(THE COMPANIES ACT, 1956)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

SGMG CONSTRUCTION PRIVATE LIMITED

- 1. The Name of the Company is **SGMG CONSTRUCTION PRIVATE LIMITED**
- 2. The Registered Office of the Company will be situated in the State of West Bengal
- 3. (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:-
 - (1) To engage in the business of construction and in particular purchase, sale and trading of land and/or buildings and owning, buying, selling, developing, hiring, letting, subletting, maintaining, allotting, transferring allotment, administering, exchanging, mortgaging, accepting mortgage, renting, sub-leasing, surrendering, accepting lease, tenancy or subtenancy, construction reconstruction, repairing, maintaining, extending, altering or demolishing land, building, tenants, blocks, flats, apartments, offices, godowns, garages and building, sites through its own agency or though contractors and purchasing, holding in stock or selling materials or trading in construction materials and building accessories, electrical, sanitary, plumbing and other fixtures, fitting, equipments, plant & machinery, tools and appliances including furniture, fixtures, house-hold goods and decoration materials.
 - (2) To act as a builders, promoters and developers of lands, buildings, buildings sites, townships and other building complexes and to undertake and execute building complexes and in connection therewith to act as constructors for executions, construction & comlection of all shorts of projects and in connection therewith to act as engineers, architects, draughtsman, interior decorators and generally to deal immovable properties of all descriptions and tenures by purchases and sale or otherwise as may be necessary or throught proper

(B) OBJECTS INCIDENTAL OR ANCILARY TO THE ATTAINMENT OF MAIN OBJECTS:

- 1. To lend, or deal with money Out of surplus fund of the company not immediatly required either with or without interest or security, including in current or deposit account with any Bank or Banks other person or persons upon such terms, conditions and maimer as may from time to time be determined and to receive money on deposit subject to provision of section 3(1)(M)(d) of the Companies Act, 1956 and direction issued by Reserve Bank of India on loan upon such terms and conditions as the Company may approve, subject to the provision of Companies Act, 1956. Provided the Company shall not do any banking business as defined under the Banking Regulation Act, 1949. Company shall not carry on any Gut Fund business.
- 2. To borrow or raise or secure the payment of money from any Bank or Banks or any financial institution or any other person or persons for the purpose of Company's main business in such manner and on such terms and with such rights, powers and privileges as the Company may think fit and particularly by issue of bills of exchange, promissory notes or other obligation or securities of the Company and with a view to hypothecate and/or in any way encumber or create charge on the undertaking and all or any of the immovable and movable properties persent or future, and all or any of the uncalled capital for the time being of the company and to purchase, redeem or pay off any such securities.
- 3. To enter into partnership or arrangement for sharing the profits or joint venture with any person, persons or company carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to acquire or join in acquiring any such business, as covered by the object clause (A) above.
- 4. To sell, improve, manage, develop, exchange, mortgage, dispose of, turn to account or otherwise deal with all or any part of the undertaking property and rights of the Company.
- 5. To apply for, purchase or otherwise acquire any patent trademark, brevetsd' invention, licences, concessions, protections, rights, privileges, and the like conferring any exclusive or nonexclusive or limited rights to any secret or other infomiation as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisitions of which may seem directly or indirectly use or benefit to the Company or may appear likely to be advantageous or usefirl to the Company and to use, exercise, develop or grant licences, privileges in that respect or otherwise turn to account the property, right of information so acquired and to assist, encourage, and spend money in making experiments, tests, improvements of all invention, patent and right, which Die Company may acquire or propose to acquire.
- 6. To establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trusts, and conveniences calculated to benefit employees or exemployees of the Company or the dependants or the connections of such persons; or subject to the provisions of the Companies Act, 1956 to subscribe or grant money for any charitable, national, religious, benevolent, object or fiuid; or for any purpose wliich may likely, directly or indirectly, further the main objects of Company or the interest of its members or business subject to provisions of Section 293A of the Companies Act, 1956.
- 7. To distribute among the members of the Company dividends including bonus shares (including fractional Share Certificates) out of profits, accumulated profits, or funds and resources of the Company in any manner permissible under Law in the winding up.
- 8. To allot shares in the Company to be considered as fully or partly paid-up in payment or consideration of any service or property of whatever description which the Company may acquire.
- 9. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company, subject to provisions of Sections 391 to 394 of the Company Act 1956.
- 10. To open branches in India and elsewhere and to get the company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particular by advertising in the press, by circulars and publication of books and periodicals.
- 11. To payout of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

