

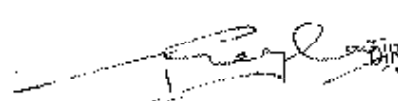
FORM NO- INC-13
THE COMPANIES ACT, 2013

MEMORANDUM OF ASSOCIATION
OF

ALPINE INFRAPROJECTS PRIVATE LIMITED

- I. The Name of the Company is **ALPINE INFRAPROJECTS PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in the **National Capital Territory of Delhi.**
- III. The objects for which the Company is established are:-
(A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-**

1. To engage in Real Estate Promoters, Developers & Project Management Association including civil, mechanical, electrical and all other types erection, commissioning projects, project trading as well as consultant for execution of projects on turnkey basis for equipments of industrial, domestic and other purposes to carry on the business carry on the business as owners, builders, colonizers, developers, promoters, proprietors, contractors and maintainers of residential, commercial and industrial buildings, colonies, mills, and factory's buildings, workshop's buildings, malls, hotels cinema's houses, hospitals, sports city, sports centres, real estate, special economic zone, software technology park and deal in all kinds of immovable properties whether belonging to the Company or otherwise.
2. To undertake and to carry on the business of purchasing, selling and developing any type of land or real estate & plot whether residential, commercial, industrial, malls, hotels, rural or urban that may belong to company or to any other person of whatever nature and to deal in land or immovable properties of any description or nature on commission basis and for that purpose to make agreements to sell the land of the company or of anybody else.
3. To erect and construct houses, buildings or civil construction work of every description on any land of the company or upon any other lands or immovable property, malls, hotels and to purchase, or otherwise own, hold, construct, erect, alter, develop, colonise, decorate, furnish, pull down, licence, transfer, charge, assign, let out, sublet all type of lands, plots, buildings, flats, resorts, cyber cafes, spa's, hospitals, sports city, sport centres, health centre, beauty centre, guest house, specialty stores, departmental stores, franchise stores, bungalows, quarters, officers, flats, chawls, warehouses, godowns, shops, stalls, markets, hotels and restaurant's building, banquet halls, houses, structures, construction, roads, bridges, land, real estates, estates and immovable properties whether freehold or lease hold of any nature and description and where ever situated in way and partly consideration for a gross sum or rent or partly in one, in other or any consideration.
4. To act as an agent, consultant for purchasing, selling and letting on rent, land and houses whether multistoried commercial and/or residential buildings, malls, hospitals, sports city, sports centres and hotels on commission basis to consolidate or subdivide, develop, maintain, purchase and sell into farms or farm houses and sheds and or to sell the same on hire purchase or installment system or otherwise dispose of the same and to acquire land for the construction of multi-storied buildings and to license the flats therein on suitable terms and conditions


DIRECTOR

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

OBJECTS:

1. In case of the conversion of the company to a public company subject to the provisions of the Companies Act 2013 and other such laws upon any issue of shares, debentures or such other securities of the company, to employ commission agents and under-writers and to provide remuneration of such persons for their services by payments in cash or by the issue of shares, debentures or such other securities of the company of all types or by the granting of options to take the same, of all types or in any other such manner as may be allowed by law.
2. To negotiate and/or enter into agreements and contracts with individuals companies, corporations and such other organizations, foreign or Indian, for obtaining or providing technical, financial or any other assistance for carrying out the main objects of the Company and also for the purpose activating research development of manufacturing projects on the basis of know-how and/or financial participation and for technical collaboration and to acquire or provide necessary formulae and patent rights for furthering the main objects of the company.
3. To accept stock or shares in or debentures, mortgage debentures, or such other such securities of any other such company in payment for any services rendered or for any sale made to or debts owing from any such company in connection with the main business of the company.
4. To apply for purchase or otherwise, acquire any patents, brevets d' invention licenses and concessions conferring any exclusive or non-exclusive or limited rights to use any information as to any invention which may seem capable of being used for any of the objects of the company or the acquisition of which may seem, calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licenses or in respect of the property rights or information so acquired.
5. To acquire all machineries, plants, stock-in-trade, trademarks and other movable and immovable properties of any description, to achieve any of the main objects of the company.
6. To acquire by concession, grants, purchase, licenses or otherwise, lands buildings and/or machinery, farms, water-rights and other works, privileges, rights and hereditaments of all types in connection with main business of the company.
7. To erect upon the lands belonging to the company and upon any other such lands or property which may be taken on lease or license by the company, factories, buildings houses and super structure as may be required for carrying out the main objects of the Company and in particular equip the said buildings and/or factories with machinery in connection with the main business of the company.
8. To improve, manage develop, exchange, lease, mortgage, enfranchise and dispose of all or any of the property and rights of the Company.

