

MEMORANDUM OF ASSOCIATION
OF
GAMMON PAKISTAN LIMITED



- I. The name of the Company is GAMMON PAKISTAN LIMITED.
- II. The Registered Office of the Company will be situated in the Province of Punjab.
- III. The objects for which the Company is established are:
 - (1) To acquire as a going concern, take over and work, upon such terms as may appear conducive to the interests of the Company, the whole or any part of the business heretofore carried on by J. C. Gammon Limited, a company incorporated under the Indian Companies Act, 1913, and having its registered office in Bombay together with the whole or any part of the machinery, plant, furniture, fixtures, stock-in-trade, goodwill, assets and effects thereof and to pay therefor in cash or shares of the company or partly in one and partly in the other; and to undertake all or any of the liabilities of the said J. C. Gammon Limited, in connection with such business; and with the objects aforesaid to adopt, become parties to, enter into and carry into effect, all such agreements, guarantees, deeds and instruments as may be necessary or as may be deemed advisable or proper.
 - (2) To construct, execute, carry out, equip, improve, work, develop, administer, manage or control works and conveniences of all kinds, whether for any Government, Public Body, Local Authority, Company or individual, including, but not restricted to, railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, hydroelectric and irrigation works, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric, lighting, telephonic, telegraphic, and electricity or other power supply works, airfields, aerodromes and hangars, and works of every description connected therewith, and hotels, warehouses, markets, buildings, and all other works, or conveniences of public or private utility; and generally to carry on the businesses of builders and contractors, reinforced concrete specialists, engineers, architects, surveyors, estimators and designers, in all their respective branches.
 - (3) To purchase for investment or resale, and to traffic in, land and house or other property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents and to make advances upon the security of land, or house or other property, or any interest therein, and generally to deal in traffic by way of sale, lease, exchange or otherwise with land and house property and any other property whether immovable or moveable, and to develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing altering, pulling down, decorating, maintaining furnishing, fitting up and improving buildings, and by planting, paving, draining, letting on building lease, or building agreement, and by advancing money to and entering into contract and arrangements of all kinds with builders, tenants and others.



(4) To carry on business as quarry masters and stone merchants, and to buy, sell, get, work, shape, hew, carve, polish, crush and prepare for market or use, -stone of all kinds; and to carry on business as makers and manufacturers of and dealers in lime, cement, mortar, concrete and building materials of all kinds.

(5) To carry on the business of manufacturers of and dealers in bricks, tiles, pipes, pottery, earthenware, china, terra cotta and ceramic ware of all kinds and in paints, plastic, insulating materials, air conditioning, air-cooling and refrigerating plant and materials of all kinds; and to carry on the business of paviors and manufacturers of and dealers in artificial stone, whether for building, paving or other purposes.

(6) To carry on the trades or business of iron masters, steel makers, steel converters, colliery proprietors, coke manufacturers, miners, smelters, tin-plate manufacturers and iron founders, in all their respective branches; and to search for, get, work, raise, make merchantable, sell and deal in iron, coal, ironstone, brick-earth, and other metals, minerals and substances, and to manufacture and sell patent fuel.

(7) To carry on the business of mechanical engineers, electrical engineers, sanitary and water engineers and plumbers, brass-founders, metal workers, boiler-makers, millwrights, machinists, smiths and tool-makers; and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, roll-stock and hardware of all kinds.

(8) To carry on the business of a water-works company in all its branches and to sink wells and shafts, and to make, build and construct, lay down and maintain dams, reservoirs, water-works, cisterns, culverts, filter-beds, mains and other pipes and appliances, and to execute and do all other acts and things necessary or convenient for obtaining, storing, selling, delivering, measuring, distributing and dealing in water.

(9) To carry on business as manufacturers of chemicals and manures, distillers, dye-makers, gas-makers, paper-makers, smelters, metallurgists and chemical engineers, ship-owners, and charterers and carriers by land and sea; wharfingers, warehousemen, barge-owners, planters, farmers, and sugar merchants, paper merchants, timber merchants, saw mill proprietors and timber growers, and to buy, sell, grow, prepare for the market, manipulate, import, export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used, and to buy, clear, plant and work timber estates.

