MEMORANDUM AND ARTICLES

OF

ASSOCIATION

OF

FAITH BUILDTECH PRIVATE LIMITED

FAITH BUILDTECH PVT. LTD.

भारत सरकार–कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य–खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या : U70101DL2010PTC207871

मैसर्स FAITH BUILDTECH PRIVATE LIMITED

के अंशधारकों ने दिनांक 07/05/2012 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम,1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम–ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतदद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम–ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

दिल्ली में यह प्रमाण–पत्र, आज दिनांक ग्यारह मई दो हजार बारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, National Capital Territory of Delhi and Haryana

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956
Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

Corporate Identity Number : U70101DL2010PTC207871

The share holders of M/s FAITH BUILDTECH PRIVATE LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 07/05/2012 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given at Delhi this Eleventh day of May Two Thousand Twelve.

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

*Note: The corresponding form has been approved by EGINIUS TIRKEY, Deputy Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
FAITH BUILDTECH PRIVATE LIMITED
C-4, First Floor, Malviya Nagar,
New Delhi - 110017,
Delhi, INDIA

FAITH BUILDTECH PVT. LTD.

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF

FAITH BUILDTECH PRIVATE LIMITED

I. The name of the Company is **FAITH BUILDTECH 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 construction of residential houses, commercial buildings, flats and factory's sheds and building in or out side of India and to act as builders, colonizers and civil and constructional contractors.

2. To purchase or acquire interest in any estates, lands, buildings easements or other immovable property and to develop and turn to account by laying out, plotting and preparing the same for buildings purposes, constructing building, furnishing, fitting up and improving buildings.

3. To develop any immovable property such as houses buildings and lands within or outside the limits of Municipal Corporation or such other local bodies and to provide roads, drains, water supply, electricity and lights within these areas, to divide the same into suitable plots and rent or sell the plots to the people for building, houses bungalows and colonies for workmen according to schemes approved by Improvement Trusts Development Boards and Municipal Boards thereon and to rent or sell the same to the public and realize cost in lump sum or on installments or otherwise to start any housing scheme in India or abroad and to dispose of the developed properties by the way of sale or otherwise.

4. To construct, maintain, erect and lay out roads, sewers drains, electric lines, cables and gas lines, in over and under the Company's estate or the estate of any other Company or person or body-corporate and to construct, execute, carry out, equip, maintain, improve, develop and civil and constructional work relating to roads, electric, power transmission lines heat and light supply works, construction/lying of pipelines, fabrication of tunnels in old fields, hotels, building, godowns, parks, gardens, docks, jitries, embankments, bunds, bridges, wharves, canals, irrigations, reclamations, improvement, sewage, sanitary telegraphic, telephone works, ware houses, markets, public buildings and all other such civil and related constructional works and convenience of public utility.

*** The main object Clause III (A) altered and substituted with new object clause; vide Extra Ordinary General Meeting held on 07th May, 2012.**

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(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (A) ARE:

1. To take over the existing agreement(s) and/ or arrangement(s) for operation and to enter into arrangement(s) for the use of existing trade name for the purpose of the business of the Company.

2. To subscribe for, acquire, hold, sell and otherwise deal in shares, stock, debentures, debenture-stock, bonds, mortgages, obligations and securities of any kind, issued or guaranteed, by any Company (body corporate or undertaking), by any government, sovereign, ruler, commissioners, trust, municipal, local or other authority or body of whatever nature, whether in India or elsewhere.

3. To establish, develop, maintain, subsidise and aid in the establishment, development and maintenance of laboratories research stations and programme for the purpose of effecting improvement of basis foundation stocks of birds, seeds, poultry-seed and any other business which this Company is competent to carry on.

4. To buy, sell, manufacture, refine, manipulate, import, export and deal in all substances, hotelwares equipments, machines, materials, food-stuffs, drinks, live or dead stock perfumes, apparatus and things capable of being used in any such business as mentioned herein, or required by customers of, or persons dealing with the Company.

5. To acquire, establish, construct and maintain railway siding, buildings, yards, wells, tube wells, water reservoirs, infiltration-gallaries, purification plants, air, conditioning plants, swimming pools, landing grounds, hangers, garages, stores, sheds and accommodations of all description or connected with the business of the Company.

