



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U70109HR2010PTC041267

2010 - 2011

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

JMK BUILDCON 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 सितम्बर दो हजार दस को मेरे हस्ताक्षर से दिल्ली में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U70109HR2010PTC041267

2010 - 2011

I hereby certify that JMK BUILDCON 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 September Two Thousand Ten.



Sd/-

(ATMA SAH)

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:

JMK BUILDCON PRIVATE LIMITED

H.NO. 61, WARD NO.6, BEHIND SYNDICATE BANK, HAILY MANDI, TEHSIL PATAUDI,
GURGAON - 122001,

Haryana, INDIA

For JMK BUILDCON PRIVATE LIMITED

Authorised Signatory

Authorised Signatory

(THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
JMK BUILDCON PRIVATE LIMITED

- I. The Name of the company is **JMK BUILDCON PRIVATE LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Haryana.
- 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 business of sale, purchase, deal in and development of serviced plots and construction of built up residential premises, real estate covering construction of residential and commercial premises and including business centers and offices, factories, technology park, development of townships, city and region level urban infrastructure facilities including roads and bridges and to do all incidental acts and things necessary for the attainment of the foregoing.
 2. To acquire by purchase, rental, lease land and buildings of any nature or description, any estate or interest therein and turn the same to account, to layout, develop, construct, build, erect, demolish, re-erect, alter and renovate sites, townships, buildings, houses, flats, apartments, shops, offices, warehouses and other accommodations and to provide all amenities, facilities, conveniences and utilities thereof and to own, manage, maintain, sell, lease, let on hire or otherwise dispose them of under any housing schemes or otherwise.
 3. To carry on the business as builders, construction contractors, township planners, land developers, civil engineers, erectors, designers, architects, surveyors, valuers, decorators, furnishers, and in general as builders and contractors and to deal in the same.
 4. To carry on the business as fabricators, builders and dealers in pre-fabricated and pre-cast houses, buildings, tenements and other erections and bricks, tiles, wood, glass and other building materials connected therewith.

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

1. To buy all kinds of plant, equipment, machinery apparatus, tools, utensils, Commodities, substances, articles and things necessary or useful for carrying on the main business of the Company.
2. To enter into agreement with any company persons for obtaining by grant of licence or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
3. To apply the assets of the Company in any way or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, institution or fund for the interests of masters, owners and employers against loss by bad debt, strike, combustion, fire, accident or otherwise or for the benefit of any employee workman or others at any time employed by the company or any of the predecessors in business or their families or dependent and whether or not in common with such other persons or classes of persons and in particular of friendly, co-operative and such other societies, reading rooms, libraries, educational and charitable institutions, dinning and recreation rooms, churches, chapels, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription of any purpose.
4. To established, provide, maintain and conduct or otherwise, subsidies research laboratories and experimental workshops for scientific and technical research and experiments an to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both the scientific and technical investigations and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conference and by providing the remuneration to scientific and technical professors and teachers an to award, scholarships, prizes, grants and bursaries to students and to encourage, promote an reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the main business of the Company.
5. To enter into any arrangement with any Government of Authorities Municipal, local or otherwise or any person or company in India or abroad, that may seem conducive to the objects of the company or any of them and to obtain from any such Government, Authority person or company any rights, privileges, charters, contracts, licences and concessions including particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply there with.

6. To acquire by concession, grant, purchase, licence or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets, d'invention, licences, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop let on lease or for hire or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.
7. Subject to section 391 to 394A of the Act, to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
8. To apply for and obtain any order of Central/State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitutions or any other such purpose which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
9. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or company carrying on or engaged in any business or transaction which this Company is authorised to carry on.
10. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this Company is authorised to carry on or is possessed of rights suitable for the main objects of this Company.
11. To do all or any of the above things as principals, agents, contracts, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the main objects or any of them.
12. To promote, form and register, aid in the promotion, formation and registration of any company for companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.

