
MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

COUNTRYWIDE PROMOTERS PRIVATE LIMITED



प्रारूप एक
Form 1

निगमन का प्रमाण-पत्र

Certificate of Incorporation

स0 55-75865
No. 55-75865

शक.....1917.....
of.....1995-96.....

मैं एतद् द्वारा प्रमाणित करता हूं कि आज..... कन्ट्रीवाइड प्रमोटर्स प्राइवेट लिमिटेड

कम्पनी अधिनियम 1956 (1956 का 1) के अधिन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that..... COUNTRYWIDE PROMOTERS PRIVATE LIMITEDis
this day incorporated under the Companies Act 1956 [No.1 of 1956] and that the Company is limited.

मेरे हस्ताक्षर से आज तारीख 10 माघ 1917..... को दिया गया।

Given under my hand at..... NEW DELHI thisTHIRTIETH
day of..... JANUARY..... One thousand nine hundred and..... NINETY SIX.



Sd/-

(अ. वहाब अन्सारी)

अपर कम्पनी रजिस्ट्रार
रा. रा. क्षेत्र दिल्ली एवं हरियाणा
(A. W. ANSARI)
Addl. Registrar of Companies
N.C.T. OF DELHI & HARYANA

For Countrywide Promoters Pvt. Ltd

4.84

Director/Authorised Signatory

(THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
COUNTRYWIDE PROMOTERS PRIVATE LIMITED

- I. The Name of the Company is : **COUNTRYWIDE PROMOTERS PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in the State of Haryana.
- 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 carry on the business as owners, builders, colonisers, developers promoters, proprietors, occupiers, lessors, civil contractors, maintainer and mortgagers of residential, commercial and industrial builders, colonies, mill's and factory's sheds and buildings, workshop's buildings, cinema's houses buildings and to deal in all kinds of immovable properties whether belonging to the Company or not.
 2. To undertake and to carry on the business of purchasing, selling and developing any type of land or plot whether residential, commercial, agricultural, industrial, 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 any body else and to deal in building material, electrical, and civil materials.
 3. To erect and construct houses, buildings or civil and constructional works of every description on any land of the company or upon any other lands or immovable property and to purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, construct, erect, alter, develop, colonise, decorate, furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, mortgage, charge, assign, let out, hire, sublet or sublease all type of lands, plots, buildings hereditaments, bungalows, quarters, offices, flats, chawls, warehouses, godowns, shops, stalls, markets, hotels and restaurant's building, banquet halls, houses, structures, construction, tenaments, roads, bridges, land, 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 for purchasing, selling, and letting on hire, land, agricultural land and houses whether multistoreyed, commercial land/or residential buildings on commission basis.
 5. To consolidate or subdivide, develop, maintain, purchase, sell and letting on hire agricultural lands into farms or farm houses and sheds and to let out the same on rental or licence basis and/or to sell the same on hire purchase or instalment system or otherwise dispose of the same.
 6. To acquire land for the construction of multi-storeyed buildings and to licence the flats therein on suitable terms and conditions.

For Countrywide Promoters Pvt. Ltd


Director/Authorised Signatory

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

1. To purchase, otherwise, acquire, own, import all materials, substances, appliances, machines containers and such other articles and apparatus and things capable of being used in the main business and to own, lease and otherwise acquire and use facilities of whatever kind as may be conducive to the effective working of main business of the Company.
2. To acquire, build, alter, maintain, remove or replace and to work, manage and control any buildings, offices, shops, machinery and conveniences which may seem necessary to achieve the main objects of the Company.
3. To buy, repair, alter, improve, exchange, import machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in the main business of the Company.
4. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate or interest, whatsoever and to hold, develop, work, concessions, grants decrees, licences, privileges, claims options, leases, property, right, or powers of any kinds which may appear to be necessary for the main business of the Company.
5. To pay for preliminary and pre-incorporation expenses of the Company.
6. To exchange, mortgage, royalty or tribute, grant licences, easements, options and other rights over and dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for consideration as may be thought fit and in particular for stocks, shares, debentures whether fully or partly paid-up or securities of any other Company having main objects whole or in part similar to the Company.
7. Subject to the provision of the section 314 of the Companies Act. To pay for any rights or property acquired by the Company and remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full.
8. To advance money, in connection with the main business either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Company may think fit, provided that the Company shall not carry on banking business within the meaning of Banking Regulations, Act, 1949.

9. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the main business of the Company.
10. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares of securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further objects of the Company.
11. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, stocks contracts, mortgage or charges, obligations, instruments, securities of any company or of any authority, supreme, municipal, local or of any persons whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the main business of the Company.
12. To subscribe for acquire, hold shares and dispose off share-stocks, debentures, debenture stock, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate undertaking) of whatsoever nature and howsoever constituted or carrying on the business and to subscribe for, acquire hold shares, debentures and debenture stocks and debenture bonds, mortgages, obligations and other securities issued to guaranteed by any Government sovereign rule, commissioners, trust, Municipal, local or other Authority or body whatsoever nature, whether in India or elsewhere as may be conducive to the business of the Company.
13. To invest other than investments in Company's own shares any money of the Company not immediately required in any investments, movable or immovable as may be deemed proper and to hold, dispose capital or invest in shares or stock in the company as may be necessary for the business of the Company.
14. Subjects to Section 58A, and 292/293, 295 & 370 of the Companies Act, and the Rules made thereunder and the directions issued by Reserve Bank of India, to receive money on deposit or loan and borrow or money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock (perpetual or otherwise and to secure the payment of any money borrowed raised or owing on the mortgage charge or lien upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person or Company, of any obligation undertaken by the Company.

