive to the attainment of the above objects or any of them.
- (21) To enter into contracts, agreements and arrangements with any other company, firm or person for the carrying out by such other company, firm or person on behalf of the Company of the objects for which the Company is formed.
- (22) To enter into arrangement with any government or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to Company's objects, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think fit, desirable to obtain and to carry out, exercise and comply therewith.
- (23) To act as agents of any body corporate, company, firm, undertaking or for any government, semi-government or autonomous body or any organization in the private or public sector either alone or jointly with other persons, firm or company for the exports and imports of all types of crops, commodities, manufactured and semi-manufactured goods, raw materials, plant, machinery, equipment, tools and other materials, minerals, substances, goods, articles and things in any part of the world.
- (24) To apply for, promote, and obtain any Act, charter, order, regulation, privilege, concession, licence or authorisation of any government, state or municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests; and to appropriate any of the Company's shares, debentures or other securities and assets to defray the necessary cost, charges and expenses thereof.
- (25) To buy, sell, exchange, refine, repair, alter, improve, convert, manipulate, prepare for market, import, export and otherwise deal in all kinds of plants, machinery, apparatus, tools, utensils, receptacles, substances, ingredients and components, materials, articles, and things necessary or convenient for carrying on the business of the Company and things capable of being used in connection with any business of the Company.

- (26) To establish branches or appoint agencies for or in connection with any of the objects of the Company, to carry on any business or branch of a business which the Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits to and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily, to close any such branch or business.
- (27) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trademarks, designs, licences, concessions, and the like conferring any exclusive or non-exclusive or limited right to their 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, and to use, exercise, develop or grant licences in respect of or otherwise, turn to account the property, rights, or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- (28) To establish and maintain agencies, branch places and local registers and to procure registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies or partnerships or as may be thought desirable.
- (29) To appoint Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
- (30) To take part in the management, supervision and control of the business or operations of any company or undertaking.
- (31) For the purpose mentioned in the preceding clause, to appoint and remunerate any Directors, Trustees, Accountants or other Experts or Agents.
- (32) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- *(32A) (i) To establish, maintain, operate and provide safe, efficient, adequate, economical and properly co-ordinated air transport services and lines of aerial conveyance (including scheduled and chartered domestic and international services) for the carriage of passengers, animals, baggage, mail, freight and other cargo of all kinds in India and abroad.
- (ii) To purchase, acquire, take on lease and/or hire or otherwise acquire, own, employ, maintain, work, manage, control, let in hire, charter, lease demise all forms of aerial transport, transportation or conveyance including aircrafts, overdrafts, helicopters for the purpose of transporting or carrying passenger, animals, baggage, mail, freight and cargo and merchandise of all kinds and description whether as principals, agents or otherwise and to set up flying services both as Private and Public carriers on national and international routes.

