

**UNDER THE COMPANIES ACT, 1956**

**(1 OF 1956)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**COUNTRY CONDO'S LIMITED**

**(FORMERLY KNOWN AS NEOCURE THERAPEUTICS LIMITED)**

- I. The Name of the Company is **“COUNTRY CONDO'S LIMITED”**
- II. The Registered Office of the Company will be situated in the state of Andhra Pradesh.
- III. The Objects for which the Company is established are :
  - A. THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :**
    1. <sup>1</sup>[To acquire construct, develop, improve, manage administer own and carry on the business in India and abroad of hotels, resorts, boarding and lodging houses, guest houses, holiday homes, condos, inns, restaurants, cafe, bar, health resorts, health clubs and centers for art, culture and to render consultancy in the aforesaid business.
    2. To carry on the business as the business as hoteliers, hotel proprietors, hotel managers and operators, refreshment contractors and caterers, restaurant keepers, refreshment room proprietors, milk and snack bar proprietors, cafe and tavern proprietors, lodging house proprietors, ice-cream merchants, sweetmeat merchants, milk manufacturers and merchants,

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<sup>1</sup> Clause Nos.1 to 4 have been substituted for original Clause Nos. 1 & 2 vide Special Resolution passed in the Extra-ordinary General Meeting held on 15<sup>th</sup> November, 2006.

bakers, confectioners, professional merchants, licensed victuallers, wine and spirit merchants, blenders and bottlers.

3. To Carry on the business or businesses whether together or separately of proprietors and operators of amusement parks, and as promoters, organizers and managers of all kinds of entertainments, sports, recreation and amusement, whether indoor or outdoor, including funfairs, exhibitions, sideshows and games, competitions, tournaments, concerts, cinematography and television performances, stage and variety shows, aquatic and equestrian events, pyrotechnic, aerial and spectacular displays, dancing, skating, circuses, and other forms and types of like enterprises generally. And to carry on the business of designing, developing and setting up of amusement parks, places, gardens, studios, all kinds of games, entertainment centers to facilitate children, families enhance their physical, educational and emotional development and to act as dealers, sellers, distributors, agents for all items, services, activities, facilities and to undertake activities of every type for the purpose of entertainment, joy, satisfaction, happiness, rest, amusement of all people / public in India and abroad.
4. To purchase or otherwise acquire any land, building or premises and to turn into account, develop, improve, alter, demolish, or let out for purpose of carrying on the business in India or elsewhere of hotels, restaurants, cafes, Resorts, Condo's tavern, house-keepers and to carry on the business of wine, spirit and liquor merchants, brewers, masters, distillers, importers, exporters and manufacturers of aerated, mineral and artificial waters, and other drinks whether intoxicating or not or caterers for public amusement or entertainment, proprietor or motor and other vehicle garage proprietors job-masters, refreshment room keepers, farmers, dairymen and is merchants, victuallers live and dead stock and colonial and foreign produce of all description, hairdressers, performers, chemist, proprietors of clubs, baths dressing room, museum, reading, writing and news paper room, library, grounds, indoor and outdoor, game, sport recreation, exhibition, entertainment and instruction of all kinds, tobacco and cigarettes, agents from railway and shipping Company and tourists, theatrical, cinemas and opera box and any other business which can be conveniently or usefully carried on in connection with the aforesaid objects of the Company.
5. <sup>2</sup>To carry on the activities either in India or abroad of the Construction, Execution, Undertaking, Running, Acquiring, Maintaining, Remodeling, Altering, Developing, Taking on lease, purchasing or Acquiring under any other terms and conditions, any hospitals, houses, apartments, townships, landscapes, schools, place of worships, highways, roads, paths, streets, side ways, sea ports, Air ports, Railway stations, bridges, flyovers, subways, alleys, pavements, clubs, tanks, hotels, restaurants, baths, amusements, gardens, libraries, reading rooms, stadium, pavilions, shops, garages, multistoried complexes, parking spaces, dairy farms or otherwise assist or work in association with any other person or firm or corporation or Company in any of the above or other undertakings and do any other act for the purposes of construction, erection, edition, removal, maintenance, improvement, administration, assessment, development, survey, working, analyzing, controlling or management thereof and to carry on the business of builders, constructors, developers, contractors, or otherwise deal in houses, land, buildings, sheds or any other propriety and to purchase, lease, take on lease, or in exchange or in any other lawful manner any area, land, buildings, structures and to turn the same into account, develop the same and dispose of or maintain the same and to build townships, markets, or other buildings, or convenience

