



GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Hyderabad
2nd Floor , CPWD Building , Kendriya Sadan , Sultan Bazar, Koti

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 and rule 8 of the Companies (Incorporation) Rules, 2014]

I hereby certify that ASHOKA BUILDERS INDIA PRIVATE LIMITED is incorporated on this Sixth day of February Two Thousand Fifteen under the Companies Act, 2013 and that the company is limited by shares.

The CIN of the company is U45200TG2015PTC097583.

Given under my hand at Hyderabad this Sixth day of February Two Thousand Fifteen.

SHASHI RAJ DARA
Deputy Registrar of Companies
Telangana

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

ASHOKA BUILDERS INDIA PRIVATE LIMITED
Plot No.41, Nandagiri Hills Co-Op Housing Society, Road No.69, Jubilee Hills,
Hyderabad - 500033,
Telangana, INDIA



INCORPORATED
UNDER
THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ASHOKA BUILDERS INDIA PRIVATE LIMITED

1. The name of the Company is **“Ashoka Builders India Private Limited”**.
2. The Registered Office of the Company will be situated in the state of Telangana.
3. **(A) The Objects to be pursued by the Company on its incorporation are:**
 - i. To Carry on the Business as builders, property developers, Civil, mechanical and labour contractors, buildings and erection engineers, dealers in importers, exporters and manufacturers of prefabricated and precast houses, materials, tools, implements, machinery and metal ware in connection therewith or incidental thereto and to carry on any other business that is customarily, usually and conveniently carried on therewith in or outside India and to purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, buildings, structures and to turn the same into account, develop the same dispose off or maintain the same.
 - ii. To purchase any land, plot of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building.
 - iii. To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy installments or by hire purchase system and otherwise.
 - iv. To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors. To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way

of sale, or otherwise with land and house property and any other immovable property whether real or personal.

- v. To construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbors, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irritations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

(B) Matters which are necessary for furtherance of the Objects of specified in clause 3 (A) are:

- i. To buy, sell, exchange, alter, improve, prepare for market and otherwise deal in all kinds of plant, materials, articles and things necessary or convenient for carrying on any of the business of the company usually dealt in by persons engaged in the like business.
- ii. To enter into contracts, collaborations, agreements and arrangement with any other company, firm or persons Indian or foreign for carrying out by such other company, firm or person on behalf of the company of the objects for which the company is formed.
- iii. To undertake any other business whether manufacturing or otherwise, which in the opinion of the Board of Directors of the company is capable of being advantageously or conveniently carried on by the company in connection with or as an ancillary to any of the company's objects or which may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the company may be interested.
- iv. To produce gas and electricity necessary for the purposes of the business of the company and to process all products resulting in the form of ancillary to such products and making of gas to convert the same into saleable materials like coke, road tar, cresol oil, phenols, cresols carbolic acid and other chemical or distilled products and by-products and to otherwise deal with and dispose off of the same and to take all steps incidental or required in respect of the same.
- v. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concern and undertakings and generally of any assets, property or rights.
- vi. To establish, provide, maintain and conduct or otherwise subsidize, schools, colleges, research laboratories and experimental workshops for scientific and technical research and

- experiments; to undertake and carry on scientific and technical researches, experiments and tests of all kinds; to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contribution to the aware of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the company is authorized to carry on.
- vii. To appoint Directors or Managers of any subsidiary company or of any other in company which this company is or may be interested.
 - viii. To act as agents and brokers for sellers, buyers, exporters, importers, manufacturers merchants, tradesmen, insurers and others and generally to undertake and carry out agency work and commission business.
 - ix. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and any right or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant, stock-in-trade, and either to retain any property to be acquired for the purpose of the company's business or to turn the same to account as may seem expedient.
 - x. To construct, improve, maintain, develop, work, manage, carry out or control any buildings, factories of works, or any roads, tramways, railway branches or sidings, bridges, wells, reservoirs, water courses, chawls and other buildings, housing for work people and others or other works and conveniences which may seem calculated directly or indirectly to advance the company's interests and to contribute to, subsidies or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out or control thereof.
 - xi. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the company and to finance the purchase of any such article or articles, whether made by the company or not by way of the purchase any such articles and the letting thereof on the hire purchase system or otherwise howsoever.
 - xii. To amalgamate with any company or companies having objects, altogether or in part similar to those of this company or to sell, exchange, lease, under lease, surrender, abandon, amalgamate, sub-divide, mortgage or otherwise deal with, either absolutely, conditionally or for any limited interests, all or any part of the undertaking, property, rights, or privileges of the company as a going concern or otherwise, or to with any public body corporation, company, society or association or to a person or persons for such consideration as the company may think fit, and in particular for any stock, shares (whether wholly or partly paid), debentures, debenture-stock, securities or property of any other company.
 - xiii. To acquire and undertake the whole or any part of any part of business, property and liabilities of any persons, firm or company carrying on or proposing to carry on any business