** Inserted vide Special Resolution passed at the AGM dated 8th June, 2001.*

- (iii) To repair, assemble, fabricate, buy, acquire, sell, import, export, obtain on lease or hire, let on lease or hire, alter, modify, improve and deal in all kinds of aerial transport, transportation and conveyance aircraft, aero engines, airships, seaplanes, flying-boats, hydroplanes, gliders, balloons and aerial conveyances of every description and kind whether required for civil, commercial, military research, development, exploration purposes or otherwise.
- (iv) To carry on the business relating to parts and components of all kinds of aircrafts, aero engines, airships, seaplanes, flying boats, hydroplanes, gliders, balloons, and all kinds of materials, engines, machinery, tools, implements, accessories, equipment and apparatus for use in connection thereto.
- (v) To construct, establish, purchase, acquire, obtain on lease or hire and let on lease or hire provide and maintain hanger, garages, aerodromes, landing grounds, building yards and accommodation of all descriptions for or in relation to any aircraft or aerial conveyance of all kinds.
- (vi) To provide airport and allied services to domestic and international airlines in India and abroad with respect to ram handling, ticketing, flight planning, passengers, animals and cargo handling, catering, transportation of passengers and crew and other technical and maintenance services as required.
- (vii) To repair, assemble, fabricate, and deal in as lessors, lessees, hirers, repairers, cleaners, stores and warehouses of aircrafts, aerial conveyances of all descriptions and machines of all kinds capable of being flown in the air.
- (viii) To purchase, acquire, sell, import, export, hire, and deal in store and warehouse, engines, machinery, equipment, implements, utensils, appliances, apparatus, lubricants, solutions, enamels, paints and all things capable of being used in connection with aircrafts and/or aerial conveyances.
- (ix) To construct and maintain runways, air strips, landing grounds or any similar surface with all necessary or suitable buildings and facilities for the operation of landing and take off of aircraft whether such operation be commercial or by way of experiment, or research.
- (x) To provide for the instruction and training in matters connected with aircraft or flight by aircraft of persons employed, or desirous of being so employed either by the Company or by any other person.
- (xi) To set up institutes for training or to train or to pay for training in India or abroad of any employee of the Company or any of the Company's Directors, or any other persons in the interest of or for the furtherance of the Company's business.
- (xii) To acquire, hold or dispose of any property, whether movable or immovable or any airport, or air transport undertaking or facility.
- (xiii) To repair, overhaul, reconstruct, assemble or recondition, aircrafts and/or their parts, accessories, instruments and also to manufacture such parts, accessories and instruments, whether they are for aircrafts owned by the Company or by any other person and to function as aircrafts maintenance engineers and technicians.
- (xiv) To function as agents or contractors in relation to air transport services operated by any other person.
- (xv) To extend air transport services nationally and internationally, including the development of feeder services.

- (xvi) To undertake wet and dry charter flights and leases.
- (xvii) To employ or otherwise appoint technical experts, pilots, cabin crew, mechanics, ground staff and other personnel required for the activities of the Company.
- (xviii) To enter into interline and/or other Agreements with other Airlines/Aviation and/or Regulatory Authorities whether Domestic or International, for the promotion of the activities of the Company.
- (xix) To appoint and/or act as General Sales Agents whether in India or abroad.
- (xx) To enter into Agreement with domestic and/or international aviation reservation and ticketing systems, networks and organisations in pursuance of and in furtherance of the activities of the Company.
- * (32B) (1) To undertake and carry on the business of insurance for accident liability, employers' liability, fidelity guarantee, third party, burglary or theft, fire, life, marine, storm, vehicle, travel, glass, plate glass, and mortgage or other investment insurance, or any of them, and to transact all or any other kinds of insurance and carry on all or any class of insurance business, and in particular:
 - (a) Insurances against or upon the contingency of injury, damage, or loss to persons by theft, accident or misadventure of any kind;
 - (b) Insurances to protect employers and principals against liability on account of injury, loss, or damage, either sustained or caused by workmen, servants, employees, or agents in their employment, or acting on their behalf;
 - (c) Insurances to protect and indemnify principals or employers against loss or damage by the fraud, breach of trust or misconduct of their servants, agents, or others acting on their behalf, and to guarantee and provide security for the fidelity and good conduct of persons filling or about to fill offices or appointments and situations of trust or confidence, and also to protect and relieve private sureties against loss arising to them from their liability as cautioners or guarantors for others;
 - (d) Insurances against claims upon the assured for injuries to the persons and property of third parties caused by the assured or his property, or by others for whom he is responsible;
 - (e) Insurances against loss of property by burglary or theft by housebreaking or larceny, and against loss, injury, or damage to property by or resulting from fire or lightning, or against loss, injury, or damage to the property or effects (carried on board ship) of mariners and marine passengers;
 - (f) Insurances against loss or damage from breakage of plate glass or any other description of glass, whether in windows, fittings, mirrors, or in whatever way used;
 - (g) Insurances against loss of monies, principal and interest, lent, invested, or secured on mortgages, debentures, deposits, and loans of every kind to banking, property, investment or financial companies at home or abroad;
 - (h) Insurances against all manner of accidents, liability, and guarantee, and every other description of insurance business kindred to the above.

