



प्रारूप एक

Form I

निगमन का प्रमाण पत्र

# Certificate of Incorporation

U45201DL2806PTC146913

1927

सं०..... 192 <sup>6</sup> .....

U45201DL2806PTC146913

No. .... 200 <sup>5</sup> 200 <sup>6</sup> .....

एनबी बिल्डकॉन प्राइवेट लिमिटेड ।

मैं एतद द्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

NB BUILDCON PRIVATE LIMITED

I hereby certify that.....

is this day Incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

9 फरवरी, 1927

मेरे हस्ताक्षर से आज ता०..... को दिया गया।

TWENTY EIGHTH

Given under my hand at..... NEW DELHI..... this.....

FEBRUARY

AND SIX

day of..... TWO THOUSAND .....



सहायक

Asst. कम्पनी रजिस्ट्रार

Registrar of Companies

रा रा क्षेत्र दिल्ली एवं हरियाणा ।

N.C.T. OF DELHI & HARYANA

For NB Buildcon Private Limited

Director

(THE COMPANIES ACT, 1956)  
(COMPANY LIMITED BY SHARES)

**MEMORANDUM OF ASSOCIATION  
OF  
NB BUILDCON PRIVATE LIMITED**

- I. The Name of the Company is: **NB BUILDCON 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 purchase, sale, take on lease, hire any estates, land including buildings, easements or other interests in immovable property and to develop and turn to account by lying out plotting and preparing the same for building purpose, constructing buildings including multistoried buildings, altering, pulling down, decorating, maintaining, furnishing fitting up and improving buildings for the purpose of residential complexes, commercial complexes. Shopping malls, offices, hotels, hospitals and nursing homes, schools, showrooms, multiplexes and conveniences of all kinds.
2. To carry on the business as estate managers and to collect rent, repair, look after and manage immoveable properties of or for persons, firms, companies and governments and to give, take, let and sublet and to carry out undertake or supervise any building, constructing, altering, improving, demolishing and repairing operations and all other works and operations in connection with the immoveable estates and properties belonging to other.
3. To carry on the business as real estate agents and property dealers.

**For N. B. Buildcon Private Limited**

**Director**



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

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



11. To enter into any arrangements including collaboration with other manufacturers or suppliers in India or abroad, to acquire know-how, patterns, trade marks, inventions and licences and concessions and to pay for the same either in cash or by issue of partly paid or fully paid up shares of the Company or by way of recurring royalty payments or share in profits or otherwise as may be agreed upon and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
12. To acquire by purchase, contract, concessional licence, lease or otherwise any lands, mines, quarries, buildings, factories, workshops, godowns and sheds as may be considered necessary for the attainment of the main objects of the Company.
13. To pay out of the Company's funds all costs and expenses incurred in connection with all matters, preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company which may be promoted by this Company.
14. To establish agencies or branches in India or elsewhere and to regulate or to discontinue the same and to do all things which the Company lawfully may do as principals, agents, trustees, brokers, contractors or others.
15. To take or otherwise acquire and hold shares in any other such Company having main objects altogether or in part similar to those of this Company.
16. To enter into partnership or into any arrangement for sharing profits, union of interests or co-operation, joint ventures, reciprocal concession with any person, firm or company carrying on or engaged in any business, which this Company is authorised to carry on and to lend money, to guarantee the contracts of or otherwise acquire and hold shares or securities of any such person, firm or company provided that the Company shall not do any banking business within the meaning of Banking Regulation Act, 1949.
17. To promote any company or companies for the purposes of acquiring all or any of the property and liability of this company or for any other such purpose connected with the main business of the Company carried on in pursuance of its aforesaid objects.
18. To enter into contract with Government, Central or State, Railways, Municipal, Local or such other Authorities or private parties for the supply of any material or goods for the attainment of the main objects of the Company.
19. To enter into any arrangements with the Government or other authorities, Municipal, Port Trust, Railways, District or Local Boards, Civil and Military Authorities, that may seem conducive to the Company's main objects or any of them and to obtain from any such Government or such other authorities any rights, privileges and concession which the Company may think desirable.
20. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company (or its predecessors in the business) or the dependants or connections of such persons and to grant pensions, and allowances and to make payments towards provident fund and insurance and to subscribe or guarantee money



for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

To float, promote, form, subsidise and assist limited companies or other companies, syndicates or firms or associations for the prosecution or execution of undertakings, works, projects or enterprises of any description in connection with the main business of the Company.

To open any kind of account in any bank and to make, accept and endorse and execute promissory notes, bills of exchange and such other negotiable instruments of all types in connection with the main business of the Company.

Subject to Sections 58A, 292, 293, 295 and 372A of the Companies Act, 1956, and regulations made thereunder and directions issued by the R.B.I. to borrow or raise money in such other manner as the Company shall think fit, in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital and to redeem or pay any such securities in connection with the main business of the Company.