For JMK BUILDCON PRIVATE LIMITED


Authorised Signatory

13. To acquire and takeover all, or any part of the business property and liabilities of any person, firm or company carrying on or proposing to carry on any business which this Company is authorised to carry on or possess property, suitable for the main business of the Company.
14. To open accounts with any bank or financial institutions and to draw make accept endorse, discount, execute and issue promissory notes, bills of exchange, hundies bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.
15. Subject to sections 58-A and 292/293, 295 and 372A of the Companies Act, 1956 and the Regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
16. Subject to the provisions of sections 77 of the Companies Act, 1956, to invest other than investment in company's own shares and deal with moneys of the Company not immediately required in such shares or upon securities or investments and in such manner as may from time to time, be determined.
17. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without securities as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.
18. To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings bills of the Company, in such manner and on such terms as the Company may determine.
19. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of section 314 of the Act.

20. To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any special or other such fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of Company.
21. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and th wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or chawls or by grants of money, pensions, allowances, bonus or other such payments or by creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and /or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.
22. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
23. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.
24. 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 or holding exhibitions.
25. Subject to the provisions of the Gift Tax Act, 1958 and the statutory amendments thereof, the company has power to make and receive gifts either in cash or other movable or immovable properties.
26. To aid pecuniarily or otherwise, any association, body or movement having for any object the solution or settlement of industrial or labour problems or troubles or the promotion of industry or trade.
27. To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.
28. To do all such other things as may be deemed incidental or conducive to the attainment of the main objects.

For JMK BUILDCON PRIVATE LIMITED


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(C) THE OTHER OBJECTS ARE:-

1. To assist any company or other such enterprise in its dealing with any Government local, statutory and such other authority whether in India or abroad in the legitimate pursuit of its activities, and to procure capital for any company or enterprises.
2. To carry on the business of manufacturers of importers, exporters and dealers in men's, women's and children's clothing, wearing apparel, hosiery goods, carpets, durries, mats, rugs, blankets and other similar articles of every kind, nature and description made from cotton, synthetic, wool, worsted materials and/or leather.
3. Subject to the approval of RBI under RBI Act, 1934, as amended by RBI (Amendment) Act, 1997 to carry on the business of investment, finance, hire purchase and leasing of all movable and immovables.
4. To construct, acquire hold/sell properties, Buildings, Farms, Lands, tenements and such other movable and immovable property and to rent, let on hire and manage them and to act as Real Estate Agents and immovable property dealers.
5. To carry on the businesses or business of manufacturers, importers and exporters of and dealers in forgings, press, structural and rolling works of all kinds and in particular (i) bolts and nuts, rivets, washers, wires, nails, screws, hinges, hooks, bolts, tower bolts, dogspikes, and press work of all kinds; (ii) rods, bars, wires, sheets and all kinds of ferrous and non-ferrous rolling works; (iii) hand and machine tools; (iv) sanitary fittings and sanitary pipes; (v) utensils and cutlery of steel or aluminium; (vi) Electrical appliances, gadgets and (vii) cycle parts.
6. To carry on the business or businesses of manufacturers, importers and exporters of brushes of all kinds.
7. To carry on the business of manufacturers and dealers of all kinds and classes of paper and pulp such as sulphate and sulphate wood pulp, mechanical pulp and soda pulp and paper such as transparent, vellum, writing, printing glazed, absorbent, news printing, wrapping, tissue, cover, bottling, filter, bank or bond, badami, brown, buff or coloured, lined, azure laid, grass or waterproof, hand made parchment, drawing, crafts, carbon, envelope and box and straw duplex and boards and all kinds of articles in the manufacture artificial leather of all varieties, grades and colour and all types of products.
8. To guarantee the payment or performance of any contracts or obligations or become surety for any person, firm or company for any purpose and to act as agents for the collection, receipt or payment of money and to act as agents for and render services to customers and others and to give guarantee and indemnities.
9. To carry on the business of manufacturers, dealers and fabricators of components, gadgets, accessories and ancillaries, instruments relating to conversion of solar energy into heat and electricity and also relating to conversion of all kinds of renewable sources of energy and also conservation of energy.

