



Tirumala Infrastructure & Development (P) Limited
Kounda Ke. Koth
Director

STAMP SUPERINTENDENT
RAJYA COLLECTOR
THE COMPANIES ACT, 1956



PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

Of

TIRUMALA INFRASTRUCTURE AND DEVELOPMENT PRIVATE LIMITED

1. The regulation contained in Table 'A' in the first Schedule of the companies Act, 1956 as amended from time to time so far as they are not hereinafter excluded modified or altered and are applicable to a private Company shall apply to the Company.
2. Regulations No. 21, 22, 23, 26, 27, 28, 40, 42, 43, 49(2), 53, 64, 66, 84, 95, 98 and 99 of the Table 'A' shall not apply to the Company.
3. Unless the context otherwise, requires, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof.

"The Company" means the above named Company.

The marginal notes are inserted for convenience and shall not affect the construction hereof and in these presents unless there be something in the subject inconsistent therewith.

"The Act" means the Companies Act, 1956, and includes any reenactment of statutory modification thereof for the time being in force and "Section" shall mean a section of the said Act.

"Director" means the Directors for the time being of the Company.

"The Board of Directors" or "The Board" means the Board of Directors for the time being the Company.

"The Managing Director" means the Managing Director for the time being of the Company so appointed.

"Office" means the Registered Office for the time being of the company.

"Register" means the Register of Members to be kept pursuant to Section 150 of the Act.

"Seal" means the common seal for the time being of the Company.

"Month and Year" means calendar month and calendar "year respectively"

"In Writing" and "Written" include, printing, lithography and other modes of representing or reproducing words in a visible form.

Words importing the singular number include, where the context admits or requires, the plural number and vice versa and words importing the masculine gender also include the feminine gender and the words importing persons shall include body corporate, firm, association of persons and society registered under Societies, Registration Act.

'Debenture' includes debenture stock.

"Special Resolution" and "Ordinary Resolution" shall have the meanings assigned there to by section 189 of the Act.

These "Presents" means the Memorandum of Association and these Articles of Association of the Company for the time being in force.

"Article" means these Articles of Association or as altered and modified from time to time

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PRIVATE COMPANY

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| Private Company and Section 3(1)(iii) restriction | 4. | The Company is a private Company, within the meaning of Section 3(1) (iii) of the Companies Act' 1956 and accordingly. |
| | (a) | No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company. |
| | (b) | The number of members of the Company (exclusive of (i) persons 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 in that employment and have continued to be members after the employment ceased) shall be limited to fifty, PROVIDED that for the purpose of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member, and |
| | (c) | The right to transfer shares or the Company is restricted in the manner hereinafter appearing. |
| | (d) | The minimum paid-up capital of the Company is Rs.One Lakhs. |
| | (e) | Prohibits any invitation or acceptance of deposits from persons other than its member, directors or their relatives. |
| Allotment of Shares | 5. | The company shall have the power to issue Preference Shares carrying a right to redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the company and the Board may subject to the provisions of Section 80 of the Act, exercise such power in such manner and on such terms as the company may, before the issue of such Preference Shares determine by Special Resolution. |

SHARE CAPITAL

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|---------------------------------------|-------|---|
| Director's Control over Share Capital | 6. | The shares in the capital of the company for the time being shall be under the control of the Directors who may with unanimous approval of all directors allot or otherwise dispose off 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 per or (subject to compliance with the provisions of Section 79 of the Act), at a discount and at such time as they may from time to time think proper and with full power to give to any person the option to call for or be at a premium being exercisable at such time and for such consideration as the Directors think fit. |
| Transfer of Shares | 7.(a) | Subject to the restriction of these articles a share may be transferred by a member or other person entitled to transfer to any person selected by the transferor at a fair value but no share shall be transferred to a person who is not a member unless such person selected by the transferor, is approved by the Board of Director s unanimously as one of whom it is desirable in the interest of the Company to admit to membership. In case the Board of Directors does not approve the person selected by the transferor such shares shall be transferred to any person selected by the Board of Directors unanimously as one of whom it is desirable in the interest of the company to admit to membership. |

Fair Value of Shares

(b) In case any difference arises between the proposing transferor and the purchaser as to the fair value of a share, the Auditors of the Company, shall on the application of either party, certify in writing the same which in the opinion is the fair value and such sum shall be deemed to be the fair value.