** Inserted vide Special Resolution passed at the AGM dated 28th March, 2006.*

- (2) To grant, purchase, or sell endowments and annuities, either for lives or for years, or on survivorships, and either immediate, deferred, determinable, contingent, or reversionary and other estates, interests, and securities, whether in real or personal property, and generally to undertake and transact all matters and business which may be in any way connected with or depending on contingencies.
- (3) To carry on business as insurance brokers and agents in respect of all classes of insurance including marine, fire, life, accident, burglary, workmen compensation, indemnity and motor.
- (4) To effect as agents for others insurances of every kind and against every and any contingency.
- (5) To create or set aside out of the capital or revenue of the company, a special fund, or special funds, and to give to any class of its policy-holders, annuitants, or creditors, any preferential right over any fund or funds so created, and for such or any other purposes of the company to place any portion of the company's property in the names or under control of trustees, and to give any class of insurers a right to participate in the profits of the company or any branch of its business.
- (6) To apply out of the revenue or otherwise out of the funds of the company in each year until the first valuation of the company's risks any sum not exceeding the gross amount realized, irrespective of expenses, during the year, from interest on invested capital or other sources of income or profit, in or towards the payment of a dividend upon the capital called up and paid, and to spread any preliminary expenses, including such interest, over any subsequent years.
- (7) To advance monies at interest on the security of any freehold, leasehold or other property in India or abroad, or of any estate or interest in any such property and on the security of any life insurance policy or the combined security of land and such policy.
- (8) To grant, either in India or abroad, policies or other instruments of insurance against, or assuring compensation or payment in case of death or injury to health or limb by railway accident or shipwreck, or other perils of the land, air or water, or any other accident or misadventure, or violence during any journey or voyage by land, air or water, or during any other limited or specified period.
- (9) To assure payment during sickness or incapacity, arising from general or other than the above causes.
- (10) To grant insurances upon the contingency of injury or total loss by reason of real and personal property of any kind.
- (11) To contribute to the funds of such hospitals or other institutions as efficiently serve or agree to serve the Company's clients in cases of accident or illness, and to pay such institutions for the said services.
- (12) To contribute to the funds of societies, institutions, or establishments which effect or promote the spread of sanitary science, and the practical application thereof to public or private use, and to pay for work done or services rendered by them to the company or the company's clients.
- (13) To insure houses, tenements, merchandise, and all other property and effects, real and personal, against loss or damage by fire, explosion, lightning, storm, tempest, flood, aircraft and things dropped there from, accident or otherwise, and to carry on the business of insuring property against all such loss or damage in all its branches.

- (14) To rebuild, repair, replace or reinstate, houses, buildings, machinery and every other description of property which may be insured by the company, and to carry on any kind of business necessary or expedient for any such purposes.
- (15) To join or subscribe to any salvage or protection association or committee, whether mutual or otherwise, in any way connected with any of the objects of the company.
- (16) To grant insurances of all kinds payable upon the happening of all or any of the following events, namely, the death or marriage, or birth or failure of issue of, or the attainment of a given age by any person or persons, or the expiration of any fixed or ascertainable period, or the occurrence of any contingency or event which would or might be taken to effect the interest (whether in possession, vested, contingent, expectant, prospective, or otherwise) of any person or persons in any property, or the loss or recovery of contractual or testamentary capacity in any person or persons.
- (17) Insurances on lives, payable on death or on the attainment of a certain age, or on any other contingency connected with the duration of life.
- (18) To grant annuities, immediate or deferred, payable for any fixed or other period, or contingent as to their commencement or determination upon the happening of all or any of the events above mentioned.
- (19) Generally to transact the business of a life insurance company, including the sale and purchase or re-purchase of annuities and reversionary interests, and life or other interests of uncertain duration or commencement, and endowments for children, and all other business appertaining to or commonly transacted by life insurance companies.
- (20) To insure against every description of marine risks and aerial navigation risks which may legally be undertaken, relating to the perils of the sea and air, fire, war, non-war hostilities, reprisals, riots, rebellion, civil unrest and all other risks of a like nature incidental to navigation (marine or aerial), ships, aeroplanes, vessels, and craft of all descriptions, and also the freights, goods, merchandise, cargo, earnings, and property whatsoever, in or on board of the same, whether the property of members of the company, or otherwise, howsoever, so far as the same may be effected or made according to law.
- (21) To insure all other matters and things which lawfully may or can be from time to time be insured, or be the subject of insurance against perils of the sea, water or air, and also generally to carry on at all other branches and departments of the Company, the business of marine and aerial navigation insurance.
- (22) To insure or give any guarantee in relation to any stock, shares, debentures, debenture stock, bonds, obligations or securities issued by or having any guarantee of any company or institution or of any Government or Governmental authority, Central, State, Municipal, Local or otherwise, or of any person or persons whomsoever, whether corporate or unincorporate.
- (23) To insure or give any guarantees against calls and demands for contribution in respect of any liability incident to the ownership of any shares, stocks, debentures or other securities in any company or undertaking.

