THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

NANI'S BUILDCON PRIVATE LIMITED

I. The name of the company is **NANI'S BUILDCON PRIVATE LIMITED**

II. The Registered Office of the Company will be situated in the State of Maharashtra, i.e. within the jurisdiction of the Registrar of companies, Maharashtra, at Mumbai.

III. The objects for which the company is established are:

A. **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To carry on the business to construct, build, alter, acquire, hold, improve, design, erect, develop, dismantle, furnish, level, reconstruct, grout, dig, renovate, remodel, rebuild and maintain buildings, structures, houses, apartments, malls, shopping complexes, hospitals, warehouses, factories, irrigation works, foundation works, flyovers, airports, runways, rock drilling, stadiums, hydraulic units, sanitary work, power supply works, power stations, hotels, multi-stories, colonies, complexes, housing projects and other similar works and for the purpose to acquire, handover, purchase, sell, lease, own, develop, distribute or otherwise to deal in all sorts of lands & buildings and to act as builders, contractors, architects, surveyors, engineers, interior decorators, carpenters, brick and tile makers, lime turners, houses and estate agents, broker and commission agent.

B. **THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:**

2. To engage in the business of engineering, contracting and construction, including the design, manufacture, construction, creation, alteration, repair and installation of plants, buildings, structures, ways, works, systems and mechanical, machinery, equipment apparatus and devices in connection with the business of the Company.

3. To acquire from any person firm or body corporate of unic corporate, whether in India or abroad, technical information, know how, processes engineering, manufacturing & operating data plans, layouts and blueprints useful for the design, manufacturer, erection and operation of plant or equipment required for any of the businesses of the Company and to acquire any grant or license and other rights and benefits in the forgoing matters and things.

4. To purchase, acquire, take on lease or in other lawful manner any land, building, structures and to turn the same into account, develop the same and dispose of or maintain the same and to build townships, markets or other buildings, residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences, drainage facility and to deal with the same in any manner whatsoever and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

5. To borrow, advance, deposit or lend moneys securities and property from to or with such persons and on such terms as may seem expedient to discount, buy, sell and deal in bills, notes, warrants, coupons, and other negotiable or transferable securities or documents to guarantee or become liable for the payment of money or for the performance of obligations, and generally to transact guarantees and/or Trust business, provided the Company shall not carry on Banking business as defined by Banking Regulation Act, 1949 and subject to the provisions of the Act and directive of Reserve Bank of India.

6. To borrow or raise money in such manner as the company shall think fit and in particular by issue of debenture or debenture stocks, (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital and guarantee the performance by the Company or any other person or body cooperate of and any obligation undertaken by the Company or any other person or company as the case may be.

7. To Subsidize, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any person or companies and in particular customers of the Company or any person or companies with whom the company may have or intended to have business relations.

8. To acquire by purchase, subscription or otherwise, and to receive, hold, own guarantee, sell, assign, transfer mortgage, pledge or otherwise dispose-off or deal in and with any of the shares of the capital stock, or any voting trust certificate in respect of the shares of capital stock script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chose in action and evidences of indebtedness or interest issued created by any corporation, companies, associations, firms, trusts or persons, public or private or by any Government or by any state, territory, province, municipality, or by any governmental agency and as owner thereof to posses and exercise all the rights, powers and privilege of ownership, including the right to execute, consent and vote thereon and to do any and all acts and things necessary or advisable for the preservation, protection, improvement or enhancement in value thereon.

9. To establish and support, or aid in the establishment and support of associations, institutions, funds and conveniences for the benefit of past or present employees or directors of the Company or the dependants of such persons, and to grant pensions and allowances, to make payments towards insurance, to subscribe, or guarantee money for charitable or benevolent objects or useful objects for general public.

10. To enter into partnership or into any arrangement for sharing profits or losses or any union of interest, joint ventures, reciprocal concessions or co-operation with any person or persons or company or companies, carrying out or engaged in or, or about to carry on or engage 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.

11. To acquire and take over either the whole or any part of the business, goodwill, trade marks, patents and property, assets and liabilities of any person or persons, firm, body corporate or corporation carrying on any business which the company is authorized to carry on.

