

THE COMPANIES ACT 1956

(A COMPANY LIMITED BY SHARES)

MEMORANDUM & ARTICLES

OF ASSOCIATION

OF

SINGHANIA BUILDCON PRIVATE LIMITED

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For, Singhania Buildcon Pvt. Ltd.

Director



प्रारूप आई० आर०
FORM I. R.

निगमन का प्रमाण-पत्र
Certificate of Incorporation

ता.....का सं.....
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...सत्र...को दिया गया।

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



(J.N. TIKKU)
कम्पनियों का रजिस्ट्रार
Registrar of Companies
Madhya Pradesh, Gwalior

Certified True Copy

For, Singhanian 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

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For, Singhania Buildcon Pvt. Ltd.


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, Singhania Buildcon Pvt. Ltd.


Director



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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

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For, Singhanian Buildcon Pvt. Ltd.


Director



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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.

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For, Singhania Buildcon Pvt. Ltd.


Director

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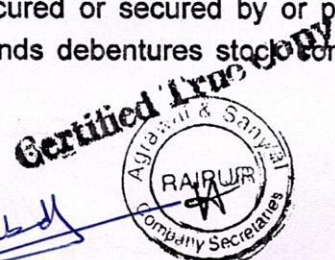
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16. To subscribe, contribute, gift or donate any money, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful objects or to make gifts or donations of money or other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual or bodies or 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 stocks and contracts,

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For, Singhania Buildcon Pvt. Ltd.


Director



mortgages, charge obligation, instruments and securities, of any company or of any authority supreme, municipal, local or otherwise of any persons whomsoever whether incorporated or not and generally to guarantee or become securities for the performance of any contracts and obligations.

23. To create any depreciation funds, reserve fund, insurance fund, sinking fund, or any other special fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties of the company by way of Development Rebate Reserve or for redeemable preference shares or for any other purpose conducive to the interests of the company.

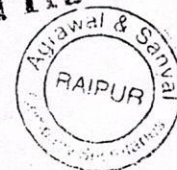
C. OTHER OBJECTS ARE:

1. To carry on the business of manufacturing, assembling, buying Selling, reselling, exchanging, altering, importing, exporting, hiring, letting on hire, distributing or dealing in ships, shipping lines, boats, barges, launches, submarines, aerial conveyances of every description and kind for transport or conveyances of passengers, merchandise or goods of every description whether proper — elled or moved or assisted by means of patrol, spirit, electricity, steam, oil, vapour, gas, petroleum, or any other motive power like buses, trucks etc.
2. To carry on the trade or business of manufacturers of ferromagnesian, calliery proprietors, coke manufacturers, melters, and tin plate makers.
3. To carry on the business of manufacturers and dealers in all types of rubbers, leather, celluloid, bakelite, plastic and all other chemicals, rubber and plastic goods particularly industrial rolls, rollers, sheets, beltings and consumer goods such as tyres, tubes and other allied products, chappels, shoes, toys.
4. To carry on the business of cold and other storage.
5. To carry on the business of stationers, photolithographers, engravers, book-binder, accounts book manufacturers, machine rulers, numerical printers, paper bag makers, box makers, photographers, manufacturers of and dealers in playing, visiting, complimentary and fancy cards and valentines, dealers in parchment, dealers in stamps, agents for the payment of stamp, designer, draftsmen, ink manufacturers, pen, ball pen and pencil manufacturers, book-sellers and publishers.

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For, Singhania Buildcon Pvt. Ltd.


