
Memorandum

For ANUSHREE HOME DEV. PVT. LTD.

And

Yashwanth

Director

Articles of Association

Of

**ANUSHREE HOME DEVELOPERS
PRIVATE LIMITED**



FOR ANUSHREE HOME DEV. PVT. LTD.

4/1/01

Mg. Director

प्रारूप एवं
Form I

निर्माण का प्रमाण पत्र

Certificate of Incorporation

सं. 070101DL2001PTC109448
No. 070101DL2001PTC109448

1922
2000-2001

मैं एतद् द्वारा प्रमाणित करता हूँ कि आब ... अनुश्री होम डेवेलपर्स
प्राइवेट लिमिटेड
कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निर्धारित की गई है और यह कम्पनी
परिमित है।

I hereby certify that ... ANUSHREE HOME DEVELOPERS PRIVATE LIMITED
is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that
the Company is Limited.

मेरे हस्ताक्षर से आज तारीख ... 11 मार्च, 1922 ... को दिया गया।

Given under my hand at ... NEW DELHI ... this ... THIRTY FIRST ...
day of ... JANUARY ... TWO THOUSAND ONE



Ed/

(जी. के. गुप्ता)

सहायक कम्पनी रजिस्ट्रार
ASST. Registrar of Companies
स. रा. क्षेत्र दिल्ली एवं हरियाणा
N.C.T. OF DELHI AND HARYANA

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

**ANUSHREE HOME DEVELOPERS
PRIVATE LIMITED**

I. The Name of the Company is (**ANUSHREE HOME DEVELOPERS PRIVATE LIMITED**)

II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.

III. The objects for which the Company is established are

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

1. To carry on the business of contractors, Builders, Town Planners, infrastructure developers, Estate Developers and Engineers, land developers, land scrapers, estate agents, immovable property dealers and to acquire buy, purchase, lease, exchange, hire or otherwise lands, buildings, civil works, immovable property of any tenure or any interest in the same and to erect and construct, houses, flats, bungalows, kothis or civil work of every type on the land of the Company or any other land or immovable property whether belonging to the Company or not and to pull down, rebuild, enlarge alter and other conveniences and to deal with and improve the immovable property of the Company or any other immovable property in India or abroad.
2. To erect, construct, build, water proofing, sewage, demolish, fabricate, execute, carry out, improve, work, develop and enlarge, rebuild, repair, maintenance, administer, manage or control in India or abroad on any land or immovable property of the Company or upon any other land or immovable property in any capacity and convenience of all kinds, including turnkey jobs, railways, tramways, speedways, runways, roads aerodromes, sewage, theaters, cinemas, halls, piers, wharves, dams, barrages, reservoirs, embankments, canals, irrigations, power houses, transmission lines, reclamation, improvements, sewage, drainage, sanitary works for building, hotels, houses, markets, private public and all kinds of conveniences and to carry out business of builders and civil engineers, architects, estimators and designers thereof.
3. To promote, buy, acquire, sell, lease, exchange, hire, give on rent, to let, mortgage or otherwise dispose of the lands, houses, buildings, farm houses, agricultural lands and other immovable property of the Company or other immovable property including any share or shares interest or interests therein and to transact on commission or otherwise business of real estates agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to water proofing, sewage, construction, execution, equipment, improvement, management, administrations or control of mechanical and civil works and conveniences and to undertake, execute, dispose or otherwise turn to account the same.
4. To carry on the business of architects, consultants, civil engineers, soil testers, builders and developers of land, contractors, colonisers, civil contractors, and undertake any residential, commercial or industrial construction either independently or jointly in partnership, joint venture or on agency or sub contracts basis with or on behalf of any individual firm, body corporate, association or society, Central or State Government, Cantonment board or any local authority to work as coloniser, developers of land and farm houses and buildings for residential purposes.
5. To carry on the business of Group Housing Consultants, designers, builders, civil contractors and civil engineers.

For ANUSHREE HOME DEV. PVT. LTD.

Handwritten signature

Mg. Director

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

1. To purchase, hire, rent, lease, funds on contract or acquire in exchange or in amalgamation, licence or otherwise solely or jointly with others all such equipment structures, cranes, vehicles and other such related equipments required for the purpose of the main business of the Company, subject to the provisions of the Companies Act, 1956,
2. To negotiate and/or enter into agreement and contracts with individuals, companies, corporations and other such organisations in India or abroad for obtaining or providing technical financial or any other such assistance for carrying out all or any of the objects of the Company and also for the purpose of activating, research and development of manufacturing projects on the basis of know-how and/or financial participation and for technical collaboration and to acquire or provide necessary formulae and patent right to further the main objects of the Company,
3. Subject to Sections 58A, 292, 293, 295 & 372A of the Companies Act, 1956, and the Regulations made there under and the direction issued by Reserve Bank of India, to receive money, securities, valuable of all kinds on deposit or safe custody not amounting to the business of Banking as defined under the Banking Regulations Act, 1949, and to borrow or raise money in such manner as the company shall think fit and in particular by issue of debenture or debenture stocks (perpetual or otherwise) and to secure the repayment of and money borrowed or raised or owing by mortgage, share of lien upon all or any of the Company's property, both present and future including its uncalled capital and guarantee the performance by the Company or any other person or body corporate of and any obligation undertaken by the Company or any other such persons or company as the case may be,
4. To subsidise, assist and guarantee the payment of money by or for the performance of any contract, engagement or obligation by any person or companies and in particular customer of the Company or any person or Companies with whom the Company may have or intended to have business relations,
5. To adopt such means of making known the business of the Company may seem expedient to attain the main objects of the Company,
6. To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, assign, exchange, transfer, mortgage, pledge or otherwise dispose of any of the share of the capital stock, or any voting trust certificate in respect of the shares of the shares or the capital stock, script, warrants, rights, bonds, debentures, notes, trust, receipts and such other securities, obligations, claims in action and evidences of indebtedness or interest issued or created by any corporation, companies, syndicates, associations, firms, trusts or persons, public or private or by the Government or by any State Territory province, municipality, or by any Government agency and as owner thereof to process and exercise all the rights, powers and privilege of ownership, and the right to execute consent and vote thereon and to do any or all acts and things necessary or advisable of the preservation, protection, improvement or enhancement in value thereof.