- 12. To provide for the welfare of employees or ex-employees (including Directors and ex-Directors) of the Company and the wives and faimilies or the dependants or connections of such persons by building or contributing to the building of dwelling houses or quarters, to grant money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments, by creating and from time to time subscribing or contributing to provident fund, institutions, funds, profits sharing or other schemes, or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance or assistance as the Company shall think fit.
- 13. To undertake, carry out, promote and sponsor rural development including any programme for promoting economic welfare of or the upliftment of the public in any rural area and to incur any expenditure on any programme of rural devolopment and to assist execution and promotion thereof either directly or through an independent agency or in any other manner and divest the ownership of any property of the Company to or in favour of any public or local Body or Authority or State Government or any Public Institution or Trust or fund or organisation or person as the Directors may approve and to establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trusts and conveniences constituted to benefit employees or exemployees of the Company or the dependants or the connections of such persons or subject to the provisions of Companies Act 1956 to subscribe or guarantee money for any charitable, national, religious, benevolent, general or useful object or fund, or for any purpose which may likely, directly or indirectly, further the objects of Company or the interest of its members or business.
- 14. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, contracts, mortgages, charges, obligations and other securities of any Company or of any Authority central, State, Municipal, local or otherwise, or of any persons whomsoever, whether incorporated or not for the purpose of the business of the Company.

C. Other Objects:-

- To carry on business as producers, dealers, importers, exporters, stockists, agents, brokers, traders, retailers of all kinds of paper and packages, board, sheets, stationery goods, wrappers, tapes, films, sheets, laminates and other packing materials, made of paper, card-board, corrugated sheets, cloth, hessian, timber, teak, ply-wood, metal, plastic, p.v.c or other synthetic, chemical, fibrous or natural products for domestic, household, educational, commercial, industrial, Government or public use.
- 2. To carry on business as advertisement and publicity agents and contractors in various ways and manners including outdoor and in newspapers, magazines, books, screens, slides, walls, buses, railways, other transport vehicles and public places, audio-visual display and to prepare, advice, manufacture, and constuct advertising devices and to publish or advertise the same through any media whatsoever.
- 3. To export, import, buy, sell and deal in bags, containers, cans, boxes, drums, cylinders, bottle-tops, crown corks, packages, packing materials, pressed netwares, utensils, cutlery, table wares and articles made of hessian, tin, metal, plates, sheets, glass, fibre, paper, board, cloth, leather, plastic, or other synthetic compound or materials, timber or plywood and to deal in tinplates, wire, sheets and to undertake either on own account or on commission basis or otherwise printing, painting, designing, enamelling, electroplating, engraving or otherwise decorating the aforesaid products or any of such products or articles, and to act as packers.
- 4. To carry on business as procucers, importers, exporters, buyers, sellers, distributors, stockists, agents and brokers, of lime, lime-stone, coke, charcoal, petroleum-coke, copper, iron ore, bauxite, kyanite, fire clay, chine clay, salt, sodium chloride, calcium phosphate, nickel, beryllium, uranium, zinc, lead, asbestos, tin, mercury, silicon, sulphur, graphite, brass, silica sand, bentonite, quartz, dextrine, magnesite, dolomite, ferro alloys, corundum, manganese, mica, silver, gold, platinum, diamond, sapphire, ruby, topax, garnet, emerald, pearl and other precious, semi precious, or commercial minerals, stones, and marble and to act as metal founders, manufacturers, agents, and dealers of metals, sheets, wires, rods, squares, plates, metal foils, pipes, tubes, ingots, billets, circles, parts, coils, utensils, ornaments, decorative and art materials, and jewellery made wholly or partly from any one or more of the metals and materials, mentioned herein oil including motor part, diesel, fiimace oil, motor oil, lubricating oil, kerosene, petrol, other petroleum product, LPG Gas, crude oil etc.