- which the company is authorized to carry on or possessed to property suitable for the purpose of this company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly too benefit the company.
- xiv. Subject to the applicable provisions of the companies Act, 2013 or any other Act in force and rules made there under from time to time, to borrow or raise money or to receive money on deposit for the purposes of the Company, in such manner and upon such terms as may seem expedient, and to secure the repayment thereof and of moneys owing or obligations incurred by the company and to create, issue and a lot redeemable or irredeemable bonds, mortgages or other instruments, mortgage debentures (such bonds of debentures being made payable to bearer or otherwise and issuable or payable either at par, premium, discount, or as fully paid) and for any such purposes to charge all or any part of the property and profits of the company both present and future including its uncalled capital.
 - xv. To enter into partnership or into any agreement for sharing profits or losses, or for any union of interest, joint-adventure, reciprocal concession or cooperation with any person or firm or company carrying on or engaged in or about to carry on, or engaged in or being authorized to carry on or engage in any business or transaction which the company is authorized to carry on or engage in or in any business or transactions capable of being conducted so as directly or indirectly to benefit this company.
 - xvi. To invest any monies of the company not immediately required for the purposes of its business in such manner as may think fit, and to lend money to such parties and on such terms, with or without security as may be thought to be for the interests of the company, and in particular to customers of and persons having dealings with the persons or to the company or to companies, firms or persons carrying on any business which may be useful or beneficial to this.
 - xvii. To acquire any such shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise and to guarantee the subscription thereof and to exercise and confer all right and powers conferred by or incidental to the ownership thereof.
 - xviii. 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 the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other company.
 - xix. To enter into any arrangement with any Government of authority, Supreme Municipal, local or otherwise or any person or company that may seem conducive to the companies' objects or any of them and to obtain from any such Government, Authority, person or company any rights, privileges, charters, contracts, licenses and to carry out, exercise and comply therewith.

- xx. To construct, maintain, improve, develop, work, run, control and manage any water works, gas works, reservoirs, roads, tramways, 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.
- xxi. To apply for, promote, and obtain any act, charter-privilege, concession, license, authorization, Government, State or Municipal, Provisional order or license of any authority or enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for any other purposes which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's Interest.
- xxii. To apply for, otherwise, acquire and protect and renew in any part of the World any patent rights, brevets 'o' invention, trademarks, designs, licenses, concessions, goodwill and the design like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention, processes or know-how which may seem capable of being used for any of the purpose 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 in respect of or otherwise, turn to account the property, right or information so acquired, and to expend money in experimenting upon testing or improving any such patents inventions or rights.
- xxiii. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches , experiments and test of all kinds and to promote studies and research both scientific and technical investigations, invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award or exhibitions. Scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the company is authorized to carry on.
- xxiv. To make donations to such persons or institutions and in such cases and either in cash or in other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporations introducing business to this company and to subscribe, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent national, public or political, cultural educational or other institutions, objects or for any exhibition or for any public, general or other objects and to establish and to support or said in the establishment and support of associations, institutions, funds trusts and conveniences for the benefit of the employees or

ex-employees (including Directors) of the company or its predecessors in business or of persons having dealings with the company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payment towards insurances and to form and contribute to provident benefit funds and other welfare funds of or for such persons.