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<sup>2</sup> Clause No.5 has been substituted in the place of existing Clause 5 thereof vide Special Resolution passed through Postal Ballot with effect from 20<sup>th</sup> April, 2009, being the date of declaration of Postal Ballot results.

thereon and to equip the same or any part thereof with all or any of the amenities and to deal with the same in any manner whatsoever and to carry on the foregoing activity either directly or by investing in companies, firms, organizations, through joint ventures companies, or subsidiaries engaged or floated to carry on the business hereinabove mentioned.

**B. THE OBJECT INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS ARE :**

1. To Manufacture and deal in all kinds of plant, machinery, apparatus, tools, utensils, materials and things necessary or convenient for carrying on any of the main objects of the Company.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture, reciprocal concessions or otherwise either in part of whole with any person or Company or Companies, foreign or otherwise, carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
3. To Undertake and execute any trusts, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
4. To establish, appoint, regulate and discontinue office agents, representatives, distributors or retailers in all such places as the Company may from time to time determine for carrying out all or any Company's object and to act as agents for others.
5. To Purchase, own, take on lease or in exchange or otherwise acquire and undertake all or any part of the business, right, privileges, property and liabilities of and to amalgamate or enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions or otherwise with any Company having objects all together or in part similar to those of the Company and to lend money to guarantee the performance of Contracts of or subsidize or otherwise assist any such Company for such consideration and on such terms as may seem expedient.
6. To Promote, establish, undertake, from and to be interested in, and to apply for, acquire hold and dispose of shares in any institution, business, pool, combine, syndicate, Industrial, Trading or manufacturing or Company having objects altogether or in part similar to those of the Company carrying on any business capable of being conducted so as directly or indirectly to benefit the Company and to subsidize or assist any industry or undertaking financially or otherwise by issuing or subscribing or guaranteeing the subscription and issue of shares, stock, debenture stock or other securities or such industry or undertaking.
7. To apply for, purchase or otherwise acquire any patents, prevents invention, processes copyrights, trade make, concessions licenses and the like, subject to royalty or otherwise, conferring an exclusive or non exclusive or limited rights to use or any regret or other information as to any invention which may seem capable or 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, development, work, manage, self let, grant licenses in respect of or otherwise turn to account or deal with the property rights and information so acquired otherwise belonging to the Company.