10. 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 and cotton and woolen goods and clothing and fabrics of all kinds and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, material and articles of all kinds related thereto.
11. To carry on the business of importers and exporters, ship owners, ship builders, charters of ship and such other vessels of all types warehousemen, ships and insurance brokers, forwarding agents and wharfingers.
12. To carry on the business as proprietors and publishers of newspapers, periodicals, journals, books and such other literary works and undertakings of all types.
13. To carry on the business as manufacturers of and dealers in all kinds of natural and synthetic rubbers, elastomers, synthetic resin, latex and formulations thereof and all types of rubber products and goods.
14. To carry on the business as manufacturers of and dealers in leather and leather goods of all descriptions and of leather dressers, tanners, hides, skins and all things and material connected therewith.
15. To carry on the business as manufacturers of and dealers in all types of plastics and plastic products, furniture, fancy goods, stationery, provisions, drugs, medicines, chemicals, paints and articles of household use and consumption.
16. To carry on the business of canning and food preservation tinning and bottling of food stuffs, meat, meat products, potted meats, fruits, vegetables, jam, pickles, sausages, table delicacies and preserved provisions of all kinds and to establish, own, operate, acquire, run and manage canning and such other factories for the purpose of packing, preserving and canning such articles and products.
17. To carry on the business as manufacturers, processors, producers of and dealers in dairy, farm and garden produce of all kinds, such as milk, cream, butter, ghee, cheese, condensed milk, milk powder, malt, products, milk foods and milk products and milk preparations of all descriptions, vegetables and fruits of all kinds.
18. To carry on the business as manufacturers and dealers in and sellers of all or any type of electronic components, their raw materials and equipments, audio products, electronic calculators, digital product, micro processor based systems, mini computers, communication equipment and process control equipment, instrumentation and industrial and professional grade electronic equipments.
19. To carry on the business of mechanical engineers, iron founders, manufacturers of surgical and scientific materials and apparatus of all kinds tool-makers, assemblers, brass founders, metal workers, boiler makers, mill-weights, iron and steel converters, smiths, metallurgists, tube makers, galvanizers, electro-plater, water works engineers, gas generators and to buy, sell manufacture, repair, convert, alter, let on hire and deal in machinery implements, rolling stock and hardware of all kinds.

For JINJI PHARMACEUTICALS LIMITED


Authorised Signatory

20. To carry on the business of advisors 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 the production, storage, distribution, marketing and sale of goods and or relating to the rendering of the services.
21. To engage in research in all problems relating to industrial and business management and distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business or industry.
22. To carry on the business of manufacturers and dealers in textiles such as man made fibres, cotton, silk; jute, woolen and synthetic.
23. To carry on the business of manufacturing, rolling and processing of all kinds of steel, ferrous and non-ferrous ingots, billets and of all articles and things used in the manufacture, maintenance and working thereof.
24. To carry on the business of manufacturing and/or processing of oxygen and other gases, chemicals, industrial alcohols, graphite electrodes, and petroleum products, vegetable oils, alcoholic and non-alcoholic drinks and beverages of all kinds and brewers and distillers.
25. To carry on the business of running trucks, trailers, tempos, motor lorries, motor taxis and conveyances of all types for carriage/transportation of goods and passengers on such routes as the company may deem fit and to do the business of common carriers.
26. To acquire or sell promote and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shops.
27. To carry on the business of leasing and hire-purchase and to acquire to provide on lease or to provide on hire-purchase all types of house hold appliances, industrial and office plant, equipment, machinery, vehicles, buildings and real estate required for manufacturing, processing, transportation and trading business, to finance industrial enterprises and to promote companies engaged in industrial and trading business.
28. Subject to the approval of RBI under Reserve Bank of India Act, 1934, as amended by RBI(Amendment) Act, 1997, to carry on and undertake business transaction or operation commonly undertaken or carried on by financiers, housing finance, leasing, hire-purchase, underwriters, merchants and agents of all moveable and immovable assets. The Company shall not carry on any business which is banned under the Banking Regulation Act, 1949.
29. To carry on business of buyers, sellers, dealers, breeders, importers and exporters of animals such as horses, dogs, cats, sheep and cattle.
30. To own and run mobile clinics and hospitals for providing medical, veterinary and surgical facilities in rural areas for milk producing and other animals and to maintain animals of all types including dogs, cats, cattle, sheep, pigs and horses and to conduct trial of veterinary medicines and drugs on them for experimental and research purposes.