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7. To enter into partnership or into any arrangement for sharing profits or losses or any union of interest, joint ventures, reciprocal concessions or co-operation with any person or persons or Company or Companies, carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on.
8. To acquire and take over the whole or part of business, goodwill, trade marks, patents and property, assets and liabilities of any person or persons firm or corporation carrying on any business which the company is authorised to carry on.
9. To establish branches and agencies of the Company in India and elsewhere and to discontinue the same whenever necessary.
10. To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid shares or by the issue of the securities or partly in one mode or partly in another and on such terms as may be determined.
11. To open bank accounts with any bank and to pay into and draw money from such accounts.
12. To pay out of funds of the Company all costs, charges and expenses which the Company may lawfully pay for the promotion of any project of any nature and payment of technical fees, or with respect to the promotion, formation establishment and registration of any Company and/or the issue of its capital or which the Company shall consider to be preliminary, including therein the cost of printing and stationery, brokers fees and lawyers or any other experts fees and expenses attendant upon the formation of agencies branches and local boards.
13. To procure the registration of the Company in or under the law of any foreign country.
14. Subject to the provisions of section 391 to 394 and 94A of the Companies Act, 1936, amalgamate or merge or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, partnership firm or company or companies carrying on or engaged in main business or transaction of the Company.
15. To opt in information as to any invention which may seem capable of being used for any of the purposes of the Company of the acquisition of which may seem calculated directly or indirectly to benefit the Company or may appear likely to be advantageous or useful to the Company and to use exercise, develop or grant licences privileges in respect of the property rights or information so acquired and to assist encourage and spend money in making experiments of all inventions, patents and rights which the Company may acquire or propose to acquire.
16. To adopt such means of making known the business of the Company as may seem expedient 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.

17. To draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types.
18. Subject to the provisions of Section 314 of the Act, to remunerate any person or company for services rendered or to be rendered in acting as trustees for debentures, debenture stock holders or placing or assisting to place or guarantee the placing of any of the shares in the Company's capital or debenture, debenture stock or other securities of the Company, or in about the formation or promotion of the Company or to conduct of its business or for guaranteeing payment of such debentures or such other debenture stock and interest.
19. To appoint attorneys and agents whether on commission or otherwise and constitute agencies and sub-agencies of the Company in India or elsewhere.
20. To distribute any of the property of the company in specie or otherwise among the members, in the event of winding up, subject to the provisions of the Companies Act, 1956.
21. To enter into any arrangements with any Government or any authority-Supreme, Municipal, Local or otherwise that may seem beneficial to any of the Company's object and to apply for, promote and obtain under any act of Parliament privilege, concessions, licences, or authorisation of the Government or any other such authority whether local or otherwise for enabling the company to carry on its object for extending any of the powers of the Company and to carry out, exercise and comply with any such act, privilege, concession, licence or authorisation.
22. To lease, let out on hire pledge, mortgage, hypothecate, or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, business property, rights or assets or any kind of the Company or any share of interest therein respectively, in such manner and for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other such body corporate having objects altogether or in part similar to those of the Company.
23. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments, bonuses, profit sharing bonus, benefits or any other payment to persons who are or were at any time in the employment or service of the Company, its predecessors in business or of any company, which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were anytime directors or officers of the company or any of such other company as aforesaid and the wives, widows, families, dependents or connection of any such person and to provide for the welfare of all or any of the aforesaid persons, from time to time, by subscribing, subsidising or contributing to any institution, association, funds, clubs, trusts, profit sharing or other schemes and by

- building, contributing to the building or dwelling houses or quarters and by providing, subscribing or contributing towards recreation, hospitals and dispensaries, medical and other attendance and to make payment to or towards the insurance as aforesaid either alone or in conjunction with any such other company as aforesaid.
24. To undertake, carry, out, promote and sponsor any programme for promoting the social and economic welfare of the employees of the Company and to incur any expenditure on any programme for welfare of the employees and their development and in order to implement any such programme or scheme of transfer without consideration or at such fair/concessional value any assets of the company to the welfare body formed for the implementation of welfare programmes for the employees of the Company as the directors may deem fit.
 25. To acquire from any person, firm or body corporate whether in India or elsewhere technical information, know-how, processes, engineering manufacturing and operating data plans, lay outs and blue prints useful for the design erection and operation of plant required for any of the business of the Company and to acquire grant any licence and other rights and benefits in the foregoing matter.
 26. To enter into collaboration agreement, to acquire technical know how and/or any financial assistance and/or to acquire any plant or machinery and/or to manufacture and/or fabricate and/or produce and/or assemble any plant and/or machinery and/or equipment under any such collaboration agreement.
 27. To train or pay for training in India or abroad of any of the Company's employees or any candidates in the interest of or for further any of the Company's main objects.
 28. To give credit to such persons or Companies and on such basis as may seem expedient and in particular to customers and other having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or any such persons or Companies and to give guarantee and indemnities.
 29. Subject to Section 77 of the Companies Act 1956, to invest in other than investment in Company's own shares, the surplus funds of the Company, from time to time in Government securities or in other securities as may from time to time, be determined by the Directors, and from time, to time to sell or vary all such investments and to execute all assignments, transfers, receipts, and documents that may be necessary in that behalf.
 30. To take all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimise financial disturbances which might affect the Company.
 31. To confer upon any encumbrances of trustees for any encumbrances of uncalled capital, such powers of making and enforcing calls and voting the transfer of shares not fully paid up as may be thought fit.

