

---

**MEMORANDUM AND ARTICLES**

**OF**

**ASSOCIATION**

**OF**

**B. M. GUPTA DEVELOPERS PRIVATE LIMITED**

---



सत्यमेव जयते

प्रारूप 1

पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45400DL2008PTC175758

2007 - 2008

में एतद्वारा सत्यापित करता हूँ कि मैसर्स

B. M. GUPTA DEVELOPERS PRIVATE LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक चौबीस मार्च दो हजार आठ को मेरे हस्ताक्षर से दिल्ली में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U45400DL2008PTC175758

2007 - 2008

I hereby certify that B. M. GUPTA DEVELOPERS PRIVATE LIMITED is this day incorporated under the Companies Act, 1956, (No. 1 of 1956) and that the company is private limited.

Given under my hand at Delhi this Twenty Fourth day of March Two Thousand Eight.



  
(MAHESH CHANDRA SAXENA)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies  
राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा  
National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

B. M. GUPTA DEVELOPERS PRIVATE LIMITED

ROOM NO. 2, FIRST FLOOR, 5948-49, BASTI HARPHOOL SINGH, SARDAR THANA ROAD,

DELHI - 110006,

Delhi, INDIA

**(THE COMPANIES ACT, 1956)**  
**(COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**

**B. M. GUPTA DEVELOPERS PRIVATE LIMITED**

- I. The Name of the Company is : **B. M. GUPTA DEVELOPERS PRIVATE LIMITED.**
- II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.
- III. The objects for which the Company is established are :-

**(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To carry on the business of and to establish and develop Special Economic Zones, Economic Trading Zones, Free Trade Zones, Warehousing Zones, Processing Zone, any other Zones, industrial clusters, economic and industrial growth centers, custom bonded facilities, economy parks, Industrial Estates and Parks and industrial engineering equipments complexes, alongwith required Infrastructure and infrastructural facilities for all or any combination of or for any specific industries, products, services and activities including Equipment & Engineering Parks and parks for provision of any product or products and related services and to construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend all kinds of infrastructure works, public or otherwise, and other constructions or conveniences of all kinds, including roads, railways, and tramways, flyovers, underpasses, docks, harbours, piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility.
2. To carry on the business of contractors, builders, town planners, estate developers, engineers, land developers, land consolidators, land scapers, estate agents, immovable property dealers and to buy, purchase, lease, consolidate, exchange, hire or otherwise; lands, buildings, civil works, immovable property of any tenure or any interest in the same and to erect and construct houses, flats, bungalows, kothis, commercial complexes, shopping malls, multiplexes, food courts or civil work of any type on the land of the Company or any other land or immovable property.
3. To erect, construct, build, demolish, fabricate, execute, carry out, improve, work, develop, enlarge, rebuild, administer, manage or control in India or abroad on any land or immovable property of the Company or upon any other land or immovable property in any capacity and conveniences of all kinds, including turnkey jobs, and to promote, buy sell, lease, exchange, hire, give on rent, let or otherwise dispose of the lands, buildings, and other immovable properties of the Company or other immovable properties including any share or shares, interest or interest therein and to transact on commission or otherwise business of real estate agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to construction, execution, equipment, improvement, management, administration or control of any civil work and conveniences and to undertake, execute, dispose or otherwise turn to account the same.
4. To carry on the business of consultants, civil engineers, builders, consolidators and developers of lands, colonisers and undertake any residential, commercial, industrial or any other construction either independently or jointly in partnership, joint venture or on agency or sub-contract basis with or on behalf of any individual, firm, body corporate, association, or society, Central or State Government, or any local authority to work as coloniser, consolidator, developer of lands and buildings.

**(B) THE OBJECTS ANCILLARY OR INCIDENTAL TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:**

1. To discount bills, advance money on the security of goods lying with or under the control of the Company; to receive goods for sale on consignment basis and to do all other such acts that may be usual or necessary in order to market the same in connection with the main business of the Company.
2. To act as forwarding agents, to insure and underwrite and deal with goods, merchandise or such other properties for the purpose of export or import thereof in connection with the main business carried on by the Company.
3. To purchase, take on lease or otherwise acquire all or any part of the business or undertaking or property and assets of any other such person, firm, company or corporation carrying on similar business and agree to discharge their liabilities and to conduct, carry on or liquidate all or any of such business.
4. To take on lease, hire, purchase or acquire by licence or otherwise any lands, plantations, rights over or connected with lands, mills, factories, plants, buildings, works, vessels, boats, launches, lorries, cars, wagons, carts, machinery, apparatus, stock-in trade; rights, privileges and movable or immovable property of any description which may be deemed necessary or convenient for any business which the Company is authorised to carry on and to pay for the same either in shares of the Company or in cash or partly in shares and partly in cash or otherwise.
5. To insure all or any of the goods lying with the Company against damage, fire or loss.
6. To construct, assemble, erect, maintain, run and establish factories for making pre-fabricated houses or apartments or structures in connection with the main business of the Company.
7. To make, draw, issue, accept, endorse, discount, sell, buy and deal in promissory notes, bills of exchange, hundies, cheques, debentures, bonds, coupons and other such negotiable instruments and securities.
8. Subject to Section, 58A, 292, 293, 295 and 372 of the Act and the Regulations made thereunder and the directions issued by the Reserve Bank of India to receive money on deposit or otherwise with or without interest and to receive on deposit or safe custody any title deeds or such other securities of all types.
9. To enter into any other arrangements with persons or companies or others in such manner as may be lawful and for such period as may be expedient to further the interest of the Company.
10. To indemnify members, officers, directors, secretaries and servants of the Company against proceedings, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or for any loss, damages or misfortunes which may happen in the execution of the duties of their office or in relation thereto.
11. To enter into any arrangements including collaboration with other manufacturers or suppliers in India or abroad, to acquire know-how, patterns, trade marks, inventions and licences and concessions and to pay for the same either in cash or by issue of partly paid or fully paid up shares of the Company or by way of recurring royalty payments or share in profits or otherwise as may be agreed upon and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.

