



**GOVERNMENT OF INDIA**  
**MINISTRY OF CORPORATE AFFAIRS**  
Central Registration Centre

## **Certificate of Incorporation**

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that SAYAJI HOTELS ( VADODARA ) LIMITED is incorporated on this Tenth day of May Two thousand eighteen under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company U55209TN2018PLC122598.

:-

The Permanent Account Number (PAN) of the company ABACS2910B \*

is  
The Tax Deduction and Collection Account Number (TAN) of the company isCHES52198G \*

Given under my hand at Manesar this Tenth day of May Two thousand eighteen .

DS MINISTRY OF  
CORPORATE AFFAIRS 27

Digital Signature Certificate

Mr AJAY KUMAR MEENA

Deputy Registrar Of Companies

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on [www.mca.gov.in](http://www.mca.gov.in)

Mailing Address as per record available in Registrar of Companies office:

SAYAJI HOTELS ( VADODARA ) LIMITED

(C2/F1), in Siva Vel Apartment, No. 2, Alagappa Nagar, Zamin Pallavaram,  
CHENNAI, Chennai, Tamil Nadu, India, 600117



\* as issued by the Income Tax  
Department



सत्यमेव जयते

GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

**Certificate of Incorporation pursuant to change of name**  
*[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]*

Corporate Identification Number (CIN):

DS MINISTRY  
OF CORPORATE  
AFFAIRS 15

Digitally signed by DS MINISTRY OF  
CORPORATE AFFAIRS 15  
DN: cn=IN, postalCode=600006, o=IAME,  
sn=REGISTRAR OF COMPANIES,  
ou=MINISTRY OF CORPORATE AFFAIRS,  
ou=DS MINISTRY OF CORPORATE AFFAIRS  
15  
Reason: Trusted to the accuracy and integrity of this  
document  
Date: 2021.12.28 14:35:48 +05'30'

Registrar of Companies

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Mailing Address as per record available in Registrar of Companies office:



*\*Altered on 16.10.2021 at Extra-Ordinary General Meeting through special resolution.*

**THE COMPANIES ACT, 2013**

## **MEMORANDUM OF ASSOCIATION**

**OFA COMPANY LIMITED BY SHARES OF**

**\* SAYAJI HOTELS (INDORE) LIMITED**

- \* I.** The name of the Company is SAYAJI HOTELS (INDORE) LIMITED.
- II.** The Registered Office of the Company will be situated in the State of TAMIL NADU (within the jurisdiction of Registrar of Companies, Chennai).
- III.** The objects for which the Company is established are:
- (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**
1. To own, construct, run render technical advice in constructing, furnishing and running of, take-over, manage, carry on the business of motel, hotel, restaurant, cafe, tavern, bars, refreshment rooms, boarding and lodging house keepers, clubs, association in India and to provide lodging and boarding, restaurant, eating houses, bakery, confectionery, bar, swimming pools and other facilities to the public including tourists, visitors and delegates coming to India from foreign countries and to allow Indian as well as foreign delegates to hold international conferences, seminars etc. and to give all facilities to members of delegations, missions form abroad and foreign countries and to encourage and carry on and facilitate tourist trade in India.
- (B) THE MATTERS WHICH ARE NECESSRY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(a) ARE: -**
1. To apply for, tender, purchase or otherwise acquire any contracts, licenses or concessions for or in relation to the objects or business here in mentioned or any of them and to undertake, execute, carry out dispose of or otherwise turn to account for the same
  2. To lend and advance money or give create to such persons, Companies, Corporations or firms and on such terms as may seem expedient and in particular, to customers and others having dealings with the Company and to discount bills and to receive money on deposit at interest or otherwise or valuables and to release or discharge any debt or obligation owing to the Company.
  3. To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property, patents, license rights or privileges which the Company may think necessary or convenient for the purposes of its business.