15. To draw, make, accept, endorse, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and such other negotiable or transferable instruments of securities of all types.
16. To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, and patents rights, brevets d'inventions, trade marks, designs, licences, protections and concessions, conferring and exclusive or non-exclusive or limited right to their use of information as to any invention, process or privileges which may seem capable of being used for any of the main business 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 licences or privileges in respect of the property rights and information so acquired.
17. To spend money in experimenting upon and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
18. To do all or any of the main business activities either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustee or otherwise.
19. To acquire and takeover all, or any part of the business, property and liabilities of any person, firm or company carrying on or proposing to carry on the main business which this Company is authorised to carry on or possess property, suitable for the main business of the Company.
20. To procure the registration or recognition of the company in or under the laws of any place outside India.
21. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or controls, management or development of the Company or any other objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its main business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its main business or in or about the promotion of any other such company in which Company may have any interest.

22. Subject to the provisions of Sections 391 to 394 and 394A of the Companies Act, 1956, to amalgamate or to enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal rights with any person or persons of company or companies carrying on or engaged in the main business of the Company.
23. To enter into any arrangements and take all necessary or proper steps with Governments or with other such authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on negotiations or operations for the purpose of directly or indirectly carrying out the main objects of the Company or effecting any modification in the constitution of the company or for furthering the interest of the members and to oppose any such steps taken by any other company, any firm or person which may be considered likely, directly or indirectly, to prejudice the interest of the Company or its members and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from any such Government authority and company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the company may think fit desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
24. To adopt such means of making known the main 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 donations.
25. (a) To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the company in any person of company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company.
- (b) To accept gifts including by way of awards/prizes from Govt. and semi-Govt. bodies and to give gifts and donations to create trusts for the welfare of employees, members, directors and/or their dependents heirs and children for deserving objects for and such other persons also and to act as trustee.
26. To apply the assets of the company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade including any association institution or fund for the interest of masters,

owners and employers against loss by bad debt, strike, combustion, fire accident or otherwise or for the benefit of any employee workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with such other persons or classes of persons and particulars of friendly, co-operative and other society, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose.

27. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution or settlement of industrial or labour problem or troubles or the promotion of industrial or trade.
28. To subscribe or guarantee money for any national, charitable, benevolent, public general or useful object or for any exhibition, subject to the provisions of Section 293, 293A/293B of the Act.
29. Subject to the provisions of the Gift Tax Act, 1958 and the Statutory amendments thereof, the Company has power to make and receive gifts either in cash or other such movable or immovable properties.
30. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give, or procure the giving of donations, gratuities, pension, allowances or emoluments to any person who are or were at any time in the employment or service of the Company or are allied to or associated with the Company or with any such subsidiary Company or who are or were at any time Directors or officers of the Company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subscribe to any institutions, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such persons of aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
31. 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 its winding-up but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by the Companies Act, 1956.

32. To do all such other things as may be deemed incidental or conducive for the attainment of the main objects.

(C) THE OTHER OBJECTS ARE :

1. To carry on in any mode, the business of store-keepers in all its branches and in particular to buy, sell and deal in goods, stores consumable articles, chattels and effects of all kinds, both wholesale or retail.
2. To carry on the business as importers and exporters of goods or merchandise of any description or to act as shippers, commission agents, advertising agent, travelling agents, transport agents, forwarding and clearing agents, brokers, estate agents and hardware merchants.
3. To carry on the business of manufacturers and dealers of automobile parts, accessories, ancillaries, stores and spares and to engineer develop, design, assemble, manufacture, produce, import and export, buy, sell and otherwise deal in Tractors, Cars, Motorbikes, Cycles, Mopeds, petroleum and petroleum products, glass and glass products, industrial, mining, agricultural and such other machines and all types of tools, plants, equipments, instruments appliances and hardware of all kinds, general fittings, accessories and appliances of all description made of metal, alloy, glass, synthetic and other such fibres, chemical and PVC compounds, plastic or any other such material related thereto.
4. To carry on the business of electrical engineers, air conditioner contractors electricians, engineers, contractors, manufacturers, contractors, suppliers and dealers in electrical and other appliances, cables, wire lines dry-cells, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity for the purpose of light, heat motor power and for all others purposes for which electrical energy can be employed and to manufacture and deal in all apparatuses and required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, including in the term electricity, all power that may be directly or indirectly, derived therefrom or may be incidentally hereinafter discovered in dealing with electricity.
5. To manufacture and/or produce and/or otherwise engage in the manufacture or production of or dealing in electrical kilowatt hour meters, magnets, electromagnets power cables, industrial jewels ammeters, voltmeters and other types of measure instruments, electrical or non electrical, die castings, screws, nuts and bolts, transformers of all types, circuit breakers, punched card machines, computers and calculators and their accessories, hoists, elevators, trolleys and coaches, winches, power generators, magnetic separators, winders, air compressors, welders, fans of all types, switches and motors of all types, drills, electric grinders, air conditioners, refrigerators, washing

machines, television and wireless apparatus, including radio receivers and transmitters, electronic instruments, videos, transistors and allied items, watches and clocks, cameras and any house hold appliances and any equipment used in the generation, transmission and receiving of sound, light and electrical impulses and component or parts thereof.