6. Subject to compliance with applicable provision of Companies Act, to amalgamate with any other such company or companies having all or any objects similar to the objects of this company in any manner whether with or without process of liquidation of that Company.

7. To apply for, obtain, purchase or otherwise acquire prolong and renew any patents, patent-rights, brevets de-invention, processes, scientific technical or such other assistance of all types, manufacturing, process know-how and such other, information, designs, patterns, copyrights, trademarks, licenses, concessions and rights or benefits, conferring an exclusive or limited or right or use thereof, which may seem capable if being used for or in connection with the main objects of the company or the acquisition of which may seem directly or in directly to benefit the Company on payment of any fee, royalty or such other consideration of all type and to use, exercise or develop the same or grant licenses in respect thereof and to spend money in experimenting, upon, testing or improving any such patents, inventions, rights or concessions.

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8. To purchase or otherwise acquire any interest in any inventions, processes, letters, patent brand invention, licences, concessions, rights and privileges subject to royalty or otherwise and , whether exclusive or limited, whether in India or in any other part of the world, for the purposes of the Company.

9. To tender technical, commercial, educational, management, or other type of consultancy services, to render partial or complete guide, and complete services to persons and institutions working or engaged in any activity either in India or abroad.

10. To enter into agreements with authors or assignees of the copy rights in respect of any film, stories, operas, operettas, burlesques, dramas, compositions, musical performances songs, records, ballots or other musical, dramatic performances or to acquire temporally or permanently such rights and interest for the purpose of the Company and to carry out researches and investigation and experiments in relation to musical instruments.

11. Subject to compliance of the provisions of the Companies Act, to borrow or receive money on deposits either with or without security or secured by debentures, debenture-stock (perpetual or otherwise) mortgage or other security charged on the undertaking or on all or any of the assets of the Company including its uncalled capital and collaterally or further to secure any securities of the Company by a trust deed or any other assurance on such terms and conditions as may be deemed fit, and to invest or lend money, on security or otherwise to any Company, partners, association or persons and to deposit money on interest or otherwise in any other form with any person, firm or corporation as the directors may think fit and open accounts, over draft, cash credit, term loans and to keep fixed and other deposit with banks, loan offices and other concerns.

12. Subject to the provisions of any law for the time being in force, to do the business of money changers, currency changers and to deal in foreign exchange, either in cash or traveler's cheques.

13. To support, maintain and grant aid or subsidy or stipend, or scholarship or such other allowances to the trainees who need such help.

14. To acquire from any person, firm or body corporate or unincorporate, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, layout and blueprints, useful for the design, erection and operation or plant required for any business of the Company and to acquire any grant of licence and other rights and benefits in the foregoing matters and things.

15. To purchase, acquire and undertake all or any part of the business, property and liabilities of any person, or Company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed or property suitable for the purposes of the Company.

16. To pay for any property, rights or privileges, acquired by the Company or for the services rendered or to be rendered in connection with the promotion or the business of the Company or for acquisition of any property for the Company or otherwise either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and to issue any shares either as fully paid up or with such amount credited

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as paid up thereon, as may be agreed upon and to charge any such bonds, debenture or other securities upon all or any part of the property of the Company. While so doing the Company shall comply with all requirements of law for the time being in force.

17. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid up, or securities of any other Company.

18. To sell subject to any rights, concession or licences obtained or contracts entered into and generally to sell the whole or any part of the property and business of the Company for case or for shares where fully paid up or not, debentures, or securities of another Company or partly in cash or partly in such shares, debenture, or securities as are distributed in specie amongst the members or otherwise.

19. To pay out the Company's funds the cost of underwriting expenses and expenses incurred in connection with the matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs, underwriting expenses, brokerage on issue of shares or debentures, incentives and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation and of any Company which may be promoted by this Company and underwrite the shares or debentures issued by any such Company.

20. To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place, or guaranteeing the placing of, any to the shares of the Company's capital or debenture, debenture stock, or other Securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

21. To guarantee the performance of any contract or obligation of and the payment and repayment of money or of dividends and interest or premiums payable on any stock's shares or securities of any Company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company or the interests of its shareholders.

22. To establish, provide, maintain and conduct research or and other laboratories, training colleges, schools and other institution for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classed, meetings and conferences in connection therewith.

23. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops, for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments and test of all kinds, to promote studies and researches, both scientific and technical, investigations and inventions by providing, subsidizing, endowing, or assisting laboratories, workshop, libraries, lectures, meetings, and conferences and by proving or contributing to the award of scholarships, prizes, grants to students or otherwise generally to encourage, promote and reward studies, researches,

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investigation, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

24. To insure with any other Company, firm or persons against losses, damages and risks of all kinds which may affect the Company, provided nothing herein contained shall empower the Company to carry on the business of life, assurance, accident assurance, fire assurance, employees' liability assurances, industrial assurances, motor assurances or any business of insurance or reinsurance within the meaning of the Insurance Act, 1938, or any Act amending, extending or re-enacting the same.

25. To invest moneys of the Company not immediately required in such investments as Directors of the company may think proper and to hold, sell or otherwise deal with such investments.

26. To procure the registration or recognition of the Company in/or under the laws of any place outside India.

27. To open any kind of account in any bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory note, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

28. To engage, employ, suspend and dismiss executive, engineers, agents, managers, superintendents, assistants, clerks, coolies, and other servants and labourers and to remunerate any such person at such rate as shall be thought fit, to grant bonus compensation, pension or gratuity to any such person or to his widow or children and generally to provide for the welfare of all employees and to send them anywhere for training.

29. To form, incorporate or promote any Company or Companies, whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other objects which in the opinion the Company in the management of its business or the development of its properties or otherwise prove advantageous to the company and to all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered in obtaining subscription for or placing or assisting to place or to obtain subscription of or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of any other Company held or owned by the Company or in which the Company may have an interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other Company in which the Company may have an interest.

30. To erect and construct houses, buildings, works or offices and show rooms of every description on any land of the Company or upon any other land or property and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for swimming pools, roads, streets, squares, gardens and other conveniences, and generally to deal with and improve the property of the Company or any other property.

31. To Subject to the provisions of the Companies Act 1956 and Companies Act 2013, to merge or amalgamate with any other company or companies, in any manner with or

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without the process of liquidation of the Company and also to demerge the business of the Company into separate entities in the interest of the stakeholders.

32. To enter into partnership or into any arrangement to sharing profits, union of interests, co-operation, joint –venture, licence or reciprocal concession or for limiting competitions with any person or persons or Company or Companies carrying on or engaged in or about to carry on business similar to the objects of the Company.

33. To apply the assets of the Company in any way in or towards the establishment maintenance or extension of any association, institution or fund in any way concerned with any particular trade or business or with trade or commerce generally and particularly with the trade, including any association, institution or fund for the protection of the interest of masters, owners and employers against loss by bad debts, strikes, combinations, fire, accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependants and whether or not in common with other persons or classes of persons and in particular of friendly, co-operation and other societies reading rooms, libraries, educational and charitable institutions, refactories, dining and recreation rooms, places of workshop, schools, hospitals, residential buildings, bungalows, hotels, offices, warehouses, godowns, structures, erections, parks, gardens, and to grant charities, gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever and to farm, cultivate and otherwise develop the lands for the Company or in possession of the Company.

34. To subscribe, contribute or otherwise to assist or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibitions or subject to the provisions of the Companies Act, 2013, for political purposes.

35. To manage lands, buildings, houses and any other property belonging to the Company and to collect rents and income and supply to tenants and occupiers of all kinds of conveniences and advantages in connection with the business of the Company.

36. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements of reference to arbitration and to enforce and where need be to contest any awards and for all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.

37. To do all such other things in any part of the world as may be deemed incidental or conducive to the attainment of the above main objects or any of them and to carry on any other trade of a character similar or analogous to the trade or business herein before mentioned, or which may seem to the Company to be capable of being conveniently and/or profitably carried on in connection therewith.

38. To apply for and obtain any orders, charter, privilege concession, license or authorisation or any Government, state or such other Authority for enabling the company to carry on its main objects into effect or for extending any of the powers, of the company or for effecting any modification of the constitution of the company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the interest of the company.

39. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the company or any of them and to obtain from any such Government, Authority, person or any company

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rights, charters, contracts, licenses and concessions which the company may obtain and to carry out, exercise and comply therewith.