8. To subscribe for, purchase or otherwise acquire, hold, sell, exchange, dispose of and deal in and to give any guarantee of whatever description to the stocks, shares, bonds, debentures, debentures-stock, scripts or other securities or obligation, of any Company or of any authority, supreme, public, municipal, local or otherwise and to invest and deal with the funds of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
9. To borrow or raise money in such manner and on such terms as the Company shall think fit and to secure there payment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets, both present and future, including its uncalled capital and also by a mortgage, charge, or lien or secure and guarantee the performance by the Company of any obligations or liability it may undertake.
10. To enter into any arrangement with and government or authority supreme public, municipal local or otherwise and obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Company's objects, or any of them, and to carry out exercise and comply with any such arrangements, rights, concessions and privileges.
11. To lend or advance or deposit moneys belonging or entrusted to or the disposal of the Company or give credit to any Company and in particular to customers and others having dealing with the Company with or without security on such terms as may seem expedient and to draw, make accept, endorse, discount and execute and issue bills of exchange, Promissory notes, hundies, debentures, bills of lading and other negotiable or transferable instrument or securities, but not to do the business of banking as defined in the banking Regulation Act, 1949.
12. To apply or join in applying to and obtaining from any parliament or legislative authority, or government or any supreme, public, local, municipal or other authority or body or with any landholders or other persons for any Acts of parliament or other Acts of legislature: Laws, decrees, concessions, orders, right or privileges or authority that may seem conducive to the Company's object or any them or may seem expedient to obtain any provisional order or Act of parliament for enabling the Company to carry and of its objects into effect.
13. To invest, apply for and acquire or otherwise employ moneys belonging to or entrusted with the Companies upon securities and shares in investment Trusts, banks and insurance Companies and other limited Companies upon such terms as may from time to time be considered proper.
14. To make such arrangement as the Company may deem fit for the holding of any property, of the Company in the name of trustees or a trustee for the Company.
15. To let sublet or give on lease, rent or hire, any portion of land, factory, mill, warehouses tanks, chawls or other building or structure.
16. To Sell, improve, manage, develop, exchange and enfranchise, lease out mortgage dispose of turn to account or otherwise deal with whole or any part of the undertaking, business property or sites of the Company either together or in such portion and for such considerations as the Company may think fit.

17. To establish such competitions as may be lawful for any of the purposes of the Company and to offer and grant prizes, awards and premiums of such character and on such terms as may seem expedient.
18. To advertise and publicize or promote the sale of any goods, articles or things produced manufactured, traded or dealt in any manner as may be deemed expedient including advertising in the press, posting of bills, the issue or publication of circulars, pamphlets, pricelists, catalogues, brochures or by the circulation of mementos, gifts and other articles.
19. To remunerate any person, firm or Company rendering or agreeing to render services to the Company either by cash payment or by the issue and allotment to him or them of shares or securities of the Company credited as paid-up in full or in part or otherwise as may seem expedient.
20. Subject to the provisions of sections 293 and 294-A of the Companies Act 1956, to support subscribe or contribute or otherwise to assist or guarantee money for any charitable, benevolent, religious institution or any other institution or object or any exhibition or for any public, general or useful object.
21. To establish and support or to aid in the establishment and support of associations, institutions or conveniences calculated to benefit the employees or ex-employees of the Company or its predecessors in business of the dependents or concessions of such persons, and to grant pensions and allowances and to make payments towards insurance of any kind or to give any participation in profits of the Company to persons employed by the Company of them.
22. To Provide for and furnish or secure to any member or customers of the Company and chattels, conveniences, advantages, benefits of special privileges which may seem expedient either gratuitously or otherwise.
23. To establish and maintain laboratories for purposes of research and development and to acquire all necessary scientific and other equipment for the purpose.
24. To Manufacture, import, export, buy, sell and deal in all raw materials, and other substances used in the manufacture, production or treatment of any product of other substances, articles and things, the manufacture of which the Company is authorised to undertake and or to turn to account, render marketable and deal in any of the by-products of the manufacturing process which the Company undertake.
25. To amalgamate with any Company of Companies having objects altogether or in part similar to those of the Company, or to sell, exchange, lease, under lease, surrender, abandon, amalgamate, sub-divide, mortgage or otherwise, deal with, either absolutely, conditionally or for any limited interests, all or any part of the undertaking, property, rights or privileges or the Company, as a going concern or otherwise, or to with any public body, corporation, Company, society, or association, firm or any person or persons, for such consideration as the Company may think fit, and in particular for any stock, shares (whether wholly or partly paid), debenture, debenture-stock, securities or property of any other Company.
26. To establish or promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all of the property rights and liabilities of the Company or for

any other purpose which may seem directly or indirectly calculated or to benefit the Company and to place or guarantee the placing or underwrite, subscribe for or otherwise acquire, all or any part of the shares, debentures, debenture-stock or other securities of any such other Company.