6. To carry on the business as mechanical engineers, machinists, fitters, mill wrights founders, wire drawers, tube metallurgist saddlers, galvanizers, japanners, annealers electroplaters and painters.
7. To carry on general business of providing comparative information about the characteristics, interest or other attributes of individuals communities, organisations, countries or other social units and of any articles or commodities or economic trends or persons whatsoever, to design, invest, prepare, own, make and lease, sell or otherwise dispose and generally to deal in and with computers, data processing machines, tapes, cards, memory equipment or any other equipment and materials of every kind and description useful in connection with the business, to license or otherwise authorise others to engage in the foregoing and to engage in general research and development in areas related to or involving the foregoing.
8. To grow, take on lease, acquire, develop, deal in plantations and to process in all aspect, timber, wood, plywood and all kinds of wood and to make products where wood is constituent part and to design, develop, fabricate any products involving the use of wood.
9. To produce, manufacture, use or otherwise acquire, sell, distribute, deal in and dispose of, alkalies and acids, gases compounds, fertilizers, chemical and chemical products of every nature and description and compounds, intermediates, derivatives and by-products to be made therefrom (hereinafter for convenience referred to generally as chemicals and products) including specifically, but without limiting the generality of the foregoing, calcium carbide, calcium cyanamide, vat, solubilised vat, azoic salts, naphthols, all type of floatation reagents, wetting agents, insecticides and fumigants plastics and resins, dyes, explosives, catalytic agents, foods direct colours, basic and rapid fast colours, pigments, drugs, biologicals, pharmaceuticals, serums, vitamin, products, hormones, sutures, ligatures drugs for disease or disabilities, in men or animals and products derived from phosphate, mines, limestone, quarries, bauxite-mines, petroleum, natural gas and such other natural deposits useful or suitable in the manufacture of chemicals and chemical products as herein-above defined.

10. To manufacture produce, refine, prepare, store, sell and to trade deal in petroleum and all kinds of mineral oils all products and bye-products thereof including wax, parafin, soap, paint, varnish, lubricants, illuminant and butter substitutes, oil, cloth, candles, glycerene, stearing and in connection therewith to acquire, construct, repair, operate and use oil and such other refineries, buildings, mills, factories, oil wells, derricks, distilleries, ghanies, rotaries, expellers, mechanical or hydraulic press.
11. To carry on the business of manufacturers and dealers, importers and exporters of natural and synthetic resins, moulding, powders, adhesives and cements, oil paints, distempers, cellular paints, colours, varnishes, enamels, gold and silver leat enamels, spirits, tobacco, Cigars, Snuff, Soap, cosmetics, perfumes, medicines, drugs, dyes, fats, waxes, hides, skins and leather and such other allied articles thereof.
12. To carry on development and research work and to manufacture, process, Import, export, buy, sell, and deal in petroleum, coke, calcined coke and coaltar, anthracite coal and to draw out, manufacture and deal in coaltar, canlion products and such otherby-products as may be possible and to utilise waste gases for industrial uses and purposes.
13. To engineer, develop, design, assemble, manufacture, produce, import, export, buy, sell, operate, run let on hire and otherwise deal in :
 - (a) all kinds of earthmoving and agricultural machines, petrol and diesel engines, tools plants, tractors, equipments, spares, appliances, impliments, accessories, mobile or otherwise.
 - (b) heavy vehicles and machines for agricultural and land reclamation, drainage, irrigation, water works, engineering, forest clearing, pumping and such other purposes thereof.
 - (c) spraying machines, vehicles, and equipments, whether mobile or otherwise.
 - (d) mobile workshops and garage equipments for repair and service machinery
 - (e) tubewells, pumps, floating or otherwise, motors and irrigation machinery.
 - (f) transportation equipments for movements of its products or stores, machines or personnel and as general purpose freight carriers.
14. To undertake the business of distribution and application of chemicals, fertilizers and pesticides, aerial or otherwise and to maintain and run vehicles, aeroplanes and equipments for spraying and to run the said vehicles and aeroplanes for hire and as passenger carrying crafts also.