- (24) To insure or guarantee the holders of, or persons interested in, or proposing or intending to become holders of any shares, stock, debentures or securities issued at a premium, or standing at a premium, against loss arising from redemption at par, depreciation or otherwise.
- (25) To insure or guarantee the safety of securities and property of all kinds placed on deposit with the company or elsewhere, or entrusted to the company or other persons or companies for transmission, or otherwise howsoever.
- (26) To insure and guarantee the due payment and performance of bills of exchange, promissory notes, other negotiable instruments, securities, debts, contracts and obligations of all kinds, on the del credere system or otherwise.
- (27) To grant indemnities to companies or their shareholders, debenture holders or the holders of any security against rights and damages arising from the loss of certificates or other documents of title and indemnities in respect of the loss of title deeds generally.
- (28) To carry on business as insurance brokers and agents, and underwriting agents in all classes of insurance and as insurance advisers, pensions advisers, and consultant assessors, valuers, surveyors and average adjusters and mortgage brokers, and to undertake the provisions of hire purchase and credit sale finance and to act as factors.
- (29) To carry on business as consultants, advisers and managers in relation to insurance and pension schemes.
- (30) To carry on the business of insurance brokers and insurance agents and underwriting agents in all its branches and in particular and without prejudice to the generality of the foregoing to carry on the business of brokers and agents for those classes of insurance business comprising life and pension schemes.
- (31) To act as agents or managers for any insurance company club or association, or for any individual underwriter in connection with its or his insurance or underwriting business (wherever the same may be carried on) or any branch of the same; and to make arrangements for all classes of insurance (including group, life and pension fund schemes) and to enter into any agreements for any of the purposes aforesaid with any such company, club, association or underwriter.
- (32) To re-insure and counter insure all or any risks, and to undertake all kinds of re-insurance and counter insurance connected with any of the business aforesaid.
- *(32C) To carry on business of call centre and to provide assistance, help or information or contact customers including prospective customers for the purpose of sales, of all kinds of products including travel related services, financial services, banking products, service/ sale of insurance products through telephone and / or other electronic communication medium and use of information system for monitoring and recording information on behalf of clients in India and abroad.