IV. The Liability of the members is Limited.

*V. The Authorised Share Capital of the Company is Rs.1,100,000,000/-(Rupees One Hundred Ten Crores Only) divide into 110,000,000 (Eleven Crores) Equity Shares of Rs 10/-(Rupees ten) each.

The Authorised Share Capital of the Company was increased from Rs.360,000,000,/- (Rupees Thirty Six Crores) to Rs./-. 1,100,000,000/- (Rupees One Hundred ten Crores) vide Ordinary Resolution Passed by the member in the Extra Ordinary General Meeting held on 18th October, 2012

FAITH BUILDTECH PVT. LTD.

We the several persons, whose names and addresses 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 to our respective names.

Sl. No.	Names, Description, Occupation and address of Subscriber	Nature and type of equity shares	Signature of Subscribers	Name, Addresses description and Signature of witness
1.	Dhir Singh Khurana S/o Late Sh Chunnilal. D-5/410-411, Sector-5 Rohini, New Delhi-85 (SERVICE)	5000 (Five thousand)		I witness the signatures of both the subscribers. KAPIL MITTAL CHARTERED ACCOUNTANT MEMBERSHIP NO. 502221 S/O LATE SUDHAKAR CHANDER MITTAL G-501, AKASHNI APARTMENTS, MAYUR VIHAR, PHASE-I, DELHI-110091
2.	Vipul Goyal S/o Sh Ramesh Kumar Goyal H.No-307 Scheme-5 Gandhi Nagar Distt.- Jind HARYANA (SERVICE)	5000 (Five thousand) / 10000 (Ten Thousand)		

Place: New Delhi
Dated: 26.08.2010.

FAITH BUILDTECH PVT. LTD.

THE COMPANIES ACT, 2013

(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

FAITH BUILDTECH PRIVATE LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall apply to the Company except in so far as otherwise expressly incorporated herein below.

INTERPRETATION

2. (1) In these regulations: -

   (a) "Company" means Faith Buildtech Private Limited.

   (b) "Office" means the Registered Office of the Company.

   (c) "Act" means the Companies Act, 1956, and Companies Act, 2013 and any statutory modification / amendments thereof.

   (d) "Seal" means the Common Seal of the Company.

   (e) "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.

   (2) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly:-

   (i) restricts the right to transfer its shares;

   (ii) limits the number of its members to two hundred:

   Provide that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member:

FAITH BUILDTECH PVT. LTD.

Provided further that-

(a) persons who are in the employment of the company; and
(b) persons who, having been formerly in the employment of the company, were members of the company while in the employment and have continued to be members after the employment ceased, shall not be included in the number of members; and

(iii) Prohibits any invitation to the public to subscribe for any securities of the company;

SHARE CAPITAL

4. The Authorised Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause IV of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.

5. The shares shall be under the discretionary control of the Directors who may allot or otherwise dispose of the same, to such person at such time and on such term & conditions as they may in their absolute discretion think fit & proper.

6. Shares may be registered in the name of any minor through a guardian only as fully paid shares.

7. The Directors may allot and issue shares in the Capital of the Company as partly or fully paid up in consideration of any property sold or goods transferred or machinery supplied or for services rendered to the Company in the conduct of its business.

8. Subject to the provisions of section 68, 69, and 70 of the Companies Act, 2013 and any statutory amendments or reenactments thereof and compliance of the provisions thereof by the Company, the Company is authorised to purchase its own shares or other specified securities.

9. The Company in general meeting may decide to issue fully paid up bonus share to the members if so recommended by the Board of Directors.

10. The Share Certificate to the Share registered in the name of two or more person shall be delivered to first named person in the register and this shall be a sufficient delivery to all such holders.

11. Each fully paid up share shall carry one vote.

FAITH BUILDTECH PVT. LTD.

12. Subject to the provisions of Section 55 of the Companies Act, 2013, the Company may issue preference shares, liable to be redeemed within a period not exceeding Twenty Years from the date of their issue on such terms and in such manner as the Company before the date of issue may determine.

13. Subject to the provisions of the Act and regulations made thereunder or any other applicable law/guidelines, any general meeting may upon recommendation of the Board resolve that any undivided profits of the company standing to the credit of the Reserves or Capital Redemption Reserve Account or in the hands of the company and available for dividend or representing premiums received on the issue of shares and standing to the credit of the share premium account be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full any unissued shares, debentures or debenture stock of the company which shall be distributed accordingly or / in or towards payment of the uncalled liability on any issued shares and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

INCREASE AND REDUCTION OF CAPITAL

14. The Company in General Meeting may, from time to time, by ordinary resolution increase the share capital of the Company by the creation of new shares by such sum, to be divided into shares of such amount as may be deemed expedient.