Decline to register any transfer

(c) The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of share, whether or not is a fully paid share.

Minor share holder

(d) The company shall be entitled to register any shares in the name of any minor person, if fully paid up and allow the dividend thereof to be collected by such person as it deems the guardian of such minor shareholder.

Directors/Employee Share holders

8. Notwithstanding anything contained contrary elsewhere in these Articles, whenever any number of the company who is employed by the company as a full time Director or otherwise resigns or is dismissed from employment or is removed from such Directorship, the Board may at any time within 14 days after his resignation or dismissal or removal resolve that such member will demand transfer of his shares or share any one nominated by the Board at a fair value to be fixed by the Auditors, Should the said member decline to transfer his share or shares the company may receive the purchase money and shall there upon cause the name of the person nominated by the Board to be entered in the register as the holder of the share or shares and shall hold the purchase money in trust for such member. The Board shall have the power to issue a fresh or duplicate share certificate, or certificates, to the person nominated by the Board as aforesaid and cancel the original share certificates or certificate. The receipt of the Company for the purchase money shall be a good discharge to the person nominated by the Board and after his name is entered in the register in purported exercise of the aforesaid powers the validity of this proceeding shall not be questioned by any person.

Transmission

9. Any person becoming entitled to shares in consequence of the death or insolvency of any share holder thereof or in any way other than by transfer, upon producing such evidence of his title thereof or that he sustains the character in respect of which he proposes to act under this Articles as the Directors think sufficient may with the consent of the Directors (which they shall not be under any obligation to give) and without production of any probate or Letters of Administration or Succession Certificate and upon such terms as to indemnity or otherwise as the Directors may impose, be registered as a member himself in respect of such share or may, with such consent and subject as aforesaid transfer the share to such other person as the Directors may approve of unanimously.

However, in the event of his proposing to transfer such other person as aforesaid, it shall be subject to the same restrictions as those hereinbefore.

PROCEEDINGS AT GENERAL MEETING**Notice for General Meeting**

10. (a) A General Meeting may be called by giving not less than 21 days clear notice in writing duly specifying the place, the day and the hour of meeting, by registered post acknowledgement due to the persons entitled to vote there at in the manner laid down in the Act, provided that a general meeting may be called after giving shorter notice than that specified above if the shareholders of the Company holding more than 95 percent of the paid up capital or the Company carrying right to vote at meeting so agree in writing.

(b) Any omission to give notice to or the non-receipt of notice by any member or other person to whom it should be given shall invalidate the proceeding at the meeting.

(c) Save as otherwise expressly provided by the Act all resolutions shall be passed at general meetings by special resolution.

Adjourned Meeting

11. (a) The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by meeting, adjourn the meeting from time to time and from place to place.
- (b) Any business may be transacted at any adjourned meeting in addition to the business left unfinished at the meeting from which the adjournment took place provided a notice of additional business to be transacted at the adjourned meeting is given as in the case of an original meeting.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Save as aforesaid, it shall not be necessary to give any notice of an adjourned of the business to be transacted at an adjourned meeting.
- (e) If at an adjourned meeting also a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall stand dissolved and be called a fresh.
- (f) Two members present personally shall be a quorum for all purposes at any adjourned meeting or annual general meeting.

DIRECTORS**Number of Directors**

12. Unless and until the company General Meeting shall otherwise determine by special resolution the number of Director shall not be less than two or more than twelve.

FIRST DIRECTORS

13. The First Directors of the Company
1. Ashish Garg
 2. Aman Garg

Additional Directors

14. The Board shall have the power to appoint the Directors generally and to appoint additional directors to fill any casual vacancy only up to the date of the next Annual General Meeting of the Company.

No share Qualification of Director

15. Unless otherwise determined by the company in General Meeting a Director shall not be required to hold any share in the company as his qualification.

Retirement

16. Directors shall not be liable to retire from office by rotation.

Alternate Directors

17. The Board may appoint any person to act as an Alternate Director for a Director during his absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held and such alternate director shall ipso facto vacate office when the absentee director returns to the State or vacates his office as director.

