



प्रारूप आई० आर०
FORM I. R.

निगमन का प्रमाण-पत्र
Certificate of Incorporation

ता. 10-13474 का सं. 10-13474
No. 10-13474 of 19.99

मैं एतद् द्वारा प्रमाणित करता हूँ कि सिंघानिया बिल्डकॉन प्राइवेट लिमिटेड
कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन निगमित की गई है और कम्पनी
परिसीमित है।

I hereby certify that SINGHANIA BUILDCON PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that
the Company is limited by shares.

मेरे हस्ताक्षर से आज तारीख छव्वास चैत्र शक उन्नास सो हक्कास
को दिया गया।

Given under my hand at GWALIOR this SIXTEENTH
day of APRIL One thousand Nine hundred and NINETY NINE



(J. N. TIKAU)
कम्पनी कारनिस्टार
Registrar of Companies
Madhya Pradesh, Gwalior

For, Singhanla Buildcon Pvt. Ltd.

Director

For, Singhanla Buildcon Pvt. Ltd.

Director

THE COMPANIES ACT, 1956
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION
OF
SINGHANIA BUILDCON PRIVATE LIMITED

- I. The Name of the Company is SINGHANIA BUILDCON PRIVATE LIMITED.
- II. The registered office of the company will be situated in the state of Chhattisgarh.
- III. The objects for which the Company is established are:-
 - A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -
 1. To purchase, acquire, contract, develop, cultivate, sell, take in exchange, or on lease, hire or otherwise, acquire any lands whether developed or undeveloped, whether, agricultural or non agricultural, whether rural or urban, develop the same and sell let on hire or lease or otherwise deal in lands, and to carry on the business of land development, builders, contractors, erection and construction of houses, residential flats, buildings, shopping Complexes, roads, colonies, commercial buildings and to act as promoter builders and colonisers.
 - B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:
 1. To apply for purchase or otherwise acquire and protect and renew any patents, patents-rights, inventions, trade marks, designs, licences, concessions and the like, conferring any exclusive or non-exclusive or limited rights to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company and to use exercise, develop or grant licences in respect of, or otherwise turn to

For, Singhania Buildcon Pvt. Ltd.

-1-

For, Singhania Buildcon Pvt. Ltd.

Director

Director

account the property rights, or information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.

2. To acquire from any Government, Central, State, Local, foreign or Public body or persons or authority or from any private individual any concessions, grants, decree, rights, powers and privileges whatsoever which may seem to company capable of being turned to account or which the company may think directly or indirectly conducive to any of its objects or capable of being carried on in conjunction with its objects or capable of being carried on in conjunction with its business and to work, develop, carry out, exercise and turn to account the same.
3. To apply for, promote and obtain any Act of parliament, charter privilege, concession, licence or authorisation of any Government, State or Municipality provisional order or licence from any authority for enabling the company, to carry any of its objects into effect or for extending any other powers of the company or for effecting any modification of the constitution of the Company for any other purpose which may seem expedient and to oppose any proceedings or application which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly, to prejudice the interest of the company.
4. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person firm or company carrying on or proposing to carry on any business which this company is authorised to carry on, or possessed of any property or right suitable for any of the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and to purchase, acquire sell and deal in property, shares, stocks, debenture stock of any such person, firm or Company and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm or Company.
5. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, Co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorised to carry on, or which can be carried on in conjunction therewith or

For, Singhanian Buildcon Pvt. Ltd.

-2-

Director

For, Singhanian Buildcon Pvt. Ltd.

Director

any business or transaction capable of being conducted so as directly or indirectly to benefit this company.

6. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purposes which may seem directly or indirectly to benefit this company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of shares, debentures or other securities of any such other company.
7. To lend and advance money or give credit to such persons or companies and on such terms, as may seem expedient and in particular to customers and others having dealings with the company and to guarantee the performance of contracts or obligations and the payment of or by any such persons or companies and to give guarantees and indemnities provided that the company shall not carry on any banking business as defined in Banking Regulation Act. 1949.
8. Subject to the provisions of section 58A, 293 and other applicable provisions of the Act and directives of Reserve Banks of India to receive money on deposit or loan and borrow or raise or secure the payment of moneys in such manner as the company shall think fit and in particular by the issue of debentures, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon all or any other company's properties or assets, movable or immovable, both present and future including its uncalled capital and also by a similar mortgage or lien, to secure and guarantee the performance by the company or any other person or company, of any obligation undertaken by the company as the case may be and to purchase or pay off any such securities.
9. To vest any movable or immovable property, rights or interest 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.
10. To draw, make, accept, endorse, discount, execute and issue promissory note, bills of exchange, warrants, debentures and other negotiable or transferable instruments as per directives of RBI.
11. Subjects to section 76 of the Act, to pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation

For, Singhania Buildcon Pvt. Ltd.