- xxv. To refer or agree to refer any claim, demand, dispute or and other question, by or against the company or in which the company is interested or concerned, and whether between the company and the member or members of his or their representatives or between the company and third parties to arbitrations in India or at any outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
- xxvi. To pay out of the funds of the company all or any expenses which the company may lawfully pay off and incidental to the promotion, for matters, organization's registration, advertising and the establishment of this or any such other company as is mentioned in paragraph (18) above and to the issue and subscription of the share or loan capital including brokerages, underwriting and commission for obtaining application for or placing or guaranteeing the placing of the shares or any debenture stock or other securities of this or any such other company and also all expenses attaining the issue of circulars, reports, maps, plants of notices, or the printing, stamping and circulating or proxies or forms to be filed up by the members of this company subject to applicable legal provisions of the Companies Act.
- xxvii. To pay for any rights or property acquired by the company and to remunerate any person or firm for services rendered or to be rendered in placing of shares in the company's capital or any debentures, debenture stock or otherwise securities of the company or about the formation of the company or the acquisition of property by the company or the conduct of its business whether by cash payment or by the allotment of shares, debentures, or other securities of the company credited as paid up in full or in part or otherwise.
- xxviii. To adopt such means of making known the business of the company as may seem expedient and in particular by advertising in the press, radio, Tele Vision, by circulars, by purchase and exhibition of works or art of interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- xxix. To undertake and execute any trust the undertaking of which may seem to the company desirable and either gratuitous or otherwise.
- xxx. Subject to the Banking Regulations Act, 1949 to draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, hundies, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
- xxxi. To sell, improve, manage, develop, exchange, lease, mortgage, and dispose off turn to account or otherwise deal with all or any part of the properties and rights of the company.

- xxxii. Subject to the provisions of the Companies Act, 2013 or any other Act in force and the rules made thereupon from time to time, to distribute among the members in speckle any property of the company or any proceeds of sale or disposal off any property of the company but so that no distribution amounting to a reduction of the capital be made except with the sanction if any for the time being required by law.
- xxxiii. To take up in any part of the world all or any part of the company's objects as principals, agents, factories, trustees, contractors or otherwise either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, State Body Politic or Government or colony or dependency therefore.
- xxxiv. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its States, Territories, Possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies there in as may be convenient.
- xxxv. To proceed the company to be registered or recognized in any part of the world.
- xxxvi. To do all that is necessary suitable or proper for the accomplishment of any of the purposes or the attainment of the objects or the furtherance's of the powers herein before set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act or acts things incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers or any parts thereof, provided the same be not inconsistent with the laws of the Union of India.
- xxxvii. To aid and support, pecuniary or otherwise, any person, association, body or movement, having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry of trade concerning the objects or business of the Company related interests.
- xxxviii. To subscribe, contribute, pay, transfer or guarantee money for or to dedicate, donate, present or otherwise dispose of either voluntarily or for value, any moneys or properties of the company to or for the benefit of any national, charitable, benevolent, religious, scientific, public, local general or useful objects, purposes or institutions or to or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the company or the interests of its members.
- xxxix. To grant pensions or other emoluments or gratuities to any employees or ex-employees and to officers and ex-officers(including Directors and Ex-directors) of the Company or the relations, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds, and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute in accordance with the applicable legal provisions of the Companies Act, 2013 or any other Act in force and the rules made there under from time to time, to any scheme for the purchase by trustees of shares in the company to be held for the benefit of the Company's employees and officers and to lend money to the

- company's employees, and to provide for the welfare of the employees or ex-employees and ex-officers (including Directors and Ex-directors) of the building or contributing to the building of houses or dwellings or quarters or by providing any other amenities and benefits or by creating and from time to time subscribing or contributing to provident Funds. Association, institutions, Schemes or Trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the company may from time to time think fit.
- xli. To refer all questions, disputes or differences arising between the company and any other person whosever (other than a Director of the Company) in connections with or in respect of any matter relating to the business or affairs of the company to arbitration in such manner and upon such terms as the company and such other person may mutually agreed upon in each case, and such reference to arbitration may be in accordance with the provisions of the Indian Arbitration Act or the Rules of the International Chamber of Commerce relating to arbitration or otherwise.
 - xlii. In furtherance of the aforesaid and other objects of the Company among other things to enter into negotiations, collaborations, technical, financial or otherwise with any person, firm, company body corporate, institution or Government Indian or Foreign for obtaining by grant, license or on other terms of rights and benefits, and to obtain technical information, know-how and expert advice for the production, manufacture and export or sale of all types of drugs, chemical, and dyes and other products and goods which the company is authorized to produce or to deal in.
 - xlii. To pay to any person, firm or body corporate such remuneration and fees and otherwise compensate them for their time and for the services rendered by them and their directors as promoters of the company.
- 4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
 - 5. The share capital of the company is Rs. 10,00,000/- (Rupees Ten Lakhs only), divided into 1,00,000 shares (One Lakh) of Rs. 10/- (Rupees Ten only) each.