Appointment by Financial institution

18. In the event of the Company borrowing any money from and while such money remains due, any financial corporation, institution, government, government body, bank, collaborator, person or any other loan giving agency or source shall have, if the terms of agreement so provide, power and may exercise such power to appoint one or more directors of the company and any director so appointed shall hold office during the pleasure of or may be removed or substituted by any person by the appointing authority, provided such appointment or removal shall be in writing signed by the appointee and served to the company.

Removal of Directors

19. The company may, by ordinary resolution of which special notice has been given in accordance with section 190 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages or for breach of any contract of service between him and company.

- Appointment of Director 20. The company may, subject to the provisions of section 284, appoint another person in place of a Director removed from office under the immediately preceding article in the same meeting and may in general meeting appoint any person as a Director provided special notice has been given to the Company of the intention to propose him together with a notice in writing by the intended director of his willingness to be elected.
- Resignation of Directors 21. In addition to the grounds mentioned in section 283 of the Act, the office of a Director would be vacated if any Director resigns his office by notice in writing to the company.
- Management of the Company 22. The management of the business of the company shall be vested in the Board of Directors and the Board of Director may exercise all such powers and do all such acts and things as the company is by its Memorandum of Association or otherwise authorized to exercise or do and as are not hereby or by statute directed or required to be exercised or done by the company in general meeting but subject, nevertheless, to the provisions of the act and to these presents & regulations from time to time made by the company in general meeting not being inconsistent with the provisions of these presents, provided that no such regulations shall invalidate any prior Act of the Directors which would have been valid if such regulation had not been made.
- Borrowing powers of the Directors 23. Subject to the provisions of the Act, the Director may from time to time at their discretion, raise or borrow from any Director, member, person, firm, company or bank any sums of money at such interest and upon such interest and upon such security and conditions in all respects as they think fit or expedient and in particular by the issue of debentures, debenture-stock or bonds of the company and by mortgage, charge or other security on all or any properties of the company or any part including its uncalled capital for the time being.
- Power to delegate authorities 24. The Board of Directors shall have the power to delegate any of the powers or authorities vested in them, except such as are not hereby or by statute directed or required to be expressly exercised or done by the Directors in a Board Meeting, to the Managing Director(s), whole time Director(s), Director(s)-in-Charge or any other person(s) as they think fit and proper.
- Appointment by Power of Attorney 25. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be attorney or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding these vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit and any power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorize such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- Sitting fees 26. Each Director shall be entitled to be paid up out of the funds of the company for attending meeting of the Board or a committee thereof including adjourned meetings such sum as sitting fees as shall be determined from time to time by the Directors but not exceeding their limits as prescribed in section 310 of the Act.
- Remuneration of Directors 27. The remuneration of Directors shall from time to time, be determined by the Board and the same may be in the form of a monthly allowance or in any other manner and may be equal or varying in the case of each Director.
28. 1) The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day to day.
 2) In addition to the remuneration payable to them in pursuance of the Act or the Articles, the Directors may be paid all traveling, hotel and other expenses 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 including the adjourned meetings or
 b) In execution of their duties as Directors of the company or in connection with the business of the company.

- Remuneration for extra services 29. If any Director being willing, shall be called upon to perform extra services in going or residing away from his place of residence for any of the purposes of the company or to give special attention to the business as a member of committee of Directors or to hold any office in company or to work as contractor, agent, purchaser or to perform any other duty or to make any special exertions for any of the purposes of the company, the company may subject to the provisions of the Act remunerate such Director by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors and such remuneration may either be in addition to or in substitution for any other remuneration to which he may otherwise be entitled.
- Holding of any other office 30. Any Director may hold any other office in the company in conjunction with the office of Director on such terms as to remuneration and otherwise as may be fixed by the Board, subject to the provisions of section 314 of the Act.
- Commission to Directors 31. The company may, subject to the provisions of these Articles and the Act, pay a commission on the net profits of the company to its Directors whether in whole or part time employment of the company or not.
- Quorum for Meeting 32. The quorum for a meeting of the Board shall be two-third of its total strength, any fraction contained in that two-third being rounded off as one, or two directors, whichever is higher and if a quorum is not present within fifteen minutes from the time appointed for the meeting, it shall be adjourned until such date and time as the Chairman of the Board shall decide.
- Resolution by circulation 33. A resolution circulated amongst the Directors and signed by all the members of Board or committee thereof, then in India or by majority of such of them as entitled to vote on the resolution, shall be as valid and effectual as if had been passed at a meeting of the Board or a committee duly convened and held.
34. Subject to the provision of section 297 of the Act, a Director shall not be disqualified from contracting with the company either as vendor, purchaser or otherwise, for goods, materials or services or any such contract entered into by or on behalf of the company with a relative of such director or firm in which such director or relative is partner or with other partner in such firms or a private company of which such director is a member or director be avoided, nor shall any director so contracting or being such member or so interested be liable to account to the company for any profit realized by such contract by reason of such director holding that office or of fiduciary relation, thereby established.
35. Regulations 67 to 70 and 73 to 80 of Table 'A' shall apply.