-3-

For, Singhania Buildcon Pvt. Ltd.

Director

Director

and registration of the company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.

12. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuating, provident, family pension or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any persons who are or were at any time in the employment or service of the company or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company or who are or were at any time directors or officers of the company or of any such other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the company or of any such other company as aforesaid and make payments to or toward the insurance of any such persons as aforesaid and to any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
13. To establish or promote or concur in establishing or promoting any companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purposes which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing or underwrite, subscribe to or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
14. To lease, mortgage, exchange, grant, licences and other rights and improve, manage, develop and turn to account and in any other manner deal with or dispose of the undertaking investments, property assets, rights and effects of the company or any part thereof for such consideration as may be thought fit and in particular any shares, stocks, debentures or other securities of any of any other company whether of not having objects altogether or in part similar to those of the company.
15. To employ agents or experts to investigate and examine the conditions, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, properties or rights.

For, Singhania Buildcon Pvt. Ltd.

-4-


Director

For, Singhania Buildcon Pvt. Ltd.


Director

16. To subscribe, contribute, gift or donate any money, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful objects or to make gifts or donations of money or other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual or bodies of individuals or bodies corporate but no such donation shall be made to any political party except as provided in law.
17. To open bank accounts including overdraft account and to operate the same in the ordinary course of business.
18. To undertake or promote scientific research related to any business or class of business in which the company is interested.
19. To take part in the formation of the business or operation of any company or undertaking.
20. To undertake, carryout, promote, sponsor or assist any activity in the promotion and growth of national economy and for discharging social and moral responsibilities of the company to the public or any section of the public as also any activity likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and without prejudice to the generality of the foregoing to undertake, carry out, promote, sponsor and/or assist any activity for setting up and running of Schools, colleges, Training and vocational institutions in technical medical or educational fields, music and dance centers and for setting up and running of hostel residential accommodation, staff quarters in connection with and for the benefit of the staff and students of such schools colleges and other institutions or for organising lectures or seminars likely to advance the subjects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or research and for organising, conducting or assisting any association, institution fund and trust having any one of the aforesaid objects as one of its objects, by giving donations or otherwise.
21. To become member of other bodies of persons and associations including societies, clubs and companies limited by guarantee whether formed for profit or non-profit making or other activities.
22. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds debentures stock contracts,

For, Singhania Bulldcon Pvt. Ltd.

-5-

For, Singhania Bulldcon Pvt. Ltd.

Director

Director

inorganic chemicals, phosphates, tanning, essences, isinglass, colours paints, glues, gums, pigments, varnishes, compounds, organic, of heavy chemicals, minerals, intermediates, proprietary articles of all kinds laboratory re- agents, including any and all elementary substances and compounds thereof.

23. To carry on the business of manufacturing, processing, importing, buying, selling or otherwise to deal in fertilizers, pesticides, insecticides and other products used for agricultural and other farming work.
24. To carry on business of processing, converting, manufacturing, formulating, using buying, selling, acquiring, storing, dealing, distributing, importing, exporting and disposing of all types of petrochemicals and other related products including Naphtha, Mixed Xylenes, Paraxylene, Metaxylene, Toluene, Cymene, Phenol, Urea, Methanol, resins, Polymethyl Acetylenes, P.V.C. Polyethylene, Plastics, Melamine and derivatives thereof whether liquid, Solid or gaseous Propylene, Glycol, Acrylic Fibers, Aromatic Alcohols, gases, Epoxy resins and all other petrochemical products and polymers.
25. To Manufacture, deal import and export pig iron, sponge iron, ferro silicon, ferro chrome and other ferrous substances and metals of every description and grades and to manufacture, deal, imports and export all kinds and varieties of non-ferrous raw metals such as aluminium, copper, tin, lead etc, and the by-products obtained in processing and manufacturing these metals.
26. To carry on, in any part of India, the business of spinners, weavers, manufacturers, ginners, pressers, packers, and bales and cotton, jute, hemp, silk, wool, and any other fibrous material, and the cultivation thereof and the business of weaving or otherwise manufacturing, bleaching, dyeing, printing and selling yarn, cloth linen and other goods and fabrics, whether textile, fabric, netted or looped and of buying, selling and dealing in cotton and other fibrous materials, yarn, cloth, linen and other goods or merchandise made thereof and generally to carry on the business of cotton spinners and doublers, linen manufacturers. cotton flax, hemp, jute, silk, wool, yarn, and cloth merchants, bleachers & dyers, makes of vitriol, bleaching and dyeing materials and to transact all manufacturing or curing and preparing processes and mercantile business that may be necessary or expedient and to purchase and vend raw materials and manufactured articles.