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

Sl No.	Names, addresses, description and Occupation of Subscribers	Number of Equity shares taken by each subscriber	Signatures of Subscribers	Signatures of Witness with address and occupation
1	Name: Korupolu Ajitesh S/o: Korupolu Vijaya Bhaskar Reddy Add: Plot no. 41, Nandagiri Hills, Cooperative Housing Society, Road No. 69, Jubilee Hills, Hyderabad - 500033. DOB: 05/04/1940 Occ: Business	5000 (Five Thousand only)	 	Signed before me at Hyderabad: Neeajaja KORUPOLU D/o Addula Sheshi Reddy Plot No-41, Nandagiri Hills cooperative Housing Society Road No-69 occ - House wife Do B 10/06/1964
2	Name: Korupolu Nikitha D/o: Korupolu Vijaya Bhaskar Reddy Add: Plot No. 41, Nandagiri Hills Cooperative Housing Society, Road No. 69, Jubilee Hills, Hyderabad - 500033 DOB: 11/11/91 Occ Business	5000 (Five Thousand Only)	 	

Witness Statement:

"I witness to subscriber/subscriber(s), who has/have subscribed and signed in my presence (date and place to be given); further I have verified his or their Identity Details (ID) for their identification and satisfied myself of his/her/their identification particulars as filled in"

Name of the Witness: Neeajaja KORUPOLU

Signature of the Witness: K. Neeajaja

Total Numbers of Shares Taken: 10,000 (Ten Thousand only)

Date: 06/02/2011

Place: Hyderabad

INCORPORATED
UNDER THE COMPANIES ACT, 2013
(Act No. 18 of 2013)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ASHOKA BUILDERS INDIA PRIVATE LIMITED

PRELIMINARY

Table F is not applicable.

1. The following Articles shall be the regulations of the Company. The regulations contained in Table 'F' shall not apply to this Company to the extent specifically and explicitly provided here in.

Interpretation

2. Unless the context otherwise requires, words or expressions contained in these Articles shall have the same meaning as in the Companies Act, 2013 or any statutory modifications, amendments thereof in force at the date on which these Articles become binding on the Company.
 - a. "The Act" means the Companies Act, 2013 or any other Act applicable for the time being in force, and as amended from time to time and statutory modifications thereof.

- b. “Board of Directors” or “Board”, in relation to a company, means the collective body of the directors of the company.
- c. “The Company” or “This Company” means **Ashoka Builders India Private Limited**.
- d. “The Office” means the Registered Office for the time being of the Company.
- e. “Directors” means a director appointed to the Board of a company.
- f. “Financial Year” means the period ending on the 31st day of March every year.
- g. “The Managing Director” means the Managing Director for the time being of the Company.
- h. “Whole time Director/Executive Director” means the Whole time Director for the time being of the Company.
- i. “The seal” means the Common Seal of the Company.

PRIVATE COMPANY

- 3. “Private Company” means a company having a minimum paid-up share capital of one lakh rupees or such higher paid-up share capital as may be prescribed, and which by its articles,—

- (i) restricts the right to transfer its shares;
- (ii) except in case of One Person Company, limits the number of its members to two hundred:

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

Provided further that—

- (A) persons who are in the employment of the company; and
- (B) persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and
- (iii) prohibits any invitation to the public to subscribe for any securities of the company;

SHARE CAPITAL

4. The authorized Share capital of the company is Rs.10,00,000/- (Rupees Ten Lakhs Only) divided into 1,00,000 (One Lakh only) equity shares of Rs. 10/- (Rupees Ten only) each with powers to increase or reduce or alter the same.
5. 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.
6. The Directors of the Company may from time to time determine the amount payable on application and allotment at the time of issue of shares and may also make calls upon the members in respect of any money unpaid on their shares of such amount and payable at such times and place as they may from time to time decide.
7. Every person whose name is entered as a member in the 'Register of Members' shall be entitled to receive within two months of the date of allotment one certificate for all the shares under the seal of the Company and if any member so desires, he can have more than one certificate in respect of each or more of his shares upon payment of twenty rupees for each certificate after the first. The Company shall not be bound to issue more than one certificate in respect of the same share to joint holders.
8. The Board of Directors of the Company is entitled to issue shares in Dematerialized form as provided by the provisions of the Depositories Act, 1996 or any other Act which is relevant in this regard for the time being in force.
9. 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.