12. To acquire by purchase, contract, concessional licence, lease or otherwise any lands, mines quarries, buildings, factories, workshops, godowns and sheds as may be considered necessary for the attainment of the main objects of the Company.
13. To pay out of the Company's funds all costs and expenses incurred in connection with all matters, preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company which may be promoted by this Company.
14. To establish agencies or branches in India or elsewhere and to regulate or to discontinue the same and to do all things which the Company lawfully may do as principals, agents trustees, brokers, contractors or others.
15. To take or otherwise, acquire hold shares in any other such Company having main objects altogether or in part similar to those of this Company.
16. To enter into partnership or into any arrangement for sharing profits, union of interests or co-operation, joint ventures, reciprocal concession with any person, firm or company carrying on or engaged in any business, which this Company is authorised to carry on and to lend money, to guarantee the contracts of or otherwise acquire and hold shares or securities of any such person, firm or company provided that the Company shall not do any banking business within the meaning of Banking Regulation Act, 1949.
17. To promote any company or companies for the purposes of acquiring all or any of the property and liability of this company or for any other such purpose connected with the main business of the Company carried on in pursuance of its aforesaid objects.
18. To enter into contract with Government, Central or State, Railways, Municipal, Local or such other Authorities or Private parties for the supply of any material or goods for the attainment of the main objects of the Company.
19. To enter into any arrangements with the Government or other authorities, Municipal, Port Trust, Railways, District or Local. Boards, Civil and Military Authorities, that may seem conducive to the Company's main objects or any of them and to obtain from any such Government or such other authorities any rights, privileges and concession which the Company may think desirable.
20. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees, or ex-employees of the Company (or its predecessors in the business) or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards Provident fund and insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
21. To float, promote, form, subsidies and assist limited companies or other companies, syndicates or firms or associations for the prosecution or execution of undertakings, works, projects or enterprises of any description in connection with the main business of the Company.

22. To open any kind of account in any bank and to make, accept and endorse and execute promissory notes, bills of exchange and such other negotiable instruments of all types in connection with the main business of the Company.
23. Subject to Sections 58A, 292, 293, 295 and 372A of the Companies Act, 1956, and regulations made thereunder and directions issued by the R.B.I. to borrow or raise money in such other manner as the Company shall think fit, in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital and to redeem or pay any such securities in connection with the main business of the Company.
24. To establish, provide, maintain and conduct or otherwise subsidise in India or any part of the world, education and training institutions, research laboratories and experimental workshops for scientific and technical researches and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches and scientific and technical investigations by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientists and technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and 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 authorised to carry on and to enter into any arrangements with Government or any other such party for the purposes aforesaid.
25. To buy or generate for the purpose of the main business of the Company steam, heat, light, electricity, gas or any other such power and to process all products resulting from or ancillary to such business and making of gas, to convert the same into saleable materials such as coke, road-tar, creosote oil, phenols, carbolic acid and such other chemical or residual products and by-products and to otherwise deal with and to dispose of the same and to take all steps incidental or necessary in respect of the same.
26. To acquire from any person or any sources, technical information, knowhow, data, processes, formulae, techniques and methods, engineering, manufacturing and operating data plans, layouts, blue prints and such other data for the design, installation, erection and consultancy, maintenance, operation of the plant, machinery, equipment and facilities whatsoever required for attaining the main objects of the Company and to acquire any grant or licence and such other rights and benefits in connection therewith
27. To act as consultants in order to provide technical information, knowhow, data, processes, formulae, techniques and methods, engineering, manufacturing, services, data plan, layouts, blue prints and such other data for the design, installation, erection and consultancy, maintenance and operation of any plant, machinery, equipment and facilities whatsoever required and to sub-licence any person, party, company, corporation, Government or Semi- Government institution or any body else in connection with the main business of the Company.

28. To purchase, take on lease, or otherwise acquire the undertaking, business and property or any part thereof of any company or companies carrying on business in India or elsewhere which this Company is entitled to undertake.
29. To enter into contracts, agreements and arrangements with any other such company, firm or person for the carrying out by such other company, firm or person on behalf of the Company any of the main objects for which this Company is formed.
30. To import, export, deal in or prepare for market, revise, clean, restore, recondition, treat and otherwise manipulate and deal and turn to account by any process or means, by products, re-use and waste, and other products capable of being manufactured or produced out of or with the use of all or any raw materials, ingredients, substances or commodities used in the manufacture of all or any of the products which the Company is entitled to manufacture or deal in and to make such other use of the same as may be thought fit for the attainment of the main objects of the Company.
31. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for sale or otherwise any goods belonging to the Company.
32. To employ experts to investigate into and examine the conditions, prospects, value, character and circumstances of any business concerns and undertakings and of any assets, property or rights for the attainment of the main objects of the company.
33. To carry on any business or branch of a business of which this Company is authorised to carry on through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company or companies for taking the profits and bearing the losses of any business or branch of business so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any business or branch of business so carried on at any time, and either temporarily or permanently to close any such branch of business.
34. To let on lease or on hire purchase system, or to sell or otherwise dispose of any property belonging to the Company.
35. To buy foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf for the attainment of main objects of the Company.
36. To sell, lease, grant licences, easements and such other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may think fit and in particular for shares, debentures or securities of any such other company related thereto.
37. Subject to Sections 391 to 394 and 394A of the Companies Act, 1956, to amalgamate with any other such company whose objects are similar to those of this Company whether by sale or purchase of fully or partly paid up shares or otherwise of the undertaking or any such other company as aforesaid with or without winding up or by sale or purchase of all or a controlling interest in the shares or stock of such other company as aforesaid or in any such other manner of all types.

38. Subject to the provisions of Section 78 of the Companies Act, 1956, to place, to reserve to distribute as dividend or bonus or bonus shares among the members or otherwise to apply, as the Company may from time to time, think fit, any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and any moneys received in respect of dividend accrued on forfeited shares and money arising from the re-issue by the Company of forfeited shares.
39. To apply for purchase or otherwise acquire, prolong and renew, in any part of the world, any patents, patent rights, invention, trade marks, designs, licences and concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or such other information as to any invention which may seem capable of 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, develop or grant licences in respect of or otherwise turn to account the property, rights and information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
40. To make donations to such persons or institutions either in cash or any other such assets, as may be thought directly or indirectly conducive to any of the Company's main objects or otherwise expedient and in particular to remunerate any persons or corporations introducing business to the Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects and to establish and support or aid in the establish and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or of persons having dealing with the Company or the dependents, relatives or connections of such persons and, in particular, friendly or other benefit societies and to grant pensions, allowances, gratuities and bonus, either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident funds and such other welfare funds of or such persons.
41. To refer or agree to arbitration in India or outside India any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and its member or members or their representatives or between the Company and third parties and to observe and perform and to do all acts, deeds, matters and things required to carry out or enforce the award.
42. To pay for any rights or property acquired by the Company and to remunerate any persons or company for services rendered or to be rendered in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its main business whether by cash payment or by the allotment of shares, debentures or such other securities of the Company, credited as paid up in full or in part or otherwise.
43. To adopt such means of making known the business 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, rewards and donations.