For, Singhania Buildcon Pvt. Ltd.

For, Singhania Buildcon Pvt. Ltd.

-9-

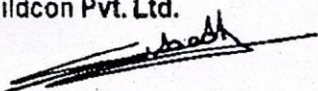
Director

Director

27. To set up and carry on the business of communication networks, electronic mail systems, and entertainment channels and other related businesses.
28. To carry on the manufacture, trade, sale, import and export of all types of Jelly Filled Cables, Optical Fiber Cables, XLPE & PVC Cables and other Telecommunication and Electric Cables, Conductors and Wires, for use in industrial applications, medical use, instrumentation, defense, systems, signalling, telecommunication, multi channel video communication, data communication and other communication and electronic & electrical applications.
29. To carry on the business of assemblers, hirers, repairers, cleaners of and dealers in all types of aircrafts, hovercrafts including small aircrafts such as microlight, ultralight and other crafts that are capable of being flown in air or run on land whether on dry land or waterways like rivers, lakes or sea whether carrying passengers or cargo and other equipments of whatever nature or kind which are presently being used or may be used hereinafter in aircrafts or hovercrafts.
30. To carry on the business of imparting training for small aircrafts, flying and maintenance assembling repairing, research and development on small aircrafts and other related work.
31. To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, agents, seller's, of and dealers in all kinds of Galvanised wires, M.S. wires, barbed wires, wire products, wire drawings, annealed wires, stay wires, link chains and such allied articles as may be conveniently produced or manufactured.
32. To carry on the business of running steel forging shop, ferrous and non-ferrous steel fabrication rolling mill. To carry on the business of running steel foundry based on electric, oil or gas furnace of any type or furnace used for the manufacture of steel from scrap or iron or any other material and to manufacture in the foundry such casting or ingots from steels, alloy steels, or special steel as may be required by any industry or industries or by machinery manufacturers or as deemed necessary.
33. To carry on the business of designing, manufacturing, developing, improving, hiring, repairing, selling, letting, improving exporting, and dealing in machines, machine tools, plants including processing plants, equipments, parts, spares,

For, Singhania Buildcon Pvt. Ltd.

-10-


Director

For, Singhania Buildcon Pvt. Ltd.


Director

fixtures, and forgings of all types, of all metals, and in any weight for any industry or others.

34. To carry on the business of transport of goods, animals or passengers from place to place either by land or sea or by air or partly by through sea and partly by land or air, whether in aeroplanes, motor vehicles, animal drawn vehicles, cars, ships, cycles, or biplanes and other vehicles and modes of transportation. To carry out the business of general carriers, transporters, railway booking, forwarding agents, loading and unloading agents, commission agents, warehousemen, storekeepers bonded carmen and common Carmen and sales and purchase of motor vehicles. To carry on the business of traveling agency, travel agent Indian & foreign. To carry on trading and C & F agency business. To employ, own, purchase, take on hire or otherwise acquire and run taxicars, lorries trucks, station wagons, cars aeroplanes, cycle rickshaws, motor cycles, tongues, rail motors ship vessels, boats, steamers and all other vehicles of whatsoever kind and propelled by any type and form of energy and their spar parts.
35. To open, manage and run commercial training centers, schools, colleges, institutions, education centers, computer education centers, polytechnics, tututions and coaching centers, and franchise business relating to above. To carry on the business of imparting knowledge about science, engineering, medical, music, information technology, art, commerce, management etc. and of computer software development, hardware engineering & maintenance, multimedia education, training & maintenance.
36. To carry on the business of screen printing and transfer printing on ceramic Tiles, Decorative tiles, Sanitary wares Screen printing on garments, Stationery printing. To carry on the business of screen/photographic stencil manufacturing for tiles printing, sanitary wares printing, PCB printing, carton printing, Garments printing and face stamping on cloth.
37. To carry on the business of OFF SET PRINTING, ordinary printing, Desk top publishing, book printing, lithography and printing of all types.
38. To carry on the business of manufacturing, export, and to otherwise deal in welding electrodes, welding machines, and other welding materials, suitable for industries, trade, scientific, electronics, domestic and other applications & uses and of various sizes, qualities, descriptions and kinds.