31. To acquire and hold shares, stocks, debentures, bonds, obligations and securities issued or guaranteed by any company, association or undertaking constituted for carrying on business in India or elsewhere, or debentures, bond, obligations and securities issued or guaranteed by Government, municipality, public body or other local authority and any such shares, debentures, bonds, obligations or securities acquired by original subscription, tender purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and to enforce all rights and powers conferred by or incidental to the ownership thereof and to sell or otherwise dispose of any such shares, debentures, bonds, obligations or securities.
32. To act as stockists, commission agent, manufacturers, or representatives or agents selling and purchasing agents, indenting agents, distributors, brokers, trustees, attorney, in goods, mentioned in the main objects.
33. To carry on all kinds of business of manufacturers, importers, exporters, dealers and distributors of television films, video films, tapes and video cassettes, equipment, accessories parts, tools, material, apparatus and other articles used in connection herewith or which may hereafter be invented.
34. To carry on the profession of consultants on management, employment, engineering, industrial and technical matters to industry and business and to act as employment agents and exporters of man power.
35. To carry on business as manufacturers, dealers, stockists, exporters and importers of and all other hardware items of all types and description.
36. To carry on business as manufacturers of dealers in or as stockists, importers and exporters of packing materials, cartons, containers, boxes and cases of paper, boards, wood, glass plastic, pulp, cellulose, films, polyethylene, rubber, metals, metal foils, gelatin, tin-flexible, treated, laminated or other material.
37. To engage in the business of tour operators and travel agents and all other services incidental to it.
38. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers and distributors for petroleum companies, to run service station for the repairs and servicing of automobiles.
39. To carry on the business of manufacturers and dealers of tractors automobiles, automatic and semi-automatic vehicles, earth moving equipment, cycles, mopeds and any other such vehicles of all types.
40. To carry on the business of manufacturers and dealers of cement, lime burners and ceramics, sanitary fittings and chine-wares.
41. To carry on hotel, motel and catering business.

For JMK BUILDCON PRIVATE LIMITED


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42. To secure sound investments foreign capital in Indian undertakings and enterprises and Indian Capital in foreign undertaking and enterprises.
43. To manufacture, buy, sell, lease, import, export, alter, improve, manipulate, prepare for market, exchange, install, repair, service, let on hire and deal in all kinds of surgicals, X-ray units, X-ray equipments, telecommunication machines, business machines intercomes, teleprinters, dictating and recording machines, broad-casting apparatuses, loudspeakers, radios, auto-radios, reverberators, tape-player, cassette tapes, headphones, stereo complex speakers, radio control equipments, cameras, binoculars microscopes, projectors, telescopes television sets, refrigerators, airconditioners, coolers, radars, computers and their spare parts.
44. To establish, provide, maintain and conduct research and such other laboratories, training colleges, schools and such other institutions for the training, education and instruction of students and other who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
45. To instal the Electric furnance for melting steel scrap and for producing steel castings and for re-rolling mild steel sections.
46. To manufacture steel castings of all kinds such as used for Textile Machine parts, Railways, Tramways, Motor parts, Tractors, Sugar industry, Cement industry and machinery parts.
47. To weld steel tubes and boring of different steel and galvanising iron sections.
- IV. The Liability of the members is Limited.
- V. The Authorised Share Capital of the Company is Rs. 1,00,000/- (Rupees One Lakh) divided in to 10,000 (Ten thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

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 our respective names :-

Sl. No	Names, Description, Occupation and Address of each Subscriber	No. of Equity Shares taken by each subscriber	Signature of Subscribers	Names, Address, Description, Occupation and signature of witness or witnesses
1.	VISHNU YADAV S/o Sh. SURAT SINGH R/o H.No. 61, WARD No. 6, BEHIND SYNDICATE BANK, HAILY MANDI, TEHSIL PATAUDI, GURGAON-122003 (BUSINESS)	5000 Five Thousand Only	Sd/-	I hereby witness the signature of both subscriber, Sd/- (SACHIN AGARWAL) Prop M/s Agarwal S. & Associates Company Secretaries S/o Sh. R.A. Agarwal C-101, Happy Home Apartments, Plot 12A, Sector-7, Dwarka, New Delhi-110075 FCS M.No. 5774 PCS. 5910
2.	SUMAN DEVI D/o LAL SINGH R/o H.No. 61/2, WARD No. 6, HAILY MANDI, GURGAON-122003 (BUSINESS)	5000 Five Thousand Only	Sd/-	
TOTAL		10,000 (Ten Thousand)		