BORROWING POWERS

- Power to Borrow money by directors 36. The Directors may, from time to time, at their discretion borrow any sum or sums of money or make any arrangement for finance for the purpose of the Company and may raise or secure the payment and such sum or sums or the financial arrangement in such manner, and upon such terms, and conditions, in all respect as they think fit, and in particular by making drawing, accepting or endorsing on behalf of the Company any promissory notes or bills or exchange or by issuing bond, perpetual or redeemable debentures or debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Company both present and future including its uncalled capital for the time being.

MANAGING & WHOLETIME DIRECTORS

- Power to appoint Managing Director or Whole time Director 37. Subject to the provisions of Section 197A of the Act, the Board may, from time to time, and with the unanimous consent, appoint one or more Directors to be Managing Director, whole time Director or Managing Directors or whole time Directors of the Company, either for a fixed terms or without any limitation as to the period for which he is or they are to hold such office, and may from time to time (subject to the provisions of any contract between him or them and the company), remove or dismiss him or them from office and appoint another or other in his place on their places.
- To what provision he shall be subject 38. A Manager or wholetime Director shall be subject to the same provisions as to resignation and removal as the other Director, and he shall ipso facto and immediately, cease to be a Managing Director, or whole-time Director, as the case may be if he ceases to hold the office of Directors from any cause.

- Power of Managing Director or whole time Director
39. Subject to the provisions of the Act and in particular to the prohibition and restrictions contained in Section 292 thereof the Board may, from time to time, entrust to and confer upon a Managing Director or whole time director for time being such of the powers exercisable under these presents & by the Board as it may think and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions, and with such restrictions as think fit, and the Board may from time to time, revoke, withdraw, alter or vary all or any of such powers.

SECRECY

- General
40. No number shall be entitled to require or receive any information as to accounts and business of the Company as is by these presents or by the Act directed to be laid before the Company in General Meeting.
- Secrecy
41. Subject to the provisions of the Act, every Director, Manager, Auditor, Secretary, Treasurer, Trustee, Member of a Committee, Accountant, Agent, Officer Servant or other person employed in the business of the Company shall when required to sign a declaration pledging himself to observe a strict secrecy respecting all transaction of the Company with customers and the state of account with individuals and in matters relating thereto and in all technical matters concerning equipment and process and shall by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or the Auditors or by resolution of the Company in General Meeting or by Court of Law or by the persons to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained. Nothing herein contained shall affect the powers of Central Government or any officer appointed by the Government to enquire or to hold an investigation into the Company's affairs.
- No member to enter the premises of the company without permission
42. No member or other person (not being a director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or the managing Director or, Subject to Article 141 to require, discover of any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of trade secret, mystery of trades or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion the Board or Managing Director will be inexpedient in interest of company to communicate.

RECONSTRUCTION

- Reconstruction
43. On any sale of the undertaking of the Company the Board of the liquidators on a winding up may, if authorized by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, whether incorporated in India or not other than existing or to be formed for the purchase in whole or in part of the property of the company and the Board (if the profits of the Company permit) or the Liquidators (in a winding up) may distribute such shares or securities or any other property of the Company amongst the members without realization or vest the same in trustees for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit or property, otherwise then in accordance with the strict legal rights of the members or contributors of the Company, and for the valuation of any such securities or property at such price and in such manner, as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorized and waive all rights in relation thereto, save only in case of Company is proposed to be or is in the course of being wound up such statutory rights (if any) under Section 49A of the Act as are incapable of being varied or excluded by these Articles.