44. To invest and deal with the money of the Company not immediately required in such manner, as may, from time to time, be determined and to lend money on mortgage of immovable property or on hypothecation or pledge of movable property with or without security.
45. To undertake and execute any trust (including the office of executors, administrator, receiver or liquidator) the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company with or without any declared trust in favour of the Company.
46. To distribute among the members in the event of winding up in specie or otherwise any property of the company or any proceeds of sale on disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with sanction (if any) for the time being required by the Companies Act, 1956.
47. To insure the whole or any part of the property of the Company, either fully or partly, and to protect and indemnify the Company from liability or loss in any respect.
48. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all States and Union Territories, thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
49. To procure the Company to be registered or recognised under the laws of land in any part of the world.
50. To make donations to any national fund or any other such fund constituted for a charitable, national or such other purpose, subject to Sections 293, 293A/293B of the Companies Act, 1956.
51. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or such other fund whether for depreciation or for repairing, improving or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for special dividends or equalising dividends or for any other such purposes and to transfer any such fund or part thereof to any of the other such funds herein mentioned.
52. Without prejudice to the generality of the foregoing to undertake, carry out, promote and sponsor any activity for publication of any book, literature, newspapers or for organising lectures, conferences or seminars, workshops, training programmes likely to advance the aforesaid objects or for giving merit awards, scholarships, loans or any such other assistance to institutes, deserving students or such other scholars, consultants or persons to enable them to pursue their studies or academic pursuits and for establishing or assisting any institution, fund or trust, having any one of the aforesaid main objects as one of its objects.

**(C) THE OTHER OBJECTS ARE :-**

1. To carry on the business as dealers in and purchasers of dairy farms, gardens and produce of all kinds and in particular milk, cream, butter, ghee, cheese, poultry, eggs, fruits, vegetable oils, vegetable ghee, porkpies, sausages, prawns, potted meat, table delicacies and to purchase, acquire, keep, maintain, breed, sell or otherwise dispose of all kinds of cattles, cows, buffaloes, pigs, poultry and live or dead stock of all description.
2. To carry on the business of manufacturing and selling carbonated or other waters, suppliers of heat, light, water, gas or brine for refrigerating purpose and to keep, maintain, and equip service stations for the said purpose.
3. To carry on the business of manufacturers of all kinds of condensed milk, jams, pickles, ciders, preserved foods of all kinds and of such other articles as may conveniently be produced or manufactured therewith.
4. To engage any carry on the business of raising, packing, grading, preparing for market, eggs, butter, cream, milk, farm and poultry products of all description. To hatch, breed and raise either by natural means, or incubators or otherwise poultry of all kinds and to buy, sell, rear and deal in chickens, chicken food, incubators or otherwise poultry of all kinds, ducks, turkey geese and guinea fowls, partridges and other birds. To carry on the business of slaughtering cattle, pigs, hogs, sheep, lambs and other animal for food purposes as may be permitted by the law and to manufacture hides, oils, fat, horn, glue, feathers, fertilizers and such other by products thereof.
5. To erect, construct, establish and provide and kinds of conveniences, improvements, entertainments in particular readings, writings, bioscope and cinema shows, lockers, safe deposits, stables, vaults, telephone, telegraph, teleprinter and telecommunication facilities, clubs, stores, provisions shops, baths, swimming tanks, pools and lavatories.
6. To subscribe, buy, keep, sell, give on hire on otherwise deal in books, magazines, periodicals, journals, pictures and all kinds of readable material. To establish, maintain, equip and furnish a reading and circulating library for use of the subscribers or customers or visitors either gratuitously or on such terms and in accordance with such regulations as may be deemed proper.
7. To carry on the business of film manufacturers, film apparatus manufacturers, film producers, both sound and silent, hippodrome and circus proprietors, proprietors and managers of cinema houses, theatres, concert halls, picture places, studios. To carry on the business of letting or subletting the use of cinema halls, theatres, picture places, studios or other machinery, apparatus, buildings or structures of the Company for purpose of use for exhibition, display of films, dramatic or theatrical performances, concerts or other entertainments or objects allied to or of similar kind as that of the Company and to provide for the production, direction, exhibition, representation, display whether by mechanical means or otherwise or plays, open air or other theatrical performances, operas, burlesque, ballets, pantomimes, jugglery, mesmeric, yógic, hypnotic, spectacular pieces, mushairas, symposiums and such other musical and dramatic, athletic and similar performances for amusement or entertainment both in public and private.

8. To carry on the business of manufacturers of or dealers in all types of glass products, such as sheet and plate glass, optical glass, glass wool and laboratory ware.
9. To undertake to manufacture, process, import, export and sale of calcined, petroleum, petrochemical and its by-products, coal and coaltar products, dyes, drugs, medicines and pharmaceuticals and derivatives, paints, pigments and varnishes, explosives and ammunition, all types of heavy chemicals, textiles, chemicals, photographic chemicals, clay and boards, soaps, glycerine, fertilizers, pesticides, manures, fungicides and allied products, fats and waxes.
10. To carry on the business of goldsmiths, silversmiths, jewellery and gem merchants, importers and exporters of bullion and any other such articles related thereto.
11. To carry on the business of manufacturers of or dealers in typewriters, computers, calculating machines, vaccum cleaners, sewing machines, printing machines, ice cream manufacturing machinery and dairy equipment.
12. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shops.
13. To carry on the business of manufacturers or dealers of tractors, tractor parts, automobiles, ships, aeroplanes, earth moving equipments, internal combustion engines, boilers, locomotives, cranes and compressors.
14. To manufacture and or deal in automobile parts, spare parts and components or machineries thereof.
15. To carry on the business of machinists, manufacturers of pressed bowls, marine engineers, iron founders, brass founders, iron and steel converters, metallurgists, smiths, iron masters, steel masters, blast furnace, proprietors, consulting engineers, asbestos manufacturers, japanners, annealers, enamellers, electric and chromium platers, polishers, painters, tinsmiths, locksmiths, iron mongers, wire weavers and to buy, sell, manufacture, repair, alter, convert, let on hire and deal in plant, machinery, tools, implements, utensils and rolling stock.
16. To carry on the business of manufacturers of and dealers in all types of celluloid, bakelite, industrial rollers, sheets, belting, tyres, tubes, scientific, industrial and surgical instruments and agricultural equipments.
17. To carry on business as manufacturers of and dealers in plywood, hardwood, blocks for flooring and such other purposes of all types, windows, doors, wood pulp, wood wool, masks, spares, derricks, sleepers, tool handles, panelling, wood-work, furniture and articles of all description wholly or partly made from wood.
18. To carry on business as manufacturers of or dealer in or as stockists, importers and exporters of packing materials, cartons, containers, boxes and cases made of paper, board, wood, glass, plastic, pulp, cellulose, films, polythene, rubber, metal, foils, gelatine, tin flexible, treated laminated or such other materials related thereto.
19. To undertake or promote research in economic, fiscal, commercial, financial, technical and scientific problems.