27. To pay for any business, property or rights acquired or agreed to be acquired by the Company and remunerate any person or Company and generally or specify any obligation of the Company by cash payment or by the issue, allotment or transfer of shares or any other Company credited as fully or partly paid up or debenture stock or other securities of this or any other Company.
28. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes and donations.
29. To establish, maintain and conduct or otherwise subsidize research laboratories and experiment workshops, for scientific and technical research, experiment and tests of all kinds: to promote studies and researches or inventions by providing, subsidizing, endowing or assisting laboratories workshops, libraries, lectures, meeting and conferences by providing or contributing to the award of scholarship, prizes, grants or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorized to carry on.
30. To act as representatives, distributors, agents or brokers whether sole or for a particular territory of any firm or Company whether Indian or Foreign and to appoint representatives, distributors, agents or brokers whether sole or for different territories of the goods produced, imported or purchased, by the Company on such terms and conditions as the Company shall think fit.
31. To Payout of the funds of the Company, all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capacity including brokerage and commission for obtaining application for or taking, placing or undertaking or procuring debentures of other securities of the Company.
32. To agree to refer to arbitration disputes present or future between the Company and any other Company, firm or individual and to submit the same to arbitration to an arbitrator in India or abroad and either in accordance with India or any other foreign system of law.
33. To enter into any agreements for collaboration for the purpose of Company's business either in India or outside India.
34. In the event of winding up, to distribute all or any of the property amongst the members in specie of kind subject to the provisions of the Companies Act, 1956.
35. To Create and depreciation fund, reserve fund, Insurance fund or any other special fund, whether for depreciation or for repairing, improving extending or maintaining any of the property of the Company, or for any other purpose conducive to the interest of the Company.

36. Generally to do all such other things as may appear to be incidental and in any way conducive to the attainment of the above objects or any of them.

**C. THE OTHER OBJECTS OF THE COMPANY ARE:**

1. To carry on the business of manufactures, dealers, exporters and importers in all types of monomers, polymers, copolymers, synthetic, resins, plastic compounds, laminated products and other chemicals used in the above.
2. To carry on the business of manufactures, dealers, exporters and importers in all kinds of petroleum's chemicals, Petroleum derivatives, waxes, paraffin's oils, and any derivatives of crude petroleum distillation origin including petroleum coke, calcined coke, carbon black, carbon electrodes are furnaces, and cinema projectors, graphite's and other similar products.
3. To carry on the business of manufactures and dealers in all types of inorganic salts like chlorides, hydroxides, peroxides, carbonates, nitrates, sulphates, nitrites sulphites, sulphites, hydro sulphites, etc., of sodium, potassium, calcium, strontium, barium, nickel, zinc, titanium, zirconium, lead, gold, silver, molybdenum etc., used in space, defence and industrial technology of explosive and pyrotechnics etc. all ram materials and compounds required for the manufacture of the above products made from of with the use of any of the by-products thereof.
4. To carry on the manufacturer and sale of preservatives like various gallaten, benzonates, H.H.A., B.H.T. and essers and esters and sales of PHBA: medicinal and other plant extracts like Belladonna root and leaf extracts, stromonium leaf and root extracts, Hyoscyamus extracts: glycyrrhize extract, digital extracts and other glycocidal plant extracts and other plant extracts used for commerce and all kinds of biological and glandular extracts like beef extracts, liver extracts: Vaccines, sera, yeast extracts etc.,
5. To carry on the business of Manufactures and dealers in all types of automives, perfumery and flavouring synthetics like phenones, acetyl derivative, anthranilates, alcohols, aldehydes, stones, esters, acids, salicylates, all types of synthetic musks, vanillin and its compounds and derivatives: Coumarin and its derivatives and compounds, other compounds: other compounds or chemicals or derivative used in perfumery industry etc., all essential oils both natural and synthetic, all raw materials and compounds required for the manufacture of the above products made from or with the use of the by-products thereof.
6. To carry on the trade, business and manufacturers of all equipments designed by mechanical Engineers, Electric Engineers, Textile Engineers, Agricultural Engineers, Aeronautical Engineers, Aviation Engineers, Chemical Engineers and Engineers in all other branches foundries of all metal and metal compounds whatsoever, welders, millwright wire drawers tube makers iron and steel converters, smiths, wheel wrights, metallurgists, galvanizers, japaners, annealers, enamellers, electro platers, sliver platers, nickelplaters, vanishers, vulcanizers and mananufacturers of all instruments, appliances, devices and tools used in or in connection with any of the above business and all motors, Machinery and mechanical and scientific appliances, apparatus and devices of every description whatsoever.
7. To search for, get, win, work, raise, make, merchantable, buy, sell or otherwise deal in minerals, metals, oils, gases and fuels, whether found in a natural state or obtained by