FOR ALPINE INFRAPROJECTS PRIVATE LIMITED

DIRECTOR

9. To purchase, take on lease, or otherwise acquire in the Union of India or elsewhere any real or personal property, estates plantations and other such lands whether freehold, lease hold or such other tenure of all types for the purposes of the Company's business.
10. Subject to section 230 to 240 of the Companies Act, 2013 to enter into partnership or any agreement for sharing profits, union of interest, reciprocal concession, amalgamation or co-operation with any person or persons, corporation or company carrying on or about to carry on, or engaged in any business or transaction which this company is authorised to carry on or to engage in any business or transaction capable of being conducted so as to benefit this Company, directly or indirectly and to take or otherwise acquire and hold stocks or securities and to subsidise or otherwise assist any such company and to hold reissue with or without guarantee or with such shares or securities and to form constitute or promote any other such company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other such purpose which may seem directly or indirectly calculated to benefit the Company.
11. Subject to Section 70 of Companies Act, 2013, to invest in Company's own shares and deal with the moneys of the Company not immediately required in any scheduled banks or in trust, securities or deposit or interest with anybody corporate/individual/firm or in such other manner as is beneficial to the Company.
14. To draw, accept, endorse or negotiate promissory notes, bills or exchange or such other negotiable instruments, drafts charter parties, bills of lading and warrants of all types in connection with the object of the Company.
15. Subject to sections 230 to 240 of the Companies Act 2013, to amalgamate with or dispose of or exchange any of the business or undertakings properties or rights of the Company in consideration of shares, debentures or such other securities of all types and to enter into any agreement or arrangement with other companies, firms or individuals for joint working in the business or for sharing of profits in any other such company, firms or person if such acts are advantageous to this Company.
16. To dispose of transfer, exchange, lease, mortgage all business undertaking properties or rights of the Company or any part thereof for any consideration which the Company may deem fit to accept in connection with its main business.
17. To aid particularly or otherwise, any association, body or movement having its object the solution, settlement or surmounting of industries or labour problems or troubles or the promotion of industry and trade.
18. To make pecuniary grants by way of donations, subscriptions, allowances, gratuity guarantee or otherwise for the benefit to persons who are or have been employed by the company and widows, orphans and dependents of any such persons.
19. Subject to section 180 to 183 of the Companies Act, 2013, to subscribe, contribute or guarantee money for any national, charitable, benevolent, public, general or useful object of funds or for any exhibition.
20. To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise in connection with the main business of the company.
21. To establish and support or provide aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or relations of such persons and to grant pensions and allowances and to make payments towards insurances.

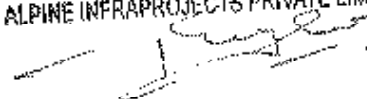
For ALPINE INFRA PROJECTS PRIVATE LIMITED


DIRECTOR

22. To take up the management of any Company situated in the Union of India engaged in similar business for furthering the main objects of the company.
23. To procure the Company to be registered, legalized, domiciled or recognized in any country or place and to procure its incorporation in a like character as a society or otherwise in any country or place and to carry on its, business or any portion of its main business or objects in any country or place.
24. To pay all or any costs charges or expenses preliminary, incidental or relating to the promotion, formation registration or establishment to this or any other such company or to the raising, subscription issue, settlement or quotation in any stock exchange of any portion of the original or future share, loan or other capital of this or any other company and to remunerate by commission, discount or otherwise any person or company for services rendered in placing or assisting to place any of such share capital debentures stocks or securities or obtaining or to assisting or to obtain a settlement or quotation of the same in any stock exchange for any services, preliminary, incidental, or relating to or in connection with the promotion formation, registration or establishment of this or any such other company and to charge any payment of remuneration to capital or revenue account, subject to the Provision of section 314 of the Companies Act.
25. To advance, invest the Company's money with such persons or companies and in or upon such investments or securities in such manner as may be expedient to attend the main objects of the Company.
26. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the company in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
27. To import, buy, exchange, alter, improve and manipulate all kinds of plant, machinery, apparatus, tools, utensils, substances materials and things necessary or convenient for carrying on the main objects of the Company.

