

(THE COMPANIES ACT' 2013)
(PRIVATE COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
SHARDA DEVCON PRIVATE
LIMITED

- I. The Name of the Company is: **SHARDA DEVCON PRIVATE LIMITED.**
- II. The Registered Office of the company will be situated at: **NATIONAL CAPITAL TERRITORY OF DELHI.**
- III. (A) The objects to be pursued by the Company on its incorporation are:-
 1. To carry on in India or elsewhere, either alone or jointly with one or more persons, government, local or other bodies, the business of contractors, builders, furniture, consultants, realtors, property dealers, real estate dealer, developers, promoters, township planner, constructors, financiers, & brokers of all types of land, buildings and structures including houses, flats, apartments, offices, township, colonies, godowns, warehouses, shops, factories, sheds, hospitals, hotels, holiday resorts, shopping cum residential complexes and to develop, erect, install, alter, improve, add, establish, renovate, recondition, protect, participate, enlarge, repair, demolish, remove, replace, maintain, manage, buy, sell, lease, let

on hire, commercialise, turn to account, fabricate, handle & control, all such buildings & structures and to purchase, sale or deal in all types of movable or immovable properties for development, investment, or for resale and to act as buyer, seller, importer, exporter, agent, distributor, stockiest, or otherwise to deal in all types of raw material, goods, fittings, parts, accessories, know-how, consumables, plants & machineries, electrical goods, tools & tackles used for the foregoing purposes.

2. To carry on in India or elsewhere, either alone or jointly with one or more persons, government, local or other bodies, the business to contract, construct, build, alter, acquire, convert, improve, design, erect, develop, establish, equip, develop, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, furnish, repair, maintain, search, survey, examine, taste, inspect, locate, modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuilt, undertake, contribute, assist and to act as contractor, subcontractors, civil engineer, consultant, advisor, agent, broker, supervisor, administrator and manager of all types of construction & developmental work in all its branches such as roads, ways, culverts, wharves, warehouses, factories, building, structures, drainage & sewage works, water distribution & filtration systems, electrical, interior decoration, architectural work, docks, harbors, piers, irrigation works, foundation works, flyovers, airports, runways, rock drilling, aqueducts, stadiums, hydraulic units, sanitary works, power supply works, power stations, hotels, hospitals, dharamshala, multistorey, colonies, complexes, housing projects and other similar works and for the purpose to acquire, handover, purchase, sale, own, cut to size, develop, distribute or otherwise to deal in all sorts of lands and buildings and to carry on all or any of the foregoing activities for the building materials, goods, plants, machineries, equipments, accessories, parts, tools, fittings, articles, materials and facilities of whatsoever nature.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECT SPECIFIED IN CLAUSE III (A) ARE:-

1. To acquire by concession, grant, purchase, barter, lease, license or otherwise, lands, buildings and/or machinery, farms, water rights and such other works, privileges, rights and hired taments of all types.
2. To develop and turn to account any land acquired by the Company or in which it is interested, and in particular by preparing the same for building purpose, constructing, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
3. To erect upon the lands belonging to the Company and upon any other such lands or property which may be taken on lease or license by the Company, factories, buildings, houses and erections as may be required for carrying out the objects of the Company and, in particular, equip the said buildings and/or factories with machinery, immunities and facilities.
4. To construct, maintain, improve, develop, work, run, control and manage any water works, gas works, reservoirs, roads, tramways, electrical work, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, running, control and management thereof for the welfare of the officers and employees of the Company.
5. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world any patents, patent rights, brevets, invention, trade marks,

designs, licenses, protection, concessions and conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.

6. To pay for any lands and immovable or movable estates and/or properties or assets of any kind acquired by the Company or for any services rendered or to be rendered to the Company and generally to pay or discharge any consideration to be paid or given by the Company in money or in shares whether fully paid-up or partly paid-up debentures or obligations of the Company, or partly in one way and partly in another or otherwise, however, with power to issue any shares either as fully paid-up or partly paid-up for such purposes.
7. To enter into any arrangements and to take all necessary or proper steps with Government or with other authorized, supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operation for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modifications in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by some any other Company, firm or person which may be considered likely, directly or indirectly to prejudice the interests of the Company and to oppose and resist whether directly or indirectly. Any legislation which may be seem disadvantageous to the Company and to obtain from any such tracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.
8. To adopt all pre-incorporation contracts entered into by the promoters with any person on behalf of the Company by way of ratification or substitution and to remunerate any person for the formation or promotion of the Company or for

acquisition of any property, license, letter of intent, allotments, know how or similar thing by the Company.