Director

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6. To construct, manage, run, open, lease or to carry on the business of hotel restaurant, cafe, tavern, refreshment room and boarding, lodging, house keepers, licensed victuallers, wine, beer, spirit aerated mineral and artificial water and other drinks, merchants, purveyors, caterers for public amusements perfumers, chemists, proprietors of clubs, baths dressing room, laundries, grounds and places of amusements, recreation, sports entertainment and instructions of all kinds.
7. To work as agents and caterers for railways, shipping, and road transport corporations, companies or bodies and carriers by land, water and air, property and freight contractors, forwarding agents, clearing agents, ship chandlers, underwriters and insurers of ships.
8. To operate, run or lease theatrical and opera box office, cinema halls and to work as exhibitors, producers and distributors of films and motion pictures.
9. To carry on business as brewers, distillers and manufacturers of and dealers in vinegar, ice, acetic acid, glucose, heavy water, mineral water, carbonic acid.
10. To carry on business as bakers and manufacturers of and dealers in bread, flour, rava maid, biscuits and farinaceous compounds and materials of every description and other food products including sugar, gar, khandasari, sugar candy, chocolates and toffees.
11. To carry on business of steam and general laundry and wash, clean, purity, scour, bleach, wring, dry, iron, color, dye disinfect, renovate and prepare for use all articles of wearing apparel household, domestic and other cotton, silk and woollen fabrics and man made fabrics.
12. To manufacture, or otherwise deal in handicrafts, ivory, painting products, novelty, curios.
13. To carry on the business of purchase and sale of petroleum products and coal and to act as dealers and distributors for petroleum companies, to run service station for the repairs and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils and grease.
14. To carry on the business as goldsmiths, silversmiths, jewelers, gem merchants, watch and clock repairers, electroplaters, dressing, beg makers, importers and exporters of bullion and buy, sell and deal (wholesale and retail) in bullion, precious stones, jewelry, watches, clock, gold, silver plates, cups,

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For, Singhanian Buildcon Pvt. Ltd.


Director



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shields, electroplated, cutlery, dressing bags, articles of virtue and objects of art.

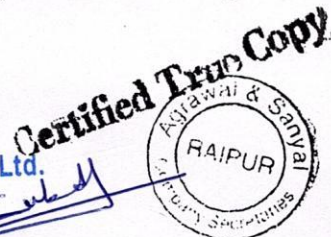
15. To carry on the business of tobacconists in all its branches and to sell, make and manufacture tobacco cigars, snuff and other articles usually sold by tobacconists.
16. To carry on the business of timber and lumber merchants, lumber yard and saw mill proprietors and to buy, sell, prepare for market, import, export and deal in timber and wood of all kinds and to manufacture and deal articles, of all kinds in the manufacture of which timber or wood is substantially used and to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths.
17. To carry on the business as manufacturers, stockiest, importers, exporters, repairers, and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switch boards, cookers, engines, gun presses, insulating materials and electrical plant appliances.
18. To carry on the business as manufacturers or dealers in or as stockiest, importers and exporters of bottles, jars, fibrite boxes, corrugated containers, aluminium, foils or all types of wooden packing cases, wires, ropes, strips, conductors and equipments required for generation, distribution and transmission of electric energy, motors, fans, lamps, furnaces, batteries and accumulators.
19. To carry on the business of manufacturers or dealers in glass products, including sheets and plate glass optical glass and laboratory wares.
20. To carry on the business as manufacturers, processors of or otherwise dealers in or stockiest importers of packing material, cartons, containers, bottles, pouches, boxes and cases made of paper, boards, wood, glass plastic pulp (cellulose) films, polythene, rubber, metals, metal foils, gelatin, tin or other materials.
21. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockiest, agents, and distributors of and/ or dealers in cement products of all types and description.
22. To carry on the business of manufacturers, processors, buyers sellers, importers and exporters of and dealers in whether as principal or agents, phosphorous, chemicals, agrochemicals heavy chemicals, organic and

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For, Singhania Buildcon Pvt. Ltd.


Director

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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 Xylems. 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.

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For, Singhania Buildcon Pvt. Ltd.

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[Signature]
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,

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For, Singhania Buildcon Pvt. Ltd.

u/d
Director



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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 moods of transportation. To carry out the business of general carriers, transporters, railway booking, forwarding agents, loading and unloading agents, commission agents, warehousemen, storekeepers bounded 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, tutions 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.