28. Subject to Section 66 of the Companies Act 2013, to distribute among the members in specie or otherwise any property of the company or any proceeds of sale or disposal of any property of the Company in the event of winding up but so that no distribution amounting to a reduction of capital be except with the sanction if any for the time being required by the Companies Act, 2013.

30. To distribute as dividend or bonus among the members or to place reserves or other wise to apply, as the Company may, from time to time think fit any money received by way of premium on shares or debentures issued by the Company and any money received in respect of forfeited shares and money arising from the sales by the Company of forfeited shares, subject to the provisions of the Companies Act 1956 and Companies Act, 2013 (to the extent of applicability of both the Acts)
31. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of main business concerns and undertaking of any assets, properties or rights which the Company purpose to acquire.
32. To create any reserve fund, sinking fund, insurance, fund or any other such special fund whether for depreciation repairing, improving, research extending or maintaining any of the properties of the company or for any other such purpose conducive to the interest of the Company.



33. To send out to foreign countries, its directors, employees or any other such person or persons for investigating possibilities of main business or for procuring and buying any machinery or establishing trade connections or for promoting the interests of the Company and to pay all expenses incurred in connection.
34. To agree to refer to arbitration any dispute, present, or future, between the Company and any other such Company, firm, individual or any such other body and to submit the same to arbitration in India or abroad either in accordance with India or any foreign systems of law.
35. To appoint agents, sub-agents, dealers, managers, canvassers or representatives for transacting all or any kind of the main business which this company is authorized to carry on and to constitute agencies of the Company in India or any other country to establish offices and agencies in different parts of the world
36. To do all or any of the above things in any part of the world as principals agents contractors trustees or otherwise either alone or in conjunction with others and either by or through agents.
37. To take all such other steps and to do all other acts as may be necessary incidental conducive to the attainment of the main objects or any of them.
38. Subject to Section 180 & 181 of the Companies Act, 2013 and the rules framed there under and the directions issued by Reserve Bank of India, from time to time as may be applicable to borrow money, take or give loan promissory notes and such other securities for the same and keep floating cash credit or such other accounts with or without interest and to lend or allow loans or overdraft thereon to the depositors and charge interest thereon.
39. To acquire and takeover either the whole of any part or the business goodwill trade marks, patents and property, assets and liabilities of any person or persons, company, partnership firms or corporation carrying on the main business of the company.
40. To acquire, take over and undertake the whole or any part of business as a going concern along with all assets, liabilities, license, quotes, rights, entitlements from any person, firm or company, to enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint ventures, reciprocal concessions or otherwise with any person or company carry on or engaged in, or about to carry on or authorized to carry on or engage in or
41. any business or transaction capable of being conducted so as to directly or indirectly benefit this company and to guarantee the contracts of or otherwise assist any such person or company and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same.
42. To stand guarantor and be surety or answerable for the debts or defaults of any person firm or company arising on contracts for payments or repayments of moneys or loans or the fulfillment of any obligations or performances of any such person, firm or company and to enter into contracts of indemnity or guarantee upon such terms and conditions as may seem necessary or expedient for effecting the same.
43. To carry on business as house, land and estate agents, builders and developers and to arrange or undertake the sale purchase, of, advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers or, vendors of and to manage lands, buildings and other such property, whether belonging to the Company or not and to let any portion of any premises for residential, trade or business purposes, or other private or public purposes and to collect rent and income and to supply to tenants and occupiers and other, refreshments, clubs, public halls, messengers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, garages and such other advantages thereof.