24. To establish, provide, maintain and conduct or otherwise subsidise in India or any part of the world, education and training institutions, research laboratories and experimental workshops for scientific and technical researches and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches and scientific and technical investigations by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientists and technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on and to enter into any arrangement with Government or any other such party for the purposes aforesaid.

25. To buy or generate for the purpose of the main business of the Company steam, heat, light, electricity, gas or any other such power and to process all products resulting from or ancillary to such business and making of gas, to convert the same into saleable materials such as coke, road-tar, creosote oil, phenols, carbolic acid and such other chemical or residual products and by-products and to otherwise deal with and to dispose of the same and to take all steps incidental or necessary in respect of the same.

26. To acquire from any person or any sources, technical information, knowhow, data, processes, formulae, techniques and methods, engineering, manufacturing and operating data plans, layouts, blue prints and such other data for the design, installation, erection and consultancy, maintenance, operation of the plant, machinery, equipment and facilities whatsoever required for attaining the main objects of the Company and to acquire any grant or licence and such other rights and benefits in connection therewith.

27. To act as consultants in order to provide technical information, knowhow, data, processes, formulae, techniques and methods, engineering, manufacturing, services, data plan, layouts, blue prints and such other data for the design, installation, erection



and consultancy, maintenance and operation of any plant, machinery, equipment and facilities whatsoever required and to sub-licence any person, party, company, corporation, Government or Semi-Government institution or any body else in connection with the main business of the Company.

28. To purchase, take on lease, or otherwise acquire the undertaking, business and property or any part thereof of any company or companies carrying on business in India or elsewhere which this Company is entitled to undertake.
29. To enter into contracts, agreements and arrangements with any other such company, firm or person for the carrying out by such other company, firm or person on behalf of the Company any of the main objects for which this Company is formed.
30. To import, export, deal in or prepare for market, revise, clean, restore, recondition, treat and otherwise manipulate and deal and turn to account by any process or means, by products, re-use and waste, and other products capable of being manufactured or produced out of or with the use of all or any raw materials, ingredients, substances or commodities used in the manufacture of all or any of the products which the Company is entitled to manufacture or deal in and to make such other use of the same as may be thought fit for the attainment of the main objects of the Company.
31. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for sale or otherwise any goods belonging to the Company.
32. To employ experts to investigate into and examine the conditions, prospects, value, character and circumstances of any business concerns and undertakings and of any assets, property or rights for the attainment of the main objects of the company.
33. To carry on any business or branch of a business of which this Company is authorised to carry on through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company or companies for taking the profits and bearing the losses of any business or branch of business so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any business or branch of business so carried on at any time, and either temporarily or permanently to close any such branch of business.
34. To let on lease or on hire purchase system, or to sell or otherwise dispose of any property belonging to the Company and to finance the purchase of any article or articles, whether made by the company or not by way of loans or to assist in the purchase of any such article or articles and the letting thereof on hire purchase systems or otherwise.
35. To buy and sell foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf for the attainment of main objects of the Company.
36. To sell, lease, grant licences, easements and such other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may think fit and in particular for shares, debentures or securities of any such other company related thereto.
37. Subjects to Sections 391 to 394 and 394A of the Companies Act, 1956 to amalgamate with any other such company whose objects are similar to those of this Company



whether by sale or purchase of fully or partly paid up shares or otherwise of the undertaking or any such other company as aforesaid with or without winding up or by sale or purchase of all or a controlling interest in the shares or stock of the other such company as aforesaid or in any such other manner of all types.

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



exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

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



(C) THE OTHER OBJECTS ARE :-

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



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



to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths.

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



and light, derived from natural and such other sources including in particular from the use of oil, gas, coal, water and such other sources of energy such as solar geothermal, wind, tides, biogas, gobar-gas, wastes and other residual products and to supply, use, purchase, acquire, distribute and apply the same for industrial, commercial, agricultural and domestic or other purpose for providing motive power, electric power, thermal power and other types of power for lighting, heating, cooling refrigeration, drying, seasoning evaporation, distilling and to develop processes, equipments, instruments, apparatuses, appliances and accessories for conversion of one type of energy to other and in connection with all the aforementioned objects, to acquire, construct, manufacture, erect, lay down, alter, work all equipments, instruments, apparatuses, appliances and other plant and machinery related and to supply all such materials, products and things as may be necessary or convenient in connection with the production, use, storage, regulation, measurement, supply and distribution of such products by the Company.