32. To issue or guarantee the issue of or the payment of interest on the shares, debentures, debenture stock or other security or obligations of any Company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
33. To purchase, take on lease or licence or in exchange, hire or otherwise, any real and/or personal property and any rights or privileges and advantages of any kind whatsoever which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and in particular the land (freehold leasehold or other tenure) tenements, buildings, basements, machinery, plant and stock in trade and on any such lands to erect buildings, factories, sheds, godowns, or such other structures for the works and purpose of the company and also for the residence and amenity of the employees, staff other workmen and erect and install machinery and plant and other equipments which may be deemed necessary or convenient or profitable for the purposes of the Company and either to retain any property to be acquired for the purpose of the Company's business or to mortgage, let on lease or otherwise deal with the same to account as may seem expedient.
34. To create any subscription fund, sinking fund, insurance fund or any part of the funds whether for repairing, improving, extending, or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company, or the staff or labour or for any development fund.
35. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person firm or Company, carrying on or proposing to carry on any business which this company is authorised let carry on or proposes of property of rights suitable for any of the purpose of the company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to purchase, acquire, sell and deal in property, shares, stocks, or debenture stock of any such person, firm or company and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm or Company.
36. Subject to Section 293, 293A and 293B of the Companies Act, 1956 to make donations, to any persons or institutions in such form or cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and also to subscribe, contribute national, public or such other institutional objects of for any exhibit or for any public, general or other objects.
37. To give to any director, officers, servants, or employees of the Company share or interest in the profits of the Company's business by way of commission or otherwise or any branches thereof any whether carried on by own means or through the agency of any subsidiary Company or not, and for that purpose to enter into any arrangements which the company may think fit.

38. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company, is interested or concerned any whether between the Company and the member or members or his or their representatives, or between the Company and the third parties to arbitration in India, or at any place outside India and to observe and perform and to carry out or enforce the awards.
39. Subject to the provisions of the Companies Act, 1956 to vest any real or personal property, rights or interest acquired by or belonging to the company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
40. To establish the business which this Company is authorised to carry on by means or through the agency of any subsidiary Company or Companies and enter into any arrangement with any such subsidiary Company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary or guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any other business or branch so carried on with power at any time to close any such business or branch either temporarily or permanently and/or to appoint Directors or Managers of any such subsidiary Company.
41. To do all or any of the said things either as principals, agents, brokers, contractors, or otherwise and either by or through agents, brokers, sub contractors or otherwise and either alone or in conjunction with others and to do all such things are incidental or conducive to the attainment of the main objects.
42. To do all event and every things necessary suitable, proper for the accomplishment of any of the purpose for the attainment of any of the main objects of the Company.

C. THE OTHER OBJECT ARE :

1. Subject to approval of RBI under RBI Act, 1934 as amended by RBI (Amendment) Act 1997 to carry on and undertake the business of finance, trading, hire purchase, lease and to finance lease operation of all and every kind of description of goods, articles, commodities and things, that the company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transaction to subsidies, finance or assist in subsidising or financing the sales, purchase, import export and maintenance of goods, articles or commodities of all and every kind and description upon any terms whatsoever.
2. Subject to approval of RBI under RBI Act, 1934 as amended by RBI (Amendment) Act 1997 to carry on the business of a company established with the object of financing industrial enterprises and to make loans, give guarantees and provide securities to any other company or other persons whether promoted and or managed by this company or not to acquire or take over with or without consideration and/or carry on the business of shares and transfer agents and as financial advisors and management consultants by themselves or in partnership with other companies or other persons and generally to carry on business as financiers and for that purpose to give loans, with or without security and on such terms and conditions as the Company may in its absolute discretion deem fit, to any person or persons to enable them to purchase either by themselves or jointly with any other person or persons all kinds of machinery, automobiles and their parts, accessories, components, stores and spares.
3. To constitute any trusts with a view to the issue of preferred and deferred or any other such special stocks, or securities based on or representing any shares, stocks or other assets specifically appropriated for the purpose of any such trust and to settle and regulate and if thought fit, to undertake and execute any such trusts and to issue, dispose, off or hold any such preferred, deferred or other special stocks or securities. To transact on all kinds of agency business and in particular in relation to the investment of money the purchase and sale of business property or under-takings and the collection and receipt of money. To contract with leaseholders, borrowers, lenders, annuitants and others for the establishment, accumulation, provisions and payment, sinking funds, depreciation funds, renewal funds, endowment funds and any other special funds and that either in consideration of a lump sum or of an annual premium or otherwise and generally on such terms and conditions as may be deemed fit.
- 4.(a) To carry on in India or elsewhere the business in all its branches of managing public issue and to act as broker, agent, sub-broker, underwriter, lead manager, co-manager, consultant, advisor, share transfer agent, registrar of shares, advertising & publicity agent, printer, portfolio manager, merchant banker, odd lot dealer or other intermediaries and to buy, sell, exchange, adjust subscribe, acquire, undertake, hold, invest or otherwise deal in all kinds of shares, securities, stocks bonds, fully convertible debentures, partly convertible debentures, nonconvertible debentures, warrants, premium notes and other similar instrument as may be are prevailing from time to time.