15. Subject to any special rights or privileges for the time being attached to any shares in the capital of the Company when issued, the new shares may be issued upon such terms and conditions and with such preferential, qualified or such rights and privileges or conditions there to as general meeting resolving upon the creation thereof shall direct. If no direction be given, the Board shall determine in particular the manner in which such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.

16. Whenever the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered either to its existing shareholders and/or employees under ESOP scheme and/or to any other person subject to the provisions of Section 62 of the Companies Act, 2013. Such existing Shareholders shall have right to renounce the shares offered to him in favor of any other person;

17. Subject to the provisions of sections 100 to 103 of the Companies Act 1956, and section 66 of the Companies Act 2013, the Company may, from time to time in any manner, by special resolution, reduce:

(a) Its share capital,

(b) Any capital redemption reserve account; or

(c) Any share premium account

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18. Subject to provisions of sections 100 to 105 of the Companies Act 1956, the Board may accept from any member, to surrender, on such terms and conditions as shall be agreed, of all or any of his shares.

ALTERATION OF SHARE CAPITAL

19. The Company, by ordinary resolution may, from time to time:

a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

b) sub-divide its share or any of them into shares of smaller amount than is fixed by the Memorandum of Association so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

Lien

20. Subject to the provisions of Companies Act, 2013 the Company shall have a first and paramount lien upon all the shares (not being a fully paid up share) for all monies (presently payable) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements (whether presently payable or not) solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually lien or not and such lien shall extend to all dividends, from time to time, declared in respect of shares, subject to section 123 of the Companies Act 2013. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

Calls On Shares And Transfer of shares

21. The Directors are empowered to make call on members of any amount payable at a time fixed by them. However, the Company may accept from any member, the whole or a part of the amount remaining unpaid on any shares held by him, even if no part of that amount has been called up.

22. Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board must offer to the other share holders the shares offered at the fair value and if the offer is accepted, the shares shall be transferred to the acceptor and if the shares or any of them, are not so accepted within one month from the date of notice to the Board the members proposing transfers shall, at any time within two months afterwards, be at liberty subject to Article 24, to sell and transfer the shares to any persons at the same or at higher price.

In case of any dispute, regarding the fair value of the share it shall be decided and fixed by the Company's Auditor whose decision shall be final.

FAITH BUILDTECH PVT. LTD.

23. No transfer of shares shall be made or registered without the previous sanction of the Directors, expect when the transfer is made by any member of the Company to another member or to a member's wife or child or children or his heirs. The Directors may decline to sanction the transfer subject to Section 58 of the Companies Act, 2013.

24. The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares or (2) where the shares are not fully paid up shares, subject to Section 58 of the Companies Act, 2013.

25. Subject to Section 58 of the Companies Act, 2013 the Directors may in their discretion, , refuse to register the transfer of any shares to any person, whom it shall, in their opinion, be undesirable in the interest of the Company to admit to membership.

26. At the death of any members his or her shares be recognised as the property of his or her heirs upon production of reasonable evidence as may be required by the Board of Directors.

27. Subject to Sec 56 of the Companies Act 2013, every instrument of transfer, duly stamped must be accompanied by the certificate of share proposed to be transferred and such other evidence as the director may require.

28. The Certificate of title of share shall be provided under the common seal of the Company affixed in the presence of any director of the Company.

GENERAL MEETINGS

29. All General Meetings other than the Annual General Meeting shall be called Extra-ordinary General Meetings.

30. (a) The Board may whenever it thinks fit, call an Extra-ordinary General Meetings.

(b) If at any time sufficient in number to form a quorum, are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

(c) The Board shall, on a requisition made by, such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting call an Extraordinary General Meeting.

31. All General meetings, including Annual General Meeting, may be called upon by giving a notice, shorter than twenty – one days without attaining consent of the members of the Company. It shall also not be required to annex an explanatory statement to the notice calling the general meeting.