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For, Singhania Buildcon Pvt. Ltd.

Director

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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

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For, Singhania Buildcon Pvt. Ltd.

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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 Veterinary 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, concession, 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

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For, Singhanian Buildcon Pvt. Ltd.

Director

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

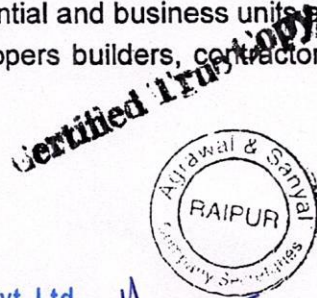
50. To manufacture, export sale, and to deal in all ways in various types and varieties of seeds, plants, creepers, vegetables, garden tools and manures, fertilizers. To have farms, sheds, laboratories, land, buildings, dispensaries and hospital for the benefit of the livestock and of the keepers of 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

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For, Singhanian Buildcon Pvt. Ltd.

Director

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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, knitweares, 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, peppar, 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 Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

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For, Singhania Buildcon Pvt. Ltd.


Director

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We the several persons whose names, addresses and descriptions subscribed, below are desirous of being formed into a company in pursue of this memorandum of Association and we respectively agree to take number of shares in the capital of the company set opposite our respect names.

Sl. No.	Names, Descriptions Addresses & occupations Of the subscribers	No. Of Equity Shares taken by Each subscriber	Signature Of Subscribers	Signature & Name Address, description And of witness Witnesses
1.	Subodh Singhania S/o Shri S.L.Singhania 5, School Road, Choubey Colony Raipur(C.G.)	100	Sd/-	Sunil Agrawal S/o Shri P.C.Agrawal Chartered Accountant 27, 1 st Floor New Cloth Market, Pandri Raipur (C.G.)
2.	Smt. Meenali Singhania W/o Shri Subodh Singhania 5, School Road Choubey Colony Raipur(C.G.) HOUSE LADY	100	Sd/-	Sunil Agrawal S/o Shri P.C.Agrawal Chartered Accountant 27, 1 st Floor New Cloth Market, Pandri Raipur (C.G.)

Dated : 5th April '99'

RAIPUR

For, Singhania Buildcon Pvt. Ltd.

Director

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Abhishek

*Abhishek Kumar Jain
Company Secretary
M.No. 24513, C.P. 8894*

THE COMPANIES ACT, 2013

(A COMPANY LIMITED BY SHARES)

Articles of Association

SINGHANIA BUILDCON PRIVATE LIMITED

Interpretation

(1) In these regulations—

(a) "the Act" means the Companies Act, 2013.

(b) "the seal" means the common seal of the company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Private Company

(3) The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and the company will have a minimum paid up capital of Rupees One Lakh or such higher paid up capital as may be prescribed from time to time under the Companies Act, 2013 accordingly :-

(a) The right to transfer shares of the company is restricted.

(b) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company; and

(c) The number of members of the Company shall be limited to Two Hundred not including:-

(i) Person who are in the employment of the Company; and

(ii) 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 the members of the company after the employment ceased;

Provided that where two or more persons held one or more shares in the Company jointly, they shall for the purpose of this clause be treated as a single member.

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For, Singhanian Buildcon Pvt. Ltd.


Director

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Share Capital and Variation of Rights

(4) (a) The Authorised Share Capital of the Company is ₹ 2,00,00,000/- (Rupees Two Crores only) divided into 20,00,000 (Twenty Lac) Equity Shares of ₹ 10/- (Rupees Ten only) each with power to increase or decrease its capital and to divide the shares into several classes and attach thereto respectively and preferentially, qualified or special rights, privileges or conditions as may from time to time be determined by or in accordance with the Regulations of Companies and the Companies Act, 2013."

(4) (b) Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

(5) (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

- (a) One certificate for all his shares without payment of any charges; or
- (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

(6) (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

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For, Singhania Buildcon Pvt. Ltd.