Place : GURGAON Dated This 16th Day Of September 2010

(THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
JMK BUILDCON PRIVATE LIMITED

I. PRELIMINARY

1. The Regulations contained in Table "A" in the Schedule I to the Companies Act, 1956, shall apply to the Company except in as far as otherwise expressly incorporated hereinafter.

II. INTERPRETATION

2. (i) In these Regulations :-
(a) 'The Act' means the Companies Act, 1956, as amended, from time to time
(b) 'The Seal' means the Common Seal of The Company.
(ii) Unless the context otherwise requires, words or expression contained in these Regulations shall bear the same meaning as in Act or any Statutory modification thereof in force.

III. PRIVATE COMPANY

3. The Company is a Private Company within the meaning of Section 2(35) and 3 (1) (iii) of the Companies Act, 1956 and accordingly :-
(a) No invitation shall be issued to the public to subscribe for any shares in or debentures of the company.
(b) The number of members of the Company (exclusive of persons who are in the employment of the Company and 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 members after the employment ceased) is limited to 50 (fifty) provided that for the purposes of this definition, where two or more persons jointly hold one or more shares in the Company, they shall be treated as a single member and;
(c) The right to transfer the shares of the Company is restricted in the manner and to the extent hereinafter appearing.
(d) Prohibits any invitation or acceptance of deposits from Persons other than its members, directors or their relatives.

IV. SHARE CAPITAL

4. The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company with power of the Board of Directors to sub-divide, consolidate and increase and with power from time to time, issue any shares of the original capital with and subject to any preferential, qualified or

For JMK BUILDCON PRIVATE LIMITED


Authorised Signatory

special rights, privileges or conditions as may be, thought fit, and upon the sub-division of shares apportion the right to participate in profits in any manner as between the shares resulting from sub-division and minimum paid up capital of the Company is Rs. 1 Lac (Rupees One Lac) only.

5. The shares shall be under the control and disposal of the Directors who may allot or otherwise dispose of the same to such persons and on such terms as the Directors may think fit and to give any persons any shares whether at par or at a premium and for such consideration as the Directors may think fit.
6. The Directors may allot and issue shares in the Capital of the Company on full payment or part payment or for any property, goods or machinery supplied, sold or transferred or for services rendered to the Company.

V. TRANSFER AND TRANSMISSION OF SHARES

7. 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 of Directors must offer to the other shareholders 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 of Directors the members proposing transfers shall, at any time within three months, afterwards, be at liberty, subject to Article 8 and 9 hereof, to sell and transfer the shares to any person at same or at higher price.

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

8. No transfer of shares shall be made or registered without the previous sanction of the Directors, except 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, and the Directors may decline to give such sanction without assigning any reason, subject to Section 111 of the Act.
9. The Directors may refuse to register any transfer of shares (1) where the Company has a lien on shares, or (2) where the share is not a fully paid up share, subject to Section 111 of the Companies Act, 1956.

VI. GENERAL MEETING

10. All General Meeting other than the Annual General Meeting shall be called Extraordinary General Meetings.
11. (i) The Board of Directors may, whenever it thinks fit, call an Extraordinary General Meeting.
(ii) If at any time they are not within India, Directors capable of acting who are sufficient in number to form a quorum, 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 of Directors.
(iii) Subject to Section 190 and 219 of the Companies Act, 1956. Any General Meeting may be called by giving to the members clear seven days notice or a shorter notice than of seven days if consent thereto is given by members in accordance with the provisions of Section 171 of the Companies Act, 1956.