**FOR SAYAJI HOTELS (VADODARA) LIMITED**



**DIRECTOR**

4. To acquire and undertake the whole or any part of the business, property or any liabilities of any person or Company carrying on or proposing to carry on any business which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
5. Subject to the permission of the Competition Act, 2002 to amalgamate, enter into partnership or into any arrangement for sharing profit, union of interests, co-operation, joint venture or reciprocal concession, on or limiting competition with any person or Company carrying or engaged in any business or transactions which the Company is authorized to carry on.
6. To employ agents or experts to investigate and examine the conditions, prospects, value character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights, the company proposes to acquire.
7. To improve, manage, develop, grant, rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.
8. To vest any movable or immovable property rights or interest acquired by or received or belonging to the Company in any person on person or company on behalf of or for the benefit of the company and with or without any declare trust in favor of the company.
9. To invest and deal with the moneys and other assets of the company, not immediately required in any manner.
10. To guarantee the performance of any contract or obligation of any company, firm or persons, and to guarantee the payment and repayment of the capital and principal, dividend, interest or premium payable or any stock, shares and securities issued by any company, corporation, firm or person including (without prejudice to the said generality) bank overdrafts, bills of exchange and promissory notes and generally to give guarantees indemnities.
11. Subject to the permission under companies act 2013 and rules made there under and direction of Reserve Bank of India to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debenture, debenture-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing mortgage charge or lien upon all or any of the property or assets of Company, present and future including its uncalled capital and also by similar by the Company or any other person or Company or any obligation undertaken by the Company.
12. To draw, make, accept, endorse, discount, execute, and issue promissory notes. Bills of exchange, warrants, debentures and other negotiable or transferable instruments.

13. To apply for and obtain under act of legislature, charges, privilege, concession license or authorization of any Government, State or other authority for enabling the company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the interest of the Company, but the Company shall not act as Trade Union.
14. To enter into any arrangements with any Government or authorities or any person or Company that may seem conducive to the objects of the Company 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 it desirable to obtain and to carry out & exercise, comply therewith.
15. To pay out of the funds of the Company all expenses which the Company may law fully pay with respect to the formation and registration of the Company for the issue of its capital including brokerage and commissions For obtaining application for or taking, placing or underwriting or procuring The underwriting of shares, debentures or other securities of the Company.
16. To pay for any writes are property acquired by the Company and to remunerate any person or Company whether by cash payment or by the allotment of the share, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
17. To establish or maintain or procure the establishment and maintenance of any contributory or non-contributory pension, super annotation, provident or gratuity fund for the benefit of and give or procure the giving of the Donations, gratuities, pensions, allow allowances or emoluments to any Person who are or were at any time in the employment or service of the Company, or of any company which is subsidiary of the Company or is Allied to or associated with the Company or with any such subsidiary Company or who are or were at any time directors officers of the Company of any such other Company as aforesaid and the wives, Widows families and dependents of any such persons and also to Establish and subsidies and subscribe to any institutions, associations, Clubs, or funds calculated to for the benefit of or to advance the interests and well-being of the Company or any such other Company as aforesaid any make payments to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
18. To procure the Company to be registered, incorporated or recognized, in or under the law of any place outside India and to do all acts necessary for carrying on in any foreign country any business or profession of the Company.
19. To establish or promote or concur in establishing or promoting any Companies or company for the purpose of acquiring all or any of the Property, right and liabilities of the Company or for any other purposes Which may seem directly or indirectly calculated benefit the Company and Part of the shares debentures of other company.