For, Singhania Buildcon Pvt. Ltd.

For, Singhania Buildcon Pvt. Ltd.

Director

Director

39. To carry on the business of manufacturing, assembling, repairing, servicing, selling, purchasing, importing, exporting of Electrical and electronics equipment like Transformers, Motors, Switchgears, pumps, threshers, Starters, electric fans, coolers, airconditioners, televisions, telephones, epoxy, audio and video equipments and appliances and equipments used in factories, homes mills, workshops, business offices, hotels, and other type of electrical, electronic, solar, equipments and machineries of Domestic, Industrial, Communication, Defense, Research applications. To carry on the business of repairing, renovating, conditioning, altering, of the above machineries and equipments on job-work basis.
40. To carry on the business of providing consultancy in the field of electronics, electricals, mechanical engineering and allied matters. To accept the assignments for setting-up of electrical/electronics factories/mills/shops on turnkey basis or otherwise. To carry on the business of mechanical, electrical, and electronical contractors.
41. To manufacture, formulate, buy, sell, export, import, or otherwise deal in pharmaceutical formulations for the manufacture of Tablets, Capsules, Oral preparations, Ampulse, Indictable, Vials, Transfusion liquids and conical preparations. To act as manufacture and dealers in toilet requisites, scents, fats, sprays, vermifuges, fungicides, insecticides, pesticides, and biological products and preparations.
42. To manufacture, produce, pack, repack, import, export, distribute, sell, and deal in dentalcare, optic care products, surgical devices, equipments, machines, apparatus, & implements used in hospitals, nursing homes, pathology laboratories, and of other biological centers, hospital and nursing home's disposable utilities and to deal in restoratives and food specialties suitable for infants, invatids, contraceptives, vaccines, gauges, bandages, vetenary medicines, tincture extracts, and surgical equipments/ instruments.
43. To setup, run, manage, hold, acquire, maintain, buy, sell, hire, lease, or in any other manner whatsoever, procure, and run, Hospitals, nursing homes, maternity homes, health centers, baby centers, chreches, clinics, in general common for all deceases or in specialised branches like Orthopedics, Gynecology, Pediatrics, Cancer, Opthomology, Physiotherapy E.N.T., Radiology, Pathology, Neurology, Dentalcare, etc. To setup Aurvedic Homeopathic, Naturopathic, and other types, clinics and centers.

For, Singhania Buildcon Pvt. Ltd.

-12-

Director

For, Singhania Buildcon Pvt. Ltd.

Director

44. To setup, run, manage, hold, build, take on lease, hire, or otherwise open and maintain medical colleges and research centers. To establish in any manner whatsoever Educational & Research institutions in all branches of medical & healthcare field in general or in species like Vetnary Dental aurvedic, Homeopathic, Naturopathic Colleges and Research Centers.
45. To impart training regarding marketing and advertising through practicals, door to door selling campaigns, classroom lectures, theoretical classes, videographic, cinematographic, and other audio-visual techniques. To act, as marketing & advertising consultants, brokers, agents, programmer producers, show designers article display, and canvassing of products.
46. To purchase, acquire, take on lease or agreement and work establish any mines of minor and major minerals and treat or deal in the material including by products of mining.
47. To establish and carry on all or any industry, trade or business of preparing, cutting, polishing, processing, treating, exporting importing, mining of all types of marbles, granites, lime stone, sand stone and all type of major and minor minerals and color stones, building materials, of every description and types including setting, processing, trading or dealing into waste and by products arising from mining and/ or processing of marbles, granites & colour stones etc.
48. To carry on in India and abroad the business of manufacturing processing, refining, cleaning, purifying, selling, purchasing, importing, exporting, converting of edible, non-edible oils and soaps. To carry on cultivating, producing, planting, manufacturing of edible and non edible oil seeds including ground nuts, mustard seed, cotton seed, line seed, copra, rice and bran, cakes, cattle feed, protein and their by products. To carry on the business of seed crushers, solvents extractors, hydrogenated oil makers and oil refiners.
49. To acquire by purchase, grant, concesslon, licence, lease, barter or otherwise, whether absolutely or conditionally, and/or either solely or jointly with others, any land, track or land or lands in India or elsewhere, and to acquire right and/or interests connected with such land or tarots granted by the Government or the rulers or owners thereof . To give let out, lease, exchange any of the lands or a part thereof, of the company, to cultivators for tilling and cultivating and/or for growing crops and/or vegetable fruits and all other types of agricultural produce. To enter into contracts with cultivators for acquiring by

For, Singhania Buildcon Pvt. Ltd.