15. (a) To construct a cinematography theatre and such other building and works and conveniences, for said purpose thereof and manage, maintain and carry on the said theatre and to let out such other buildings when so erected or constructed.
- (b) To carry on the business as proprietors and mangagers of theatres, (cinemas, picture places and concert halls) and to provide for the production, representation and performance (whether by mechanical means or otherwise) of operas, stage plays, operatus, burlesques, vaudevilles, revues, ballets pantomimes, spectacular pieces, promenade and such other concerts musical and dramatic performaces and entertainments of all types.
- (c) To carry on the business of restaurant keepers, wine and spirit merchant, licensed victuallers, theatrical agents, box office keepers, dramatic and musical literature publisher and printers.
- (d) To manufacture films and such other appliances and machines in connection with mechanical reproduction or transmission of pictures, movements, music and sounds and to organise and conduct theatrical production and entertainment of all kinds.
- (e) To enter into agreements with author or such other persons, for the dramatic or other rights of operas, plays, films, operatus, burlesque vaudevills, revues, ballet, pantomines, spectacular pieces, musical compositions and other dramatic and musical performances and entertainments or for the representation thereof in india and elsewhere, as well as of foreign rights and to enter into agreements of all kinds with artists and such other persons related thereto.
16. To carry on business as tourists, agents and contractors and to facilitate travelling and to provide for tourists and travellers and promote the provision of conveniences of all kinds in the ways of through tickets circular tickets, sleeping cars or berths, reserved, places hotel and lodging accommodation, guides safe deposits, inquiry bureaus, libraries lavatories reading room, baggage transport and otherwise.
17. To carry on business of hotel, cafe, restaurent, tavern, beer house, restaurant room, boarding and lodging, house keepers, beer merchants, maltsters, manufacturers of aerated minerals and artificial waters and other drinks purveyors, catters, for public amusement coach, cab, carriage and motor car proprietors, livery, stable and garage keepers, importers and brokers of food, live and dead stock, hairdressers, perfumes, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading writing and newspaper rooms, libraries, grounds and places of amusements and recreation, sport enterainment and instruction of all kinds, tobacco and cigar merchants, agents for railways, road, air and shipping companies and carriers, theartrical and opera-box

office proprietors and general agents and to provide services and facilities of all kinds commercial basis that may be required for the tourist and entertainment industry.

18. To promote, establish, acquire and run or otherwise carry on the business of any plastic or rubber industry or business of manufacture of materials for use in such industries or business such as wax, paper bakelite, plywood, celluloid, products, chemicals of all sorts and such other articles or things and similar or allied products, or process thereof.
19. To carry on business of processors, combers, spinners, weavers, knitters, manufacturers, dyers bleachers, finishers, laminators, balers and pressers of any fibrous or textiles materials whether an agricultural or animal or natural products or its by products or chemical or synthetic fibre and specially jute, hemp, silk, cotton, wool, mesta, nylon, terene, terylene, staple fibre or other synthetic fibre and to manufacture and produce from such raw material and to carry on the business of buyers, sellers and dealers of all such raw or processed or semi processed material and to transact all manufacturing, cutting and preparing, process and mercantile business that may be beneficial to the said business.
20. To carry on the business of transport, cartage and haulage contractors, garage proprietors, owners and charters of road vehicles, aircrafts, ships, tugs, barges and boats of every description, lighterman, carriers of goods and passengers by road, rail, water or air, carmen, cartage contractors, stevedores, wharfingers, cargo superintendents, packers, hauliers, warehousemen, store-keepers and jobmasters.
21. To carry on the business of farming, horticulture, floriculture, sericulture, dairies, cultivators of all kinds of foodgrains seeds, fruits, proprietors of orchards and traders, exporters, dealers and sellers of the products of farming, dairy, horticulture, floriculture, sericulture and pisciculture and fishing and manufacturers of drinks, alcoholic or otherwise and beverages produced from such products or otherwise to carry on the business of cultivators growers manufacturers, millers, grinders, rollers, processors coldstores, canners and preservers and dealers of food grains and such other agricultural, dairy horticultural and poultry products, fruits, vegetables, herbs, medicines flowers, drinks, fluids and other fresh and preservable products and to extract, byproducts and derivatives whether edibles, pharmaceutical medicines or any other such kind or nature whatsoever and food preparations of every kind and description and generally the business or manufacture of and trading in preserved, dehydrated,

canned or converted agricultural products, fruits and vegetables, foods, dairy and poultry products and articles and other derivatives of all kinds and descriptions and to set up and run machinery for processing and preserving the same.

22. To establish experimental farms and research stations anywhere in India for conducting experiments, test and research for developing, better qualities of foodgrains and agricultural products and the developing milk strain in cattle by cross breeding or otherwise and increasing eggs laying capacity in poultry and also for finding such other ways and means of improving other such agricultural crops, produce, seeds, fodder crops and cattle feed of all kinds.
23. To manufacture, process, chemically or electrically or by any other such means, refine, extract, hydrolize manipulate, mix, deodries, grind, bleach, hydrogenate, buy sell, import, export, produce or otherwise deal in seeds and agricultural products, food products, dietic products and preparations of patent drugs and poprietary articles of all kinds, whether basic or derived and all forms and in particular protein foods of all kinds and all such other ingredients thereof.
24. To buy, sell, deal in shares and securities, foreign exchange, gold, silver, cotton, jute, hessian, oil-seeds and hold them as permitted under the law, from time to time in force.
25. To organise, run, maintain, operate, promote the business of interior decorators, furniture and carpet designers and manufacturers, boutiques, operators of fashion centres, fashion shows and to make, acquire, deal in any way in handicrafts, objects of art precious stones jewellery, whether artificial or otherwise and articles wherein precuious metals or precious stones may be used, in textile fabrics and to manufacture and deal in any products as are dealt in by boutiques, fashion shows and interior decorators.
26. To establish, provide, maintain and conduct research and such other laboratories, training colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, class, meeting and conferences in connection therewith.
27. To be interested in promoting or undertaking the formation and establishment, and to take, hold and dispose of shares in such organisations, institutions, businesses or compaines whether industrial, hoteliers, restaurants, agricultural, trading, manufacturing or otherwise as may be considered to be conductive to the profit & interest of the company and also acquire, promote, aid, foster, subsidise or acquire interests in any such industry or undertaking.