9. To purchase, acquire, takeover, merge, amalgamate and undertake the whole or any part of the business, goodwill, benefits, obligation, pending contracts, engagements, license, credential, registrations, property, rights, assets and liabilities, deposits, bank balances including loans & advances, Investments of any Company, firm whether partnership or proprietorship, Hindu Undivided Family or person carrying on or proposing to carry on any business similar to that of this Company or possessed of the property or rights suitable for any of the purposes of this Company & to purchase, acquire, sell and deal in property shares, stocks, debenture, stock of any such person, firm or body corporate and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such persons, firm or body corporate.
10. To lease, let out on hire, mortgage, pledge, hypothecate, charge, sell or otherwise dispose of the whole or any part of the undertaking of the Company or any land, business, property, stocks, investments, rights or assets of any kind of the Company or any shares or interest there in respectively in such manner and for consideration as the Company may think fit and in particular for shares or debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
11. To buy and sell foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf, and generally to invest and deal with the moneys of the Company in or upon such securities and in such manner as from time to time be determined.
12. To promote, form and register, and aid in the promotion, formation of any Company or companies subsidiary or otherwise for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to transfer to any Company any property of the Company and to be interested in or take, or otherwise dispose of shares debenture and other securities in or of any such Company and to subsidise or otherwise assist any such Company.

13. To pay all or any costs, charges or expenses, whatsoever preliminary, incidental or relating to the promotion, formation, registration or establishment to this or any other Company or to the raising, subscription, issue, settlement or quotation in any stock exchange of any portion of the original or future share, loan or other capital of this or any other Company and to remunerate by commission, discount or otherwise any person or Company for services rendered in placing or assisting to place any such capital debenture stocks or securities or obtaining or assisting or to obtain a settlement or quotation of the same in any stock exchange or for any services, preliminary, incidental, or relating to or in connection with the promotion, formation, registration, or establishment of this or any such other Company and to charge any payment of remuneration aforesaid to capital or revenue account.
14. For the purpose of business of the Company and also to discharge its social obligations towards the society in public interests, to construct, execute, carry out, equip, improve, work, develop, administer, manage or control in India or elsewhere in the world public works and conveniences of all kinds including railways, tramways, docks, harbors, port, wharves, canals, waterways, highways, bridges, underground tunnels, tubes and tube rail road, submersible roads, reservoirs, embankments, irrigations, reclamations, sewage, drainage, sanitary, water, gas, electric, light, telephonic, telegraphic, power, supply works, warehouses, markets, and public buildings and all conveniences of public utility, whether directly or indirectly, either on its own or through some agencies, and to contribute for such work such amount as the Board of Directors may deem fit from time to time.
15. To establish provide, encourage, maintain, conduct or subsidize school, colleges, research laboratories, research & development centers, experimental workshops, or such other tests, studies, investigations, inventions etc. as are necessary for scientific & technical researches by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conference by providing or contributing to the remunerations of scientific or technical professors or teachers and providing or contributing to the award of scholarships, prizes and grant to students or otherwise and generally to encourage, promote & reward

studies, researches, investigations, experiments, tests and inventions of any kind which is likely to assist any business which the Company is authorised to carry on.

16. To carry in India or elsewhere any objects of the Company in any capacity like agent, representative, principal, carrier, broker, underwriter, trustee, contractor, trader, buyer, seller, importer, exporter, consultant, turnkey, contractor, supplier, fabricator, franchiser, jobworker, proprietor, manufacturer, processor, vendor, dealer, distributor, stockist, or in any other capacity, either alone or in conjunction with any other person, firm, Company, corporation, government, body, association, society, club, local authority or other entities.
17. To acquire from any person, firm or body corporate incorporated or unincorporated, whether in India or elsewhere, technical know-how, information, processes, engineering, manufacturing and operating data, plans, lay outs and blue prints or other types of prints useful for the design, erection and operation of plant or plants required for attaining the main objects of the Company and acquire any grant or license and other rights and benefits in connection herewith.
18. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects of business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
19. To act as an Import and Export house and to perform all the functions and undertake all activities connected therewith including obtaining and dealing in licenses, quotas, certificates and other rights.
20. To render advisory and consultancy services in the fields of investment, finance, management, secretarial, legal, administrative including economic, industrial and taxation.
21. To invest in other than investment in Company's own shares and deal with the moneys of the Company not immediately required in any scheduled banks or in trust securities or deposit on interest with any body corporate/individual/firm or in such other manner as is beneficial to the Company.