-13-

For, Singhania Buildcon Pvt. Ltd.

Director

Director

purchase, barter, grant exchange or otherwise the crops and others produce or cultivated by them.

50. To manufacture, export sale, and to deal in all ways in various types and varieties of seeds, plants, creepers, vegetables, garden tools and manures, fertilizers. To have farms, sheds, laboratories, land, buildings, dispensaries and hospital for the benefit of the livestock and of the keepers of the livestock and for farmers, workers and employees of the company. To take part in livestock exhibitions and exhibitions of dairy produce and sale of agodairy products.
51. To carry on the business of manufacture, sale, purchase, import export of all types of Liquor, whisky, Rum, Gin, Vodka, Country Liquor, Scotch, Beer, Brandy, Rectified Spirits and other liquors. To setup distillery and bottling plant for manufacture/ bottling of liquors such as Rum, Gin, Vodka, Whisky, Beer, Brandy and to purchase sell, mollasses and other incidental goods related to liquor manufacturing or liquor from competent authorities. To take part in auctions and contracts of excise department for retailing and wholesaling of country and Indian made foreign liqueurs.
52. To acquire by purchase, exchange, lease, exchange, hire of otherwise develop or operate land, building, any estate or interest in and here detements of any tenure or description including agricultural land, mines quarries, farms, gardens, and any estate or interest therein and any right over or connected with land and buildings so situated and construct, develop or to turn the same to account as may seen expedient and in particular by preparing buildings, sites, flats, houses, apartments, commercial complexes, by constructing reconstructing, altering, improving, decorating, furnishing and maintaining offices, rooms, flats, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, hotels, hostels, gardens, swimming pools, play grounds, buildings, works and conveniences of all kinds and selling, leasing, hiring, otherwise deal with or disposing of the same and to manage land, building and other properties, whether belonging to the company or not and to collect rents and incomes and to supply tenants occupiers, and other refreshment, attendance, light, waiting rooms, reading rooms, meeting rooms, electric and other conveniences commonly provided in flats, suits, and residential and business units and to act as architects, consultants, designers, developers builders, contractors, estate

For, Singhanian Buildcon Pvt. Ltd.

-14-

Director

Singhanian Buildcon Pvt. Ltd.

Director

agents, merchants, dealers, processors & manufacturer in every type of building requisites and materials.

53. To carry on the business of sell, purchase, export, import, agency, wholesalers, distributors, marketing, propaganda agency, processing of plywood, sunmica, particles board, hard board, MDF board, Pvc boards, timber, granites, marble & other stone slabs, tiles, Electrical & electronic goods, merchandise, household goods, equipments and appliances, toys, consumer durables industrial goods, machineries, implements, accessories, cosmetics, gift articles, leather goods, handicraft items, cloth & garments, knitwears, food items, building material, stationery goods.
54. To carry on the business as hoteliers, hotel proprietors, hotel managers and operators and caterers, restaurant keepers, refreshment room proprietors, milk & snack bars, cafe & tavern lodging house, ice cream merchants, sweat meat, milk processors & merchants, bakers and confectioners, licensed victualisers, wine & spirit merchants, blenders, and bottlers. To carry on the business of own, run & manage the holiday home, resorts, amusement parks, gymnasiums, games clubs, fun parks, palace hotels, water games parks, and night clubs.
55. To carry on the business of import, export, trading & marketing of confectionery & bakery products, tea, spices, gambier, beetle nut, pepper, mint, vegetables, edible & non-edible oil, kirana goods, and other food provisions, chemicals, cosmetics, textile goods readymade garments, pharmaceuticals, fertilizers, computer and their peripherals & parts, granites, marbles & other building materials, shoes, & other leather goods, wooden articles, gift and novelty items, electric/ electronics equipments, appliances and other general, domestic and industrial commodities.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 2,00,00,000/- (Rupees Two Crore only) divided into 20,00,000 (Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

For, Singhania Buildcon Pvt. Ltd.

For, Singhania Buildcon Pvt. Ltd.

-15-

Director

Director