32. No business shall be transacted at any general meeting, unless quorum of members in present. At least two members present in person shall be the quorum for general meeting subject to the provisions of Section 103 of the Companies Act, 2013.

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33. The Chairman, if any, of the Board, shall preside as Chairman of all Board and general meetings, of the Company. If at any time the Chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present shall elect one of the Directors present to be Chairman of such meeting. If no director is present or unwilling to act as Chairman, the members may appoint one of their members as Chairman.

34. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

MINUTES

35. Directors shall respectively cause minutes of all proceedings of General Meetings and of all proceedings at meetings of Board of Directors or of committee of the Board or by postal ballot to be duly entered in books to be maintained for that purpose in accordance with Section 118 of the Companies Act, 2013.

The minutes of each meeting shall contain:

(a) The fair and correct summary of the proceedings thereat.

(b) The name of the Directors present at the meeting in case of meeting of Board or committee of Board of Directors.

(c) The name of the Directors, if any, dissenting from or not consenting to the resolution, in the case of each resolution passed at the meeting of Board or committee of Board of Directors.

(d) All appointments made at any meeting. Any such minutes, purposing to be signed in accordance with the provisions of Section 118 of the Act, shall be evidence of the proceedings.

Directors

36. The number of Directors shall not be less than two and not more than fifteen.

37. The Directors may from time to time, appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.

38. The Directors shall have the power, at any time and from time to time, to appoint any person as additional Director in addition to the existing Director so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles. Any Directors so appointed shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

39. The Managing Director may be paid such remuneration as may, from time to time, be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly in one way or partly in another and the

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same has to be ratified by the shareholders in the General Meeting as per the provisions of Section 196 and Schedule V of the Companies Act 2013.

40. The quorum necessary for the transaction, of the business of the Board meeting subject to Section 174 of the Companies Act 2013, shall be one third of the total strength or at least two whichever is higher.

41. The Company shall not, directly or indirectly, advance any loan, or a loan represented as a book debt, to any of its Managing/Whole Time directors or to any person in whom such Managing/Whole Time director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person unless the same is approved by the members in general meeting or as a part of conditions of service extended to all of its employees by the Company subject to the provisions of section 185 of the Companies Act, 2013.

42. Subject to section 175 of the Companies Act 2013, a resolution in writing signed by the Director's except a resolution which the Act specifically required it to be passed at a Board meeting shall be effective for all purposes as a resolution passed at a meeting of Directors duly called, held and constituted.

43. Subject to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors may, by passing a resolution in Board Meeting, appoint a person as an alternate director in place of a director who is absent from India for a period not less than 3 (three) months. Such alternate director while so acting shall exercise and discharge all functions and powers and be subject to all the duties and limitations of the Director which he represents and shall be entitled to receive notice to attend and to vote a Director's meeting on behalf of meeting attended by him. Such alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India.

44. The Director shall have power for engagement and dismissal of managers, engineers, assistants, clerks and others and shall have power of general direction, and management and superintendence, of the business of the company with full powers to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business and concern of the Company including the power to make such investment of the Company's fund as they shall think fit, subject to the limit fixed by the Board of Directors under Section 179 of the Companies Act 2013 and sign contracts and to draw, make sign, accept, endorse and negotiate on behalf of the Company all bills of exchange, promissory notes, hundies drafts, Government Promissory Notes and other Government securities and such other instruments.

45. The Director may delegate all or any of their powers to such other Directors, Managers or other persons as they think fit and shall have power to grant to any such person such power of attorney, as they deem expedient and such powers at pleasure to revoke, subject to Section 166 and 179 of the Companies Act, 2013.

46. Subject to Provision under section 197 and Schedule V of the Companies Act, 2013 the director shall receive such remuneration for their services as may, from time to time, be determined by the Company in general meeting or in a Board Meeting or may be contained in an agreement, if any, between the Company and any Director or Directors.

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47. A Director shall not be required to hold any qualification shares in the Company and also not required to retire by rotation.

48. The Director shall also be paid travelling and other expenses of attending and returning from meeting of the Board (including hotel expenses) and any other expenses incurred by them in connection with the business of the Company. The Directors may also be remunerated for any extra services rendered by them outside their ordinary duties as Director, subject to the provisions of Section 188 of the Companies Act 2013.