SEAL

Seal

44. The Directors shall procure a seal to be made for the safe custody thereof. The seal shall not be affixed to any instrument except by the authority of the resolution of the Board of a committee of Directors every instrument or deed to which the seal is affixed shall unless the same is executed by a duly constituted attorney of the Company be signed at least by one Director in whose presence the seal is so affixed provided however, that share certificates shall be sealed in accordance with the provision of the companies (issue of share Certificates) Rules, 1960 as in force from time to time.

WINDING UP

Distribution of Assets

45. If the Company shall be wound up and the assets available for distribution among the members as such be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively and if in a winding up on the shares held by them respectively, and if in a winding up on the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice the rights of the holders of shares issued upon special terms and conditions.

ACCOUNTS

46. a) The Board of Directors shall, from time to time, determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of the members (not being Directors).
b) No member (not being Director) shall have any right of inspecting any accounts or books of account of the company except as conferred by law or authorized by the Board of Directors or by the Company in a General Meeting.

AUDIT

47. a) The first Auditor of the Company shall be appointed by the Board of Directors within one month from the date of incorporation of the Company and Auditor so appointed shall hold office until the conclusion of the first Annual General Meeting.
b) At each Annual General Meeting of the company shall appoint an Auditor to hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting.
c) The remuneration of the Auditor shall be fixed by the company in the General Meeting or in such manner as the Company in the General Meeting may determine, in case of an Auditor appointed by the Board of Directors his remuneration shall be fixed by the Board.
d) The Board of Directors may fill any casual vacancy in the office of the Auditor and while any such vacancy continues the remaining Auditors, if any, may act, but where such vacancy is caused by the resignation of the Auditors the vacancy may be filled up by the company in a General Meeting.
48. If the company shall be wound up whether voluntarily or otherwise the liquidators may with the sanction of a special resolution, divide among the contributories in specie or kind any part of the assets of the company and may, with the like sanction, vest any part of the assets of the contributories or any of them, as the liquidators, with the like sanction, shall think fit.

Distribution of assets in special

INDEMNITY

Indemnity

49. Every Director, Manager, Secretary or Officer of the Company or any person (whether an officer of the Company or not) employed by the company and any person appointed as auditors shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Manager, Secretary, Officer Employees or Auditor in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection application under, Section 633 in which relief is granted to him by the court

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

Names, Addresses, Signatures, Descriptions & Occupation of Subscribers	Numbers of Equity Shares taken by each Subscriber	Names, Addresses, Signatures, Descriptions & Occupation of Witness
<p><i>Aman Garg</i> AMAN GARG S/O LATE R.P. AGARWAL 503, ROSHAN TOWERS BALASI NAGAR VISAKHAPATNAM - 520003 OCCUPATION - BUSINESS DOB. 25.08.1975</p>	<p>5000 Eq. Shares (Five thousand Equity Shares)</p>	
<p><i>Ashish Garg</i> Ashish Garg S/O Shri L.C. Garg 504, Roshan Towers Balaji Nagar Visakhapatnam 530003 Occupation Business DOB 13/3/1983</p>	<p>5000 Eq Shares (Five thousand Equity Shares)</p> <p>10,000 (Ten thousand)</p>	<p>Witness to both the signatures:- <i>Mahadeo Agarwala</i> MAHADEO AGARWALA, (FCA, CSTAFFER) S/O. FATEMA CHAND AGARWAL V. LOHIA & CO. Chartered Accountants P. R. N. MOHAPATRA ROAD And Floor R.No. 209 KOLKATA - 700001 (PROFESSION)</p>

Place: Kolkata,

Date: 17th Aug 7 October, 2008.

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

Memorandum

and

Articles

Of

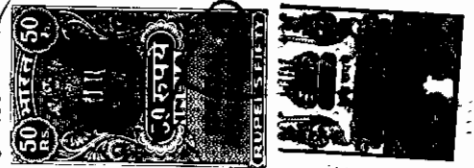
Association

Of

TIRUMALA INFRASTRUCTURE AND DEVELOPMENT PRIVATE LIMITED

STAMP AFFIXED BY

THE COMPANIES ACT, 1956
PRIVATE COMPANY LIMITED BY SE
MEMORANDUM OF ASSOCIATION
OF



BLUE SKY REALTY DEVELOPERS PRIVATE LIMITED

- I. The name of the Company is 'TIRUMALA INFRASTRUCTURE AND DEVELOPMENT PRIVATE LIMITED'
- II. The Registered Office of the Company will be situated in the State of WEST BENGAL
- III. The objects for which the Company is established are:
 - (A) The main objects to be pursued by the Company on its incorporation are:

1. To acquire by purchase, lease, exchange, hire or otherwise, lands and property of any tenure or any interest in the same and to erect and construct houses, buildings, technology parks, commercial malls or works of every description on any land of the Company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and other conveniences, and generally to deal with and improve the property of the Company or any other property and to sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings and other property of the Company or others and framing and execution of infrastructure development schemes.
To undertake or direct the construction and the management of the property, buildings, lands and estates (of any tenure or kind) of any person, whether Member of the Company or not, to act as contractors for any person, of governmental authorities for the construction of buildings of all description, roads, bridges, earthwork, sewers, tanks, drains, culverts, channels, sewage etc. or other works or things both in urban and rural areas in particular in the state of West Bengal or any other state, union territory in India that may be necessary or convenient for any of the objects of the Company or to purchase and sell for any persons freehold or other house property, buildings or lands or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent and to undertake consultancy in the sphere of real estate construction. To construct, execute, carry out, equip, improve, alter, develop, decorate, maintain, furnish, administer, take / give on rent / lease, manage or control public and private works and convenience of all kinds including roads, bridges, tramways, reservoirs, tanks, aquaducts, reclamations, improvements, sewage, drainage, sanitary, water waste gas, electric lights, telephonic, telegraphic and power supply works, hotels, aquaducts, reclamations, improvements, sewage, drainage, sanitary, water waste gas, electric lights, telephonic, telegraphic and power supply works, hotels, restaurant, beerhouse, refreshment room, tour operator, milk and snack bar, boarding and lodging house-keepers, ice-cream merchants, baker, confectioners, health clubs, baths, laundries, salons, beauty parlours, flower boutique, discotheque, tobacco and cigar merchants, warehouses, markets, bazars, places of amusement, cinema halls, Malls, theatres, food plazas, supermarkets, clubs, pleasure grounds, parks, gardens, swimming pools, water sewage and effluent treatment plants, commercial complexes, shops, offices, flats, houses, furnaces and all other works of convenience or other public or private utility or any other type of structure and to undertake any type of construction projects and associated activities and to act as consultant for manufacture, sales, purchases, deal,

import, export and other activities or transactions relating to lime, lime stone, ceramics, bricks, cement and all other building materials, Iron & steel, wooden materials, sanitary & plumbing materials, furnitures & fixtures.

2. To purchase, sell, and to deal in flats, houses, buildings and building materials, commodities, shares and securities, debt instruments and enter into derivative transactions and to act as brokers, commission agents for the above products.

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

1. To acquire or otherwise undertake the whole or any part of the business, property, assets and liabilities of any person, firm, concern or company carrying on any business which the Company is authorized to carry on or possess any property suitable for the purpose of the Company.
2. To promote or acquire, purchase or acquire shares out of the surplus fund of the Company not immediately required or interest in any company and to transfer to any such company any property of this Company and to subsidise or otherwise assist any such Company.
3. To purchase, take on lease or in exchange, hire or otherwise acquire in India or abroad (subject to RBI guidelines & regulations) any real and personal property, land, buildings, hereditaments, assets, interest and any rights or privileges which the Company may think necessary or convenient for purposes of its main business or may enhance the value of any other property of the Company and to construct, build, erect and maintain buildings and properties acquired by the Company in connection with attainment of the objects of the Company.
4. To sell, exchange, mortgage, let on royalty or tribute, grant licenses, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up, or securities of any other company.
5. Subject to provisions of the Companies Act, 1956, or any re-enactment thereof, to amalgamate with any company or companies having objects altogether or in part similar to those of this Company or any other Company or to enter into any partnership or into any arrangement for shares in profits union of interest, cooperation, joint-adventure or reciprocal concession with any person or persons or Company or companies carrying on or engaged in, or about to carry on or engage in, or being authorised to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.