28. To acquire from or sell to any person, firm or body corporate or unincorporate, whether in India or elsewhere technical and managerial information, know-how, processes, engineering, manufacturing, operating and commercial data plans, layouts and blue prints useful for the design, erection and operation of any plant or process of manufacture and to acquire and grant to licence other rights and benefits in the foregoing matters and things and to render any kind of management and consultancy services.
29. To carry on business as general, commercial, colour, craft and graphers, photographers, engravers, die makers publishers of newspapers, books, magazines, art and musical production, plan and chart printers, press and advertising agents, contractors, ink, die and colour manufacturers and dealers in containers and components and dealers in printing machines, type and all printers supplies, book binders and stationers and dealers in all kinds of supplies and equipment for mercantile and such other use thereof.
30. To carry on the business of manufactures of all delars in all kinds of classes of paper and pulp such as sulphate and sulphate wood pulp, mechanical pulp and soda pulp & such as transparent, vellum, writing, printing, glazed, absorbent, news printing papers wrapping, issue, cover, blotting, filter, bank or bond, badmi, brown, buff or playing lined, azure, laid, grass or waterproof hand-made, parchment, drawing, crafts, carbon, envelop and box and straw duplex and triplex boards and all kinds of articles in the manufacture of which in any pulp, paper or board in used and also to deal in or manufacture artificial leather of all varieties, grades and colour.
31. To acquire and hold shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in the republic of India or elsewhere, any debentures, debentures-stocks, books, obligations and securities, issued or guaranteed by any government, sovereign, ruler commissioners, public body or authority, supreme, municipal local or otherwise, whether at home or abroad, to acquire any such shares, stocks, debentures, debenture-stocks, obligations or securities by original subscription, tender, purchase, exchange or otherwise and subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and of exercise and enforce all right and powers conferred by or incidental to the ownership thereof, to issue shares, debenture-stocks, bonds, obligation and securities of

all kinds and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the company, or upon any specific property and rights, present and future of the company (including, if thought fit, uncalled capital) or otherwise, nowever, to export, import, buy, sell, barter, exchange, pledge make advance upon, invest in and otherwise deal in gold, silver, bullion, stocks, shares, securities of all kinds and description.

32. To secure sound investments of foreign capital in Indian undertaking and enterprises and Indian Capital in foreign undertakings and enterprises.
33. To carry on the profession of consultants on management, employment engineering industry and technical matters to industry and business and to act as employment agents.
34. To carry on the business as manufacturers of or dealers in glass products such as sheet and plate glass, optical glass, glass wool, laboratory ware and Thermometers.
35. To carry on the business as manufacturer of, agents or dealers in textiles and grains such as man-made fibers, cotton, silk, jute, woolen, synthetics foodgrains and products thereof, oils of all kinds, seeds and pulses.
36. To undertake and transact all kinds of agency business and to carry on and promote any business, commercials or otherwise, under sound principles and/or to act as distributors, underwriters, agents, brokers estate agents, middlemen, contract man, representation and indenting agents on commission, allowance, as may be deemed fit in all commodities, merchandise and other allied articles/lines of business.
37. To undertake, manage, finance or otherwise carry on either individually or in association in any manner with any other person or Government authority, programme of Rural Development in India including any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area and without prejudice to the generality of the forgoing to subscribe, donate, establish, provide, maintain, conduct, subsidies, undertake, associate with carry on and promote studies, research, experimantal work and application of technology, in any field of human endeavour, by establishing, endowing or assisting workshops, laboratories, schools, hospitals, first-aid centres and other technicat, scientific, agricultural or any other institutions and bodies for the development of education, medicine, human welfare, agriculture, horticulture, animal husbandry, dairy products, cottage,

small-scale and any other Industry and in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as Directors may think fit and divest the ownership of any property of the company to or in favour of any Public or Local Body or Central or State Government or any Public Institution or Trusts of Funds recognised or approved by the Central or State Government or established under any law for the time being in force.

38. To undertake, carry out, promote and sponsor or associates with or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities 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 or moral uplift of the Public or any section of the Public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue studies or academic pursuits of their researches and for establishing, conducting or assisting any institution fund, trust, person or Government authority having any one of the aforesaid objects as one of the objects by giving donations or otherwise in any other manner, and the Directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the company to or in favour of any Public or Local Body or Authority or Central.
39. To install the Electric furnaces for melting steel scrap and for producing steel castings and for re rolling mild steel sections.
40. To manufacture steel casting of all kinds such as used for Textile Machine parts, Railways, Tramway, Motor parts, Tractors, Sugar Industry and Cement industry machinery parts.
41. To manufacture bolts, nuts, buckets, kerais, gate channels and to carry on the business of fabrication of steel and its by products.
42. To weld steel tubes and boring of different steel and galvanising iron sections.