Director

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(7) Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

(8) (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

(9) (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

(10) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

(11) Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

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For, Singhania Buildcon Pvt. Ltd.

Director

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Lien

- (12) (i) The company shall have a first and paramount lien—
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
- Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- (13) The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:
- Provided that no sale shall be made—
- (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- (14) (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- (15) (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on Shares

- (16) (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

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For, Singhanian Buildcon Pvt. Ltd.


Director



Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
- (17) A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.
- (18) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- (19) (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- (20) (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- (21) The Board—
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.



Transfer of Shares

- (22) (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- (23) The Board may, subject to the right of appeal conferred by section 58 decline to register—
(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
(b) any transfer of shares on which the company has a lien.
- (24) The Board may decline to recognise any instrument of transfer unless—
(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
(c) the instrument of transfer is in respect of only one class of shares.
- (25) On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

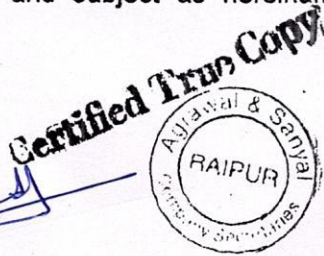
Transmission of Shares

- (26) (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- (27) (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

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For, Singhania Buildcon Pvt. Ltd.


Director



- (a) to be registered himself as holder of the share; or
(b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- (28) (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- (29) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:
Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of Shares

- (30) If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

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Director

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(31) The notice aforesaid shall—

- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

(32) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

- (33) (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

- (34) (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

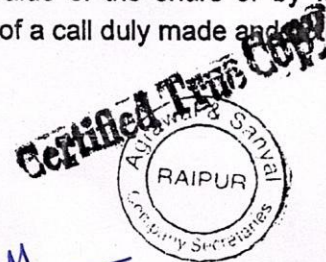
- (35) (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

(36). The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

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For, Singhanian Buildcon Pvt. Ltd.

Director



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Alteration of Capital

(37) The company may, from time to time, by Special resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

- (38) Subject to the provisions of section 61, the company may, by Special resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

(39) Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

(40) The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its Share Capital;
- (b) any Capital Redemption Reserve Account; or
- (c) any Share Premium Account.

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For, Singhanian Buildcon Pvt. Ltd.

Director

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Capitalisation of Profits

(41) (i) The company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

(42) (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
- (b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

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For, Singhanian Buildcon Pvt. Ltd.

Director

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- (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-Back of Shares

(43). Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General Meetings

(44) All general meetings other than annual general meeting shall be called extraordinary general meeting.

- (45) (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at General Meetings

- (46) (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

(47) The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

(48) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

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For, Singhania Buildcon Pvt. Ltd.


Director



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(49) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of Meeting

- (50) (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting Rights

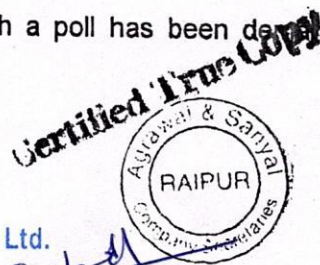
- (51) Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- (52) A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- (53) (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- (54) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- (55) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

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For, Singhania Buildcon Pvt. Ltd.


Director

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(56) No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

(57) (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

(58) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

(59) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

(60) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

(61) (i) The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

(ii) Followings are the first directors of the company:

- A. SHRI SUBODH SINGHANIA**
- B. SMT. MEENALI SINGHANIA**

(62) (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

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For, Singhania Buildcon Pvt. Ltd.


Director

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- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - (b) in connection with the business of the company.
- (63) The Board may pay all expenses incurred in getting up and registering the company.
- (64) The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
- (65) All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
- (66) Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- (67) (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

BORROWING POWER

(68) Subject to provision of the Companies Act, 2013 & rules there under the payment of any sum or sums of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as it think fit and in particular by property present or future, or of the uncalled capital of the Company or by issue of bonds, debentures or debenture-stock of the Company charged upon all or any property of the Company or part there of both present or future, including the uncalled capital for the time being. the creation of any mortgage or charge on the undertaking of the whole or any part of the undertaking.