- (b) To apply for and become member in India or elsewhere of any stock exchange, national stock exchange securities and exchange board of India (SEBI) over the counter trading & exchange of India (OCTEI) and any other similar institution, authority, body or association.
5. Subject to approval of RBI under RBI Act, 1934 as amended by RBI (Amendment) Act 1997 to establish carry on and undertake the business of finance, money changers and trading, hire purchase, leasing, chartering, renting repairing and to finance lease operations of all kinds of land and buildings, factory sheds, godown, storage houses, shops display centres and such other similar properties.
6. Subject to approval of RBI under RBI Act, 1934 as amended by RBI (Amendment) Act 1997 to finance to assist in financing the sale, Export and Import of goods, articles or commodities of all and every kind of description by way of hire purchase or deferred payments of similar transactions.
7. (a) To manufacture, assemble, market, fabricate, lease, supply, distribute, buy, sell, import, export, design, manipulate, exchange, alter, improve, prepare, install, maintain, repair, or otherwise deal in any or all types of electronic equipment such as electronic typewriters, printers, word processors, mini and microcomputers, compute peripherals, microprocessor based equipment, floppy disk, Winchester hard disk drivers, terminals, monitors, daisy wheel, printers, black and white and colour televisions, photocopy and photographic equipment, telephone and telecommunication equipment teleprinters, private automatic branch exchanges, electronic and electrical, gadgets, video recorders, video games, electronic calculators, radar equipment, electronic accounting and business machines electronic control instruments, electronic cash registers and cheque writing, machines, intercom equipment, electronic sound and amplifier systems, projection electronic hobby kits, electronic hardware, electronic clocks equipment, T.V. signal boosters, electronic X-ray and other medical equipment, electronic synthesizers electronic sirens, radio telephones, electronic navigational aids, electronic, alarm, systems, electronic traffic control systems, electronic laboratory equipment, electronic weighting machines, black and white and colour TV deflection components, fly back transformers, video projection equipment, electronic toys and games and screens of all kinds.
- (b) To manufacture, assemble, market, fabricate, lease, supply distribute buy, sell, export, import, design, manipulate, exchange, alter, improve, prepare install maintain, repair or otherwise deal in any or all types of printed circuit boards switches, semi conductors, transistors, integrated circuits, memory chips diodes, connectors, resistors, rectifiers, capacitors, digital meters, transformers, generators, control panels, valves, thyristors, timers, plugs and sockets, leak detectors, button cell battery chargers of all kinds.
8. (a) To purchase, sell, develop, take in, exchange, or on lease hire or otherwise acquire, whether for investment of sale or working the same any real or personal estate including lands, mines, factory, buildings, mills, houses, cottages, shops, depots, warehouses, machinery, plant, stock, stock-in-trade, mineral rights, concessions, privileges, licences, easement or interest in or with respect to any property whatsoever for the purpose of the Company in consideration for a gross sum or rent or partly in one way and partly in other or for any other such consideration of all types.

- (b) To carry on business as proprietor of flats and buildings and to let on lease or otherwise apartments therein and to provide for the convenience commonly provided in flats, suits and residential and business quarters.
9. To establish and carry on the business of construction contractors, jobbers, erectors, suppliers, engineers, for undertaking any construction work relating to any building, flats, dams, road, and to carrying on contracts and jobs in connection with corrosion protection, insulation and anti-fouling, activities and to provide all types of goods, systems and services for anti corrosion and insulation engineering and anti-fouling activities.
 10. To carry on the business of manufacturers, importers, exporters and dealers in all types of anti corrosion and insulation, materials, chemicals, equipment and components used for application in anti-corrosive, insulation and anti-fouling appliances, methods and processes.
 11. To breed, rear and purchase live-stock of all kinds, to farm and buy animal produce of all kinds, to prepare, manufacture and render marketable any such produce and to sell, dispose of and deal in the same either in the manufactured or in raw state.
 12. To undertake the manufacture or production of calcined petroleum coke and calcined anthracite coal and the sale thereof.
 13. To carry on the business of manufacturers, importers and exporters and dealers ferrous and non ferrous casting of all kinds and in particular steel, chilled and malleable castings special alloy castings, gun metal, copper brass and aluminium castings and foundry work of all kinds.
 14. To carry on the business of Contractors of Buildings, Constructional Engineers and Architects.
 15. To carry on the trade or business of iron masters, steel makers, steel converters, colliery proprietors coke manufacturers, miners smelters, engineers, tin plate makers, and iron founders in all their respective branches.
 16. To search, prospect, win, work, get, raise, quarry, smelt, refine dress, manufacture manipulate, convert make merchantable sell, buy, import, export or otherwise deal in iron or all kinds of metal metalliferous, ores and of other minerals and substances and to manufacture sell, buy, import, export and otherwise deal in any such articles and commodities.
 17. To carry on the business of running motor lorries, motor taxies, motor mini buses and conveyances of all kinds and on such lines and routes as the company may think fit and to transport passengers and goods and to do the business of common carrier.
 18. To carry on the business of hotel, restaurant, cafe, tavern, refreshment room and boarding and lodging house keepers, beer house keepers licenses, victualers wine beer and spirit

merchants, aerated mineral and artificial water and other drinks purveyors, caterers for public amusements generally novelty and goods and as general merchants garage proprietors livestock stable keepers job masters farmers dairy men importers and brokers of food alive and dead stock and foreign produce of all descriptions, hairdressers, perfume chemists, proprietors of clubs bath, dressing rooms launders rendering writing and newspapers room, libraries ground and places of amusements recreation sport entertainment and instructions of all kinds tobacco and cigar merchants.