43. To manufacture, deal, stock and carry on the business of plate makers, wire drawers tube manufactures, galvanisers, enamellers, electroplaters, every type of steel spring steel, forging quality steel and to act as japaners, re-rollers, anncalors and makers of steel and metal furnitures and manufactures of all types of malleable grey castings, ferrous and non ferrous steel.
 44. To carry on the business of importing and exporting machinery, plants, tools, implements, metal goods, hardware and plumbing material and to sell, let out or otherwise deal in such imported goods or articles.
 45. To carry on the business as financiers (not amounting to banking business within the meaning of Banking Regulations Act, 1949) by way of loaning, lending and advancing money, to industrials, individuals, commercials and such other enterprise of all types.
 46. To carry on the business of mechanical fitters, wire drawers, galvanizers, jappanners, annealers, enamerles and packing case makers.
 47. To carry on the business of a leasing and hire purchase company and to acquire, to povidе on lease or to be provided on hire purchase basis all typs of industrial and offices plants, equipments, machinery, vehicles, building and real estate required for manufacturing, processing transportation and trading business and such other commercial and service business.
 48. To build, contract, establish, own, purchase, sell, take on lease or exchange or otherwise acquire, hold, maintain and manage industrial, commercial or residential buildings and plots, apartment houses, hotels, motels, hostals, restaurants, factory permises godowns, goals, warehouses, flats, hostels, boarding houses clubs, pleasure grounds and amusement parks, theatres, cinemas or other show houses, meeting or lecture halls, libraries, dharmashalas and sarais, health resorts and sanatoriums, gardens, swimming pools and baths, huts Bazars and markets, meals and exhibition and let, sublet, give on lease or otherwise to permit use and occupation of the same for rent or hire charges and to provide for the tenants and occupiers thereof all or any of the conveniences commonly provide in residential commercial and industrial quarters.
 - 49 Subject to the approval of SEBI and other authorities where required to carry on all or any of the business in all the branches of Registrars to the issue, manager to the issue, transfer agents, financial advisors, Merchants bankers, portfolio management, consultants to the capital market, data procurement and recording centres, and development consultancy and to carry on all or any of the activities in all its branches of leasing finance and hire purchase.
 50. To carry on the business of exporters and importers, buyers sellers, processors and manufacturers of and general exports and import both traditional and non-traditional items, industrial, mineral, agricultural commodities, handicrafts and household articles.
- IV. The liability of the members is Limited.
- V. The Authorised Share Capital of the Company is Rs. 3,30,00,000 (Rupees Three Crores Thirty Lacs only) divided into 50,000 (Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 32,50,000 (Thirty Two Lacs Fifty Thousand). Preference Shares of Rs. 10/- (Rupees Ten) each.

We, the several persons whose names and addresses are subscribed below 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 our respective names :

Name , Address Occupation and Description of Subscriber	Number and type of equity shares	Signature of Subscribers	Name, Addresses Description and Signature of witness
PUNAM CHAWLA W/o Mr. Satish Chawla 25, Najafgarh Road, New Delhi-15 (Business)	100 (One hundred)	Sd/-	I witness the signature of all the subscribers who have signed in my presence Sd/- (MADAN MOHAN GUPTA) C.A. M. No. 86452 S/o Late Sh. S. L. Gupta C-26, Model Town, Delhi-9
KAPIL CHAWLA S/o Mr. Satish Chawla 25, Najafgarh Road, New Delhi-15 (Business)	100 (One hundred)	Sd/-	
KABUL CHAWLA S/o Mr. Satish Chawla 25, Najafgarh Road, New Delhi-15 (Business)	100 (One hundred)	Sd/-	
Total	300 (Three hundred)		

Dated : 17-1-96
Place : NEW DELHI

(THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
(ARTICLES OF ASSOCIATION)

**OF
COUNTRYWIDE PROMOTERS PRIVATE LIMITED**

I. PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in Table 'A' in the Schedule 'I' to the Companies Act, 1956 shall apply to the Company.


II. INTERPRETATION

2. (1) In these Regulations :
- (a) The 'Act' means the Companies Act, 1956, as amended from time to time.
 - (b) "The Directors" means the Directors of the Company and include persons occupying the position of Directors by whatever name called.
 - (c) "The Seal" means the common seal of the Company.
- (2) Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any Statutory modifications thereof in force.

III. PRIVATE COMPANY

3. The Company is a Private Company within the meaning of Section 2(35) and 3(1)(iii) of the Companies Act, 1956 and accordingly :
- (a) No invitation shall be issued to the public to subscribe for any shares in, or debentures of the Company.
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and 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 be limited

For Countrywide Promoters Pvt. Ltd


Director/Authorized Signatory

to fifty, provided that for the purpose of this definition where two or more persons jointly hold one or more share in the company, they shall be treated as a single member, and

- (c) The right to transfer the shares of the Company is restricted in the manner and to the extent hereinafter appearing.
- (d) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