** Inserted vide Special Resolution passed at the AGM dated 28th March, 2006.*

(C) OTHER OBJECTS

- (33) To construct, carry out, maintain, improve, manage, work, control and superintend any roadways, tramways, railways, branches or sidings, bridges, reservoirs, canals, docks, wharves, water courses, aerodromes or airstrips, factories, warehouses and other works and conveniences and contribute to subsidise or otherwise assist or take part in such maintenance, management, working control and superintendence.
- (34) To appropriate, use or lay out any land for housing, streets, parks, pleasure grounds, allotments and other conveniences and to present any such land so laid out to the public or to any persons or company conditionally or unconditionally as the Company may think fit.
- (35) To lend money to customers and others and to give any guarantee or indemnity in connection with such persons and customers as may seem expedient.
- (36) To construct, manufacture, hire, purchase, fitout, repair, rebuild, alter and work, ships, vessels or crafts and / or aircrafts and vehicles of any class and description, and to establish, maintain and work lines or regular services of aircrafts, steamships or other vessels, and vehicles of any class and description and to enter into contracts for the carriage of mails, passengers and cargo of all kinds by any means and either by the Company's own ships, vessels, crafts, aircrafts, railways and vehicles, or by the ships, vessels, crafts, aircrafts, vehicles and railways of others.
- (37) To acquire concessions or licences for the establishment and working of lines of aircrafts, ships, or vessels or crafts of any description, between any ports or places of the world, or the formation or working of any wharf, quay, jetty, pier, dock, airport or other works, with the benefit of any subsidy attached to any such concession or licence or otherwise.
- (38) To fit up and furnish any property for the purpose of letting the same to visitors or guests, whether in single rooms, suites, chalets, cottages or otherwise.
- (39) To act as agents and brokers for sellers, buyers, exporters, importers, manufacturers, merchants, tradesmen, insurers and otherwise generally to undertake and carry out agency work and commission business.
- (40) To construct a cinematograph theatre, and other buildings and works and conveniences, for the purpose thereof and to manage, maintain and carry on the said theatre and to let out other buildings when so erected or constructed.
- (41) To carry on the business of proprietors and managers of theatre cinemas, picture places and concert halls and to provide for the production, representation, and performance (whether by mechanical means or otherwise) of operas, stage plays, operettas, vaudevilles, revues, ballets, pantomimes, spectacular pieces, promenades, and other concerts and other musical and dramatic performances and entertainments.
- (42) To manufacture films and other appliances and machines in connection with mechanical reproduction or transmission of pictures, movement, music and sounds, and to organise and conduct theatrical productions and entertainment of all kinds.

- (43) To enter into agreements with authors or other persons, for the dramatic or other rights of operas, plays, films, operettas, burlesque, vaudevilles', revues, ballet pantomimes, spectacular pieces, musical compositions, and other dramatic and musical performances and entertainments, or for the representation thereof in India and elsewhere, as well as of foreign rights and to enter into engagements of all kinds with artists and other persons.
- (44) To carry on business of hotel, restaurant, cafe, tavern, beer house or restaurant room owners, boarding and lodging, house keepers, licenced victuallers, wine beer, and spirit merchants, maltsters, manufacturers of aerated minerals and artificial waters and other drinks, purveyors, caterers for public amusements, generally coach, cab, carriage and motorcar proprietors, livery, stable and garage keepers, jobmasters, importers and brokers, of food, live and dead stock, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements and recreation, sport, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railways, road, air and shipping companies and carriers, theatrical and opera office proprietors, general agents, and to provide services and facilities for all kinds on a commercial basis, that may be required for the tourist and entertainment industry.
- (45) To establish, maintain and operate shipping and road transport service, security service and all ancillary services and for this purpose or as independent undertakings, to purchase, take in exchange, charter, hire, build, construct or otherwise acquire, and to own, manage and trade with steam, sailing, motor and other ships, trawlers, drifters, tugs and vessels, motor and other vehicles, with all necessary and convenient equipment, engines, tackle, gear, furniture and stores or in shares or interests in ships, vessels, motor and other vehicles including ships, stocks or securities of companies possessed of or interested in any ships, or vehicles or to maintain repair, fit out or refit, improve, insure, alter, sell, exchange or let out on hire or hire purchase or charter or otherwise deal with or dispose of any of the ships, vessels and vehicles, shares, stocks and securities or any of the engines, tackle gear, furniture, equipment and stores of the company.
- (46) To carry on the business of advertising contractors and agents; to acquire and dispose of advertising time, space or opportunities in any media; to undertake advertising and promotional campaigns of every nature, to acquire, manufacture and provide promotional requisites of every kind and description including apparatus, appliances, plant and material.
- (47) To carry on business of general, commercial, colour, kraft and process printers, lithographers, photographers, engravers, diemakers, publishers of newspapers, books, magazines, art and musical production, plan and chart printers, press and advertising agents, contractors, ink, die, colour and chemical manufacturers, manufacturers of metal and other signs, manufacturers of and dealers in containers and components and machinery, manufacturers and dealers in printing machinery, type and all printer's supplies, book binders and stationers and dealers in all kinds of supplies and equipment for mercantile and other uses.
- (48) To carry on business as financiers, commercial agents, mortgage brokers, financial agents and advisers and as registrar and transfer agents.
- (49) To carry on business of and dealers in merchandise, goods, products and things of all types and description whatsoever, and as railway, shipping, chartering, forwarding and transport agents, stevedores, wharfingers, carmen, carting contractor and agents, cargo, superintendents, packers, hauliers, warehousemen, custom's clearing agents, and to provide any accommodation or assistance to exporters and travellers and act as agents and brokers for sellers, buyers, exporters, importers, manufacturers, merchants, tradesmen, insurers and others and generally to undertake and carry out agency work and commission business.