19. To produce steel bricks and bails from stool scrap and cast iron scrap.
20. To carry on the business of travel agents, Bank Mukadmas for railways shipping and airways and road transport corporations, companies or bodies and carriers by land water and air, barge property and freight contractors, forwarding agents clearing agents, stevedores ship chandlers, caterers in railways airlines and steamship companies underwriters of ships, crafts, goods and other property theatrical and opera box office promoters, cinema exhibitors, producers and distributors and merchants, refrigerating store keepers and as proprietors conducting state deposits vaults general agents, ice merchants, and carry on the business of running night clubs, swimming pools, playing of launches and boats, bakery and confectionery etc.
21. To carry on business as bakers and manufacturers of and dealers in bread flour, rava, maida, biscuits and farinaceous compounds and materials of event description.
22. To carry on business of manufacturers of and dealers in sugar gur, Khandasari superchocolates, toffees and such other allied products thereof.
23. To carry on business as breweries distillers and manufacturers of and merchants and dealer in vinegar, acetic acid, glucose, wines, spirits beers, porter malt, shops, malt, shops, grain meal, yeast, aerated water, carbonic acid gas, mustard pickles, cocoa, coffee and sauces condiments of all kinds.
24. To carry on the business of stationers, printers, lithographers, stereotypes, electrotypes, photographic, printers, photolithographers engravers, dysinckers, envelop manufacturers, machine rulers, numerical printers, paper bag and account book makers, box makers, type loaders, photographers manufacturers of and dealers, playing, visiting railways, festive, complimentary and fancy cards and galeatines, dealers in parcham, dealers in stamps, agents for the payment of a stamp and such other duties, advertising agents, designers, draftsmen, booksellers and publishers.
25. To carry on the business as manufacturers and dealers in boots, shoes, clogs, all kinds of footwear and leather and plastic goods, lasts, boots, trees, laces, buckles, leggings, boot polishers, accessories and fittings.
26. To carry on the business of tobacco consists in all its branches and to sell, make up and manufacture tobacco cigars, snuff and such other articles usually sold by tobaccoists.

27. To carry on business as watch and clock repairs, electroplates, dressing bags makers, importers and exporters of and buy sell and deal in watches, clocks, cutlery, shopping bags and bronzes.
28. To carry on business as manufacturers and dealers of radios, television sets, teleprinters, telecommunication and electronic equipments telephone equipments, radars, computers business machines and their components, including valves, transistors, condensers and coils.
29. To carry on business as manufacturers or dealers in typewriters, calculating machines, computers, cleaners, sewing and printing machines, air-conditioning equipment, air-conditioners, refrigerators, coolers, ice-cream manufacturing machinery and to maintain air-conditioned godowns for storage of goods.
30. To carry on business of a system and general foundry, and to wash, clean, purify scour bleach, wiring, dry iron, colour dye, disinfect, renovate and prepare for use all articles of wearing apparel, household, domestic and other cotton silk, and woollen fabrics repair, let on hire alter, improve treat and deal in all apparatus, machines materials and articles of all kinds.
31. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shops.
32. To carry on the business of cold storage of fruits, vegetables, seeds, fish meat agricultural products, milk and dairy products and such other perishable item of all types.
33. To carry on the business of production, distribution or exhibition of films and motion pictures, including the running of theaters, cinemas, studios and cinematographic shows and exhibitions.
34. To carry on the business of builders and contractors, architects, decorators, merchants and dealers in stone bricks, sand, lime bricks, cement, timber, hardware and other building materials, and acting as house agents.
35. To establish and work cement manufacturers and to carry on the business of cement manufacturers, tile burners and ceramics including sanitary fitting and china ware.
36. To carry on the business of manufacturers or dealers of tractors, automobiles, earthmoving equipments, internal combustion engines, boilers, locomotive and compressors.
37. To manufacture and or deal in automobile parts, spare parts and components of machineries and to act as agents for manufacturers of various parts and components.
38. To cultivate, grow, produce, or deal in any agriculture, vegetable or fruit products, processed foods and extruded snacks and to carry on all or any of the business of farmers, dairyman, milk contractors, dairy farmers, millers surveyors and vendors of milk and milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash

- crops and provisions of all kinds, growers of and dealer in corn, hay, and straw, seedsmen, and nursery men and to buy, sell, manufacture, and trade in any goods usually traded in any of the above business or any other business inclusive of staple food and medicinal preparations from milk, vegetable and animal products or any substitute for any of them Associated with the farming interests.
39. To cultivate Tea, coffee, cinchona, rubber and other and to carry on the business of planters in its all branches, to carry on and do the business of cultivators, winers and buyers of every kind of vegetable, mineral or other products of the soil, to prepare manufacture and render marketable and such products, and to sell, dispose off and deal in any such produce, either in its prepared, manufactured or raw state, and either by wholesale or retail.
 40. To carry on the business of manufacture and sale of patent medicines and preparations and to carry on the business of manufacturers, buyers, and sellers of and dealers in all kinds of medicines and medical preparations and drugs.
 41. To carry on business of manufacturers of dealers in soaps, cosmetics, perfumes and toilet requisites.
 42. To carry on the business of manufacturers of or dealers of pulp and paper of all kinds, and articles made from paper or pulp and materials used in the manufacture or treatment of paper, including cardboard, mill boards and wall and cooling papers and packaging cartons and newspapers and photographic raw films.
 43. To manufacture and deal in all chemical products and their intermediates, dyes drugs, medicines and pharmaceuticals, petroleum and its products, and derivatives, paints, products, and derivative paints, and varinishes, vegetable oil, their products and derivatives, all types of heavy chemicals such as sulphuric and other acids, caustic soda as all types of textiles chemicals and sizing and finishing materials photographic chemicals glycerin and allied products industrial and pharmaceuticals organic and inorganic chemicals fertilizers pesticides manures fungicides and allied products, fats, ware and their products hides skins and leather.
 44. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers and distributors for petroleum Companies.
 45. To carry on the business of manufacturers and dealers in all types of rubber leather, celluloid, bakelite, plastic and all other chemicals, rubber and plastic goods, particularly industrial rolls, rollers, sheets, beltings and consumer goods such as tyres, tubes and such other allied products as chappals, shoes, medicals and surgical goods.
 46. To carry on business of electrical engineers, electricians, contractors, manufactures, constructors, suppliers of and dealers in electric and other appliance electric motors, fans, lamp, furnaces, household appliances, batteries cables, wire lines, drycell accumulators, lamps and works to generate, accumulate, distribute and supply electricity