20. To carry on business of timber and lumber merchants, lumber yard and sawmill proprietors and to buy, sell, prepare for market, import and deal in timber and wood of all kinds and to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths.
21. To carry on the business of manufacturers, buyers, sellers, exporters and importers of pulp, papers boards and paper products of all types and kinds and in all forms and to process and re-pack paper and paper products and to carry on the business of stationers, printers, lithographers, stereotypers, electrotypers, photographic printers, blockmakers, photolithographers, engravers, die-makers, computerised photo composers, accounts books manufacturers, book-sellers and publishers.
22. To carry on the business of spinners, weavers, manufacturers of cotton, cotton textiles and other fibrous materials, balers and pressers of jute cutting, jute rejections, hemp and the cultivation thereof and the business of buyers, sellers and dealers of jute, jute cutting, jute rejections, jute manufacturing, hemp and other fibrous material, oil seeds and any other seeds and products and of goods or merchandise made thereof and to transact all manufacturing or cutting and preparing processes and mercantile business that may be necessary or expedient.
23. To carry on business of manufacturers of and dealers in sports goods.
24. To sink wells and shafts, lay down pipes, construct, improve, maintain, develop, work, manage, carry out or control any roadways, tramways, runways, branches or sidings, bridges, telegraph lines, canals, reservoirs, water courses, wharves, sheds, hydraulic works, electric works and factories, power houses, wind farms, colonies, houses and villages.
25. To carry on business of manufacturers of and dealers in all kinds of electrical machinery and electrical apparatus for any purpose and to manufacture, sell, supply and deal in accumulators, lamps, meters, engines, dynamos, batteries, telephonic, telegraphic or telecommunication apparatus of any kind and manufacturers of and dealers in scientific instruments of any kind.
26. To carry on the business of fabricators and re-rollers of all types of ferrous and non-ferrous metals, manufacturers of steel strips, steel pressed sections tubes, pipes and bolts, hinges, eldrops, tower bolts, roofing nails, pad bolts, door shutters, nuts, buckets, karais, gate channels, sanitary fittings, wires, wire-knittings, wire ropes, hardware fitting of all kinds, cutting and hand tools.
27. To carry on the business of water works engineers and manufacturers and suppliers of atomic power and gas generators.
28. To build bus bodies and to manufacture railway wagons, passenger coaches (railways or roadways), tramways and their components, jigs and fixtures, precision instruments, gas welding plants, paper and cement plants, general purpose and tool room machinery, hardening, annealing and tempering furnaces, motor boats, cables and conductors.
29. To manufacture, buy, sell, import and export cement, rayon, pulp, glass wool and such other sound and water proofing materials.

30. To carry on research and development, to manufacture, buy, sell, import and export, to act as distributing agents, developers, processors, consultants, repairers and dealers in the field of all kinds of sources of energy such as mechanical, electrical, heat, sound and light, derived from natural and such other sources including in particular from the use of oil, gas, coal, water and such other sources of energy such as solar, geothermal, wind, tides, biogas, gobar-gas, wastes and other residual products and to supply, use, purchase, acquire, distribute and apply the same for industrial, commercial, agricultural and domestic or other purpose for providing motive power, electric power, thermal power and other types of power for lighting, heating, cooling, refrigeration, drying, seasoning, evaporation, distilling and to develop processes, equipments, instruments, apparatuses, appliances and accessories for conversion of one type of energy to other and in connection with all the aforementioned objects, to acquire, construct, manufacture, erect, lay down, alter, work all equipments, instruments, apparatuses, appliances and other plant and machinery related and to supply all such materials, products and things as may be necessary or convenient in connection with the production, use, storage, regulation, measurement, supply and distribution of such products by the Company.
31. To carry on the business of manufacturers, merchants, importers, exporters, maintainers, hirers, processors, engineers, consultants, dealers and agents in all kinds of electrical, electronic, mechanical and optical appliances and apparatuses of every description including lighting, radio, television, telecommunication requisites, radars, computers, business machines and their components including valves, transistors, resistors, condensers, coils, motors, generators and their requisites, components and stores of all kinds and descriptions.
32. To buy, sell, process, improve, alter, exchange or let on hire, import, export and deal in all kinds of metallic alloys, iron, steel, ingots, billets, rods, wires ferrous and non-ferrous metals.
33. To carry on business of purchase and sale of kapas, cotton and cotton seeds and man-made fibres and plastic business.
34. To buy, sell, improve, alter, deal in handicrafts, brass-wares, china-wares, cutlery, crockery, dry fruits, perfumes and other materials that can be conveniently dealt with by the Company and export or any other possible item, from time to time, and to carry on in India or elsewhere the business or businesses of importers, exporters of and dealers in all kinds of industrial, personal and household goods, materials, commodities, products, articles, chattels, merchandise, live and dead stock and movable property and rights of every kind, general traders and merchants, contractors, sub-contractors, concessionaires, storekeepers, carriers, packing, freights and forwarding and travel agents and contractors, warehouse-men, trustee, brokers and to carry on trading in all branches of business and to carry on the said business either as principals or otherwise.
35. To carry on business as manufacturers of and dealers in building components such as lightweight, cellular, re-inforced autoclaved, concrete slabs and blocks for floors, walls and roofs and prestressed, precast, reinforced, concrete building components and any other such materials related thereto.