20. To sell, lease, mortgage, exchange, grant licenses and other rights over, Improve, manage develop and turn to account and in any other manner, deal with or dispose of under taking investments, property, assets rights and effects of the Company or any part thereof for such lawful consideration as may be thought fit and in particular for any shares, stock debentures or other securities of any other company whether or not having Objects altogether or in part similar to those of the company.
21. To become member of any other bodies of persons, associations, institutions, clubs, societies, and bodies' corporate including companies limited by guarantee.
22. To take part in the formation of the business or operations of any company or undertaking and for that purpose to act as administrators or any other capacity as far as permitted by law and to appoint and to remunerate any director, administrator, manager or accountant or other expert or agent but the Company shall not act as managing agents and secretaries and treasurers.
23. To promote or develop the self-help groups for the engagements of the any type of business with the help of human resources development organization. To give publicity to the business of the company by means of advertisements in the press, pamphlets, handbills, circulars, cinema slides or by publication of books, pamphlets, catalogues, instructions books, technical articles, periodicals and exhibition of works of art by generating rewards, prizes and donations or by participating in technical conference, symposia or in any such other suitable manner of all kinds.
24. To carry on the business of hotel, restaurant, café, tavern, refreshment room and boarding and lodging housekeepers, beer keepers, wine beer and spirit merchants, aerated. Mineral and artificial water and other drinks, purveyors, caterers for public amusement, generally dealers in ivory novelty, live stocks, stable keepers, job masters, farmers, dairymen, importers and brokers of food, alive and dead stock and foreign produce of all description, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing room, laundries, reading, writing and newspaper room, libraries, grounds and places or amusements, recreation spots, entertainment and instruction of all kinds, tobacco & cigar merchant, travel agents, macadam's for railways, shipping and airways, and road transport corporations, companies or bodies and carriers by land, water and air, barge property and freight contractors, forwarding agents, dealing agents, stevedores, ship chandlers, caterers in railways, airlines and steamship companies underwriters and insurers of ship, craft, goods and other property, as distributors and merchants, refrigerating, store keepers and as proprietors for conducting safe deposit vaults, general agents, ice merchants, and to carry on the business for running night clubs, swimming pools, playing of launches and boats, bakery and confectionery.
25. To identify, promote and invest in new projects and new companies, corporations, partnerships, joint-ventures, co-operations solely and/or with other persons, companies, corporation in India and abroad and to work as holding associate company of other such companies etc. under the relevant provisions of the companies and other corporate laws.

- IV. The liability of the member(s) is limited and this liability is limited to amount unpaid, any, on the shares held by them.
- V. **\*\*The Authorised Share Capital of the Company is INR 9,10,00,000/- (INR Nine Crores Ten Lakhs Only) divided into 90,50,000 (Ninety Lakh Fifty Thousands Only) Equity shares of face value of INR 10 (INR Ten) each and 5,000 (Five Thousands Only) Preference Shares of INR 100 (INR Hundred Only) each with powers to increase or reduce in accordance with the law\*\*.**

***\*\*Note- The Alteration of Share Capital Clause was approved by Board Resolution dated August 11, 2023 pursuant to the scheme of Amalgamation and Arrangement.***

***The Authorised Share Capital of the Company is increased from Rs. 10,00,000/- (Rupees Ten Lakhs Only) comprising of 50,000 (Fifty Thousand Equity Shares of Rs 10/-(Rupees Ten) each and 5000 (Five Thousand) Preference Shares of Rs 100/- (Rupees One Hundred) each to Rs. 9,10,00,000 (Rupees Nine Crores Ten Lakhs Only) comprising of 90,50,000 (Rupees Ninety Lakh Fifty Thousand Only) Equity shares of Rs 10/- (Rupees Ten) each and 5000 (Five Thousands) Preference Shares of Rs 100/- (Rupees One Hundred) each.***



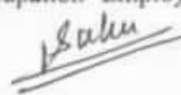



VI. We, the several persons , Whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set against our respective names:-

Sr. No.	Names, Addresses Descriptions & Occupations Of subscribers	No. of Equity shares taken by each subscriber	Signature of Subscriber	Signature, Names, Addresses Descriptions & Occupations of witnesses
1.	<p><b>SAYAJI HOTELS LIMITED</b>            Having CIN - L51100GJ1982PLC005131            Registered office Address- Sayaji Hotels Limited, Opp. Rajshree Talkies ,Near, Kala Ghoda, Sayajigunj, Vadodara-390005 – Gujarat            Email-cs@sayajigroup.com            PAN- AADCS2086A</p> <p>Subscribed through Mrs. Suchitra Dhanani D/o Shashikant Krishna Rao Udar            Nationality-Indian            DOB-13.07.1964            Age-53 Years            POB-Baroda ,Gujarat            Edu. Qualification.- Master in Social Work            Occupation-Business            PAN-ACTPD1159Q            Address-BF-9, Scheme No. 74-C, Vijay Nagar, Indore-452010, Madhya Pradesh            Email- suchitra.dhanani@sayajigroup.com            Phone No.-0731-4006666</p>	49,993 (Forty Nine Thousand Nine Hundred Ninety Three)	  FOR SAYAJI HOTELS LIMITED  DIRECTOR	<p>I Witness to subscriber no. 1 who have subscribed and signed in my presence on 03.05.2018 at Indore.            Further I have verified their identity details (ID) for their identification particulars as filed in.</p> <p>Name- Amit Sarraf S/o Shri Jagdish Chandra Sarraf            Address-35, Nyay Nagar ,Indore-452010, Madhya Pradesh            Occupation- Employment</p> 