12. To establish branches of the Company in India and elsewhere and to discontinue the same whenever necessary.

13. To pay for any property or rights acquired by the Company either in cash, or fully or partly paid shares or by the issue of the securities or partly in one mode or partly in another, and generally on such terms as may be determined.

14. To open Banking accounts with any Bank and to pay into and draw money from such accounts.

15. To pay out of the funds of the Company all costs, charges and expenses, which the Company may lawfully pay with respect to the promotion, formation, establishment and registration of the company and/or the issue of its capital or which the company shall consider to be preliminary, including therein the cost of printing and stationery, broker's fees and lawyers or any other expert's fees and attendant's expenses upon the formation of agencies or branches.

16. To amalgamate with any other company having objects altogether or in part, similar to those of this company.

17. To apply for, purchase or otherwise acquire any patents, brevets, invention, licenses, concessions, rights privileges and the like conferring any exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company or may appear likely to be advantageous or useful to the company and to use, exercise, develop or grant licenses, privileges, in respect of the property rights or information so acquired and to assist, encourage and spend money in making experiments of all inventions, patents and rights, which the company may acquire or propose to acquire.

18. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes, rewards and pensions.

19. To draw, make, accept, endorse, discount, execute and issue Promissory Notes, Bills of Exchange, Bills of Lading, Warrants, Debentures and other negotiable instruments.

20. To remunerate any person or company for services rendered or to be rendered in acting as trustees for debentures, debenture-stock holders or placing or assisting to place or guarantee the placing of any of the shares in the Company's capital or debentures, debenture-stock or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business or for guaranteeing payment of such debentures or debenture stock and interest.

21. To distribute any of the property of the Company in specie among the members, in the event of winding up, subject to the provisions of the Companies Act, 1956.

22. To enter into any arrangements with any Government or any authority, Supreme, Municipal, Local or otherwise that may seem beneficial to any of the Company's objects and to apply for promote and obtain any act of parliament, privilege, concessions, licenses, or authorization of the Government or any other authority local or otherwise for enabling the Company to carry on its objects to effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such act, privilege, concession, license or authorization.

23. To lease, let out on hire, mortgage, pledge, hypothecate sell or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, property, rights or assets of any kind of the company or any shares or interest therein respectively in such manner and for such consideration as the company may think fit, and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.

24. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments, bonuses, profit sharing bonuses, benefits or any other payment to person who are or were at any time in the employment or service of the Company or who are or were at any time Directors or Officers of the Company and the wives, widows, families, dependent or connection of any such persons, and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidizing or contributing to any institution, association, funds, clubs, trusts, profits sharing or other schemes and by building or contributing to the building or dwelling houses, or quarters and by providing, subscribing or contributing towards places of instructions and recreation hospitals and dispensaries, medical and other attendance and to make payment to or towards the insurance of any such person as aforesaid.

25. To employ expert to investigate and examine into the conditions, prospects, value, character and circumstances of business, concern and undertaking and generally of any assets, property or rights.

26. To acquire from person, firm or body corporate whether in Indian or elsewhere, technical information, know-how, and operating data, plants lay outs and blue prints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.

27. To enter into collaboration agreement to acquire technical know-how and/or any financial assistance.

28. To train or pay the training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's objects.

29. To lend and advance or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with the Company and to guarantee the performance of any contract or obligation and the payment of money of any such persons or companies and generally to give guarantee and indemnities.

30. To invest the surplus funds of the Company from time to time in Government securities or in other securities as may from time to time be determined by the directors, and from time to time to sell, to vary all such investments and to execute all assignments, transfer, receipts, and documents that may be necessary in that behalf.

31. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the company and to obtain and justify public confidence and to avert or minimize financial disturbance which might affect the Company.

32. To confer upon any encumbrance, or trustee for any encumbrances of uncalled capital, such powers of making and enforcing calls and to voting the transfer of shares not fully paid up as may be thought fit.

33. To borrow money or to receive money on deposit either without security or secured by debentures, debenture-stocks (perpetual or terminable) mortgage and other security charges on the undertaking or all or any of the assets of the company including uncalled capital provided the company shall not carry on the business of Banking as provided by the Banking Regulation Act, 1949.