36. To carry on the business of quarry proprietors, stone and granite merchants, dealers, exporters and contractors and to search for, mine, win, raise, make marketable, use, sell and dispose of granite stones, coal, minerals and mineral substances and products and to prepare and manufacture cement paving, blocks, wax and bituminous road materials.
37. To carry on the business as manufacturers of and dealers in marble, asbestos, stone, bricks, clay, china, porcelain, terracotta, earthenwares, pipes, mosaics, slates, windows, doors, shutters, basins, chimney pieces, stoves, baths, sanitary-ware, household fittings, damp proof materials, paint, varnishes, ropes, cords and fitting of every description.
38. To carry on the business of hotel, restaurant, cafe, licenced tavern and beer-house, restaurant room and house-keeper, licenced victuallers, purveyors, caterers for public amusement or entertainment, coach, cab, carriage and motor car proprietors, livery, stable and garage keepers, job masters, live and dead stock, colonial and foreign produce of all description, proprietors of clubs, dressing rooms, laundries, grounds and places of amusements, recreation, sports, tennis courts, swimming pools, entertainment and institutions of all kinds, tobacco and cigar merchants.
39. To manufacture, produce, compress, liquify, supply, purchase, sell, trade, import, export, distribute as agents of all types of industrial, domestic, medical and commercial gases such as oxygen, hydrogen, acetylene, nitrogen, argon, carbon dioxide, freon, dissolved acetylene, freon, carbonic acid in gas and liquid form.
40. To buy, sell, manufacture, fabricate, repair, alter, convert, recondition, improve, exchange, barter, import, export, let on hire and deal in all types of gas cylinders, bottles, containers, receivers, corks valves, scales, liberators, gas-masks, regulators, compressors, engines, machines, laboratory equipments, tools and such other appliances, equipments, apparatus, conveniences and accessories connected therewith.
41. To act as consulting engineers and management consultants and to prepare project reports and plan layouts and provide technical advice, guidance and supervision in the erection, installation, commissioning of any project, industrial or otherwise.
42. To carry on the business as seed merchants, oil merchants, cotton, groundnuts, condiments and castor merchants, cake and corn merchants, millers and flour merchants, bakers, biscuits makers and confectioners.
43. To carry on business in securities and to deal in stock and shares.
44. To carry on the business of steel furniture, iron safes, rolling shutters, office equipments and such other steel structural products of all types.
45. To carry on business of petrol pumps and service stations.
46. To grow, raise, tend, cultivate tea, coffee, cinchona, rubber and such other produce and to carry on the business of tea planters in all its branches and to carry on the business of cultivators, buyers of every kind of vegetable, mineral or such other produce of the soil and to prepare, manufacture and render marketable such produce and to sell, dispose of and deal in any such produce, either in prepared, manufactured or raw state and either by wholesale or retail.

47. To carry on the business of helicopter spraying on farms, grovelands, cultivations, gardens and such other allied business, eradication of diseases, virus and insecticides.
48. To deal in, supply, manufacture, import all kinds of cosmetics, perfumes and beauty aids.
49. To carry on the business of buying, selling exporting, importing, manufacturing constructing, devising and preparing all kinds of advertising novelties, materials, aids, complimentary gifts, devices, designs and any other such media used for the purpose of audio-visual publicity and advertisement.
50. To carry on the business of advertising agents both out-door and through newspapers, magazines, books, periodicals, directories, screens, walls, buses, railways carriages or through any such other media or advertisement of all types.
51. To carry on the business of manufacturers or processors and/or importers, exporters, buyers, stockists and distributors and or dealers of the following:
  - (a) Elastomers, synthetic resins, carbon, plastics, latexes and such other kinds of resins and plastic products and goods thereof.
  - (b) All types of compounds, drugs, dyestuffs, disinfectants and of electrical, photographic, surgical and scientific apparatus and materials.
  - (c) Colours, paints, enamels, varnishes, lacquers, pigments and chemicals.
  - (d) Pesticides and insecticides and their formulations, fertilizers of all types and kinds.
52. To establish, purchase, sell, take on lease, hire or otherwise acquire and work any textile mill, handlooms, power looms, cotton ginning and pressing factory, jute, hemp or such other fibre presses, spinning mills, weaving mills, waste process plants for pressing merchandise into bales and to buy, sell, import, export, pledge, speculate, enter into forward transactions or otherwise deal in jute, cotton, kapas, cotton seed, flax, hemp, silk and products made thereof.
53. To carry on the business of millers in all its branches, to set up mills for milling wheat, gram, cereals, dal, besan, maida, atta, suji and such other allied products thereof and to manufacture any by-products, food products such as biscuits, flakes, dalia and confectionery from flours of all kinds and description and to set up factories or mills for the manufacture thereof.
54. To manufacture, process, fabricate, design, buy, sell, import, export or otherwise deal in all kinds of electrical wires and cables, insulated cables, welding cables. D.C.C. wires, super enamelled wires (bare or covered by plastic, rubber, cotton, paper or PVC), conductors, low medium and high tension insulators, switch gears made of ferrous or non-ferrous metals, silver or any other such substance thereof.
55. To manufacture, process, formulate and to draw wires of all kinds and descriptions, whether of copper or aluminium or any other metal by any process or methods being employed or by researches on any metal or non-metal or any other such type of material required or which may be innovated in future.

56. To manufacture sowing machines, reaping machines, thrashing machines, tractors and all such other kind of farm implements and machinery, dairy machines, elevating machines, conveying machines, transmission machines, incubators and parts, tools and accessories requisites therefor.
57. To carry on the business of manufacturers of and dealers in readymade garments of all kinds.
58. To assist any company or other enterprise in its dealing with any Government, local, statutory and other authority whether in India or abroad in the legitimate pursuit of its activities and to produce capital for any company or enterprises.
59. To carry on the business of manufacturers and dealers of hosiery goods of every kind, nature and description for men, women and children.
60. To carry on the business of manufacturers of and dealers in all kinds of carpets, durries, mats, rugs, blankets and such other similar articles of woollen and worsted materials.
61. To carry on the business of steam and general laundry and to wash, clean, purify, bleach, wring, dry, iron, colour, dye, disinfect, renovate and prepare for use all articles of wearing apparel, household, domestic and other linen, cotton and woollen goods and clothing and fabrics of all kinds used for any such purposes.
62. To carry on the business of importers and exporters, ship-owners, ship-builders, charterers of ships and other vessels, warehouse-men and insurance brokers, carriers, forwarding agents and wharfingers.
63. To carry on the business as manufacturers of and dealer in leather and leather goods of all descriptions and/or leather dresses, hides, skins and all things and material connected therewith.
64. To carry on the business of advisers on problems relating to the administration and organisation of industry and business and to advise upon the means and methods for extending, developing and improving all types of business or industries and all systems and processes relating to production, storage, distribution, marketing and sale of goods and/or relating to the rendering of the services.
65. To purchase otherwise acquire or carry on the business of manufacturers of and dealers in bricks, tiles, stones, pipes, potteries, earthen or china and similar goods and any substitutes thereof and building materials of any kind, spare parts, accessories and all things used by civil, mechanical, electrical (including electronic) and refrigeration contractors.
66. To undertake, carry out, promote and sponsor programmes for rural development including any programme for promoting social and economic welfare or the upliftment of the people in any rural area and to incur any expenditure on any such programme of rural development and to assist execution and promotion thereof either directly or through any agency or in any other manner. Without prejudice to the generality of the foregoing, the words 'Rural Area' shall include such areas as may be regarded as rural areas under Section 35-CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be considered by the Directors as rural areas and in order to implement any of the above mentioned



objects or purposes the Directors may, at their discretion, transfer without consideration or at such full or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central of State Government or any public institution, Trust or Fund or any other such agency devoted to the work of rural development as approved by the Central Government or State Government or any other such appropriate authority related thereto.