IV. CAPITAL

- 4. The Authorised Share Capital of the Company is such that sated in Clause V of the Memorandum of Association of the Company or altered thereat from time to time. The Company has the power from time to time to increase or reduce, its capital, Any of the said shares and new shares hereafter to created may, from time to time, be divided into shares of several classes in such manner as may, be provided hereinafter. The shares of each class may have or confer such preferential or other special rights and privileges may be issued under such restrictions and conditions whether in regard to dividend, voting, return of capital or otherwise as shall have been assigned thereto by or under provisions of the Articles of Association but so that the special rights or privileges belonging to holders of any share issued with preferred or other rights shall not be varied or abrogated affected except with such sanction as is provided for hereinafter.
- 5. The shares shall be under the control of the Board of Directors who may allot or otherwise dispose of the same to such persons on such terms as the Board of Directors think fit and to give any person any shares whether at par or at a premium and for such consideration as the Board of Directors think fit.
- 6. Subjects to these presents and the provisions of the Act, the shares of the Company whenever issued shall be under the control and the disposal of Board of Directors who may allot, issue or otherwise dispose of the same or any of them to such persons or on such terms and conditions and at such times and at par or premium or discount as they may, from time to time, think fit and proper, may also allot and issue shares in capital of the Company in payment or part payment for any property sold or transferrred to or for services rendered to the Company in or about the conduct of its business and the shares which may be so allotted may be issued as fully paid up shares and if so issued deemed to be fully paid up shares.

V. TRANSFER AND TRANSMISSION OF SHARES

- 7. Subject to the provisions of Section 108 of the Companies Act, 1956, any member desiring to sell any of his shares must notify to the Board of Directors of the number of shares, the value and the name of the proposed transferee and the Board of Directors must offer to the other shareholders, the shares offered at the fair valve and if the offer is accepted, the shares shall be transferred to the acceptors and if the shares of any

of them are not so accepted within one month from the date of notice to the Board, the members, proposing transfer shall, be at liberty, subject to Article 8 & 9 hereof, to sell and transfer the shares to any person either at the same price or at a higher price. In case of any dispute, regarding the fair value of the share it shall be decided and fixed by the Company Auditors whose decision shall be final.

8. No transfer of shares be made or registered without the previous sanction of the Board of Director, except when the transfer is made by any member of the Company to another member or to a member's spouse or child or children or his/her heirs and Directors may decline to give such sanction without assigning any reason, subject to Section III of the Act.
9. The Board of Directors may refuse to register any transfer of shares (1) where the Company has lien on the share or (2) where the share is not a fully paid up share, subject to Section III of the Act.

VI. GENERAL MEETINGS

10. All General Meetings, other than Annual General Meeting shall be called Extra-Ordinary General Meetings.
11. (1) The Directors may, whenever it thinks fit, call an Extra-Ordinary General Meeting.
(2) If at any time there are not within India, Directors capable of acting who are sufficient in number to form a quorum, any Director or any two members of the Company may call an Extra Ordinary General Meeting in the same manner as nearly as possible, as that in which a meeting may be called by the Board.
(3) Subject to Sections 190, 171 and 219 of the Act, all General Meetings may be called by giving to members clear Seven days notice in writing except where such condition is waived off unanimously by all members in writing in the meeting.

VII. PROCEEDINGS AT GENERAL MEETINGS

12. (1) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
(2) Subject to regulation 49 of Table 'A' atleast two members present in person shall be a quorum.
13. The Chairman if any, of the Board of Directors shall preside as Chairman of every General Meeting of the Company.
14. If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be the Chairman of the meeting.

15. If at any meeting, no Director is willing to act as Chairman or if no Director is present within 15 (Fifteen) minutes after the time appointed for holding the meeting, the members present shall elect one of their members to be Chairman of the meeting.
16. (i) The Chairman may with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting, from time to time and from place to place.
(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
(iv) Save as aforesaid, it shall not be necessary to give any notice, of an adjournment or of the business to be transacted at an adjourned meeting.
17. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.
18. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

VIII. DIRECTORS

19. The business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in getting the Company registered and may exercise all such powers of the Company as are not restricted by the Act or any statutory modification thereof for the time being in force or by these Articles required to be exercised by the Company in general meeting subject nevertheless, to all regulations of these Articles, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting. Nothing shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
20. The First Directors of the Company shall be :
 1. MR. KABUL CHAWLA
 2. MRS. PUNAM CHAWLA
 3. MR. KAPIL CHAWLA

21. No person other than a retiring Director, shall be elected as a Director (except as a First Director, or Director appointed by the Director) unless fourteen days notice shall have been given at the Registered office of the Company of the intension to propose himself, together with a notice in writing signed by himself signifying his willingness to be elected.
22. The Directors shall not be required to hold any Qualification shares in the Company. Directors are not liable to retire by rotation.
23. Each Director shall receive out of the funds of the Company by way of sitting fee for his services a sum in accordance with the provision of the Companies Act, 1956 and rules made thereunder for every meeting of the Board or any Committee of Directors attended by him.
24. The Director shall also to be paid travelling and other expenses of attending and returning from meetings of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company. The Directors may also be remunerated for any extra services done by them outside their ordinary duties as Directors, subject to the provisions of Section 314 of the Act.
25. If any Director, being willing shall be called upon to perform extra services or special attention for the purpose of the Company, the company may, subject to Section 314 of the Act, remunerate such Director which either in addition to or in substitution for remuneration to which he may otherwise be entitled.
26. Subject to Sections 297 and 299 of the Act, no Director shall be disqualified by his office from contracting with the company, nor shall any such contract entered into by or on behalf of the Company, in which any Director shall be in any way interested, be avoided not shall any Director contracting or being so interested be liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office or of fiduciary relations thereby established but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract is determined if his interest then exists or in any other case at the first meeting of the Directors after he acquires such interest.
27. The Board of Directors shall have the power, at any time and from time to time, to appoint any person as Additional Director in addition to the existing Directors but so that total number of Directors shall not be less than two and not more than twelve inculding nominee director at any time. Any Director, so appointed shall hold office only till the the next following Annual General Meeting but shall be eligible thereof for election as Director.