34. To issue or guarantee the issue of or the payment of interest on the shares, debentures, debenture-stock, mutual funds or other security or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue.

35. To purchase, take or lease or license or hire or otherwise, any real and/or personal property and any rights or privileges, and advantages of any kind whatsoever which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company and in particular, the land (freehold leasehold or other tenure) tenements building, easement, machinery, plant and stock-in-trade and on any such lands to erect buildings, factories, sheds, go-downs, of other structure for the works and purpose of the Company, and also for the residence and amenity of the employees, staff and other workmen and either to retain any property to be acquired for the purpose of the Company's business or to resell, mortgage, let on, lease or otherwise.

36. To create any subscription fund, sinking fund, mutual funds, insurance fund or any other special funds whether for repairing improving extending, or maintaining any of the property of the company or for any other purpose conducive to the interest of the Company or the staff or labour or for any development fund.

37. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company, carrying on or proposing to carry on any business which this company is authorized to carry on, or possessed of property or rights suitable for any of the purpose of the Company, or which can be carried on in conjunction therewith and to purchase, acquire, sell, and deal in property, shares, stocks, debenture stock, of any such person, firm or company, and to conduct make or to carry into effect any arrangements in regard to the winding up of the business of any person, firm, of company.

38. To make donations to such persons or institutions and in such form of cash or any 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 corporation introducing business to this Company, and also to subscribe, contribute or otherwise assist or grant money for charitable, scientific, religious or benevolent, public or other institutional objects or for any exhibition or other objects.

39. To give to any officers, servants, or employees of the company any shares or interest in the profits of the Company's business or any branch thereof, and whether carried on by means or through the agency of any subsidiary company or not, and for that purpose to entire into any arrangements the company may think fit.

40. To refer or agree to refer any claim, demand dispute or any other question, by or against the company, in which the company is interested or concerned, and whether between the company and the member/s or their representatives, or between the company and the third parties, to arbitration in India, or at any place outside India and to observe and perform and to carryout or enforce the awards.

41. Subject to the provisions of Companies Act, to vest any real or personal property, rights and interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favor of the Company.

42. To carry on any business or branch of a business which this company is authorized to carry on by means or through the agency of any subsidiary company or companies and to entire into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary or guaranteeing its liabilities or to make any other arrangements, which may seem desirable with reference to any other business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and or to appoint Directors or Managers of any such subsidiary company.

43. To act as principals, agents, brokers, trustees, contractors or otherwise and either by or through agents, brokers, sub-contractors, trustees or otherwise, and either alone on in conjunction with others.

44. To refer all or any dispute to arbitration as per provisions of the Arbitration Act, 1940.

45. To undertake, carry out, promote and sponsor rural development including any program for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme for rural development and to assist in execution and promotion thereof either directly or through an independent agency or in any other manner, without prejudice to the generally of the foregoing program for promoting the social and economic welfare of or the uplift of the public in any rural area likely to promote "rural area" shall include such area as may be regarded as rural areas under section 35 CC of the Income Tax Act, 1961or any other law relating to rural development for the time being in force. In order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value and divest the ownership of any property of the Company to or in favor of any public or local body or authority central or State Government or any public institutions or Trusts.

46. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the company to the public or any section of the public as also any activity which the directors likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means to undertake, carryout, promote, and sponsor any activity for publication of any books, literature, newspapers or for organizing lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarship, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing conducting or assisting any institution, fund, trust, having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value divest the ownership of any property of the company to or in favor of any public or local body or authority or central or state government or any public institutions or Trust.

