

Annexure A-2

13

MEMORANDUM AND ARTICLES

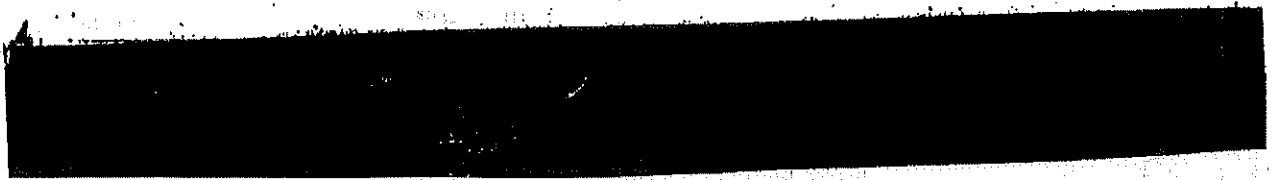
OF

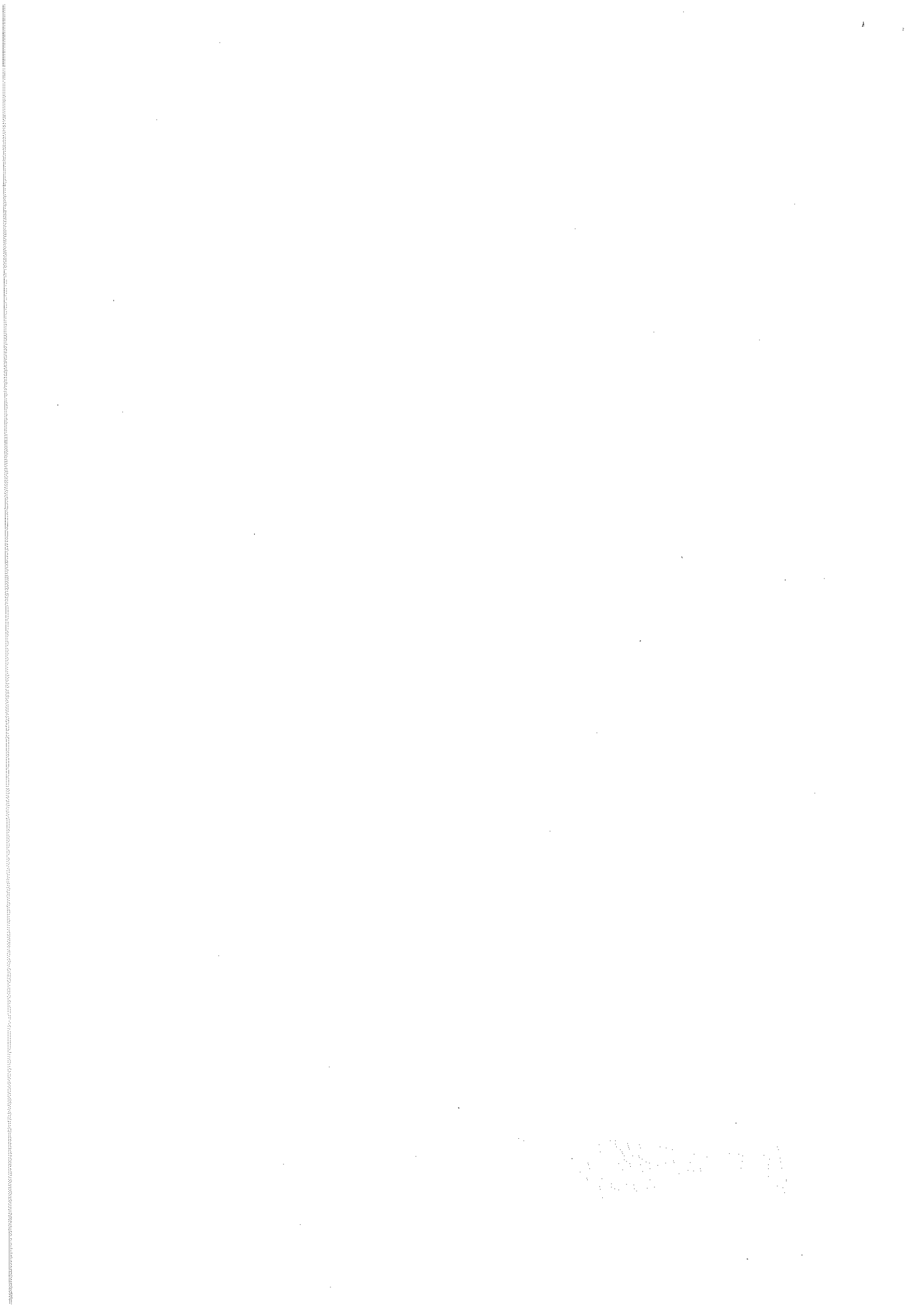
ASSOCIATION

OF

KONARK RAJHANS ESTATES PRIVATE LIMITED

44







सत्यमेव जयते

प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U70101HR2011PTC042105

2010 - 2011

में एतद्वारा सत्यापित करता हूँ कि मैसर्स

KONARK RAJHANS ESTATES PRIVATE LIMITED

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

यह निगमन-पत्र आज दिनांक चौदह फरवरी दो हजार न्यारह को मेरे हस्ताक्षर से
दिल्ली में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U70101HR2011PTC042105

2010 - 2011

I hereby certify that KONARK RAJHANS ESTATES PRIVATE LIMITED is this
day incorporated under the Companies Act, 1956, (No. 1 of 1956) and that the
company is private limited.

Given under my hand at Delhi this Fourteenth day of February Two
Thousand Eleven.