CALLS

10. The Directors may from time to time make such calls upon members in respect of all monies unpaid on their shares.

11. If any member fails to pay call on the day appointed for payment thereof, the directors may at any time thereafter serve a notice on him requesting him to pay the call with any interest which may have accrued. The notice shall name a further day (not earlier than the expiration of (14) fourteen days from the date of notice) on or before which the payment is required by the notice to be made and shall state that in the event of non- payment at or before the time appointed, the share in respect of which the call was made will be liable to be forfeited.
12. Forfeited or surrendered shares may be sold or otherwise disposed of on such terms and in such manner as the Directors may unanimously decide and at any time before the sale or disposal the forfeiture may be cancelled on such terms as the directors may think fit.

ALTERATION OF CAPITAL

13. The Directors may, with the sanction of the Company in General Meeting increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe.
14. The Company may by ordinary resolution:
 - a) Consolidate and divide its Share Capital into shares of larger amount than its existing shares.
 - b) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum.
 - c) cancel any shares which, at the date of the passing of the resolution, havenot been taken or agreed to be taken by any person
15. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—
 - (a) Its share capital;
 - (b) Any capital redemption reserve account; or
 - (c) Any share premium account.

16. The Company shall have power to issue all kinds of Preference Shares, including cumulative convertible preference shares with or without premium if any, liable to be redeemed in any manner permissible under the Act, and Directors may, subject to the provisions of the Act, exercise such power in any manner they think fit and provide for the redemption of such shares on such terms including the right to redeem at a premium or otherwise as they think fit.

CAPITALISATION OF PROFITS

17.

- (i) The company in general meeting may, upon the recommendation of the Board,
 - a. capitalize 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) 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, 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; or
 - (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.

LIEN

18. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at fixed time in respect time in respect of that share, and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all monies presently payable by him or his estate to 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 regulations. The Company's lien if any on a share shall extend to all dividends payable thereon and bonuses declared from time to time in respect of such shares.

TRANSFER & TRANSMISSION OF SHARES

19. The shares shall be under the control of the Directors who may issue, allot, or transfer to the existing shareholders or their legitimate successors on such terms and conditions as they deem fit.
20. The Sale of the Equity shares should be first offered to the existing Shareholders and if the existing shareholder declines the offer, the discretionary power to sell the equity shares lies with the Board of Directors.
21. The Directors shall have the power to issue the whole or any portion of the Capital of the Company for subscription at any time and may reserve any portion for issuing in future as they think fit.

INCREASE IN CAPITAL

22. The Company in General Meeting may from time to time increase its capital by creating new shares of such amount as may be determined in accordance with the provisions of the Companies Act, 2013 or any other Act for the time being in force and the regulations of the Company;

GENERAL MEETINGS

23. A Notice of 21 days (unless a shorter period consented to by all the members who are holder of equity shares) of every General Meeting specifying the place, day and the hour of the meeting and the general nature of business to be transacted there at shall be given to such persons as are under these regulations entitled to receive them.

24. Notice will be deemed to have been sent if they are correctly addressed and posted to the registered addresses or through electronic mode of the members who are entitled to receive such notice.
25. A General meeting of the Company may be called by the Managing Director or by the Board.
26. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
27. Notwithstanding anything contained in the preceding clause, with the consent in writing a meeting may be called after giving shorter notice in the case of Annual General meeting by all the members entitled to vote there at and in the case of any other meeting by members of the company holding not less than 95 per cent of such part of the paid up share capital of the Company as gives a right to vote at the meeting.
28. Two members personally present shall be quorum. No business shall be transacted at any General Meeting unless quorum of members is present.