C Other Objects :

47. To establish and carry on in India and/or abroad the business of developing, designing, processing, assembling, preparing, discovering, researching, printing, insulating, molding, converting, commercializing, displaying, establishing, handling, let on hiring, installing, implementing, maintaining, operating, producing, promoting, processing, overhauling, renovating, reconditioning, remodeling, testing, servicing, supervising, supplying, distributing, importing, exporting, buying, selling, trading, wholesaling, retailing, marketing, broadcasting, relaying, exhibiting, informing consulting, advising, promoting, maintaining, organizing, and otherwise to deal in internet, retail-shopping on internet sites, web designing, web hosting, portal, E-Commerce, Internet Service Providers (ISP), Multimedia, Computer animation, computer designing for film, commercial advertisings, Entertainment software and other software program and hardware, to take up software project for third parties, all sort of information technology, space communications, satellite communications, radio communications, telecommunications, telephonic & telegraphic communications, wave communications, under water communications, computer communications, network communication and such other communication systems as may be discovered in future in all its branches and to act as computer server, consultants, advisors, agent, brokers, representative and to provide education, training programmes, presentation seminar and conferences, to develop and for new inventions send abroad any staff, trainee or any other persons.

48. To establish and carry on all or any trade or business of importing, exporting, preparing, mining, cutting, polishing, processing, treating of all types of marble, granite and other stones, blocks, laterite, lime stone, sand stone, slabs, tiles and other building materials, tableware, sanitary ware and colour stones of every description and type, including setting, trading or dealing into waste and by products arising from the mining or processing of marbles and colour stones.

49. To carry on the business of ginning, spinning, weaving, dyeing, printing, bleaching, finishing, chemical processing of Grey fabrics, synthetic & man-made fibre, yarn, fabric, silk, cotton, wool, flax, hemp, fents and similar fabrics.

50. To carry on the business of acquiring mines or iron, Ore, Coal or other minerals and to do the job of transportation, loading and unloading, crushing and all sorts of work to make it marketable.

51. To purchase take on lease or otherwise acquire hold and work any lands producing rubber trees, or suitable for the planting, cultivation and growth of rubber trees and any concessions, right, power, and privileges over any such land.

52. To purchase, sell,import, export and deal in gunnies, Hessian, tea, shellac, tobacco, kapoks, cotton, cotton goods, indigo, oils, oil cakes, fertilizers, manure, rubber, dates, rice, seeds, chemicals, colors, paints, pigments, timber iron, steel, carpets and all kinds of goods, products, commodities, article and things manufactured from or containing and all goods, products, commodities, article, and things, of whatever description manufactured or un-manufactured.

53. To carry on the business of chemist, druggists, perfumers, soap and toilet manufacturers, imports and exports and manufacturers of and dealers in pharmaceuticals, medicine, all sort of spirits, alcohol, and all sort of compounds, cement, oil, vegetable products, paints, pigment and varnishes, drugs, grinders makers of and dealers in proprietary articles of all kinds and of electrical, chemical, photographical, surgical and scientific apparatus and materials.

54. To carry on the business of sale, purchase, import, and export formulation of insecticide, pesticides, fertilizers and manures and to establish well equipped laboratories and erect chemical and fertilizers plants and carry on analytical, experimental and other work or undertaking.

55. To carry on the business of manufacturers and dealers in all kinds of packaging, packing requisites and cartons made or cardboard, strawboard, wool, glass or any other material, metal, glass or plastic containers as also containers of any other material.

56. To carry on all or any of the business of transport, cartage and haulage contractors, garage proprietors, owners and charters of road vehicle aircraft's ship tugs, barges and boats, of every description, lighter-men, carriers of goods and passengers, by road, rail, water or air, Carmen, cartage contractors, stevedores, carts, superintendents, packers, haulers, warehousemen, storekeepers, job masters, hotel and motel owners.

57. To buy, sell, import, export, treat, prepare and deal in merchandise, commodities and articles of all kinds and generally to carry on business as merchants, traders, exporters, importers, commission agents, buying and selling agents, brokers, and to do all kinds of agency work in all kinds of general produce, substances materials merchandise and articles, materials and machinery of all kinds, spare parts, accessories and equipments.

58. To carry on the business as forwarding agents, freight, contractors, public carriers and owners of motors, lorries, trucks, vessels, boats, steam launches, planes, taxies, barges, and to act as warehousemen, wharf-housemen and other wise as carriers by land, air and water.

59. To import, export, buy, sell and otherwise deal in all kinds of plants, machinery, apparatus, tools, stores, and spare parts, utensils, substances, materials and goods required for manufacturing and other industries of whatsoever description.