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

(ATMA SAH)

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

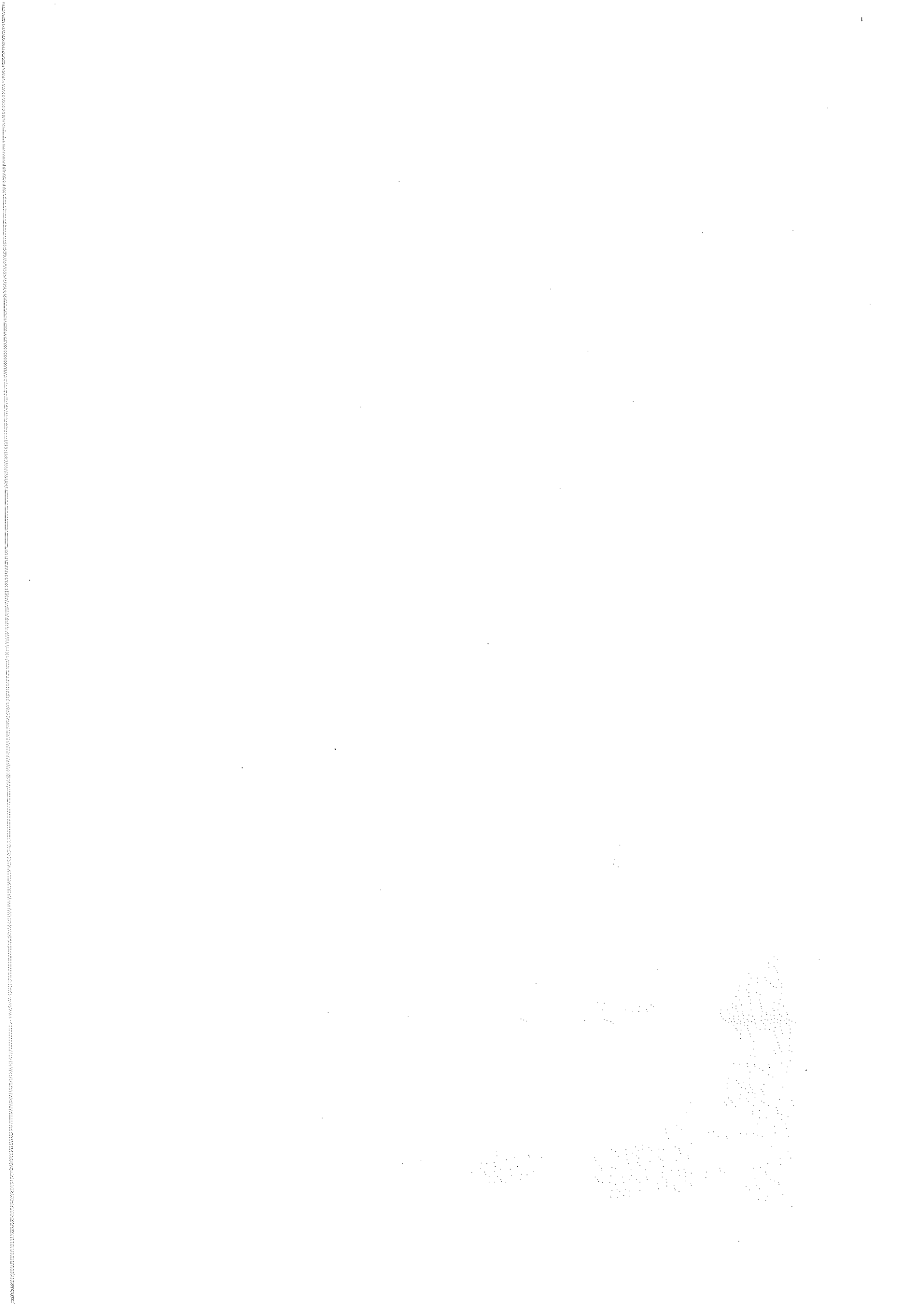
Mailing Address as per record available in Registrar of Companies office :

KONARK RAJHANS ESTATES PRIVATE LIMITED

HOUSE NO. 55, SECTOR-25,

PANCHKULA- 134111,

Haryana, INDIA



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

KONARK RAJHANS ESTATES PRIVATE LIMITED

- I. The Name of the Company is **KONARK RAJHANS ESTATES PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in the State of Haryana.
- III. The objects for which the Company is established are :-
 - (A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-**
 1. To purchase acquire, take on lease or in any other such lawful manner, any land, buildings and structures and to develop the same and dispose of or maintain the same and build township, markets, commercial complex with all or related conveniences thereon and to equip the same or any part of other buildings, or any related amenities or conveniences such as drainage and to act as commission agents and dealers in farm land building whether commercial, residential whether meant for purchase, sale, resale or let out.
 2. To lay out, develop, construct, build, erect, demolish, alter, repair or do any other such civil and constructional work in connection with any building or building schemes, roads, highways, sewers, bridges, canals, dam, reservoirs, embankments, irrigations, improvements, sanitary, water electric works and power supply works or any other such structural or architectural work related thereto and for such purpose to prepare estimates, designs, plans, specification or models related thereto.
 3. To purchase land for sale, and to develop into farm land plots, construct buildings and flats for sale on instalments or otherwise and to act as real estate agents and to carry on the business as civil contractors for constructions of markets, commercial complex, amusement parks roads, buildings, houses, flats, school complex consisting main building, playgrounds, library and laboratory's building, hostel buildings, and residential flats, factory's sheds and buildings, dams, canals, tanks, bridges, hydel projects, power house, tunnels, culverts, drains, channels, sewages, gardens and such other necessary related civil and constructional works of all types.
 4. To sell, let or dispose of the markets, commercial complex, lands, houses, buildings and other immovable property of the Company and to set up develop.
 5. To carry on the business of fabricators, architects, consultants, civil engineers, bulders and developers of land contractors, colonisers, civil contractors and undertake any residential, commercial or industrial, construction, either independently or jointly in partnership, 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 and to Design Detail and develop and detail all sorts of Consultancy Services related to Architecture and Interior Designing, Land Scapping, Structural, Electrical, Sanitary & Water Supply, Bridges, Tanks, Canals, Dams hydel Power Projects, Tunnels and Culverts.
and to develop and construct integrated city, hightech city, group housing projects, and restoried buildings, commercial complex and residential complex.