VII. PROCEEDINGS AT GENERAL MEETING

12. (i) No business shall be transacted at any general meeting unless a specified quorum of members is present at the time when the meeting proceeds to transact business.
(ii) Minimum two members present in person shall be a quorum.
13. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.
14. If there is no such chairman or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be the Chairman of the meeting.
15. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 (fifteen) minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be the Chairman of the meeting.
16. (i) The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meetings, from time to time and from place to place.
(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
(iii) When the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
(iv) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.
17. In case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
18. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

VIII. DIRECTORS

19. The business of the Company shall be managed by the directors who may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of the Company as are not restricted by the Act or any statutory modification thereof for the time being in force or by these Articles required to be exercised by the Company in general meeting, subject nevertheless, to any regulations of these Articles, to the provisions of the Act, and to such regulations not being inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting. Nothing shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
20. The following shall be the first Directors of the Company :-
1. VISHNU YADAV 2. SUMAN DEVI
21. The number of Directors shall not be less than two and not more than twelve.
22. No person shall be elected as Director (except as first Director or a Director appointed by Directors) unless seven days notice shall have been left at the Registered Office of the Company of the intention to propose him together with a notice in writing signed by himself signifying his willingness to be elected.

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23. The Directors need not hold any qualification shares in the Company.
24. (a) Subject to the provisions of the Companies Act, 1956 and the Rules framed thereunder, each Director shall receive out of the funds of the Company by way of sitting fees for his services a sum not exceeding the sum prescribed under the Act for every meeting of the Board of Directors or Committee thereof attended by him.
- (b) The Directors shall also be paid travelling and other expenses for attending and returning from meetings of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company.
- (c) The Directors may also be remunerated for any extra services done by them outside their ordinary duties as Directors, subject to the provisions of Section 314 of the Act.
25. Subject to the provisions of the Companies Act, 1956, if any Director, being willing shall be called upon to perform extra services for the purposes of the Company, the Company shall remunerate such Directors by such fixed sum or percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration provided above.
26. Subject to the provisions of Section 314 of Companies Act, 1956, the remuneration of Directors may be a fixed or a particular sum or a percentage of the net profits or otherwise. The said sum shall be fixed by the Board of Directors, from time to time.
27. Subject to the provisions of Section 297 and 299 of the Companies Act, 1956, no Directors shall be disqualified by his office from contracting with the Company, nor shall any such contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director contracting or being so interested be liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established but it is declared that the nature of his/her interest must be disclosed by him/her at the meeting of the Directors at which the contract is determined if his/her interest exists or in any other case, at the first meeting of the Directors after he/she acquires such interest.
28. The Directors may appoint any person to be an alternate Director to act for a Director (hereinafter in this Articles called the original Director) during his absence for a period not less than three months from the State in which meetings of the Directors are ordinarily held, but such alternate Director shall, *ipso facto* vacate office if and when the original Director returns to the State in which the meetings of the Directors are ordinarily held, subject to Section 313 of the Act.
29. The Directors shall not be liable to retire from the office by rotation.
30. The Board of Directors may, from time to time, by ordinary resolution increase or reduce the number of Directors within the limits specified in Articles 21.
31. The Directors shall have the power, at any time and from time to time, to appoint any persons as Additional Director in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these Articles. Any Director so appointed, shall hold office only until the next following Annual General Meeting, but shall be eligible thereat for election as Director.
32. The Company may, by ordinary resolution, of which special notice has been given in accordance with the provisions of Section 190 of the Companies Act, 1956, remove any Director including the Managing Director, if any, before the expiration of the period of his office, notwithstanding anything contained in these regulations or in any agreement between the company and such Director. Such removal shall be without prejudice to any contract of service between him and the Company.

33. If the Director appointed by the Company in general meeting, vacated office as Director before his term of office will expire in the normal course, the resulting casual vacancy may be filled up the Board of Directors at a meeting of the Board of Directors but any person so appointed shall retain his office so long only as the vacating Director would have retained the same if vacancy had not occurred, provided that the Board of Directors may not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under Articles 32.
34. In the event of Company borrowing any money from any financial corporation or institution or Government or any Government body or a collaborator, bank, person or persons or from any other source, while any money remains due to them or any of them, the lender concerned may have and may exercise the right and power to appoint, from time to time, any person or persons to be a Director or Directors of the Company and the Directors so appointed, shall not be liable to retire by rotation, subject however, to the limits prescribed by the Companies Act, 1956. Any person so appointed may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointer and served on the Company. Such Director need not hold any qualification shares.
35. Section 283 of the Companies Act, 1956 shall apply, regarding vacation of office by Director. A Director shall also be entitled to resign from the office of Directors from such date as he may specify while so resigning.