BOARD OF DIRECTORS

29. Unless otherwise determined by the Company in General Meeting the number of Directors of the Company shall not be less than two and not more than Fifteen including the nominated technical or special Directors, additional, alternate and Debenture Directors if any.
30. The following are the First Directors of the Company :

1. Korupolu Ajitesh	–	Executive Director
2. Korupolu Nikitha	–	Executive Director
31. The Directors are not required to hold qualification shares.
32. The Directors of the Company shall not be liable to retire by rotation and they shall hold office until they resign the office on their own accord.

33.

- a. The Board may appoint one or more directors as Managing Director(s) of the Company and fill in subsequent casual vacancy occurring in these posts. The Managing Director so appointed shall, subject to the applicable provisions of the Act and subject to the superintendence and control of Board of Directors shall have power that may be delegated by the Board from time to time. Such appointment as Managing Director may be made on such remuneration and for such period and upon such terms and conditions as the Board of Directors may deem fit.
- b. The Board shall have power at any time, and from 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 these articles.
- c. 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.
- d. The Board of Directors shall also have power to fill a casual vacancy in the Board. Any Director so appointed shall hold office only so long as the vacating Director would have held the same if no vacancy had occurred.
- e. The Board may appoint any person to act as alternate Director for a Director during the latter's absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to the notices of meetings of the Board of Directors and to attend and vote thereat accordingly, but he shall 'Ipso facto' vacate office if and when the absent Director returns to the State in which meetings of the Board of ordinarily held or the absent Director vacates office as a Director.
- f. Any financial institution which gives or agrees to give any loan of other form of financial assistance to the Company may, if the agreement in respect of such loan or such financial assistance to the Company may, if the agreement in respect of such loan or such financial assistance so stipulates, nominate representative on the Board of Director. Such Director(s) shall cease to be the Director(s) upon repayment of such loan or expire of the term stipulated in the agreement for termination of such rights of nomination. Such nominating body may, from time to

time remove its nominee(s) and appoint another nominee or nominees in their place and while holding such office such nominees shall not be liable to retirement by rotation. Such nominees also need not hold qualification shares.

34. The Company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, corporation or other body that he or it shall have the right to appoint his or its nominees or its nominees on the Board of Directors of the Company upon such terms and conditions as the Company may deem fit. Such nominees and their successors in office appointed under these articles shall be called Special Directors. The Special Directors appointed under this clause shall be entitled to hold office until requests to retire by the person, firm, corporation or the body who may have appointed them and will not be bound to retire by rotation. A Special Director shall not be required to hold any qualification shares.
35. As and whenever a special director vacates office, whether upon request aforesaid or by death resignation or otherwise, the person, firm, corporation or body who appointed such Special Director may appoint any other Director in his place. The Special Director may at time by notice in writing to the Company resign his office. Subject as aforesaid the Special Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other Directors of the Company.
36. Every Director of the Company shall be entitled to receive from the Company remuneration of such amount as determined by the board of directors subject to the provisions of the Companies Act, 2013 or any other Act which is relevant for this purpose for the time being in force.
37. Every Director of the Company shall be entitled to receive from the Company, a sitting fee of such a sum as may be decided by the Board of Directors which shall not exceed One Lakh Rupees, for every meeting of the Board of Directors, or for a committee of Directors attended by him, in addition to all traveling and out of pocket expenses incurred by him attending and returning from such meetings. Such sitting fee may vary from Director to Director depending upon valuable guidance, advice and contribution rendered.
38. The Managing Director shall have the power to convene the Meetings of the Board of Directors of the Company and to fix the date, time, place and agenda for such meetings.
39. Subject to the provisions of Section 175 the Companies Act, 2013, a resolution in writing approved and signed by the majority of Directors the Company shall be valid and

effectual as if passed at a meeting of the Directors of the Company duly called and convened.

POWERS OF BOARD OF DIRECTORS

40. The following powers are entitled with the Board:

- (a) The Directors subject to the provisions section 179 of the Companies Act, 2013 and or any statutory amendment thereof for the time being in force may, from time to time, raise or borrow any sum of money for and borrow on behalf of the Company from the members, or other persons, Company's financial institutions or they may themselves advance money to the Company on such interest as may be approved by them
- (b) The Directors subject to the provisions section 179 of the Companies Act, 2013 and or any statutory amendment thereof for the time being in force may, from time to time, secure the payment of the money in such manner and upon such terms and conditions in all respects as they think fit and particularly in the issue of debentures or bonds of the Company and its uncalled capital for the time being.