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

1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary convenient for the main business of the Company.
2. To enter into partnership or any arrangement for sharing profits, union of interest joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business of the Company.
3. To import, buy, exchange, alter, improve, manipulate in all kinds of plant machinery, apparatus, tools and things, necessary for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the Company, in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
5. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend factories, any plants, warehouses, workshop, sheds, dwellings, offices, shops, stores, buildings, telephones, electric and gas works and all kinds of works, machinery, apparatus, labour lines, and houses warehouses and such other works and conveniences necessary for carrying on the main business of the Company.
6. To acquire and takeover the whole or any part of the business, goodwill, trade marks, properties and liabilities of any person or persons, firms, companies or undertake other existing or new, engaged in or carrying on or proposing to carry on the main business which the Company is authorised to carry on and possessed of any property or rights suitable for the main business of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares.
7. To undertake or promote scientific research relating to any business or class of business in which the Company is engaged in.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporation and such other organisations for technical, financial or any other assistance for carrying on all or any of the main objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the main objects of the Company.

9. Subject to Section 391 to 394 and 394A of the Companies Act, 1956 to amalgamate with any other such company or companies having all or any objects similar to the objects of this company in any manner whether with or without process of liquidation of that Company.
10. Subject to the companies Act, for the time being in force, to undertake or take part in the formation, supervision or control of the main business or operations of any person firm, body corporate, association, undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise acquire prolong and renew any patents, patent rights, brevets de invention, processes, scientific technical or such other assistance of all types, manufacturing, process know-how and such other, information, designs, patterns, copyrights, trade marks, licences, concessions and rights or benefits, conferring an exclusive or non-exclusive or limited or right or use thereof, which may seem capable if being used for or in connection with the main objects of the company or the acquisition of which may seem directly for indirectly to benefit the Company on payment of any fee, royalty or such other consideration of all type and to use, exercise or develop the same or grant licences in respect thereof and to spend money in experimenting, upon, testing or improving any such patents, inventions, rights or concessions.
12. To apply for and obtain any orders, charter, privilege concession, licence or authorisation or any Government, State or such other Authority for enabling the company to carry on its main objects into effect or for extending any of the powers, of the company or for effecting any modification of the constitution of the company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the interest of the company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the company or any of them and to obtain from any such Government, Authority, person or any company rights, charters, contracts, licences and concessions which the company may obtain and to carry out, exercise and comply therewith.
14. To procure the company to be registered or recognised in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country the main business of the company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments or securities of all types and to open Bank Accounts and to operate the same in the ordinary course of business.
16. To advance money, either with or without security to such persons and upon such terms and conditions as the company, may deem fit and also to invest and deal with the moneys of the company, not immediately required, in or upon such

investments and in such manner as may, be determined, not being investment in company's own shares provided that the company shall not carry on the main business of banking as defined in the Banking Regulations Act, 1949.

17. Subject to Sections 292, 293, 295, 372A & 58A of the Companies Act, 1956, and the Regulations made there under and the directions issued by Reserve Bank of India to receive money on deposits or loans and to borrow or raise money in such manner and at such time or times as the company may determine and in particular by the issue of debentures, debenture-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets of revenues and profits of the company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other such person or company of any obligation under taken by the company of such other person or company and to give the lenders the power to sell and such other powers as may seem expedient and to purchase redeem or pay off any such securities.
18. To undertake and execute any trusts; the undertaking of which may seem to the company beneficial either gratuitously or otherwise in connection with the main business of the company.
19. To establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the company.
20. To mortgage, exchange, grant licence and other rights, improve, manage, develop or dispose of undertaking, investments, assets and effects of the company or any part thereof for such consideration as may be conducive to the main business of the company and in particular for any shares, stocks, debentures or such other securities of any other company having main objects all together or in part similar to those of the company.
21. To distribute as bonus shares among the members or to place to reserve or otherwise to apply, as the company may, from time to time, deem fit, in any monies received by way of premium on debentures, issued at a premium by the company and any money received in respect of forfeited shares, and monies arising from the sale by the company of forfeited shares, subject to the provisions of Section 78 of the Companies Act, 1956.
22. To employ agents or experts to investigate and examine into the conditions, prospects, value, character and circumstances of main business concerns and undertakings and generally of any assets, properties or rights which the company purposes to acquire.
23. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the company or for any other such purpose conducive to the main objects of the company.