6. To procure registration or recognition of the Company in or under the laws of any place outside India and to open branches of the company at any place whether in India or outside India.
7. To promote any other Company for the purpose of acquiring all or any of the property, assets and liabilities of this Company or for any other purpose, which may seem directly or indirectly calculated to benefit this Company.
8. To appoint contractors, managers, brokers, canvassers, agents and other persons and to establish and maintain agencies or branches in any part of the Union of India and/or abroad for the purposes of carrying on the business of the Company.
9. To enter into agreements and contracts with Indian or foreign individuals, companies or other organizations for technical, financial or any other collaborations or assistance for carrying out all or any of the objects of the Company.
10. To apply for tender, purchase or otherwise acquire any contract, sub-contract and concessions for or in relation to the objects hereinabove mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
11. To lend, invest or deal with the money of the company out of the surplus fund not immediately required either with or without interest, security and to receive money on loan upon such terms and conditions as the Company may approve, provided that the Company shall not do any banking business as defined under the Banking Regulation Act, 1949.
12. To open account or accounts with any individual, firm, company or with any bank(s), or shroffs and pay into and withdraw money from such account(s).
13. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
14. To use trade marks, trade names or brands for the services of the Company and adopt such means of making known the business of the Company.
15. To borrow or raise whether with or without security and to issue debentures of all types and conditions at discount or par or premium as may be thought fit by the Directors.
16. To undertake financial and commercial obligations, transactions and operations of all kinds concerning any business, which the Company is competent to carry on.
17. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patent, patent rights, bravest d'invention, trade mark, designs, licenses, protections, concessions and the like conferring any exclusive or non-exclusive or limited right 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 or the acquisition of which may seem to be calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon testing or improving any such patents inventions or rights and to carry on any business in any way connected therewith.

18. To provide for the welfare of the Directors or Employees or Ex-employees of the Company and those of its subsidiaries and their wives, families, dependant parents and the wives and families of their dependants or connections by building or contributing to the building of houses or dwellings or by grants-in-aids pensions, allowances, bonus or other payments and by providing or subscribing or contributing towards buildings and maintenance of places of education, instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company may think fit and to donate, subscribe or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national, public or other institutions or purposes. Provided such institutions proposed to be helped with money are not purely political party organizations.
19. To hold or assist in holding and participate in exhibitions, trade fairs, meets in India and abroad of the products, articles and services in which the Company / its subsidiaries are interested and to collect, arrange and circulate statistics and other connected information relating to main objects which this Company is authorized to carry on.
20. To do all and everything necessary, suitable or proper for the accomplishment of any of the purpose or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms or individuals and to do every things incidental or appurtenant to or growing out of, or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the law of Union of India.

(C) OTHER OBJECTS

1. To carry on all or any of the following business, namely, builders and contractors, decorators, merchants and dealers in stone, sand, lime, cement, bricks, timber, hardware and other building requisites, brick and tile and terracotta makers, job masters, carriers and house agents.
2. To promote, organize or carry on business of consultancy services in any field of activity in which the Company is engaged and to provide administrative and / or technical staff services on terms and conditions to be entered into with the parties and to provide office space to accommodate their staff and to act as contractors, engineers, advisers, estate agents, selling and purchasing agents and brokers for lands, buildings, flats, offices shops, garages, factories, godowns, furniture, fixtures, equipments and appliances.
3. To promote, organise or carry on business of consultancy services in any field of activity in which Company is engaged and to provide administrative &/ or technical staff, services on terms & condition to be entered with the parties and to provide office space to accommodate their staff and to act as contractors, engineers, advisers, estate agents, selling and purchasing agents and broker for lands, building, flats, offices, shops, garages, factories godowns, furnitures, godowns, fixtures, equipments and appliances.
4. To carry on the business of investment company and to purchase, acquire, hold and dispose of or otherwise invest in shares, debentures, stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, stocks, bonds, obligations and securities issued or guaranteed by any government, state dominion, sovereigns, ruler, commissioner, public body or authority, supreme, municipal, local or otherwise whether in India or elsewhere.
5. To carry on the business of investors, guarantors and to finance, lend or advance money or give loans to such person or firm or body corporate with the object of financing industrial

enterprises either with or without interest or security or any such terms as may be determined and to receive money on deposit or loan upon such terms and conditions as the Company may approve. Provided that the Company shall not do any banking business as defined in the Banking Regulations Act, 1949 nor any Chit Fund business.