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Director

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NOMINEE DIRECTOR

(69) (a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, any Financial Institution or Body Corporate or Bank or Insurance Corporation (hereinafter referred to as "the Financial Institution") shall have a right to appoint, remove, reappoint, substitute from time to time, its nominee as a Director (hereinafter referred to as "the Nominee Director") on the Board of the Company, as long as any moneys remain owing to them or any of them by the Company, out of any Financial assistance granted by them or any of them to the company by way of loan and / or by holding debentures and / or shares in the Company and / or any liability of the Company arising out of the guarantee furnished by the Financial Institution on behalf of the Company remains outstanding.

(b) The Nominee Director so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. Subject to the aforesaid, the said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees etc as any other Director of the Company is entitled.

(c) If the Nominee Director is an Officer of any Financial Institution or Body Corporate or Bank or Insurance Corporation (hereinafter referred to as "the Financial Institution"), the sitting fees in relation to such Nominee Director shall accrue to such Financial Institution or Body Corporate or Bank or Insurance Corporation, as the case may be and he/ they shall be entitled to depute observe to attend the meetings of the Board or any other Committee constituted by the Board.

(d) The Nominee Director/s shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him / them to the Financial Institution appointing him / them as such Directors.

Proceedings of the Board

(70) (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

(71) (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

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For, Singhania Buildcon Pvt. Ltd.


Director

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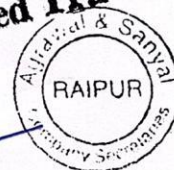
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
- (72) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
- (73) (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
- (74) (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- (75) (i) A committee may elect a Chairperson of its meetings.
(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- (76) (i) A committee may meet and adjourn as it thinks fit.
(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
- (77) All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
- (78) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

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For, Singhania Buildcon Pvt. Ltd.


Director

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Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

(79) Subject to the provisions of the Act,—

- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

(80) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

(81) (i) The Board shall provide for the safe custody of the seal.

- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

(82) The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

(83) Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

(84) (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the

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For, Singhania Buildcon Pvt. Ltd.

[Signature]
Director

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discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- (85) (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- (86) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- (87) (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- (88) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- (89) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- (90) No dividend shall bear interest against the company.

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For, Singhania Buildcon Pvt. Ltd.


Director



Accounts

- (91) (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

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

Indemnity

- (93) Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

For, Singhania Buildcon Pvt. Ltd.

Director

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We, the several persons whose names addresses and descriptions subscribed, below are desirous of being formed into a company in pursue of this Articles of Association and we respectively agree to take number of shares in the capital of the company set opposite our respect names,

Sl. No.	Names, Descriptions Addresses & occupations Of the subscribers	No. Of Equity Shares taken by Each subscriber	Signature Of Subscribers	Signature & Name Address, description And of witness Witnesses
1.	Subodh Singhania S/o Shri S.L.Singhania 5, School Road, Choubey Colony Raipur(C.G.)	100	Sd/-	Sunil Agrawal S/o Shri P.C.Agrawal Chartered Accountant 27, 1 st Floor New Cloth Market, Pandri Raipur (C.G.)
2.	Smt. Meenali Singhania W/o Shri Subodh Singhania 5, School Road Choubey Colony Raipur(C.G.) HOUSE LADY	100	Sd/-	Sunil Agrawal S/o Shri P.C.Agrawal Chartered Accountant 27, 1 st Floor New Cloth Market, Pandri Raipur (C.G.)

Dated : 5th April '99'

RAIPUR

For, Singhania Buildcon Pvt. Ltd.

[Signature]
Director

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[Signature]
Abhishek Kumar Jain
Company Secretary
M.No. 24513,
C.P. 8894.