24. Subject to the provisions of Section 292, 293 and 293A, 293B of the Companies Act, 1956 to subscribe, contribute, gift or donate any monies, rights or assets for any national educational, religious, charitable, scientific, public general or useful objects or to make gifts or donations of monies or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual, body of individuals or bodies corporate.
25. To establish and maintain or procure for the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuites funds for the benefit of and give or procure the giving of the donations, gratuites, pensions, allowances, bongs or emoluments to any persons who are or were at any time in the employment or service of the company, or any company which is a subsidiary of the company is allied or associated with the company or with any such subsidiary company who are or were at any time Directors or officers of the company or any other such company and the wives, widows, families and dependants of any such persons and also to establish and subsidise and subscribe to any institutions, associations clubs or funds of or in advance the interests and well being of other Company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons and to do any other matters either alone or in conjunction with any other company.
26. To establish for any of the objects of the company branches or to establish any firm or firms at places in or outside India as the company may determine.
27. To pay for any property or rights acquired by or for any services rendered to the company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and on such terms as the company may determine. Subject to the provisions of Section 314 of the Companies Act.
28. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, damages and expenses of and incidental to the acquisition by the company of the property or assets.
29. To send out to foreign countries and any where in India its directors, employees or any other such person or persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connections or for promoting the main business of the company and to pay all expenses incurred in connections therewith.
30. To compensate for loss of office of any Managing Director or Directors or such other officers of the company within the limitations prescribed under the Companies Act, 1956 or such other statutes or rules having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the company is engaged in.

31. To agree to refer to arbitration any disputes present or future between the company and any such other company, firm, individuals or any other such body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
32. To appoint agents, sub-agents, dealers, managers, canvassers, sale representatives or salesmen for transacting the main business of this company and to constitute, agencies of the company in India or in any other country and to establish units and agencies in different parts of the world.

(C) THE OTHER OBJECTS ARE :-

1. To carry on the business as traders, importers and exporters of and dealers in aluminium utensils, steel utensils and all other such types of utensils and kitchen requisites of all types.
2. To act as business consultants, give advice, to engage in dissemination of information in all aspects of business organisation and industry and to advise upon the means and methods for extending and developing systems or processes relating to production, storage, distribution, marketing and securing of orders for sale of goods in India and abroad and/or relating to the rendering of services.
3. To carry on the business of running motor lorries, motor taxis, mini buses and conveyances of all kinds and to transport passengers and goods and to do the business of common carriers.
4. To carry on the business of wholesale or retail, or otherwise as interior decorators, and furnishers, upholsterers, and dealers in all hirers, repairers, cleaners, storers and warehouses of furniture, carpets, linoleums, furnishing fabrics and such other floor coverings of all types household utensils, china and glass goods, fittings, curtain and such other household requisites of all types.
5. To carry on business as brewers, distillers, bottlers, canners, preservers coopers dehydrators, malsters and merchants of and dealers in fruits, herbs, vegetables, plants and liquors of every description such as Indian made foreign liquors, country liquors and by products therefrom, whether intoxicating or not, tonics, vitamin, beverages, flavoured drinks, nector, punch, aerated waters and drinks whether soft or otherwise.
6. To carry on the business of tabacconists in all its branches and to sell, make-up and manufacture tobacco, cigars, cigarettes and snuff.

7. To act as cargo agents, ship brokers, charter party contractors ship agents, packing, forwarding and clearing agents, salvors, wreck removers, wreck raisers, auctioneers, inspectors and observers of quality control, customhouse agent, commission agents and general sales agents for any of the air liners, steam-ship companies, railways and transport companies or any such person.
8. To carry on the business of cold storage of fruits, vegetables, seeds, fish, meat and agricultural products, milk, dairy products and such other perishable items of all types.
9. To carry on the business of production, distribution or exhibition of films and motion pictures and the running of theatres, cinemas, studios and cinematographic shows and exhibitions.
10. To trade, deal in and undertake manufacturing of bricks, tiles, pipes, cement, lime, and building construction requisites and to carry on the business of builders, contractors, architects, decorators and furnishers and to acquire, hold, mortgage, lease, take on lease, exchange or otherwise deal in land buildings, houses, flats, bungalows, shops, hereditaments of any tenure or freehold for residential or business purposes.
11. To cultivate, grow, produce or deal in any agricultural, vegetables or fruit products and to carry on the business of farmers, dairyman, milk contractors, dairy farmers, rice and flour milling, purveyors 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.
12. To cultivate tea, coffee, rubber and any other such similar produce of all types and to carry on the business of planters in all its branches, to carry on and do the business of cultivators, winners and buyers of every kind of vegetable mineral or such other produce of the soil, dispose of and deal in any such produce either in its prepared, manufactured or raw state and either by wholesale or retail.
13. To carry on the business as manufacturers of or dealers in pulp and paper of all kind and articles made from paper and pulp, card boards, straw board and wall ceiling papers and packaging cartons and news papers and newsprints.
14. To carry on the business of purchase and sale of petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for the repair and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils and greases.
15. To carry on the business as iron-founders, makers of scientific, industrial and surgical instruments, mechanical engineers and manufacturers of agriculture implements and such other machinery related thereto, steel castings and forgings and malleable iron and steel castings, tool makers, brass founders, metal workers, boiler-makers, mill wrights, machinists, iron and steel converters and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements and rolling stock.