6. To carry on the business of advertising, agents to acquire and dispose of advertising time, space or opportunities and media, undertake advertising and promotional campaigns of every nature and to carry on business of printers, publishers decorators in connection with the general advertising business and to do any other act or carry out any other contract for the promotion, continuance and advancement of the said business.
7. To manufacture, brew, process, dehydrate, can, package, sell, deal in and confectionery, dry and preserved fruits juices, vegetables, bread, flour, biscuits, baking materials, processed food, products, i.e., ice cream, candy, milk and milk products, sweets and all other eatable and their bye-products.
8. To carry on business as timber merchants, saw-mill proprietors and timber growers and to buy, sell, grow prepare for market, manipulate, import, export and deal in timber and wood of all kinds and to manufacture and deal in veneer, veneer products veneer tea-chests packing cases and commercial boards, decorative veneer, laminate boards composite boards, compressed boards, hard boards, chip boards, bent wood, moulded wood and articles of all kinds in manufacture of which timber or wood is used.
9. To explore, prospect, take on lease or on royalty basis or otherwise acquire, deposits, mines, mining, rights and lands or any interest therein to carry on business on mining in all its branches for ores of all kinds, metals, minerals of all kinds and descriptions, oil, precious and other stones and generally to undertake and carry on any business transaction or operation.

IV. The Liability of members is limited.

V. The Authorized Share Capital of the Company is Rs. 5,00,000,/ (Rupees Five Lakhs only) divided into 50,000 (Fifty thousand only) Equity shares of Rs. 10/- (Rupees Ten) each with the right, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and to divide the share the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate such rights, privileges or conditions in such manner as may be permitted by Companies Act, 1956 or other applicable laws or provided by the Articles of Association of the Company for the time being .

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

Names, Addresses, Signatures, Descriptions & Occupation of subscribers	Numbers of Equity Shares taken by each Subscriber	Names, Addresses, Signatures, Descriptions & Occupation of Witness
<p><i>Aditya</i> AMAN GARG 510 LATE R.P. AHARWAL 503, ROSHANTOWERS BALAJI NAGAR VISAKHA PATNAM - 530003 OCCUPATION - BUSINESS DOB - 25.08.1975</p>	<p>5000 Eq. Share (Five thousand Equity Shares)</p>	<p><i>Witness to both the signatures.</i> <i>Munish</i> MANJIB AGARWALA, FCA, (U.N. 0571141) 510, PATETA CHAW AHARWAL V. LOHIA & CO. Chartered Accountants. 1, A. N. MUKHERJEE ROAD 5th Floor, R. No. 209 KOLKATA - 700001 Profession.</p>
<p>Ashish Garg Ashish Garg 510 Stri L.C. Garg 504, Roshan Towers Balaji Nagar Visakhapatnam 530003 Occupation - Business D.O.B 13/3/1983</p>	<p>5000 Eq Share (Five thousand Equity Shares)</p> <p>10000 (TEN THOUSAND)</p>	<p><i>Witness to both the signatures.</i> <i>Munish</i> MANJIB AGARWALA, FCA, (U.N. 0571141) 510, PATETA CHAW AHARWAL V. LOHIA & CO. Chartered Accountants. 1, A. N. MUKHERJEE ROAD 5th Floor, R. No. 209 KOLKATA - 700001 Profession.</p>

Place: Kolkata,

Date: 17th day of October, 2008.



सत्यमेव जयते

प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45400WB2008PTC130481

2008 - 2009

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

TIRUMALA INFRASTRUCTURE AND DEVELOPMENT PRIVATE LIMITED

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

यह निगमन-पत्र आज दिनांक ग्यारह नवम्बर दो हजार आठ को मेरे हस्ताक्षर से कोलकाता में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U45400WB2008PTC130481

2008 - 2009

I hereby certify that TIRUMALA INFRASTRUCTURE AND DEVELOPMENT PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given under my hand at Kolkata this Eleventh day of November Two Thousand Eight



(ANIL MOHAN SINGH)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:
TIRUMALA INFRASTRUCTURE AND DEVELOPMENT PRIVATE LIMITED
8, KHAIRU PLACE, 4TH FLOOR,
KOLKATA - 700072,
West Bengal, INDIA