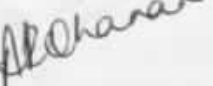

PLACE : INDORE

DATE: 05/05/2018




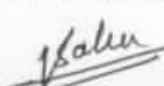


Sr. No.	Names, Addresses Descriptions & Occupations Of subscribers	No. of Equity shares taken by each subscriber	Signature of Subscriber	Signature, Names, Addresses Descriptions & Occupations of witnesses
2.	<p>Azhar Yusuf Dhanani s/o Yusuf Razzak Dhanani  Nationality -Indian  DOB- 08/04/1998  POB- Etah U.P.  Edu. Qualification - XII<sup>th</sup>  Occupation-Student  PAN-BNTPD5899M  Address- Flat No 1903 &amp; 1904 Sea Queen Heritage Plot No-6 Sec-18 Sanpada, Navi Mumbai Maharashtra -India- 400705  Email- azhardhanani@gmail.com  Phone-8169017925</p>	I (One)	 	<p>I Witness to subscriber no. 2 who have subscribed and signed in my presence on 03.05.2018 at Mumbai. Further I have verified their identity details (ID) for their identification particulars as filed in.</p> <p>Name- Lomas Sahu S/o Deenbandhu Sahu  Address- B-134, Pragati Nagar, Dipka, Korba - 495452 (Chattisgarh)  Occupation- Employment</p> 
3.	<p>Zuber Yusuf Dhanani S/O Yusuf Razzak Dhanani  Nationality -Indian  DOB- 27/01/2000  POB- Etah U.P.  Edu. Qualification - X<sup>th</sup>  Occupation - Student  PAN - BNTPD5862L  Address- Flat No 1903 &amp; 1904 Sea Queen Heritage Plot No-6 Sec-18 Sanpada, Navi Mumbai Maharashtra -India- 400705  Email- zuberdhanani123@gmail.com  Phone-9082077116</p>	I (One)	 	<p>I Witness to subscriber no. 3 who have subscribed and signed in my presence on 03.05.2018 at Mumbai. Further I have verified their identity details (ID) for their identification particulars as filed in.</p> <p>Name- Lomas Sahu S/o Deenbandhu Sahu  Address- B-134, Pragati Nagar, Dipka, Korba - 495452 (Chattisgarh)  Occupation- Employment</p> 

PLACE: INDORE  
DATE: 05/05/2018

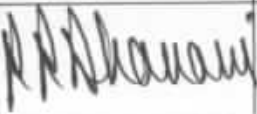


Sr. No.	Names, Addresses Descriptions & Occupations Of subscribers	No. of Equity shares taken by each subscriber	Signature of Subscriber	Signature, Names, Addresses Descriptions & Occupations of witnesses
4.	<p>Sadiya Raof Dhanani D/o Raof Abdul Razak Dhanani  Nationality- Indian  DOB-21.12.1994  POB- Mumbai, Maharashtra  Edu. Qualification- BA in Psychology and Political Science.  Occupation-Student  PAN- AKFPD7407F  Address- 281 Kalpataru Heights, 28<sup>th</sup> Floor, Dr. A Nair Road Near Agripada Police Station, Mumbai Central, Mumbai Maharashtra, India -400011  <u>Email</u> -  sadiyadhanani@hotmail.com  Phone-09619386395</p>	1 (One)	 	<p>I Witness to subscriber no. 4 who have subscribed and signed in my presence on 03.05.2018 at Mumbai. Further I have verified their identity details (ID) for their identification particulars as filed in.</p>  Name- Lomas Sahu S/o Deenbandhu Sahu Address- B- 134 Pragati Nagar Dipka, Korba 495452 Occupation- Employment
5.	<p>Anisha Raof Dhanani D/o Majid Satarbhai Memon  Nationality-Indian  DOB-30.08.1968  POB- Vadodara, Gujarat  Edu. Qualification - XII<sup>th</sup>  Occupation- Business  PAN-ACTPD3111C  Address- 281 Kalpataru Heights Dr. A Nair Road Nr Agripada Police Station Agripada Mumbai Maharashtra, India -400011  Email: raofd@hotmail.com  Phone : 09821119925</p>	1 (One)	 	<p>I Witness to subscriber no. 5 who have subscribed and signed in my presence on 03.05.2018 at Mumbai. Further I have verified their identity details (ID) for their identification particulars as filed in.</p>  Name- Lomas Sahu S/o Deenbandhu Sahu Address- B- 134 Pragati Nagar Dipka, Korba 495452 Occupation- Employment