IX. MANAGING DIRECTOR OR WHOLE TIME DIRECTOR

36. The Board of Directors may, from time to time, subject to the provisions of section 197 A of the Companies Act, 1956, appoint one or more of their body to the office of the Managing Director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment will be automatically terminated if he ceases to be a Director.
37. A Managing or whole time Director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in other) as the Board of Directors may determine.
38. The Board of Directors, subject to Section 292 of the Companies Act, 1956, may entrust to and confer upon a Managing or whole time Director any of the powers exercisable by them, upon such terms and conditions and with such restrictions, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.

X. PROCEEDINGS OF THE BOARD

39. The quorum necessary for the transaction of the business of Directors shall be minimum two or one third of the total number of Directors which ever is higher, subject to section 287 of the Companies Act, 1956.
40. Subject to the provisions of Section 285 of the Act, a meeting of the Board of Directors shall be held at least once in every three calendar months and at least four such meetings shall be held in each calendar year. The Directors may meet together for the discharge of the business, adjourn and otherwise regulate their meetings and proceedings, as they think fit.

For JM

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41. Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Directors for the time being in India and at his usual address in India to every other Directors.
42. A meeting of the Directors for the time being at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by law or under the Articles and regulations for the time being vested in or exercisable by Directors.
43. The Managing Director or a Director or a Secretary upon the requisition of Director(s), may at any time convene a meeting of the Directors.
44. The questions arising at any meeting of the Directors shall be decided by a majority of votes and in case of any equality of vote, the Chairman shall have a second or casting vote.
45. The Directors may elect a Chairman of their meeting and determine a period for which he is to hold office. If at any meeting the Chairman is not present within fifteen minutes of the time appointed for holding the same or is unwilling to preside, the Directors present may choose one of their members to be the Chairman of such a meeting.
46. Subject to the provisions of Section 292 of the Act, the Directors may delegate any of their powers, other than the power to borrow and to make calls, to issue debentures and any other powers which by reason of the provision of the Act can not be delegated to Committees consisting of such member or members of their body as they may think fit and they may, from time to time, revoke and discharge any such committee either wholly or in part and either as to persons or person. Every Committee so formed, in exercise of power so delegated, shall conform to any regulations that may, from time to time, be imposed on it by the Directors and all acts done by any such Committee in the conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise shall have the like force and effect as if by the Board of Directors.
47. A resolution not being a resolution required by the Act or by Articles to be passed only at a meeting of the Directors, may be passed without the meeting of the Directors or a Committee of Directors, provided that the resolution has been circulated in the draft together with necessary papers, if any, to all the Directors or to all the members to the Committee then in India (not less than the quorum fixed for a meeting of the Board or committee, as the case may be) and to all other Directors or members at their usual addresses in India, and has been approved by such of the Directors as then in India or by a majority of such of them as are entitled to vote on the resolution.
48. All acts done by a person shall be valid, notwithstanding that it may be afterwards discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provisions contained in the Act, or in these Articles. Provided that this Articles shall not give validity to the acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

XI. POWERS OF THE DIRECTORS

49. Subject to Section 292 of the Act, the Directors shall have the right to delegate any of their powers to such managers, agents or other persons as they may deem fit and may at their own discretion revoke such powers.
50. The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks, workers and engineers, clerk, workers and assistants and shall have power of general direction 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 of the Company, and to make and sign all such contracts and to draw and accept on behalf of the Company all such bills of exchanges, hundies, cheques, drafts and other Government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the Company except only such of them as by the Act or by these presents are expressly directed to be exercised by share holders in the general meeting.

XII. INSPECTION OF ACCOUNTS

51. (i) The Board of Directors shall cause proper books of account to be maintained under Section 209 of the Companies Act, 1956.
- (ii) Subject to the provisions of Section 209A of the Companies Act, 1956 the Board of Directors shall also, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations account books of the Company or any of them, shall be open to the inspection of members not being Directors.
- (iii) Subject to the provisions of Section 209A of the Companies Act, 1956 no member (not being the Director) or other person shall have any right of inspecting any account book or document of the Company except as conferred by law or authorised by the Board of Directors or by the Company in general meetings.