(10) To acquire by purchase, amalgamation, grant, concession, lease, license, barter, or otherwise, either absolutely or conditionally, and either solely or jointly with others, any houses, lands, farms, quarries, mines, mining or other claims, rights, and privileges, water-rights, water works, way leaves, and other works, privileges, rights and hereditaments, and any tract or tracts of country in India or elsewhere, together with such rights as may be agreed upon and granted by Government or the rulers or the owners thereof; and to expend such sums of money as may be deemed requisite and advisable in the exploration, survey, and development thereof; and to obtain rights over, be interested in, build, alter, construct, maintain and regulate any roads, tramways, railways, canals, water-ways, rivers, wharfs, docks, harbour works and harbours, either by acquiring such properties outright or by acquiring the rights of others in, to and over them. And generally to acquire in India or elsewhere by purchase, lease or otherwise, for the purposes of the Company any real or personal, immovable or moveable property, rights, or



privileges, including any land, buildings, rights of way, easements, licences, concessions and privileges, patents, patent rights, trademarks, machinery, rolling stock, plant, utensils, accessories and stock in trade.

(11) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority all rights, concessions and privileges which the Company may think fit or desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.

(12) To acquire, be interested in, construct, maintain, carry out, improve, work, alter, control and manage any tramways, railways, airfields, airlines, aircraft, steam-boats, roads, tunnels, water works, water rights, canals, irrigation works, gas-works, electric works, reservoirs, water courses, furnaces, stamping works, smelting works, factories, warehouses and other works and conveniences which the Company may think conducive to any of its objects; and to contribute to and take part in the constructing, maintaining, carrying on, improving, working, controlling, and managing of any such works or conveniences.

(13) To transact and carry on all kinds of business.

(14) To undertake and execute any trusts the undertaking of which may seem to the Company desirable.

(15) Generally to carry on in any place or places in the world any other trade or business, whether manufacturing or otherwise, subsidiary or auxiliary to, or which may be conveniently carried on in connection with any of the Company's objects; and to establish and maintain any Agencies in any part of the world for the conduct of the business of the Company, or for the sale of any materials or things for the time being at the disposal of the Company for sale; and to advertise and adopt means of making known, all or any of the manufacturers, products or goods of the Company, or goods traded or dealt in by the Company, in any way that may be thought advisable, including the posting of bills in relation thereto and the issue of circulars, books, pamphlets and price lists and the conducting of competitions, and the giving of prizes, rewards and donations, and producing and exhibiting cinema films and arranging broadcasts.

(16) To purchase or by any other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent right, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licences or privileges in respect of the same, and to spend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(17) To undertake and carry on any business transaction or operation commonly undertaken or carried on by financiers, promoters of companies, underwriters, concessionaires, capitalists or merchants; and in particular to underwrite, issue, and place shares, stocks, bonds, debentures, debenture stocks or securities.

(18) To be interested in, promote, and undertake the formation and establishment of such institutions, businesses or companies (industrial, mercantile, trading, manufacturing, or other) as may be considered to be conducive to the profit and interests of the Company; and to carry on any



other business (industrial, agricultural, trading, manufacturing, or other) which may seem to the Company capable of being conveniently carried on in connection with any of these objects or otherwise calculated, directly or indirectly, to render any of the Company's property or rights for the time being profitable; and also to acquire, promote, aid, foster, subsidise, or acquire interests in any industry or undertaking in any country or countries whatsoever.

(19) To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any persons, firm or company, carrying on any business which this Company is authorized to carry on, or possessed of property or rights suitable for any of the purposes of the Company, and to purchase, acquire, sell and deal in property, shares, stock, debentures or debenture-stock of any such persons, firm or company and to conduct, make or carry into effect any arrangements, in regard to the winding up of the business of any such persons, firm or company.

(20) To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interest, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm or company carrying on, engaged in or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in or any business, undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company; and to lend money to, guarantee the contracts of or otherwise assist any such person, firm or company, and to place, take, or otherwise acquire and hold shares or securities of any such person, firm or company, and to sell, held, re-issue, with or without guarantee, or otherwise deal with the same.

(21) To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.

(22) To promote and form, and to be interested in and take, held and dispose of shares in other companies, for all or any of the objects mentioned in this Memorandum and to transfer any such company any property of this Company, and to take or otherwise acquire, held and dispose of shares, debentures, and other securities, in or of any such company, and to subsidise or otherwise assist any company.