16. To carry on business as hoteliers, motellers, restaurant owners, sweet, meat merchants, refreshment room proprietors, refreshment contractors and own and run garages, shops, stores, godowns, bars, refreshment rooms, cafeterias, discotheques, restaurants and places for sale, custody, ballment, deposit or protection of the valuable goods and commodities.
17. To carry on the business of manufacturing and dealing in, assembling, buying, selling, reselling, exchanging, altering, repairing, importing, exporting, hiring, letting on hire, distributing or dealing in motor cars, motor cycles, scooters, motor buses, motor lorries, motor vans, trucks, locomotive engine, trains and all other such road and rail conveyance of all types, ships, boats, barges, launches, steamers and conveyance of every description and kind for transport conveyance of passengers, merchandise of goods of every description, whether propelled or moved or assisted by means of petrol, spirit, electricity, steam oil vapour, gas, petroleum mechanical, animal or any other such motive power of all types.
18. To carry on the business of manufacturing, dyeing, colouring, spinning, weaving, buying, selling, importing, exporting or otherwise dealing in all fabrics and such other fibrous substances and preparations and manufacturers of and dealers in cotton, silk, woollen, linen, hemp, jute, rayon, nylon, artificial silk and such other yarn and all kinds of woven, synthetic and synthetic blended textiles manufactured from such yarn.
19. To carry on the business as manufacturers of and dealers in industrial machinery bearings, speed reduction units, pumps, machine tools, agricultural machinery and earth-moving machinery such as road rollers, bull-dozers, dumpers, scrapers, loaders, shovels and drag lines and light engineering goods such as cycles and sewing machines.
20. To carry on the business as manufacturers, importers, exporters of or dealers in ferrous or non-ferrous metal goods, iron and steel, aluminium, brass, tin, nickel, special steels and their products.
21. To carry on business as manufacturers, stockists, importers and exporters of and dealers in engineering drawing sets, builders-requisites, steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools, garage tools, hardware tools, instruments, apparatus and such other allied machinery, plant, equipment and appliances thereof.
22. To carry on the business as manufacturers, stockists, importers and exporters of and dealers in bolts, nuts, nails, hooks and such other hardware items of all types.
23. To carry on business as manufacturers, stockists, importers and exporters of and dealers in forgings, castings, stampings of all metals, machinery parts, moulds, press tools, jigs, fixtures and compression moulding steel products and automobiles parts.
24. To carry on business as manufacturers, stockists, importers, exporters and repairers of and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switch-boards, cookers, engines presses and all types of insulating materials.

25. To carry on the business as manufacturers, stockists, importers and exporters and of dealers in wearable and unwearable fabrics, high density polyethylene and polypropylene, woven sacks and tarpaulines.
26. To carry on business as manufacturers of and dealers in and as stockists, importers and exporters of packing materials, jointing and belting materials, asbestos materials and fibres, insulation materials and welding fluxes, cartons, containers, boxes and cases made of paper, boards, wood, glass, plastic, pulp, cellulose films, polyethylene rubber metals, metal foils, gelatine, tin, flexible, treated and laminated or such other materials related thereto.
27. To carry on business as manufacturers of and dealers in and as stockists, importers and exporters of bottles, jars, fibrite boxes, corrugated containers, aluminium foils of all types, wooden drums, packing cases, rods, wires, ropes, strips, conductors, equipment required for generation, distribution and transmission of electric energy, cables, motors, fans, lamps, furnaces, batteries and accumulators.
28. To sell, breed, import, export, improve, prepare, deal and trade in cattle, bird, poultry game, live and dead-stock of every description, eggs, pork-pies, sausages pickles, spices, sauces, jams, jelly, custard, prawn, potted meats, macaroni, spaghetti, table delicacies, bread, biscuits, wine biscuits and such other fermentitious goods and products, cocoa, confectionery, cakes and buns.
29. To carry on the trades and the business of meal manufacturers, dealers in consumable stores and provisions of all kinds, food stuffs, grains, flour, seeds, fodder, cane, oils, corn, wheat, wheat products, stores, vegetable oils, ghee and vanaspathi products.
30. To carry on the business as manufacturers of and dealers in and importers and exporters of leather and raw hides and skins.
31. To carry on the business as manufacturers of and dealers in or as stockists, importers and exporters of plastic, synthetic resins, polymer products and chemicals required for the manufacture, processing and fabrication of plastics and similar, other such products, tubes, pipes, sheets, films, whether moulded, extruded casted, formed or foamed.
32. To purchase, hold and acquire mines, mining leases, mining rights, mining claims and multifarious land to explore, work, exercise, develop and turn to account all sorts of major and minor minerals, working of deposits of all kinds of minerals, and subsoil materials and to crush, win, set, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for the market, metals and mineral substances of all kinds.
33. To produce, manufacture, trade, deal in and dispose of alkalis, dyes, acids, gases, compounds, fertilizers, chemical products of every nature and description, intermediates, derivatives, all types of floatation reagents, wetting agents, insecticides, fumigates, dyestuffs, catalytic agents, direct colours, basic colours,

pigments, drugs, biologicals, pharmaceuticals, serums, vitamin products, hormones and products derived from phosphate mines, limestone, quarries, bauxite mines petroleum, natural gas and such other natural deposits useful or suitable in the manufacture of chemicals and chemical products and to undertake the business of spraying of pesticides.