67. To erect, construct, establish and provide all kinds of conveniences, improvements for customers and others and in particular lockers, safe deposits, vaults, stables, telephone, telegraph and telecommunication facilities, clubs, stores, provision, shops, baths, swimming tanks, pools and laboratories.
68. To carry on the business of ice makers, ice dealers, refrigerating stock-keepers, makers, manufacturers of and dealers in freezing and refrigerating agents, mixtures and medicines of all descriptions.
69. To carry on the business of stock and sharebrokers and to deal (purchase and sale) in shares, securities, debentures of private and public sector companies registered under the Companies Act, 1956 and to deal in Government securities, Trust securities and all other such types of securities and actionable claims and to hold them as investments for earning profits.
70. To acquire, take up and hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company, corporation or authority constituted for carrying on business in India or in any foreign country and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government, sovereign ruler, commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or any foreign country.
71. To sell, export or otherwise by themselves or through agents to carry on business as brewers, hop-growers, maltsters and merchants, bottlers, agents and distributors; barley and general grain-flowers raisers; importers, processors, driers and merchants, manufacturers of and dealers in yeast, isinglass and such other requisites, manufacturers of and dealers in all kinds of waters, spirits, alcohol and general temperance and other drinks, beverages and cordials.
72. To purchase, manufacture, produce, boil, refine, prepare, import, export, sell and to deal in all sugar, sugar, candy, jaggery, sugarbeet, sugarcane, molasses, syrups, and all other sugar products and their by-products.
73. To carry on the business as manufacturers, exporters, importers, traders and dealers of all kind of building materials, material handling equipment, tools & tackles and all other types of commodities, goods, merchandise, machineries, equipments, produce, articles and services in India and abroad and to carry on E-commerce for all kinds of products and services including merchandise, financial products and services, distribution and collection services using the worldwide computer networks and web services available.

74. To carry on the business of land, buildings, farms and other immovable properties, property and real estate agents, brokers and dealers and to carry on the business of building construction, civil contractors and undertake construction work on turnkey project basis.
75. Subject to the approval of RBI under Reserve Bank of India Act, 1934 as amended by RBI (Amendment) Act, 1997, to carry on the business of finance, hire purchase, leasing and investment.
76. To carry on the business of providing various services in real property/estate sector/ industry, including, inter alia, providing consultancy and management services, valuations, research and feasibility studies, international marketing and property management, institutional advisory services, strategic, information and marketing research, management of instruments in property, brokerage, corporate advisory services and facilities management, development advisory services, appraisal/ valuation and property tax services, mortgage banking, realty advisory and investment management, investments in capital markets in property related securities, appraisal services and financial consulting.
77. To conceptualise, design, develop, manufacture, trade, market and sell information technology and communications based products and services including operating systems, compilers, interpreters, websites, hosting, maintenance of domains and web servers, software, hardware, internet, intranet, networking, publishing, multimedia, creation and providing consultancy on web related business including development of portals, gateways and other related activities; to provide training and consultancy in placement of computer professionals and to carry on business in any aspect of information technology and to become providers of back office services; call centre operators business and knowledge process outsourcing services, business support services and hirers of equipment.

**IV. The liability of the members is limited:**

**V. The Authorise Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crores) divided in to 80,00,000 (Eighty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each.**

**(The Authorised Capital has been increased from Rs. 10,00,000/- (Rupee Ten Lakhs) to Rs. 8,00,00,000/-(Rupees Eight Crores) w.e.f. 27<sup>th</sup> February 2010.)**

We the several persons, whose names and address are subscribed below 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 :-

S. No.	Name, description, address and occupation of each subscriber	Number of equity shares taken by each subscriber	Signature of Subscriber	Signature, Name, description, address, and occupation of witness or witnesses
1.	<b>Radhey Shyam Gupta</b> S/o Late Shri Braj Mohan Gupta 8-L, Model Town Rewari (Business)	5000 (Five Thousand)	Sd/-	I witness the signatures of all the subscribers who have signed in my presence Sd/- (Navin Kumar Singhal) S/o Sh. M. L. Singhal 284-A, Sector-4, Rewari-123 401 (Chartered Accountants) M. No. 92120
2.	<b>Vijay Kumar Gupta</b> S/o Late Shri Braj Mohan Gupta 138-P Sector-3, Rewari (Business)	5000 (Five Thousand)	Sd/-	
3.	<b>Ripu Daman Gupta</b> S/o Late Shri Braj Mohan Gupta 439, Sector-3, Rewari (Business)	5000 (Five Thousand)	Sd/-	
4.	<b>Ravi Shanker Gupta</b> S/o Late Shri Braj Mohan Gupta 439, Sector-III, Rewari (Business)	5000 (Five Thousand Only)	Sd/-	
	<b>TOTAL</b>	20,000 (Twenty Thousand)		

Place : New Delhi

Dated : 13/03/2008

(THE COMPANIES ACT, 1956)

(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION  
OF

## **B. M. GUPTA DEVELOPERS PRIVATE LIMITED**

### **I. INTERPRETATION**

Unless the context otherwise requires, words, or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which the Articles become binding on the Company. The heading in the margins hereto shall not effect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith.

"The Act" means the Companies Act, 1956 and includes, where the context so requires, any re-enactment or statutory modification thereof for the time being in force.

"The Board" or "The Board of Directors" means the Board of Directors, for the time being, of the Company.

"The Directors" means the Directors, for the time being, of the Company.

"Dividend" includes bonus

"The Managing Director" means the Managing Director, for the time being of the Company.

"Month" means the Calendar month.

"The Office" means the Registered Office, for the time being, of the Company.

"Proxy" includes Attorney duly constituted under a Power of Attorney.

"Register" means the Register of Members of the Company to be kept pursuant of Section 150 of the Act.

"The Registrar" means Registrar of Companies.

"Seal" means the Common Seal of the Company.

"In Writing" and "Written" includes printing, lithography and other modes of representing or reproducing words in any visible form.

Word imparting the singular number shall include the plural number and vica versa.

## II. PRELIMINARY

- Table "A" to apply*
1. The Regulations contained in Table 'A' in Schedule 'I' to the Companies Act, 1956 (hereinafter referred to as the Act) shall apply to the Company except that such regulations as are embodied in these Articles of Association shall exclude corresponding provisions in table "A" aforesaid.
  2. The words and expressions shall have the same meaning as in the Companies Act, 1956.