60. To act as manufacturers, distributors; purchasers and sellers of all kinds of films and to produce and distribute motion pictures and to act as distributors and exhibitors of motion pictures produced by other companies.

61. To start, conduct, edit, print, publish, manage, control, sell or distribute, grant or otherwise in any part of the world newspapers, magazines, news, cassettes, journals and periodicals in Hindi, Urdu, Marathi, Gujarati, English or any other language to be published either daily or otherwise.

62. To carry on business as timber merchants, sawmill proprietors and timber growers and to buy, sell, prepare for market, manipulate, import, export, and deal in timber, and wood of all kinds and to manufacture and deal in veneers, veneer products, veneer for tea chests, packing cases and commercial boards, plywood, decorative veneers, laminate boards, black boards, composite boards, compressed board pressed boards, hard boards, ship boards, bent wood, molded wood and articles of all kinds in the manufacture of which timber or wood is used.

63. To transact and carry on business as manufacturers, importers, and exporters of all sorts of foods, foodstuffs, chocolates, candies, jams, preserves, jellies, peppermints, juice, syrups, beverages, waters, wines, cordials, retrospective and drinks of all kinds.

64. To carry on trade or business as manufacturers, dealers, importers, and exporters of cotton piece goods, cloths, yarn, artificial silk cloths, artificial yarns, woolen cloths, silk yarn, and cloths, hosiery and woolen cloths and woolen yarn carpets sewing threads, and cloth made from any other fabric or yarn of any kind whatsoever.

65. To carry on business as cutlery and hardware dealers, watch and clock makers and dealers and repairers, dealers in bronzes, curios, articles of value and objects of art, musical instruments, umbrellas and toilet requisites, fancy goods dealers, in luxury and utility article, dealers in soaps, scents, perfumes and make-ups and furniture makers and dealers and to manufacture all or any of the above articles and things.

66. To act as technical advisers or consultants or as market-surveyors and/or to offer such services or technical know-how and/or management services to any company, body, corporate, firm or person or persons.

67. To carry on in India & abroad the business of plantation of all types of trees and plants as a farm forestry or otherwise for commercial, domestic, industrial and other purposes and to carry-on the business as agriculturists, horticulturists, floriculturists, nursery owners, forest owners, by cultivation and farming on land, water or in special chambers and to plant, grow, cultivate, produce raise, develop any kind of crops, grains, oilseeds, leaves, grass, timbers, fruits, vegetables and other produce and products.

IV. The liability of the members is limited.

V. a) The Authorized Share Capital of the Company is Rs. 50,00,000/- (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

b) The Paid-up Capital of the Company shall be minimum Rs 1,00,000/- (Rupees One Lac Only)

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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 equity shares in the Capital of the Company set opposite our respective names :

Name of subscriber	**Address, description & Occupation, if any**	**No. of shares taken by each subscriber**	**Signature of subscriber**	**Signature of witness, occupation and address**
Yashwant Ajabrao Khodke S/o. Ajabrao Khodke	Plot No.1, Vaibhavi Apartment, Kadu Nagar, Nagpur. Business	7000 (Seven Thousand)	Sd/-	Witness to Subscriber 1 to 4 Sd/- Jaykrishnan P., Chartered Accountant, P. Jaykrishnan & Associates, Padmaraj Complex, Gaddigodam, Kamptee Road, Nagpur – 440 001.
Sopan Ajabrao Khodke S/o. Ajabrao Khodke	Plot No.1, Vaibhavi Apartment, Kadu Nagar, Nagpur. Business	2000 (Two Thousand)	Sd/-	
Arvind Ajabrao Khodke S/o. Ajabrao Khodke	Plot No.1, Vaibhavi Apartment, Kadu Nagar, Nagpur. Business	500 (Five Hundred)	Sd/-	
Amrut Ajabrao Khodke S/o. Ajabrao Khodke	Plot No.1, Vaibhavi Apartment, Kadu Nagar, Nagpur. Business	500 (Five Hundred)	Sd/-	

Dated : 15th February, 2006.
Place : Nagpur