procession from other sustenance's and to carry on business relating to the winning, producing, working, manufacturer and preparation of any materials used in the manufacture of any of the mentioned items or which may usefully or conveniently be combined with the manufacturing or engineering business of the Company or any contract undertaken by the Company and either for only such purpose or an independent Business.

8. To undertake and executive any contracts for works involving the supply or use of any machinery and steel fabrication and carry out any auxiliary or other work comprised in such contracts.
9. To carry on the business of chemical engineers and consultants and to conduct research, develop process, design, erect and expand chemical and plant allied plants.
10. To offer and take on turnkey basis, or otherwise, technical know-how prepare project reports, feasibility reports and execute or supervise execution of such arrangement in respect of chemical, fertilizer, mechanical, pharmaceutical, electrical, plant and machinery and factories.
11. To design, manufacture, fabricate, assemble, supply import and Export, erect and commission into operation all types of chemical, mechanical, electrical, electronic engineering, sanitary equipment and machinery required for industries.
12. To carry on business of manufacture, buy, sell, import, export and generally deal in all types of surgical, medical, pharmaceutical, scientific equipment, appliances and accessories.
13. To act as an Export house, to design, develop, manufacture computer software and to market and to provide data processing services of all kinds including computer consultancy, systems analysis, programming and computer maintenance in India or abroad. And to undertake and execute any contract involving computerized information, systems, feasibility studies, turnkey projects, know-how, research & development, training, recruitment, systems development, software and hardware development, market research, surveying & survey data analysis, reorganization of management, financial management, operations research and real time applications, time sharing business applications, industrial engineering applications, process and process control.
14. To undertake Real Estates Business of buying and selling or otherwise generally deal in Lands, Houses, flats and other properties and to undertake market survey and job / work such as planning layouts of land, plotting and also to obtain necessary permission clearances, sanction, approvals from govt. or other agencies in respect of the Real Estates transaction and to lease, Hire, Contract or otherwise give on rent the construction and earth moving equipment's and all other equipment's and all other properties movable or immovable and also to undertake construction activities and to develop Real Estates properties including promotion and execution of houses, residential flats, commercial and offices Companies, hotels, tourists, resorts, colonies, factories, townships markets and such others either on its own or on behalf of other either land purchases hired or leased or on contracts basis for general public or a particulars group individuals or persons or bodies corporate. And to purchase or otherwise acquire and manufacture and deal in bricks, stone and other building materials of any kind, and all implements, machinery, vehicles, scaffolding and other equipment and articles used by builders and contractors.





meeting end conferences, premier and/or other show of movies or content based on movies either on television channels, or in cinema halls, contests, quiz, game shows, reality shows, in India and abroad and to create, bulled, purchase, acquire, hold, license, transfer, assign in India, and abroad various brands, trade or merchandise makes, copyrights and other intellectual property rights in content developed by the Company.