PLACE: INDORE  
DATE: 05/05/2018

Sr. No.	Names, Addresses Descriptions & Occupations Of subscribers	No. of Equity shares taken by each subscriber	Signature of Subscriber	Signature, Names, Addresses Descriptions & Occupations of witnesses
6.	<p>Saba Raof Dhanani  D/o Raof Razak Dhanani  Nationality- Indian  DOB-05.03.1992  POB- Mumbai, Maharashtra  Edu. Qualification- B.Com (Graduate)  Occupation-Business  PAN-AKFPD7406E  Address- Kalpataru Heights, 28<sup>th</sup> Floor, Flat 281, Dr. A Nair Road, Mumbai, Agripada, Mumbai Maharashtra, India -400011  Email-sabadhanani@gmail.com  Phone-09920160542</p>	1 (One)	 	<p>I Witness to subscriber no. 6 who have subscribed and signed in my presence on 03.05.2018 at Mumbai. Further I have verified their identity details (ID) for their identification particulars as filed in.</p>  Name- Lomas Sahu S/o Deenbandhu Sahu Address- B- 134 Pragati Nagar Dipka, Korba 495452 Occupation-Employment
7.	<p>Sumera Raof Dhanani  D/o Raof Razak Dhanani  Nationality- Indian  DOB-20.06.1988  POB- Vadodara, Gujarat  Edu. Qualification- BBA (Graduate)  Occupation-Business  PAN- AKBPD5142P  Address- 281 Kalpataru Heights, 28<sup>th</sup> Floor, Dr. A Nair Road, Near Agripada Police Station, Agripada, Mumbai Central, Mumbai, Maharashtra, India -400011  Email - sumaira.r88@gmail.com  Phone-09820522455</p>	1 (One)	 	<p>I Witness to subscriber no. 7 who have subscribed and signed in my presence on 03.05.2018 at Mumbai. Further I have verified their identity details (ID) for their identification particulars as filed in.</p>  Name- Lomas Sahu S/o Deenbandhu Sahu Address- B- 134 Pragati Nagar Dipka, Korba 495452 Occupation-Employment

PLACE: INDORE

DATE: 05/05/2018

Sr. No.	Names, Addresses Descriptions & Occupations Of subscribers	No. of Equity shares taken by each subscriber	Signature of Subscriber	Signature, Names, Addresses Descriptions & Occupations of witnesses
8	<p>Raof Razak Dhanani  S/o Mr. Razak Daood Dhanani  Nationality-Indian  DOB-13.12.1963  POB-Vadodara, Gujarat  Edu. Qualification.- Graduate  Occupation- Business  PAN- ACTPD1157A  Address-281, Kalpataru Heights  28<sup>th</sup> Floor Dr. A Nair Rd Nr  Agripada Police Stn, Agripada,  Mumbai - 400011  Maharashtra, India  Email: <a href="mailto:raofd@hotmail.com">raofd@hotmail.com</a>  Phone :09821119925</p>	1 (One)	 	<p>I Witness to subscriber no. 8 who have subscribed and signed in my presence on 03.05.2018 at Mumbai. Further I have verified their identity details (ID) for their identification particulars as filed in.</p>  Name- Lomas Sahu S/o Deenbandhu Sahu Address- B- 134 Pragati Nagar Dipka, Korba 495452 Occupation- Employment
	<b>Total</b>	<b>50,000 ( Fifty Thousand)</b>		

PLACE : INDORE  
DATE : 05/05/2018