- (50) To carry on business as insurance brokers and agents in respect of all classes of insurance including marine, fire, life, accident, burglary, workmen compensation, indemnity and motor.
- (51) To establish, provide, maintain and conduct, or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments, and tests of all kinds and to promote studies and research, both scientific and technical, investigations or inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind.
- (52) To offer and enter into contracts and agreements for services in connection with the undertaking of market surveys and for development of markets in any part of the world, for any type of raw materials, minerals, substances, commodities, goods and articles, things and services of all kinds.
- (53) To enter into any link or barter business involving the exchange or purchases and sales of all types of crops, commodities, manufactured and semi-manufactured goods, raw materials, plant, machinery, equipment, tools and other materials, minerals, substances, goods, articles and things.

And it is hereby declared that –

- (i) the objects incidental or ancillary to the attainment of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned;
- (ii) the objects set forth in each of the several clauses of paragraph III hereof, shall have the widest possible construction and shall extend to any part of the world;
- (iii) subject to the provisions of the Companies Act, 1956, the objects set forth in any clause of sub-paragraph (C) above, shall be independent and shall be in no way limited or restricted by reference to or inference from the terms of the clauses of sub-paragraph (A). None of the clauses in sub-paragraph (C) or the objects therein specified or the powers thereby conferred, shall be deemed subsidiary or auxiliary merely to objects mentioned in any of the clauses of sub-paragraph (A).

IV The liability of the members is limited.

#V The Authorised Share Capital of the Company is Rs. 3,83,50,00,000/- (Rupees Three Hundred and Eighty Three Crore Fifty Lakh Only) divided into 1,33,50,00,000 (One Hundred Thirty Three Crore Fifty Lakh) equity shares of Re. 1/- (Rupee One Only) each and 25,00,00,000 (Twenty Five Crore) preference shares of Rs. 10/- (Rupees Ten Only) each.

(First amended vide AGM Special Resolution dated 20th September, 1990.)

(Replaced vide AGM Special Resolution dated 17th May, 1995.)

(Replaced vide Resolution of Shareholders and Creditors at their meeting held on 14th November 2006 and pursuant to the Order of the Bombay High Court dated 12th January 2007.)

(Replaced vide Special Resolution passed by way of Postal Ballot approved on 28th April 2007.)

(Replaced vide Ordinary Resolution passed by way of Postal Ballot approved on 11th January 2008.)

(Deleted & Substituted vide Ordinary Resolution passed at EGM dated 7th March 2014)

(Substituted pursuant to Order of High Court, Bombay, dated 2nd July 2015)

Deleted & Substituted vide Special Resolution passed at EGM dated 27th November 2015

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 opposite our respective names.

Name, Address, Description and Occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Name, Address, Description and Occupation of witness and his Signature
Chaitan Maniar S/o. Manbhoy Maniar Garden Cottage, Chowpatty Bandstand, Bombay 400 007. Solicitor & Advocate	1 One Equity Share	Behroz D. Raja W/o. Dossabhoy Minocher Raja Minoo Manor, 7, Cuffe Parade, Bombay 400 005. Solicitor & Advocate
Dilip Udeshi S/o. Dwarkadas Udeshi Shanti Apartments, 98, Walkeshwar Road, Bombay 400 006. Solicitor & Advocate	1 One Equity Share	
Total No. of Shares	Two	

Dated this 29th day of September, 1978.