for the purpose of light, heat, automotive power, and for all other such purposes for which electrical energy can be employed and manufacture, and deal in all apparatus and things connected with the generation, distribution, supply, accumulations, and employment of electricity including the terms electricity all power that may be directly or indirectly derived therefrom or may be incidentally hereafter discovered in dealing with electricity.

47. To carry on the business of manufacturing, assembling, buying, selling, reselling, exchanging, altering, importing, exporting, hiring, letting on hire, distributing or dealing in ships, boats, barges, launches submarines, and other underwater vessels aeroplanes, airships, sea planes, flying boats, hydroplanes and aircrafts and aerial conveyances of every description and all kinds transport or conveyance of passengers merchandise or goods of every description whether propelled or assisted by means of petrol, spirit, steam, oil, vapour, gas, petroleum, mechanical, animal or any other such motive power all component parts, accessories, equipments and apparatus for use in connection therewith.
48. To carry on the trade of business of manufacturing, assembling, buying, selling reselling, exchanging, altering, importing, exporting, letting on hire, or distributing or dealing in railway carriages, wagons, carts, vehicles, rolling stocks and conveyance of all kind whether for railway tram ways, road ways, road, field, such other traffic or purpose and also for railway and such other applications thereof.
49. To carry on the business of machinists, makers or machinery, mechanical engineers iron founders, brass foundries, iron and steel convertors, makers, blast furnace proprietors, repairs, boiler makers, smiths, sand blast proprietors, consulting engineers, jannners and ammulators.
50. To carry on the business of manufacturers or dealers in wood products, plywood, matches and wooden or metal furniture.
51. To carry on the business of manufacturers of and deals in glass products, such as steel and plate glass, optical glass, glass wool and laboratory ware of all types.
52. To carry on the business of manufacturers of or dealers in textiles, such as man made fibres, cotton, silk, jute, woollen and synthetics.
53. To carry on the business of manufacturers of or dealers traders in industrial machinery of all types, including bearing, speed reduction units, pumps, machine tools and agricultural machinery and earth moving machinery, including road rollers, pulloaders, shovels and dozers, dumpers, drag lines and light engineering goods, such as cycles and sewing machines and their components.
54. To carry on the business as manufacturers, dealers, traders, stockists, importers and exporters or engineering drawing sets, hardware steel rules, measuring, tapes, cuttings tools, hand tools, precision measuring tools, machine tools, garage tools, hardware tools, instruments apparatus and other machinery, plant equipment articles, appliances their component parts and accessories.
55. To carry on the business as manufacturers, dealers, traders stockists, exporters and import of bolts, nuts, nails, rivets, hinges and tools and all other hardware items of all types and descriptions.

56. To carry on business as manufacturers, dealers, traders, stockists, exporters and importers of forging, cutting, stamping of all metals, machinery parts, moulds, press tools, forgings, machines, and compressions, moulding and steel products of all kinds.
57. To carry on business as manufacturers, stockists, importers, exporters, repairs and dealers in dynamos, motors, armatures, magnet, batteries conductors, insulators, transformers, converters, switch boards, cookers, engines, guns presses, insulating materials and electric plant and spares and suppliers of every description.
58. To carry on the business as manufacturers, dealer, stockist, importers and exporters, of buckets, bath tanks, trunks, metal furniture, sales chimneys and pipes.
59. To carry on the business as manufacturers, dealers, stockists, importers and exports of wearable and unwearable fabrics, high density polythene, and polypropylene woven sacks and tarpaulins of various qualities and types.
60. To carry on the business as manufacturers, dealers, stockists, importers, and exporters, exporters and commission agents and to carry on the business of wholesale and retail trade in all kinds of merchandise such as textile, yarn, steel, spices, dry fruits, chemicals, dyes, grains, leather goods, garments accessories, bags, Cosmetics, perfumes, Gift items, Jewellery of all kinds, precious or non precious stones.
61. To carry on the business of timber merchants, timber yard and saw mill properties and to buy, sell, prepare for market, import, export and deal in timber and wood of all kind and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used to carry on the business of logging and lumbering purchasing, acquiring and leasing timber bearing.
62. To carry on the business as manufacturers of and dealers in plywood, hardwood, blocks for flooring and other purposes, boxes, windows, doors, wood pulp, wood, wool, mats, spars, dunnies, sleepers, tool handles, panelling, work, furniture and articles of all description wholly or partly made from wood, bricks, cement or stone.
63. To carry on the business as manufacturers of or dealers in, or stockists, importer and exporters of packing material, containers, boxes and case made of paper, boards, wood, glass, plastic pulp, cellulose films, polythene, rubber, metals, metal foils, gelatine, tin flexible treated or other materials.
64. To carry on the business as manufacturers of or dealers as stockists, importers and exporters of bottles, jars, fiber, boxes, corrugated container, aluminium foils of all types, wooden drums packing cases, rods, wires, ropes, strips, conductors equipment required for generation distribution and transmission of electrical energy cables, motors, fans, turbines, batteries and accumulators.
65. To carry on the traders and the business of meal manufacturers, dealers in consumable stores and provisions of all kinds, foods stuffs grain flour, seeds, fodder, cane, corn, wheat, wheat products stores, vegetable oil, ghee and vanaspathi products.