## III. PRIVATE COMPANY

3. The Company is a Private Company with the meaning of Section 3(1)(iii) and 2(35) of the Companies Act, 1956 and accordingly:
  - (a) restricts the rights, to transfer its shares in the manner as hereinafter provided.
  - (b) limits the number of its members to 50(fifty) but not including
    - (i) person who are in the employment of the Company; and
    - (ii) persons who, having been formerly in the employment of the Company were members of the Company, while in that employment and have continued to be the members after the employment ceased, provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this definition, be treated as a single member, and
  - (c) prohibits any invitation to the public to subscribe for any shares in or debentures of the Company.
  - (d) prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.
4. The business of the Company shall commence soon after its incorporation.

## IV. SHARES

- Share Capital*
5. (a) The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may, from time to time, be provided in clause V of the Memorandum of Association with power to increase or reduce the Capital and divide the shares in the capital of the Company for the time being into Equity Share Capital and Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act.
  - (b) The minimum paid up capital of the Company shall be Rs. 1,00,000/- (Rupees One Lakh).

6. The shares shall be at the disposal of the Directors and they may allot or otherwise dispose of the same to such persons at such time and on such terms and conditions as they may think fit and proper.

*Shares at the Disposal  
of the Directors*

7. An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles and every person who, thus or otherwise, agrees to accept any shares and whose name is entered on the Register of Members shall for the purpose of these Articles, be a shareholder.

*Acceptance of Shares*

8. If by the conditions of allotment of any shares the whole or part of the amount or issue price thereof shall be payable by instalments and every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, shall be the registered holder of the shares or his heirs, executors, administrators, and legal representatives.

*Instalment on  
Shares to be paid*

9. Every member or his heirs, exectuors, administrators, assigns or other repercentatives shall pay to the Company the portion of the capital represented by his shares or shares, which may for the time being remain unpaid thereon, in such amounts, at such time or times in such manner as the Directors shall, from time to time, in accordance with the Company's regulations, require or fix for the payment thereof and so long as any moneys are due owing and unpaid to the Company by any member on any account, such member in default shall not be entitled, at the option of Directors, to exercise any rights or privileges available to him.

*Liability of Members*

#### **V. TRANSFER AND TRANSMISSION OF SHARES**

10. Without prejudice to the provisions in Article 11 contained therein, no share shall be transferred to a person who is not a member of the Company, so long as any person selected by Directors is one whom it is desirable in the interest of the Company to admit to membership is willing to purchase the same at the fair value as calculated by the Auditors of the Company.

*Transfer of Shares  
to others*

11. Any share may be transferred to:

- (a) by a member or other person entitled to transfer to any member.
- (b) by a member to any child or lineal descendant, son-in-law, father, mother, brother, sister, nephew, wife or husband of such member.
- (c) In case of death of a member by his heris, executors, administrators or by the holder of the Succession Certificate to any child or lineal descendent, son -in-law, father, mother, brother, sister, nephew niece, widow or widower of such deceased.



23. Subject to Section 313 of the Act, the Company may appoint an Alternate Director to act for a director (hereinafter called "the Original Director") during his absence for a period of not less than 3 (Three) months, from the State in which meetings of the Board are ordinarily held. An Alternate Director shall not be required to hold any qualification share. *Alternate Director*
24. The Directors shall not be required to hold any qualification shares. *Directors not to hold qualification share*
25. Subject to the provisions of the Companies Act, 1956, and Rules framed thereunder each of the Directors may be paid as sitting fee a sum of Rs. 250/ (Rupees Two Hundred Fifty) for each meeting of the Board of Directors attended besides all travelling, hotel and other expenses incurred by him for attending the meeting, and / or for coming over from his place of residence to the place of the said meeting, or as may be decided by the Board in the meetings from time to time. *Remuneration of Directors*
26. The Directors may meet together for the despatch of business, adjourn or otherwise regulate their meetings as they may think fit, subject to the provisions of Section 288 of the Companies Act, 1956. *Meeting of Directors*
27. If any Directors, subject to Section 314 of the Companies Act, 1956 being willing shall be called upon to perform extra services or to make any special exertion, for the purpose of the Company, the Company may remunerate such Director either by a fixed sum or at a percentage of profit or otherwise as may be determined by the Board and such remuneration shall be in addition to his remuneration above provided. *Directors may perform extra service*
28. Except a resolution, which the Companies Act, 1956 requires it specifically to be passed in a Board of Directors Meeting, a resolution determined by majority without any Meeting of Directors and evidenced by writing to have been circulated amongst all the Directors shall be as valid and effective as a resolution duly passed at a meeting by the Directors, subject to the provisions of Section 289 of the Companies Act, 1956. *Resolution by Circulation*
29. The Chairman of the Board shall take the Chair at every meeting of the Board of Directors. If at any meeting, the Chairman is not present within 30 minutes after the time appointed for holding the meeting, the other Directors present may choose one of them to be chairman of the meeting. *Chairman*

#### VIII. POWERS OF DIRECTORS

30. Subject to Section 197A of the Act, the Directors may appoint, from time to time, any one of them as Managing Directors on such remuneration, terms and conditions as they may think fit and proper, and remove him and appoint some other Director in his place as Managing Director. *Managing Director*
31. The Board of Directors of the Company shall exercise the following powers on behalf of the Company and it shall do so only by means of a resolution passed at a meeting of the Board.
- (a) the powers to make calls on shareholders in respect of money unpaid on their shares.