XIII. SECRECY

52. Every manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon the duties sign a declaration pledging himself to observe strict secrecy respecting all bonafide transactions of the Company with its customers and the state of accounts 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 general meeting or by the law of the country and except so far as may be necessary in order to comply with any of the provisions in these presents and the provisions of the Companies Act, 1956.

XIV. BORROWING POWERS

53. Subject to the provisions of Sections 58A and 292 of the Companies Act, 1956, and Regulations made thereunder and directions issued by R.B.I. the Directors shall have the power, from time to time and at their discretions, to borrow, raise or secure the payment of any sum of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the Company or by mortgage or charge upon all or any of the properties of the Company both present and future including its uncalled capital for the time being.

XV. OPERATION OF BANK ACCOUNTS

54. The Board of 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 authorise any other person or persons to exercise such powers.

XVI. INDEMNITY

55. Subject to the provisions of Section 201 of the Companies Act, 1956, the Chairman, Directors, Auditors, Managing Directors and other officer for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs and executors, shall be indemnified out of the

assets and funds of the Company from against bonafides suits, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur sustain by reason or any act done or committed in or about the execution of their duties in their respective offices except those done through their willful neglect or default. Any such officer or trustee shall not be answerable for acts, omissions neglects or defaults of any other officer or trustee.

XVII. WINDING UP

56. (i) If the company shall be wound up, the liquidator may with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or in kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members of different classes or members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustee upon such trusts for the benefit of the contributories as the liquidator shall think fit but so that no member shall be compelled to accept any shares or such other securities whereon there is any liability.

XVIII. THE SEAL

57. (i) The Board Directors shall provide for the safe custody of the seal of the Company.
- (ii) The Seal shall not be affixed to any instrument except by the authority of resolution of the Board of Directors or a committee of the Board authorised by it in that behalf and except in the presence of atleast one director and that one director shall sign every instrument to which the seal of the Company is so affixed in his presence. The share certificate will, however, be signed and sealed in accordance with Rules 6 of the Companies (Issue of Share Certificates) Rules, 1960.

XIX. BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

58. Balance Sheet and Profit and Loss Account of the Company will be audited once in a year by a qualified auditor for certification of correctness as per provisions of the Companies Act, 1956.

XIX. AUDIT

59. The first auditors of the Company shall be appointed by the Board of Directors within one month after its incorporation who shall hold office till the conclusion of the first annual general meeting.
60. The directors may fill up any casual vacancy in the office of the auditors.
61. The remuneration of the auditors shall be fixed by the Company in Annual general meeting except that remuneration of the first or any auditors appointed by the directors may be fixed by the Board of Directors.

XX. BUY-BACK

62. Subject to the provisions of section 77A, 77AA and 77AB of the Act and subject to requirement of applicable buy-back regulation/rules made by Central Government/SEBI in this regard as may be modified from time to time, the company may purchase its own shares or other specified securities.

Sl. No.	Names, Description, Occupation and Address of each Subscriber	Signature of Subscribers	Names, Address, Description, Occupation and signature of witness or witnesses
1.	VISHNU YADAV S/o Sh. SURAT SINGH R/o H.No. 61, WARD No. 6, BEHIND SYNDICATE BANK, HAILY MANDI, TEHSIL PATAUDI, GURGAON-122003 (BUSINESS)	Sd/-	<p>I hereby witness the signature of both subscriber, Sd/- (SACHIN AGARWAL) Prop M/s Agarwal S. & Associates Company Secretaries S/o Sh. R.A. Agarwal C-101, Happy Home Apartments, Plot 12A, Sector-7, Dwarka, New Delhi-110075 FCS M.No. 5774 PCS. 5910</p>
2.	SUMAN DEVI D/o LAL SINGH R/o H.No. 61/2, WARD No. 6, HAILY MANDI, GURGAON-122003 (BUSINESS)	Sd/-	

Place : GURGAON Dated This 16th Day Of September 2010

For JMK BUILDCON PRIVATE LIMITED

9

Authorised Signatory