(23) To assist any company, financially or otherwise, by subscribing for or guaranteeing the subscription and issue of capital, shares, stocks, debentures or debenture stock or other securities, and to take, held and deal in shares, stock and securities of any company, notwithstanding there may be any liability thereon.

(24) To acquire and held shares in any other company, and to pay for any properties, rights or privileges acquired by this Company, either in shares of this Company, or partly in shares and partly in cash, or otherwise, and to give shares or stock of the Company in exchange for shares or stock of any other Company.

(25) To pay all the costs, charges and expenses of and incidental to the promotion, formation registration and establishment of the Company, and the issue of its capital, including any underwriting or other commissions, broker's fees and charges in connection therewith, and to remunerate or make donations to, or by the sale of other assets, or by the allotment of fully paid shares, or by a call or option on shares, debentures, debenture stock or securities of this or any other company, or in any other manner, whether out of the Company's capital or profits or



otherwise) any person or persons for services rendered or to be rendered in introducing any property or business of the Company, or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stock, or other securities of the Company, or for any other reason which the Company may think proper.

(26) To procure the incorporation, registration, or other recognition of the Company in any country, State or place, and to establish and regulate agencies for the purpose of the Company's business and to apply, or join in applying, to any Parliament, Government, local, municipal or other authority or body, British, Colonial or foreign, for any Acts of Parliament, laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's objects, or any of them; and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(27) To open and keep a register or registers in any country or countries where it may be deemed advisable to do so, and to allocate any number of the shares in the Company to such register or registers.

(28) To draw, accept and make and to endorse, discount and negotiate promissory notes, hundics, bills of exchange, bills of lading and other negotiable instruments connected with the business of the Company.

(29) To borrow or raise money, or to receive money on deposit at interest, or otherwise in such manner as the Company may think fit, and in particular, by the issue of debentures or debenture stock, perpetual or otherwise, and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, capital and to purchase, redeem or payoff any such securities.

(30) To accumulate funds, and to lend, invest or otherwise employ monies belonging to or entrusted to the Company upon securities and shares, or without security, upon such terms as may be thought proper, and from time to time to vary such transactions in such manner as the Company may think fit.

(31) To sell and in any other manner deal with or dispose of the undertaking or property of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures and other securities of any other Company having objects altogether or in part similar to those of the Company.

(32) To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any part of the property, rights and concessions of the Company.

(33) To create any Depreciation Fund, Reserve Fund, Sinking 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 purposes conducive to the interests of the Company.

(34) To provide for the welfare of employees or ex-employees of the Company, and the wives, widows, and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings, hostels, or by grants of money, pensions,



allowances, bonus or other payments; or by creating and from time to time subscribing or contributing to Provident and other associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation or of public and general utility or otherwise.

(35) To distribute any of the property of the Company amongst the members in specie or kind.

(36) To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them, in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others, and, so that the word "company" in this Memorandum when applied otherwise than to this Company shall be deemed to include any authority, partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in India or elsewhere; and the intention is that the objects set forth in each of the several paragraphs of this clause shall have the widest possible construction, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph of this clause or the name of the Company.

IV. The liability of the members is limited.

V. The Capital of the Company is Rs. 300,000,000 (Rupees Three Hundred Million only) divided into 30,000,000 (Thirty Million) shares of Rs.10 (Rupees ten only) each. The Company shall have power to increase, reduce or reorganize the Capital and issue any part of the original or increased Capital, and to subdivide it into different classes, with or without such special privileges or subject to such conditions or restrictions as may be permissible under the law.




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

Names, Addresses and descriptions of Subscribers	Number of shares taken by each Subscriber	Name, Address And Description of Witness
1. STANLEY FINCHAM MEADOWS, C/o. William Jacks & Co. Ltd., P. O. Box 179, Karachi and 18, Mary Road, Karachi. Branch Manager of William Jacks & Co. Ltd.	One	
2. PARMANANDTHAKURDAS, Advocate, C/o. Messrs. Tolasing & Co., Advocates, Bunder Road, & Sidhwa Road, Jamshed Quarters, Karachi.	One	HAKUMATRAIM. EIDANI, Advocate, Karachi.



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 JOINT REGISTRAR
 COMPANY REGISTRATION OFFICE
 ISLAMABAD


 12/12/2013