34. To manufacture, generate, produce, sell, dispose to and deal in industrial gases, domestic gases for heating and lighting, gas, steam, heat light or any other such motive power obtained by incinerating, burning forest refuse, wood and plants.
35. To manufacture, buy, sell, lease, import, export, alter, improve, manipulate, prepare for market, exchange, install, repair, service, let on hire and deal in all kinds of, surgicals, X-ray units, X-ray equipments, telecommunication machines, business machines intercoms, teleprinters, dictating and recording machines, broad-casting apparatuses, loudspeakers, radios, auto-radios, reverberators, tape-player, cassette tapes, headphones, stereo complex speakers, radio control equipments, cameras, binoculars microscopes, projectors, telescopes television sets, refrigerators, airconditioners, coolers, radars, computers and their spare parts.
36. To procure or develop and supply technical know-how for the manufacture or processing the installation or erection of machinery or plant in the working of mines, oil wells or such other sources of mineral deposits or in search for or discovery of testing of mineral deposits or in carrying out any operations relating to agriculture animal husbandry, dairy or poultry farming forestry or fishery or rendering services in connection with the provision of such technical know-how.
37. To deal in foreign exchange, subject to approval of appropriate authorities.
38. To organise and carry on the business of advertisers, advertising agents, and consultants and to organise propaganda and advertising campaigns by means of press advertisement, pamphlets, handbills, circulars, advertisement reels, posters, cinema slides or by any other such means or through the means of radio television or any other such media of all types.
39. To undertake and execute, in India or in any part of the world, turn-key projects for electrical installations, air-conditioning, refrigeration, heating, cooling, ventilations, humidification, sanitary, thermal and acoustic insulation work.
40. To carry on the business as manufacturers, traders, importers and exporters of and dealers in all kinds of carpets and floor coverings, whether made of woollen, cotton, synthetic or such other fibres of fibrous materials of all types.
41. To carry on the business as traders, importers and exporters to and dealers in cotton, and jute, whether raw, semi-processed or processed and all kinds of cotton and jute goods.

42. To carry on the business as shares and stocks broker and to buy, sell and deal in all kinds of share, stocks, securities, bonds, debenture, units and such other instruments of all types.
43. To carry on the business of public transporters and to ply all types of commercial vehicles such as Trucks, Tempos and pick up vans for carrying goods or passengers anywhere in India.
44. To carry on the business as Importers, exporters, agents, distributors, stockists, contractors, suppliers, dealers of any kind and to act as manufacturers, representatives, agents, brokers, commission agents and merchant of commodities, articles products and merchants of any kind or nature.
45. To carry on the business of Importers, exporters, dealers, traders, manufacturers of trailers, earthmoving equipments, canal equipments, fuel injection equipments and Machine tools and such other allied products thereof.
46. Subject to the approval of RBI under RBI Act, 1934 as amended by RBI (Amendment) Act, 1997, to purchase or otherwise acquire, maintain, sell, lease, finance and give on hire purchase or instalments all kinds of plants, machinery, vehicles (motorised or otherwise) marine engines and vessels, hotel equipments, medical equipments, air conditioners, air conditioning plants, cooling equipments, computer, construction machinery, furniture and fixtures, electronics equipments, household equipments and other appliance, musical instruments, immovable or movable property and any other equipments or assets that the company may think fit.
47. To carry on the business of and render & provide services as commission agents, selling & purchasing agents, brokers, manufacturers, representatives or agents, stockists, distributors and agents to any person, firm or company.

IV. The liability of the Members is Limited.

V. The Authorized share Capital of the company is RS. 53000000/- (Rs. Five Crore Thirty Lacs Only) Divided into 5300000 (Fifty Three Lacs Only) Equity Share of Rs. 10/- each (Rs. Ten Each)

We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names :-

Names, addresses, occupation and description of subscribers	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness with address description and occupation
1. Rajnish Soni S/o Late Sh. Satish Kumar Soni 351, Nav Sansad Vihar, Sector 22, Dwarka, N Delhi-110075 Business	5000 Shares	Sd/-	We witness: Sd/- Sanoj Kumar Gupta S/o Late Sh. Laxmi Narain Gupta R/o 87-B, Pocket-U & N, Shalimar Bagh New Delhi-110088 Chartered Accountant-M.No.097044
2. Rajesh Goyal S/o Sh. Hans Raj Goyal H.No. 55 Sector 25 Panchkula 134116 Business	5000 Shares	Sd/-	
Total	10,000 Shares		

New Delhi

Dated this

29th day of January

2011

57

(THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
KONARK RAJHANS ESTATES PRIVATE LIMITED

1. Subject to anything to the contrary hereinafter provided and unless the context requires otherwise, the Regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956 (hereinafter referred to as Table 'A') shall apply to the company.

PRIVATE COMPANY

2. The company is a "Private Company" within the meaning of Section 3(1) (iii) and 2(35) 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 the members of the company (exclusive of persons who are in the employment of the company and persons who having been formerly in the employment of the company; were members of the company while in that employment and have continued to be members after the employment ceased) is limited to 50 (fifty) provided that for the purpose of this definition where two or more persons hold one or more shares in the company jointly, they shall be treated as a single member, and
 - (c) The right to transfer the shares of the Company is restricted in the manner and to the extent hereinafter appearing.
 - (d) Prohibits any invitation or acceptance of deposits from Persons other than its members, directors or their relatives.

SHARE CAPITAL

3. The Authorised Share Capital of the company shall be that amount referred to in Clause V of the Memorandum of Association.
- (i) The paid up capital of the company shall be minimum Rs 1,00,000/- (Rupees One Lac) only

- The company in general meeting may reduce and increase the share capital of the company by such sum to be divided into shares of such amount and of such classes with such rights and privileges attached thereto as the general meeting shall direct, and if no such direction be given, as the Directors may determine.

MEMBERSHIP

- Membership will be granted to only those persons whose names are approved by the Board of Directors.

TRANSFER OF SHARES

- Save as herein provided, no transfer of shares shall be made or registered, unless it be as between the joint shareholders inter-se or a transfer to his/her wife/husband and/or children without the previous sanction of the Board of Directors who may, in their absolute and uncontrolled discretion, subject to section 111 of the Act, decline to register any transfer of share without assigning any reason. The Board of Directors may also decline to register any transfer of shares if they are of opinion that it would not be desirable to allow the proposed transferee to become a member of or to increase the holding of the company.