49. Subject to the provisions of the companies Act, 2013 and the Rules framed there under, Board may decide to pay a Director out of the funds of the Company by way of sitting fees a sum to be determined by the board for each meeting attended by him.

50. The Board of Directors may participate in board meeting by telephone or video conferencing or any other means of contemporaneous communication.

POWERS AND DUTIES OF DIRECTORS

51. The business of the Company shall be managed by the Board of Directors who may pay all such expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such power of the Company and do on behalf of the Company all such acts as may be exercised or done by the Company in general meeting and are not barred by statute or by these Articles and are required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the statute and to such regulations not being inconsistent with aforesaid regulations or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company general meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

52. The Board of Directors may from time to time, pay to the members such interim dividends as appear to be justified from the profits of the Company Subject to the provisions of Section 123 of Companies Act, 2013.

BORROWING POWERS

53. Subject to section 73-76 and 179 of the Companies Act 2013, and Regulations made there under and Directions issued by the RBI the directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from the members, companies, banks, FIIs, NBFC, PFI or any other financial Institution or they may themselves advance money to the company on such interest or no interest as may be approved by the Directors, without security or on security.

54. The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being.

55. Any debenture, bonds, or other securities may be issued at premium or otherwise and with special privileges as to redemption, surrender, drawing and allotment of shares of the Company and otherwise.

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OPERATION OF BANK ACCOUNTS

56. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorize any other person or persons to exercise such powers.

ACCOUNTS

57. (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 accounts and books of the Company, or any of them, shall be open to the inspection of members (not being Director).

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

58. The Directors shall in all respect comply with the provisions of Section 128, 129, 133, 134, 137, 207of the companies Act, 2013, 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, to be sent to every member and debenture holder of the Company and every trustee for the holders of the debentures issued by the Company at least twenty one days before the date of Annual general meeting of the Company at which they are to be laid, subject to the provisions of section 136 of the Act. However, in case an AGM is called at shorter notice, the audited financial statements along with Auditor's report, director's report and other annexures, may be send to members at shorter notice.

AUDIT

59. (a) The auditor appointed at an Annual General Meeting under Companies Act 2013, shall be appointed for a period of five years till conclusion of 6th Annual General Meeting and thereafter till the conclusion of every sixth meeting.

(b) 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 an Auditor appointed by the Board his remuneration shall be fixed by the Board.

(c) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the directors of the Company which shall be further approved by the shareholders in General Meeting as per section 139(8) of the Act.

COMMON SEAL

60. (a) The Common Seal of the Company may be made of metal.

(b) The Board shall provide for the safe custody of the Company's Common Seal.

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(c) The Seal shall not be affixed to any instrument if required, except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf and except in the presence of any director, Company Secretary or any other person duly authorized by the Board of Directors in this regard by passing a resolution, who shall sign every instruments to which the seal of the Company if so affixed.

SECRECY

61. Subject to the provisions of law of land and the act, every manager, auditor trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

WINDING UP

62. Winding up when necessary will be done in accordance with the requirements of the Companies Act, 2013 or any statutory modification(s) thereto.

INDEMNITY

63. Subject to the provisions of Section 201 of the Companies Act 1956, every Director, Manager, Auditor, Secretary and other officers or servants of the Company shall be indemnified, out of the assets of the Company against any bonafide liability incurred by him in defending any bonafide proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquired or in connection with any application under section 463 of the Companies Act 2013, in which relief is granted to him by the Court.



Sl.No.	Names, Description, Occupation and address of Subscriber	Signature of subscriber	Name, addresses and Description and signature of witness
1.	Mr. Sinder Khurana S/o Late Sh. Chamanlal. B-5(GII-III), Sector-5 Rohini, New Delhi-85 (SERVICE)	Dr. Khurana	I witness the signatures of both the subscribers. KAPIL MITTAL CHARTERED ACCOUNTANT, MEMBERSHIP No. 502224 S/o LATE SUBHASH CHANDER MITTAL G-506 RASHMI APARTMENTS, HIMALAYA VIHAR, PITAMPURA, DELHI-110034
2.	Vipul Goyal S/o Sh. Ramesh Kumar Goyal H.N.:- 309 Scheme:- 5 Gandhi Nagar Dist:- Jind HARYANA (SERVICE)	Vipul Goyal	

Place: New Delhi
Dated: 26.08.2010.

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