66. To procure or develop and supply, patents, invention, models, designs, scientific or industrial formulas or processes.
 67. To procure develop and supply technical know-how for the manufacture to processing of goods, materials or in the installation or erection of machinery or plant for such manufacturer or processing or in the working of mines, oil wells or other sources of minerals deposits or in search for or discovery or testing of minerals deposits, or in search for or in carrying out any operations relating to agriculture, animal husbandry or poultry farming, forestry or fishing or finishing or rendering services in connection with the provisions of such technical know-how.
 68. To carry on the profession of consultants or management, employment engineering, industrial and technical matters to industry and business and to act as employment agent.
 69. To carry on the business of printing and publishing book, magazines, journals and news papers and to act as agents in connection therewith.
 70. To undertake or arrange for the writing and publication, books, magazines, journals or pamphlets on subject relating to trade, commerce, industry, agriculture, banking insurance, investment, taxation, finance, economics, law and other subjects.
 71. To acquire or set up and run schools, colleges, training and professional institution for music and dance centres.
 72. To undertake or promote research in economic, fiscal, commercial, financial, technical and scientific problems.
 73. To carry on the business of manufacturers of and dealers in all kinds of packaging, packing requisites and cartons made of cardboard, straw board, wood, glass or any other material, metal, glass or plastic containers as also containers of any other material.
 74. To carry on all or any of the business of transport, cartages and haulage contractors, garage proprietors, owners and charterers of road vehicles, air-crafts, ship, ships, tugs, barges and boats of every description, lighterman, carriers of goods and passengers by road, rail water or air, carmen, cartage contractors, stevedores, cargo superintendents, packers, hauliers, warehouse-men, storekeeper and job masters.
 75. To carry on the business of cotton spinners and doubler, flax, hemp and jute spinners, flax and cloth manufacturers, flax, hemp, jute and wood merchants, wood combers, worsted spinners, yarn merchants, worsted stuff manufacturers, bleachers and dyers and makers of vyny, bleaching and dyeing materials.
- IV. The liability of the members is Limited
- V. The Authorised Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore) divided into 10,00,000 (Ten Lacs) 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 are respectively agree to take the number of shares in the Capital of the Company set opposite our respective names :

Name, Address, Description and Occupation of each Subscriber	No. of Equity Shares taken by each subscribers	Signature of subscribers	Signatures of Witness with Address, Description and Occupation
1. Yogesh Sharma S/o Sh. H. S. Sharma Flr 5-77, Ashoka Enclave, Sector-37, Faridabad. [Business]	5100 (Five thousand one hundred)	Sd/-	I witness the signatures of all subscribers. Sd/- [ARVIND GUPTA] Chartered Accountant (94783) S/o Sh. R. N. Gupta R/o A-133A, Sector-37, Ashoka Enclave-II, Faridabad (Haryana)
2. Har Swarnop Sharma S/o Sh. B. S. Sharma Flr 5-77, A. E-II, Faridabad. [Business]	5100 (Five thousand one hundred)	Sd/-	
TOTAL	10,200 (Ten thousand two hundred)		

For ANIS-REE HOWE DEV PVT. LTD.

Mg. Director

Place : DELHI

Dated this 5th

Day of January

2001

(THE COMPANIES ACT, 1956)

(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

ANUSHREE HOME DEVELOPERS PRIVATE LIMITED

I. PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in Table 'A' in the Schedule I to the Companies Act, 1956 shall apply to the Company.

II. INTERPRETATION

2. In these Regulations:
 - (a) The "Act" means the Companies Act, 1956, as amended from time to time.
 - (b) "The Director" means the Directors of the Company and include persons occupying the position of Directors by whatever name called.
 - (c) The "Seal" means the Common seal of the Company.
 - (d) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the 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 fifty (50) 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 in 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 such that stated in Clause V of the Memorandum of Association of the Company or altered thereat, from time to time. The Company has the power from time to time to increase or reduce, its Capital. Any of the said shares and new shares hereafter to be created may, from time to time, be divided into shares to several classes in such manner as may be provided hereinafter. The shares of each class may have or confer such preferential or other special rights and privileges may be issued under such restrictions and conditions whether in regard to dividend, voting, return of Capital or otherwise as shall have been assigned thereto by or under provisions of the Articles of Association but so that the special rights or privileges belonging to holders of any share issued with preferred or other rights shall not be varied or abrogated or affected except with such sanction as is provided for hereafter. The Minimum paid up capital of the Company is Rs. 1,00,000/- (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 as payment or part payment for any property, goods and 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 of the Board of Directors the number of shares, the fair value and the name of the proposed transferee and the Board 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 the members proposing transfer shall, at any time within three months afterwards, be at liberty, subject to Articles 8 and 9th hereof, 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.
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 spouse or child or children or his/her 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 the share or (2) where the share is not a fully paid up share, subject to Section 111 of the Companies Act, 1956.