44. To promote companies associations with or without limited liability and to take or otherwise acquire and hold shares and debentures in such company or association or any other such company carrying on business in India or elsewhere whether promoted by this Company or not and to appoint any director, trustee, accountant or agent.
45. To carry on the business of importers and exporters of goods or merchandise of any description or to act as contractors, shippers, underwriters, commission agents, brokers, estate agents, hardware merchants, traders and dealers in articles of any type.
46. To stand guarantor and be surety or answerable for the debts or defaults of any person firm or company arising on contracts for payments or repayments of moneys or loans or the fulfillment of any obligations or performances of any such person, firm or company and to enter into contracts of indemnity or guarantee upon such terms and conditions as may seem necessary or expedient for effecting the same.
47. To carry on business as house, land and estate agents, builders and developers and to arrange or undertake the sale purchase, of, advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers or vendors of and to manage lands, buildings and other such property, whether belonging to the Company or not and to let any portion of any premises for residential, trade or business purposes, or other private or public purposes and to collect rent and income and to supply to tenants and occupiers and other, refreshments, clubs, public halls, messengers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, garages and such other advantages thereof.
48. To promote companies associations with or without limited liability and to take or otherwise acquire and hold shares and debentures in such company or association or any other such company carrying on business in India or elsewhere whether promoted by this Company or not and to appoint any director, trustee, accountant or agent.
49. To undertake any advisory, technical, managerial, consultancy of similar works.
50. To undertake, carry out, promote and sponsored or assist any activity for the promotion and growth of the national economy and for discharging what the Directors may consider to be social and moral responsibility of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic and moral uplift of the public or any section of the public in such manner as the directors may think fit.
51. To purchase, land for the construction of houses for poor people, toilets for public convenience, temporary sheds, water tanks and to license, transfer them on suitable terms and conditions.

52. To enter into contracts of indemnity or guarantee and to guarantee the performance of any contract or obligation and the due payment and repayment of any debt or liability present or future or contingent on the performance of any contracts or obligations of any persons, firms or company or body corporate in favor of any person, company, bank, financial institution or any other entity for any purpose whatsoever.
53. To provide as security, its movable or immovable or any other assets, in favor of any person, company, bank, financial institution or any other entity for the due repayment of any debt or liability present or future or contingent on the performance of any contracts or obligations of any persons, firms or company or body corporate for any purpose whatsoever.
54. To do all such other things as may be deemed incidental or conducive to the attainment of the main objects.

IV. The Liability of the members Is Limited.

- V. *The Authorized Share Capital of the Company is Rs. 150,00,000/- (Rupees Fifteen lacs Only) divided into 1,50,000 (One lacs fifty thousand) Equity shares of Rs. 10/- (Rupees Ten each only).*

For ALPINE INFRAPROJECTS PRIVATE LIMITED


DIRECTOR

We, the several persons whose names and addresses are subscribed hereunder 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 as set opposite to our respective names.

S. N.	Name, Address Occupation and Father's Name of the Subscriber	Number of Shares	Signature of the Subscriber	Name, address, occupation and Father's name of the witness
1.	Manish Nigam S/o Balj Bahadur Nigam R/o 182, Katoli Khari Vishwakarma Nagar Delhi - 110095 (Business)	5000 (Five thousand equity shares)	<i>Manish</i>	
2.	Hemant Kumar Singh S/o Ramakrishna Narain Singh R/o 6/74 Vaidhali Ghaziabad, U.P. Uttar Pradesh 201012 (Business)	5000 (five thousand equity shares)	<i>Hemant</i>	
		10,000 (Ten thousand equity shares)		

I hereby witness the signature of all the subscribers who have signed in my presence.

Vijay Kumar Sharma s/o S/o. M. P. Sharma
(Company Secretary)
D-36, Gali No. 12, Laxmi Nagar
Delhi - 12.

P. No. 1897

Place: Delhi Dated this 6th day of August 2010

[Signature]
FOR ALPINE INERPROJECTS PRIVATE LIMITED

DIRECTOR