22. To carry on the business to conduct, organize, manage, present, arrange, sponsor, Plan, design, exhibit, demonstrate, establish, encourage, provide, maintain, promote, operate, participate, and collaborate, Construct, equip and run at national and international level all shorts of events, shows, exhibitions or programs for entertainment, recreations, social gatherings, cultural activates, family get-together, political programs, sports, amusement, trade, sales promotion, business conferences, seminar, corporate requirements, auctions, product launch, modeling or such other events of every description either on network and all mass media like radio television, cinema video hoardings, newspaper, magazines or at open-air places, auditoriums, theaters, hotels, halls or any other venues and to act as consultants, franchisees, contractors, facilitators, decorators, designers, advertisers, news releasers, journalists and to tie-up with Indian and overseas companies, arrangements, articles, materials, products or things required for the attainment of the business.
23. To operate efficient and safe air services within India and elsewhere for transport of passengers, mail and cargo (animate and inanimate objects) for commercial or other purpose and to execute all modes of aerial work including agricultural aviation, for this purpose acquire aircraft, airships, helicopters, hovercrafts and to encourage tourism and to provide training in flying, engineering and in other fields of aviation from ab-initio level, and instructional facilities to any person in the aviation on aircraft, hovercraft, helicopters, airships or simulators and other training aids.
24. To acquire by purchase, lease or hire or in any other manner, aircraft, hovercraft or helicopters, simulators etc., in India or abroad, and to repair, overhaul, reconstruct, assembler or recondition the same or other ancillary machines, parts, accessories thereof and also to acquire, fabricate any parts, accessories, instruments of aircraft, hovercrafts or simulators or other ancillary machines and to provide bon hire the aircraft, hovercraft, hovercrafts, own and run hotels or motels in the areas served and connected with air services, to encourage aero-sport and aero-marine sports and to carryout research and developmental activities in aeronautical and general and in agricultural aviation field by way of model farms where experimental activity will be carried out for the benefit of the framing community.

IV. The Liability of the members of the Company is Limited.

V.

- (i) The Authorised Share Capital of the Company is Rs.35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 35,00,00,000 (Thirty Five Crores Only) Equity Shares of Re.1/- (Rupee One Only) each.
- (ii) The Share Capital of the Company (Whether original increases or reduced) may be subdivided, consolidated or divided into such classes of shares as may be allowed under the law of the time being relating to Companies with such privileges or right as may be attached and to be held upon such terms as may be prescribed by the Articles of Association of the Company.

We, the several persons, whose names, address are subscribed hereto 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.

Sl. No.	Signature, Name, Address, description and occupation with their Signature	No. Of Equity Shares Taken by each Subscriber	Signature of the Witness to the subscriber with address Description and Occupation.
1.	Sd/- P. SAMBA SIVA RAJU S/o. P. S. N. Raju, LIG – 18, near I.T.I. College, Opp. Zoo Park, Hyderabad  OCCUPATION: BUSINESS	10  ( Ten Only )	Sd/- Sri P.MURALI MOHANA RAO S/O. P. Vishwanadham MOGILI SRIDHAR & CO., CHARATERED ACCOUNTANTS, G – 1, TULIPS, 6-3-655, SOMAJIGUDA, HYEDERBAD – 500 082
2.	Sd/- D. KRISHNA KUMAR S/o. D. S. Raju, Road No. 14, Amrutha Enclave, Banjara Hills, Hyderabad  OCCUPATION: BUSINESS	10  ( Ten Only )	
3	Sd/- P. KANAKA DURGA RAJU S/o. P. Devend Raju, 6-3-5961, Venkataramana Colony, Khairtabad, Hyderabad  OCCUPATION: BUSINESS	10  ( Ten Only )	
4	Sd/- D. ATCHUTA RAMA RAJU S/o. Venkata Rama Raju, Road No. 14, Amrutha Enclave, Banjara Hills, Hyderabad  OCCUPATION: BUSINESS	10  ( Ten Only )	
Total No. Of Equity Shares taken		40  ( Forty Only )	

Place: Hyderabad

Date: 21-09-1987