31. To carry on the business of manufacturers, merchants, importers, exporters, maintainers, hirers, processors, engineers consultants dealers and agents in all kinds of electrical, electronic, mechanical and optical appliances and apparatuses of every description including lighting, radio, television, telecommunication requisites, radars, computers, business machines and their components including valves, transistors, resistors, condensers, coils, motors, generators and their requisites, components and stores of all kinds and descriptions.
32. To buy, sell, process, improve, alter, exchange or let on hire, import, export and deal in all kinds of metallic alloys, iron, steel, ingots, billets, rods, wires ferrous and non-ferrous metals.
33. To carry on business of purchase and sale of kapas, cotton and cotton seeds and man-made fibres and plastic business.
34. To buy, sell, improve, alter, deal in handicrafts, brass-wares, china-wares, cutlery, crockery, dry fruits, perfumes and other materials that can be conveniently dealt with by the Company and export or any other possible item, from time to time, and to carry on in India or elsewhere the business or businesses importers, exporters of and dealers in all kinds of industrial, personal and household goods, materials, commodities, products, articles, chattels, merchandise, live and dead stock and movable property and rights of every kind, general traders and merchants, contractors, sub-contractors, concessionaires, storekeepers, carriers, packing, freights and forwarding and travel agents and contractors, warehouse-men, trustee, brokers and to carry on trading in all branches of business and to carry on the said business either as principals or otherwise.
35. To carry on business as manufacturers of and dealers in building components such as lightweight, cellular re-inforced autoclaved concrete slabs and blocks for floors, walls and roofs and prestressed precast reinforced concrete building components and any other such materials related thereto.
36. To carry on the business of quarry proprietors, stone and granite merchants, dealers, exporters and contractors and to search for, mine, win, raise, make marketable, use, sell and dispose of granite stones, coal, minerals and mineral substances and products and to prepare and manufacture cement paving, blocks, wax and bituminous road materials.



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



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



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



to the work of rural development as approved by the Central Government or State Government or any other such appropriate authority related thereto.

67. To erect, construct, establish and provide all kinds of conveniences, improvements for customers and others and in particular lockers, safe deposits, vaults, stables, telephone and telegraph facilities, clubs, stores, provision, shops, baths, swimming tanks, pools and laboratories.
68. To carry on the business of ice makers, ice dealers, refrigerating stock-keepers, makers, manufacturers of and dealers in freezing and refrigerating agents, mixtures and medicines of all descriptions.
69. To carry on the business of stock and sharebrokers and to deal (purchase and sale) in shares, securities, debentures of private and public sector companies registered under the Companies Act, 1956 and to deal in Government securities, Trust securities and all other such types of securities and actionable claims and to hold them as investments for earning profits.
70. To acquire, take up and hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company, corporation or authority constituted for carrying on business in India or in any foreign country and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government, sovereign ruler, ~~commissioner~~, public body or authority, supreme, municipal, local or otherwise, whether in India or any foreign country.
71. To sell, export or otherwise by themselves or through agents to carry on business as brewers, hop-growers, malsters, ~~and~~ merchants, bottlers, agents and distributors; barley and general grain-flowers raisers, importers, processors, driers and merchants, manufacturers of and dealers in yeast, isinglass and such other requisites, manufacturers of and dealers in all kinds of aerated, mineral and medical and medicated waters, spirits, alcohols and general temperance and other drinks, beverages and cordials and bottle stopper makers, coopers, manufacturers of boxes, cartoons, paper and such other bags and packing receptacles and labels thereof.
72. To purchase, manufacture, produce, boil, refine, prepare, import, export, sell and to deal in all sugar, sugar candy, jaggery, sugarbeet, sugarcane, molasses, syrups and all other sugar products such as confectionery, glucose, golden syrup, alcohol and their by-products.
73. To carry on in India or elsewhere the business of importers and exporters of and dealers in all such items that are permissible under Import and Export Trade Policy of the Government of India and also to buy and sell, either as principal to principal or as broker, Import Replenishment Licences as per the policy of the Government of India.
74. To carry on the business of land, building, farm and other immoveable properties, property and real estate agents, brokers and dealers.
75. To carry on the business of building construction, civil contractors and undertake construction work on turnkey project based in India and abroad.



76. To carry on the business of Finance, hire purchase, leasing and investment. The Company shall, however, not carry on any business of Banking as defined under the Banking Regulation Act, 1949.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 9,00,00,000/- (Rupees Nine Crores Only) divided in to 90,00,000 (Ninety Lacs) Equity Shares of Rs. 10/- 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 :-

S. No.	Name, Description Occupation and Address of each Subscriber	Number and types of subscribed share	Signature of the subscribers	Name, Address, Description Occupation and Signature of witness or witnesses
1.	<b>NARESH KUMAR</b> S/o Sh. Ranbir Singh A-6/3, Vasant Vihar, New Delhi-110057 (Business)	5000 (Five Thousand) Equity Shares	Sd/-	I witness the signatures of both the subscribers Sd/- (U. K. SINGHAL), Advocate S/o Sh. H. S. Singhal 229, Jor Bagh,, New Delhi-110003
2.	<b>BIRENDER SINGH</b> S/o Sh. Randhir Singh B-330, Shushant Lok, Phase-1 Gurgaon (Business)	5000 (Five Thousand) Equity Shares	Sd/-	
	<b>TOTAL</b>	10000 (Ten Thousand) Equity Shares		

Place : New Delhi,

Dated the 22nd day of February 2006

For N. B. Guldoon Private Limited

Director