41. The Board of Directors have the power to remove the director for his actions against interest of the company, for involving in the same line of business which is detrimental to the interest of the company, for diverting the funds of the company or any other restricting as the Board of Directors pass or passed by the shareholders in the general meeting of the company.

42. The Board of Directors of the Company is allowed with a power to give and take any guarantee or corporate guarantee for and on behalf of the Company subject to the provisions Section 179 of the Companies Act, 2013 or any amendments thereto for the time being in force.

PROCEEDINGS OF THE BOARD OF DIRECTORS

43. The quorum for the transaction of the business of the Directors shall be two or one third of Directors whichever is higher.

44. A resolution in writing signed by all the Directors shall be effective for all purposes as a resolution passed at the meeting of the Directors duly called, held and constituted.

COMMON SEAL

45. The Directors of the Company shall provide a common seal of the Company and for the safe custody thereof. The seal shall never be used except by the authority of the directors or a committee of Directors previously given by means of a resolution. Any documents to which the seal is affixed shall be signed by at least one director of the Company and countersigned by the Managing Director(s) of the Company or by any other Directors of the Company.

ACCOUNTS

46. The Managing Director under the supervision of the Directors, shall cause true accounts to be kept of the paid up capital for the time being of the company, and of all sums of money received and expended by the Company, and the matters in respect of receipt and expenditure take place and of the assets and liabilities of the Company and generally of all commercial, financial and other affairs, transactions and engagements of all other matters necessary for showing the true financial state or condition of the Company, and the accounts shall be kept either in English or in the regional language or in both languages such books shall be kept either at the Registered office of the Company or at such other place in India as the Directors may think fit.
47. The Directors shall from time to time determine in accordance with the provisions Sections 118, 128 and other provisions of the companies Act, 2013, whether and to what extent and at what time and place and under what conditions are regulations the accounts and books, registers agreements and minutes of the General Body of the Company, or any of them shall be open to the inspection of the members and none of them shall be open to the inspection of the members and no member shall have any right of inspection of the members and no member shall have any right of inspecting any accounts or books or documents or registers or of the Company except as conferred by the Act.
48. 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 authorized by the Board or by the company in general meeting.

AUDIT

49. At least once in every year the accounts of the Company shall be examined and the correctness thereof and of the Balance sheet and Profit and loss account ascertained by one or more Auditor(s).

INSPECTION

50. The Officers and authorized nominees of any financial institution giving loan or any other form of financial assistance shall have a right to inspect the Factory Records, Documents, Registers, Books of Account and other relevant Statutory Books and obtain copies and extract from them during the normal working hours of the Company.

INDEMNITY

51. 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.

SECRECY

52. A Member shall not be entitled to inspect the company's books without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which or may be in the nature of Trade secret, unitary of trade or secret process which may relate to the conduct of the business of the company and which in the opinion of the Directors, it will not be expedient in the interest of the members of the Company to communicate to the public.

53.

Sl No.	Name, Father name , Address, D.O.B description and Occupation of Subscribers	Signature of the Subscribers	Signatures of Witness with address and occupation
1	Name: Korupolu Ajitesh S/o: Korupolu Vijaya BhasKar Reddy Add: Plot No 41, Nandagiri Hills, cooperative Housing Society, Road No 69, Jubilee Hills, Hyderabad - 500033. DOB: 05/04/1990 Occ: Business	 	SIGNED before me at Hyderabad: Neesaja Korupolu D/o Addula Sheshi Reddy Plot no 41 Nandagiri Hills cooperative Housing Society, Road No-69 occ ~ House wife DOB- 10/06/1964
2	Name: Korupolu Nikitha D/o: Korupolu Vijaya BhasKar Reddy Add: Plot No. 41, Nandagiri Hills Cooperative Housing Society, Road No. 69, Jubilee Hills, Hyderabad - 500033 DOB: 11/11/91 Occ: Business	 	

Witness Statement:

"I witness to subscriber/subscriber(s), who has/have subscribed and signed in my presence (date and place to be given); further I have verified his or their Identity Details (ID) for their identification and satisfied myself of his/her/their identification particulars as filled in"

Name of the Witness: Neesaja Korupolu

Signature of the Witness: K. Neesaja

Date: 06/02/2015
Place: Hyderabad