VI. GENERAL MEETINGS

10. All General Meetings 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 there 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.
(iii) Subject to Section 190 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 quorum of members is present at the time when the meeting proceeds to business.
(ii) At least two members present in person shall be a quorum.
13. The Chairman if any, of the Board, 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 member to be 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 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be 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 meeting 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 a 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 of the business to be transacted at an adjourned meeting.

17. In the 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 Board of 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 being not 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. MR. YOGESH SHARMA
 2. MR. HARSWROOP SHARMA
21. The number of Directors shall not be less than two and not more than twelve.
22. No person shall be elected as a Director (except as a first Director or a Director appointed by the Directors) unless seven days notice shall have been left at the Registered Office of the Company by a member of the Company of his intention to propose such person.
23. The Directors need not to hold any qualification shares in the Company.
24. No sitting fees will be paid to Director for Board Meetings attended by him.
25. The Directors shall be paid travelling and other expenses for attending and returning from meetings of the Board (including hotel expenses) and any other expenses properly incurred by them in connection with attending the meetings of the Board.
26. 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 Director 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 submit provided.

27. Subject to the provisions of Sections 297 & 299 of the Companies Act 1956 no Director 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 sanctioned if his interest then 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. ~~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 Article 21.
31. The Directors shall have the power at any time and from time to time to appoint any person as an additional Director to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these regulations. Any Director so appointed, shall hold office only until the next following General Meeting, but shall be eligible there at for election as Directors.
32. The Company may by ordinary resolution, of which special notice has been given in accordance with the provisions of the Sections 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, vacates office as a Director before his term of office will expire in the normal course, the resulting casual vacancy shall be filled up by the Board, at a meeting of the Board of Director but any person so appointed shall retain his office so long only as the vacating Director would have remained in office if vacancy had not occurred, provided that the Board may not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under Article 32.

34. In the event of Company borrowing any money from any financial corporation 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 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, may 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 with 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, 197A and 314 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 periods and on such remuneration and other terms, as they think fit, and subject to the terms of any agreement will be automatically terminated if he ceased to be a Director.
37. Subject to the Provisions the Companies Act 1956. 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 in the meeting of Directors shall be atleast two or one third of the total number of Directors whichever 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 atleast once in every three calander months and atleast four such meetings shall be held in each calander year. The Directors may meet together for the discharge of the business, adjourn and otherwise regulate their meetings and proceedings, as they think fit.

41. Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India and at his usual address in India to every other Director.
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 the Directors.
43. The Managing Director or a Director may at any time or a Secretary upon the requisition of Director(s), shall 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 58A and 292 of the Act, and Regulations made thereunder & directions issued by the Reserve Bank of India, 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 cannot be delegated to Committees consisting of such member 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 purposes. Every Committee so formed, in exercise of powers 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 conformity with such regulations and in fulfilment of the purpose of their appointment, but not otherwise shall have the like force and effect as if done by the Board.
47. A resolution not being a resolution required by the Act or by those Articles to be passed 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 draft together with necessary papers, if any, to all the Directors or to all the members of 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 said Act or in these Articles.

Provided that this Article shall not give validity to 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 Sections 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 and assistants and any other employee of the company 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 exchange, 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 and to empower the directors to enter into agreements or to adopt any agreement facilitating the acquisition of business.

XII. INSPECTION OF ACCOUNTS

51. (i) The Board of Directors shall cause proper books of account to be maintained at the Registered office of the Company under Section 209 of the Act at such places as the Directors think fit.
- (ii) Subject to the Provisions of section 209 of the companies Act, The Board 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 209 A of the Act, No member (not being a 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 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 country and except so far as may be necessary in order to comply with any of the provisions in these drafts, and the provisions of the Companies Act, 1956.

XIV. BORROWING POWERS

53. Subject to the provision of section 58 A and 292 of the Companies Act 1956 and Regulations made thereunder and Directions issued by Reserve Bank of India the Directors shall have the power, from time to time, at their discretion 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 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 they authorise any other person or persons to exercise such powers.

XVI. INDEMNITY

55. Subject to the provisions of Section 201 of the Companies Act, the Chairman, Directors, Auditors, Managing Directors and other officers 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, executors, shall be indemnified out of the assets and funds of the Company from or against all bonafide suits, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of 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 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 or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees 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 other securities whereon there is any liability.

XVIII. THE SEAL

57. (i) The Board shall provide for the safe custody of the seal of the Company.
- (ii) The seal not be affixed to any instrument except by the authority of resolution of the Board or a committee of the Board authorised by it in that behalf and except in the presence of at least 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 rule 6 of the Companies (Issue of share certificates) Rules 1960.

XIX. BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

58. The Directors shall lay before each Annual General Meeting Profit and Loss Account for the financial year of the Company and Balance Sheet made upto the end of financial year and audited by a qualified auditor under the provisions of the Companies Act.

XX. 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 first Annual General Meeting.
60. The Board of 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.

Name, Address, Description and Occupation of each Subscriber	Signature of Subscribers	Signature of Witness with Address Description and Occupation
1. Yogesh Sharma S/o Sh. P. S. Sharma B/o S-77, Ashoka Enclave, Sector-7, Patna (Bihar)	Sd/-	
2. Hardeep Singh S/o Sh. P. S. Sharma B/o S-77, A.E.-II, Patna (Bihar)	Sd/-	
FRANZ REHOME DEV. PVT. LTD. <i>[Signature]</i> Mg. Director		I witness the signatures of all subscribers. Sd/- [ARVIND GUPTA] Chartered Accountant (94753) S/o Sh. R. N. Gupta R/o A-133A, Sector-37, Ashoka Enclave-II, Patna (Bihar)

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Dated this 6th

Day of January

2001