- Save as provided in section 108 of the Companies Act, 1986, no transfer of shares shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and specifying the name, address and occupation of the transferee has been delivered to the company together with the certificate or if no such certificate be in existence, the letter of allotment of such shares in accordance with the provisions of section 108 of the Act. The transferor shall be deemed to remain a member in respect of such shares until the name of the transferee shall have been entered in the Register of Members in respect thereof.

- A fee not exceeding Rs. 1/- (Rs. One) may be charged for each transfer approved by the Directors.

- A member intending to sell any shares shall give notice of his intention to the Board of Directors who shall offer such shares to all the members in proportion to their respective holdings in the company and may thereupon find one or more members willing to purchase the same. This shall be done within two months of receipt of such notice.

- The price payable for the purchase of shares, unless otherwise agreed shall be their fair value which shall be determined by the company's auditors and the decision of the auditors of the company shall be binding on the seller and the purchaser.

- In case the Board of Directors shall fail to find a purchaser within the period specified in Article 9 above at the aforesaid fair value the member intending to sell his shares shall be at liberty to sell the same to any person at such price as he considers proper and the Directors shall subject to their right to decline such registration register the transfer of such shares.

- The right of pre-emption set out in Article 9 to 11 above shall not be enforced in case of transmission or transfer of shares in favour of the heirs of a member.

*12A. Notwithstanding anything to the contrary contained herein, a request for transfer of shares pursuant to any bank/financial institution/security trustee/security agent/security company/reconstruction company and/or any person/entity claiming under them invoking the pledge/lien/charge, etc., over the shares of the Company provided as security for any financial assistance availed by the Company and/or any entity or person, shall be duly recognized and taken on record by the Company and all its shareholders without any delay, demur or objection in accordance with applicable laws and regulations.

*Changed vide Special Resolution passed by members in their meeting held on 14th July, 2017.

For Kona Raghans Estates Pvt. Ltd.


Director

PROCEEDINGS OF THE GENERAL MEETING

13. Subject to the provisions of Companies Act, 1956 the first Annual General Meeting of the Company shall be held within 18 (Eighteen) months from the date of incorporation and thereafter once at least in every calendar year at such intervals (not being more than fifteen months after holding of the preceding annual general meeting) and at such place, as the Directors may determine from time to time.
14. No business shall be transacted at any General Meeting unless a quorum of members is present. At least two members present in person shall be a quorum for a General Meeting.
15. On a show of hands every member present in person shall have one vote. On a poll the voting rights of members shall be laid in Section 87 of the Companies Act, 1956.

DIRECTORS

16. The number of Directors shall not be less than two and not more than ten.
17. Subject to the provisions of the Companies Act, 1956, the following shall be the First Directors of the Company who shall be non-rotational Directors till they voluntarily resign :-
 1. Rajnish Soni
 2. Rajesh Goyal
18. (a) The Company in general meeting shall have power at any time to appoint one or more persons as non-rotational Directors for such time and on such terms as they may be determined.
(b) The remaining Directors shall be appointed by the company in General Meeting and shall hold office till they resign or are removed from office or are otherwise to be deemed to have vacated their office by virtue of any provision of law or these Articles, casual vacancies being filled up in accordance with the provisions mutatis mutandis of Section 262 of the Act.
(c) The Company may, from time to time, in General Meeting increase or reduce the number of Directors within the limits laid down in Articles 16 and determine in what rotation such increased or reduced number shall go out of office.
19. The Directors shall not be required to hold any qualification shares in the Company.
20. (a) The Directors shall have power at any time and from time to time, to appoint any other person to be an additional Director but the total number of Directors shall not any time exceed the maximum limit fixed by Articles 16 above. The Board of Directors shall also have the power to fill a casual vacancy in the Board.
Any Director appointed as an additional Director or to fill a casual vacancy shall continue in office till the next annual general meeting held after such appointment but shall be eligible for appointment by the company as a Director at the meeting, subject to the provisions of the Act.

21. Subject to the provisions of the Companies Act, 1956 and rules framed thereunder, The Directors shall be entitled to the following :

- (a) A sitting fee not exceeding Rs. 250/- (Rupees Two hundred fifty) or Rs. 150/- (Rupees One Hundred Fifty) for attending each meeting of the Board of Directors or sub-committee thereof respectively.
- (b) Such travelling and other expenses for attending meeting of the Board or sub-committee or for other business of the company as the Directors may determine from time to time.

22. Subject to the provisions of the Companies Act, 1956 if any Director, being willing, shall be called upon to perform extra service or to make any special exertions in the going or residing away from the place of his normal residence for any of the purposes of the company, the company may remunerate the Director so doing either by a fixed sum or by a percentage on profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration above provided for the Directors.

23. The Board of Directors may appoint any alternate Director in accordance with the provisions of Section 313 of the Act.

24. Subject to Section 297 and 299 of the Act, no Director shall be disqualified from his office by contracting with company either as vendor, purchase or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the company in which any Director shall be concerned or interested be avoided, nor shall any Director so contracting or being so concerned or interested be liable to account to the company for any profit realized by any such contract or arrangement by reason of such Directors holding that office or of the fiduciary relations thereby established, but the nature of interest must be disclosed by him at the meeting of the Director at which the contract or arrangement is determined if his interest then exists or in any other case at the first meeting of the Directors after acquisition of his interest, but these provisions shall not apply to any contract by or on behalf of the company to give the Directors or any of them may suffer by reason of becoming or being sureties for the company. A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in any subsequent transaction with such firm or Company shall as regards any such transaction be sufficient disclosure under this clause and after such general notice it shall not be necessary to give any special notice relating to any particular contract with such firm or Company.