22. To negotiate loans for the Company or other persons or bodies, to lend moneys, securities and other properties, to draw, make, accept, issue, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, hundis, drafts, bills of lading, warrants, and other negotiable or transferable instruments, and all kinds of securities and to become sureties and guarantors for any such purposes or to receive grants, subsidies, contributions, donations, loans, advances or other money of whatsoever nature from state government, central government, foreign government & bodies, banks, companies, trusts or individuals with or without conditions for the purpose of fulfillment of objects of the company or for such other purposes as may be directed by the donor and to do all acts and things as may be necessary for the said purpose.
23. To open accounts with any bank or financial institution and to negotiate loans for the Company or other persons or bodies, to lend moneys, securities and other properties, to draw, make, accept, issue, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, hundis, drafts, bills of lading, warrants, and other negotiable or transferable instruments, and all kinds of securities and to become sureties and guarantors for any such purposes or to receive grants, subsidies, contributions, donations, loans, advances or other money of whatsoever nature from state government, central government, foreign government & bodies, banks, companies, trusts or individuals with or without conditions for the purpose of fulfillment of objects of the company or for such other purposes as may be directed by the donor and to do all acts and things as may be necessary for the said purpose.
24. To insure any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
25. Subject to Sections 73-76 and 179,180,185 & 186 of the Act and the Regulations made thereunder and the Directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures, debenture-stocks, bonds or other instruments perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by



mortgage, charge or lien upon all or any of the properties, or assets or revenues and profits of the Company both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company to give the lenders the power to sale and such other powers as may seem expedient and purchase, redeem or pay off any such securities.

26. To distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up subject to provisions of the Companies Act'2013.
27. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising through any audio-visual means, in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, any by granting prizes, rewards and donations or in any other manner considered suitable.
28. To carry on any other trade, business or undertaking which may seem to the Company capable of being conveniently carried on in connection with any of the Company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property movable or immovable belonging to the Company or in which the Company may be interested.
29. To arrange for the marketing and sale of the products and byproducts of the Company and of such raw materials, goods and articles remaining in its possession as are normally necessary for carrying on the business of the Company but are not immediately required for use by it, and, for that purpose, either to establish its own shops, agencies or marketing organisations or to appoint selling agents and/or distributors (whether individuals, firms or bodies corporate) in any place in or outside India, to allot, specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay remuneration to such selling agents and/or distributors by way of such commission or in such other manner as the Company may deem fit.

30. To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund, or any special or other fund or account whether for repayment of redeemable preference shares, redemption of debentures or debenture stock, for special dividends, for equalising dividends, for repairing, improving, extending and maintaining any part of the property of the Company and/or for any other purpose whatsoever.
31. To give on loan money to such person or persons, partnership firm or firms Hindu Undivided Family or families, or other Company whether on security or otherwise, as may be conducive to the interest of Company but not connected to Banking business as defined under Banking Regulation Act, 1949.
32. To distribute as dividend or bonus among the members or to place reserve or otherwise to apply, as the Company may, from time to time, think fit, any money received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of forfeited shares, and moneys arising from the sale by the Company of forfeited shares, subject to the provisions of the Companies Act, 2013.
33. To send out to foreign countries, its directors, employees or any such person or persons for investigating possibilities of any business or for procuring and buying any machinery or establishing trade connections or for promoting the interests of the Company and to pay expenses incurred in this connection.
34. To agree to refer to arbitration any dispute, present or future between the Company and any of the Company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign law.
35. To do such other things as may be considered as incidental or conducive to the fulfillment of the objects of the Company or any of them.

- IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Share Capital of the Company is is Rs. 1,00,00,000 (one crore only) divided into 10,00,000 (Ten lakh only) equity shares of Rs.10/- (Rupees Ten) each. The Company will have the rights to increase and/or reduce its capital and divide its capital for the time being into shares of different classes and to attach to any such shares such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company in accordance with the provisions of the Companies Act' 2013.
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We several persons whose names and addresses are subscribed below are desirous of being formed into a company in pursuance of this 'Memorandum of Association', and respectively agree to take the number of shares in the capital of the company set opposite our respective names:

Sl. No.	Name, Address, description and occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Signature of subscriber	Photograph of Subscriber	Signature of witness with address, description and occupation
1.	Leena Sharda w/o Sanjay Sharda P.O. = Berjamsda Dist: Singhbhum (w) JHARKHAND - 833221 Occupation - Business	5000	Leena Sharda		I, BARKHA JAIN, witness to the subscribers who have subscribed and signed in my presence. Further, I have verified their identity details [ID] for their identification and satisfied myself of their identification as filled in", C.S. BARKHA JAIN 201-A Raj Bhawan Aptt, Harnu Road, Ranchi-834009 <i>Barkha Jain</i>
2.	Saurabh Kumar Sharda w/o Kamishwar Prasad Sharda P.O. = Berjamsda Dist: Singhbhum (w) JHarkhand - 833221 Occupation - Business	5000	Saurabh Kumar Sharda		
TOTAL		10000			

Date: 13-06-2015
Place: JHARKHAND