- 5. To carry on business as producers, dealers, importers, exporters, stockists, agents, brokers, traders, retailers of all kinds of paper and packages, board, sheets, stationery goods, wrappers, tapes, films, sheets, laminates and other packing materials, made of paper, cardboard, corrugated sheets, cloth, hessian, timber, teak, ply-wood, metal, plastic, p.v.c or other synthetic, chemical, fibrous or natural products for domestic, household, educational, commercial, industrial, Government or public use.
- 6. To carry on business as producers, distributors, importers, exporters, exhibitors of cinematograph films, and to own, acquire, provide, secure, arrange or deal in films and photographic, sound recording, musical, lighting appliances, instruments, equipments and machines, and to construct, establish, own, hire or otherwise acquire and to manage, let out for rent, fee, monetary gain or otherwise studios, laboratories, theatres, buildings, halls, open air theatres, bars, restaurants and other buildings or work required for the purposes of production, distribution or connected with the aforesaid objects and business; and to acquire exclusive or limited rights to any play, story, script, musical songs and lyric, books, article or any technique by producing, purchasing or otherwise acquiring and to use, exercise, develop or exploit or turn to account such rights for the business of the Company; and to act as agents for training, retaining, arranging and suplying artists, stars art directors, script or story-writers, technicians, extras and other personnel required by the Company or others for film, cinema or show business.
- 7. To carry on business of transport, cartage and haulage contractors, common carriers, garage proporietors, owners and charterers of road vehicles, aircraft and ships, tugs, barges, wagons and bolts of every description, lightermen and carriers of goods and passengers by road, rail, water or air, carmen, cartage contractors and agent; customs agent, stevedores, wharfingers, cargo superintendents, packers, hauliers, warehousemen, storekeepers, engineers, electricians and jobmasters and to carry on any one of the following business namely the buying, selling, letting on hire, lease, contractors, repairers, cleaners, storers, and warehousers of motor-cars, taxi-cabs, motorcycles automobiles, motor lorries and wagons, cycle-cars, motors, scooters, cycles, bicycles, and carriages, lunches, boats, vans aeroplanes, hydroplanes, airships, hovercrafts, jet and otyher conveyance whether propelled or assisted or drawn by motor, by means of patrol, spirit, steam, gas, electricity, animal or any mechanical, atomic or nuclear or other power device and all other machines, vehicles or devices now or hereafter used for travelling by air and space and all motors, machinery, mechanical and other parts, engines, chassis, bodies, tools, plants, implements, utensils, appliances, apparatus, oil and petroleum products, requisites and accessories for the classes of the above mentioned vehicles or any parts thereof.
- To acquire buy, purchase, exchange, hire or otherwise develop or operate land, building, 8. any estate of interest in and hereditaments of any tenure or description including software Technology Park, Computer integrated towers, buildings infrastructural facilities providers for information technology, software, telecommunications, electronics and other allied services and any estate or interest therein, any right over or connected with land and buildings so situated and construct, develop or to turn the same to account as many seem expedient and in particular by preparing building sites, flats, houses, apartments, commercial complexes by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices rooms, flats, houses, restaurants, markets, shops, workshops mills, factories, warehouses, cold storage, wharves, godowns, hotels, hostels, gardens, swimming pools, playgrounds, building, otherwise deal with or disposing of the same and to manage land, building, and other properties, whether belonging to the Company or not and to collect rents and income and to supply tenants and occupiers and other infrastructural facilities, refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric and other conveniences commonly provided in flats, suites and residential and business units and to act as architects, consultants, designers, developers, buildings, contractors, estate agents, merchants and dealers in building requisites and materials.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 50,00,000/- (Rupees Fifty Lacs) divided into 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- each with power to increase or reduce the same in accordance with the provision of the Companies Act, 1956 and to classify or reclassify the share capital.

We the several person whose name and address are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the numbers of shares in the capital of the company set opposite to our respective names.

S. No.	Names, addresses, descriptions and occupations of subscribers	No. of shares taken by each subscriber	Signature, names, addresses, descriptions and occupations of Witnesses	
1.	SUMAN AGARWAL W/O BIJAY AGARWAL SHREE SHYAM COMPLEX, ASHRAMPARA, SILIGURI - 734401, OCCUPATION - BUSINESS	5,000 (FIVE THOUSAND ONLY)		
2.	BIJAY AGARWAL S/O PAWAN KUMAR AGARWAL SHREE SHYAM COMPLEX, ASHRAMPARA, SILIGURI - 734401, OCCUPATION - BUSINESS	5,000 (FIVE THOUSAND ONLY)	WITNESS TO THE TWO SIGNATORIES MANOJ KUMAR BHURA S/0 D.C. BHURA 8, G.C. AVENUE, KOLKATA - 700 013 CHARTERED ACCOUNTANT M NO. 55001	
	TOTAL SHARE TAKEN	10,000 (TEN THOUSAND ONLY)		