POWERS OF THE DIRECTORS

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

26. The Board of Directors may, from time to time, subject to the provisions of Section 58A and 292 of the Act and the Rules made there under and director issued by Reserve Bank of India raise or borrow any sums money for and on behalf of the company from the members or other persons, companies, banks, financial institutions, corporation or they may themselves advance money to the Company on such interest as may be approved by them.
27. The Board of Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the Company or by mortgage or charge of all or any part of the property of the Company and of its uncalled capital for the time being.

PROCEEDINGS OF DIRECTORS

28. The quorum necessary for the transaction of the business of the Directors in the company shall be at least two or one third number whichever is higher, subject to Section 287 of the Act.
29. Subject to the provisions of Section 289 of the Companies Act, 1956 and except a resolution which the Act specifically requires to be passed in a Board Meeting, a resolution in writing approved by a majority of Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly called, held and constituted.

CHAIRMAN

30. The Board of Directors may, from time to time, appoint any Director to be the Chairman of the Board, for a fixed term or without any limitation as to the period for which he is to hold such office.
31. The Chairman of the Board of Director shall be subject to the same provisions as to resignation and removal as the other Directors and he shall ipso facto cease to be the Chairman if he ceases to hold the office of the Director for any cause.

MANAGING DIRECTOR

32. Subject to Section 197A and 314 of the Act, the Board may, from time to time, appoint any one or more Directors to be the Managing Director(s) of the Company on such terms and conditions as the Board may think fit and for a fixed terms or without any limitation as to the period for which he is to hold such office, and may, from time to time, (subject to the provisions of any contract between him and the Company) remove or dismiss him from office and appoint another in his place.
33. A Managing Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors and shall, ipso facto cease to hold the office, of the Director for any cause.
34. A Managing Director shall, in addition to the remuneration payable to him as a Director of the company as sitting fee receive such remuneration as may be sanctioned by the Board, from time to time, and such remuneration as may be fixed by way of salary or commission or participation in net profit or by any or all these modes.

35. Subject to the provisions of Section 292 of the Act, the Board of Directors may, from time to time, entrust to and confer upon a Managing Director for the time being such of the powers as are exercisable under these articles by the Board as it may think fit and may entrust or confer such powers for such periods and to be exercised for such object and purposes, and upon such terms and conditions and with such restrictions, as they may think fit. The Board of Directors may, from time to time, revoke, withdraw, alter or vary all or any of such powers.

INSPECTION OF ACCOUNTS

36.(i) The Board of Directors shall cause proper books of accounts to be maintained under Section 209 of the Act.

(ii) The Board of Directors shall also, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations, account books of the Company or any of them, shall be open to the inspection of members not being Directors.

(iii) No member not being a director shall have any right of inspecting any account book or document of the Company except as conferred by the Act and other laws authorised by the Board or by the company in general meetings.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

37. Balance Sheet and Profit and Loss Account will be audited once in a year by a qualified auditor appointed for the purpose by the Company for correctness as per provisions of the Act.

AUDIT

38. The first auditors of the Company shall be appointed by the Board of Directors within one month of the incorporation of the Company who shall hold office till the conclusion of the first annual general meeting.

39. The Board of Directors may fill up any casual vacancy in the office of the auditors.

40. The remuneration of the auditors shall be fixed by the Company in the annual general meeting or in such manner as the Company in the annual general meeting may determine except that remuneration of the first or any auditors appointed by the Directors may be fixed by the Directors.

THE SEAL

*41. The Board of Directors shall provide for the safe custody of the seal of the Company. The common seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board of Directors or any Committee of Directors or any Committee of Executives authorised by the Board of Directors and in the presence of any one Director or such other person authorised by way of resolution passed by the Board of Directors or Committee of Directors or Committee of Executives. Such director or other person aforesaid shall sign every document, deed or instrument to which the said common seal is affixed in their presence. Such signatures shall be conclusive evidence of the fact that the common seal has been properly affixed.

*Changed vide Special Resolution Passed by members on 05th May, 2016.

SECRECY

42. Subject to the provisions of the Law of Land and the Act, no member or other person (not being a Director) shall be entitled to require the discovery of any information respecting the Company's business or any matter which is or be in the nature of trade secret or secret process relating to the conduct of the business of the company and which in the opinion of the Directors will be inexpedient in the interest of the Company to communicate, or examine the properties of the company without the permission of the Directors.

INDEMNITY

43. Subject to the provisions of Section 201 of the Companies Act, 1956, every officer, or agent for the time being of the company shall be indemnified out of the assets of the company against any bonafied liability incurred by him in defend any bonafied proceeding, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Companies Act, 1956 in which relief is granted to him by the court.

Names, addresses, description occupation of each subscribers	Signature of Subscribers	Names, addresses, description, occupation and signature of the witness
<p>1. Rajnish Soni S/o Late Sh. Satish Kumar Soni 351, Nav Sansad Vihar, Sector 22, Dwarka, N Delhi-110075 Business</p> <p>2. Rajesh Goyal S/o Sh. Hans Raj Goyal H.No. 65 Sector 25 Panchkula 134116 Business</p>	<p>Sd/-</p> <p>Sd/-</p>	<p>We witness:</p> <p>Sd/- Sanoj Kumar Gupta S/o Late Sh. Laxmi Narain Gupta R/o. 87-B, Pocket-U & N, Shalimar Bagh New Delhi-110088 Chartered Accountant-M.No.097044</p>

New Delhi

Dated this

29th day of January

2011