- (b) the power to issue debentures;
  - (c) the power to borrow money otherwise than on debentures;
  - (d) the power to invest the funds of the Company. and
  - (e) the power to make loans.
- Manager or Secretary* 32. Subject to Section 197A and 383A of the Act, a Manager or Secretary may be appointed by the Board on such terms, at such remuneration and upon such conditions as it may think fit and Manager or Secretary so appointed may be removed by the Board.
- Power of Directors* 33. Without prejudice to the general powers conferred by these presents, it is hereby expressly declared that the Directors shall have the following powers.
- Preliminary and incidental expenses* (i) To pay the cost, charges and expenses, preliminary and incidental to the promotion, registration and establishment of the Company.
- Acquire property rights* (ii) To take on lease, purchase or otherwise acquire for the Company, property rights or privileges which the Company is authorised to acquire, at such price and generally on such terms and conditions, as they may think fit.
- Sell and dispose of property* (iii) With the consent of the Company in General Meeting, to sell, exchange or otherwise dispose of absolutely or conditionally, all or any part of property, privileges and undertakings of the Company, upon such terms and conditions and for such consideration, as they may think fit.
- Appointment of Staff* (iv) To engage and at their discretion remove or suspend managers, agents secretaries, officers, clerks, servants and other persons, employed in or in connection with the Company's business for permanent, temporary or special services as they may, from time to time, think fit and to determine their powers, duties and fix their salaries or emoluments and to obtain securities from them, for such period and for such amount, as they think fit.
- Attorneys and Agents* (v) To appoint any person (s) to be the attorney(s) or agent(s) of the Company with such powers, authorities and discretion not exceeding those vested in or exercisable by the Directors and for such period and upon such terms and conditions, as they may think fit.
- Management of Company Affairs* (vi) To make arrangements for the management of the affairs of the Company either in different parts of India or elsewhere, in such manner as they may think fit and to appoint agents and fix remuneration and commission.
- Financial Arrangement* (vii) To enter into, carry out or rescind all financial arrangements with any bank, persons or corporations for or in connection with the Company's business or affairs and pursuant to or in connection with such arrangement to deposit, pledge or hypothecate any property of the Company or documents representing or relating to the same.

- |        |  |                                    |
|--------|--|------------------------------------|
| (viii) | To make/ give receipts, remissions, releases or other discharges for money payable to the Company and to the claims and demands of the Company , provided that no debt due by a Director shall be remitted, released or otherwise discharged except with the consent of the Company in General Meeting.  | <i>Receipt and Discharge</i>       |
| (ix)   | To compound and allow time for the payment or satisfaction of any debts due or by the Company and to refer any claims or demands by or against the Company to arbitration and observe and perform the awards.  | <i>Compounding Claims</i>          |
| (x)    | For and on behalf of the Company do draw, accept, endorse and negotiable all cheques, bills of exchange, promissory notes, hundies drafts and other securities as may be necessary in or for carrying on the affairs of the Company.   | <i>Accept and endorse cheque</i>   |
| (xi)   | To institute, conduct, prosecute, defend, compromise, withdraw, abandon any legal proceeding by or against the Company or its Officers or otherwise concerning the affairs of the Company.   | <i>File suit</i>                   |
| (xii)  | Subject to Section 292 of the Act, to invest and deal with any of the money of the Company not immediately required for the purpose of the Company upon such securities (not being shares in this Company) or investments and in such manner as they may think fit and from time to time to realise such investments.                              | <i>Investment of Funds</i>         |
| (xiii) | To act on behalf of the Company in all matters relating to bankruptcy and insolvency.  | <i>Bankruptcy &amp; Insolvency</i> |
| (xiv)  | To negotiate and enter into any contract and execute, rescind or vary them and to do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.  | <i>Enter into Contracts</i>        |
| (xv)   | Subject to Section 58A and 292 of the Act, and Regulations made thereunder and Directions issued by the R.B.I to borrow from any person(s) Company, bank, financial institution or corporation and secure and payment of any sum or sums of moneys for the business of the Company or may themselves lend to the Company on security or otherwise. | <i>Borrow money</i>                |

#### IX. SEAL

- |     |  |                    |
|-----|--|--------------------|
| 34. | The Board shall provide for the safe custody of the seal of the Company. the seal shall not be affixed to any instrument except in the presence of one of the Directors who shall sign every instrument to which the seal of the Company shall be affixed in his presence. The Company shall, however, comply with Rule 6 of the Companies (Issue of Share Certificates) 1960. | <i>Common Seal</i> |
|-----|--|--------------------|

#### X. ACCOUNTS

- |         |  |  |
|---------|--|--|
| 35. (a) | The Board shall, from time to time, determine, whether and to what extent and at what times and places and under what conditions or regulations the account and books of the Company or any of them shall be open to the inspection of members, not being Directors. | <i>Inspection of Accounts by members</i> |
|---------|--|--|

(b) No member (not being a Director) shall have any right of inspecting any accounts or books of Accounts of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.

*General Provisions*

36. The Directors shall in all respect comply with the provisions of Sections 209, 210, 211, 215, 216, 217, 220 and 221 of the Act, so far as they are applicable to a private company and the profit and Loss Account, Balance Sheet and Auditors' Report and every other document required by law to be annexed or attached, as the case may be, to the Balance sheet, as referred to in Section 219 of the Act, and a copy of the Balance Sheet shall be sent to every member and debenture holder of the Company and every trustee for the debenture holders of the Company at least 21 days before the date of the Annual General Meeting of the Company at which they are to be laid.

**XI.AUDIT**

*First Auditor*

37.(a) The first Auditor of the Company shall be appointed by the Board of Directors within one month from the date of registration of the Company and the auditor so appointed shall hold office until the Conclusion of the First Annual General Meeting.

*Appointment of subsequent Auditor*

(b) At each Annual General Meeting, the Company shall appoint, an auditor to hold office from the conclusion of that meeting until the conclusion of next Annual General Meeting.

*Remuneration of Auditor*

(c) The remuneration of the auditor shall be fixed by the Company in the annual general meeting or in such manner as the Company in the annual general meeting may determine. in case of auditor appointed by the Board, his remuneration shall be fixed by the Board.

*Casual vacancy in Auditor's Office*

(d) The Board may fill casual vacancy in the office of an auditor but while any such vacancy continues, the remaining auditors, if any may act, but where such vacancy is caused by the resignation of auditors, the vacancy shall be filled up by the Company in general meeting.

*General provisions of the Act to apply*

38. The provisions contained in Section 224 to 231 of the Act, shall apply

S. No.	Name, description, address and occupation of each subscriber	Signature of Subscriber	Signature, Name, description, address, and occupation of witness or witnesses
1.	<b>Radhey Shyam Gupta</b> S/o Late Shri Braj Mohan Gupta 8-L, Model Town Rewari (Business)	Sd/-	I witness the signatures of all the subscribers who have signed in my presence Sd/- (Navin Kumar Singhal) S/o Sh. M. L. Singhal 284-A, Sector-4, Rewari-123 401 (Chartered Accountants) M. No. 92120
2.	<b>Vijay Kumar Gupta</b> S/o Late Shri Braj Mohan Gupta 138-P Sector-3, Rewari (Business)	Sd/-	
3.	<b>Ripu Daman Gupta</b> S/o Late Shri Braj Mohan Gupta 439, Sector-3, Rewari (Business)	Sd/-	
4.	<b>Ravi Shanker Gupta</b> S/o Late Shri Braj Mohan Gupta 439, Sector-III, Rewari (Business)	Sd/-	

Place : New Delhi

Dated : 13/03/2008