28. Subject to Section 197A of the Act, the Board of Directors may, from time to time, appoint one or more of them to the office of Managing Director on such terms and conditions and at such remuneration as they may think fit.

IX. PROCEEDINGS OF DIRECTORS

29. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business and the place and manner in which the meeting shall be called. At least two Directors or one third of its total strength whichever is higher present in accordance with Section 87 of the Act, shall form a quorum. Subject to the provisions of the Act, questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chairman shall have a second or casting vote.
30. A Director may not on the request of a Director, the Secretary, if any, shall at any time summon a meeting of Directors. A Director who is not in India shall not be entitled to notice of a meeting of the Directors.
31. The Directors may and from time to time elect a Chairman who shall preside at the meeting of the Directors and determine the period for which he is to hold office, but if no such Chairman is elected or if at any time, the Chairman is not present the Directors present shall choose one of their numbers to be the Chairman of such meeting.
32. Except a resolution which the Companies Act, 1956 requires it specifically to be passed in a board meeting, a resolution in writing signed by the majority of the Directors shall be effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted, subject to Section 289 of the Act.

X. POWERS OF THE DIRECTORS

33. Subject to Section 292 of the Act, the Board or Directors shall have the right to delegate any of their powers to such managers, agents or other persons as they may deem fit and may at their own discretion revoke such powers.
34. The Board of Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have powers of general direction, management and superintendence of the business of the Company with full power to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business and concern of the Company, and to make and sign all such bills of exchange, hundies, cheques, drafts and other Government papers and instruments as shall be necessary, proper or expedient for the authority and direction of the Company except only such of them as by the Act or by these presents which are expressly directed to be exercised by shareholders in the general meeting.

XI. INSPECTION OF ACCOUNTS

35. (1) The Board shall cause proper books of accounts to be maintained under Sections 209 of the Act.
- (2) The Board of Directors shall from time to time, determine whether and to what extent and at what times and place and under what conditions or regulations all books of the Company, or any of them, shall be open to the inspection of members not being directors.
- (3) No member (not being a director) shall have any right inspecting any account book or document of the Company except as conferred by law or authorised by the Board of Directors or by the Company in general meetings.

XII. SECRECY

36. Every manager, auditor, trustee, member of a committee officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon his duties, sign, declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any general meeting or by the laws of country and except so far as may be necessary in order to comply with any of the provisions in these presents of the Act.

XIII. BORROWING POWERS

37. Subject to Section 58A and 292 of the Act, and the Regulations made thereunder and Directions issued by the RBI, the Board of Directors shall have the power, from time to time at their discretion, to borrow, raise or to secure the payment of any sum of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as they think fit and in particular, by the issue of debentures or bonds of the Company or by mortgage charged upon all or any of the properties of the Company both present and future including its uncalled capital for the time being.

XIV. OPERATION OF BANK ACCOUNTS

38. The Board of Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies, bills, or may authorise any other such person or persons to exercise such powers.

XV. BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

39. The Board of Directors shall lay before each Annual General Meeting, Profit and Loss Account and Balance Sheet for the financial year of the Company and Balance Sheet made upto the end of the financial year only and audited by a qualified auditor under the provisions of the Act

XVI. AUDIT

40. The first auditors of the Company shall be appointed by the Board of Directors within one month after its incorporation who shall hold the office till the conclusion of first Annual General Meeting.
41. At each Annual General Meeting of the Company, the company shall appoint auditors to hold office from the conclusion of the Annual General Meeting to the next Annual General Meeting.
42. The Board of Directors may fill up any casual vacancy caused by death in the office of the Auditors.
43. The remuneration of the auditors shall be fixed by the company in the Annual General Meeting determine except that remuneration of the first or any auditors appointed by the Directors may be fixed by the Board of Directors.

XVII. THE SEAL

44. (1) The Board of Directors shall provide for the safe custody of the seal of the Company.
- (2) The seal shall not be affixed to any instrument except by the authority of the resolution of the board of Directors or of a Committee of the Board authorised by it in that behalf and except in the presence of one of the directors who shall sign every instrument to which the seal of the Company is so affixed. The share certificates will, however be signed and accordance with Rule 6 of the Companies (Issue of Share Certificate) Rules, 1960

XVIII. WINDING UP

45. (1) On the winding up of the Company, the liquidator may, subject to the provisions of the Act, divide amongst the members in specie or otherwise the whole or any part of the assets of the Company, wheather they shall consist of property of the same kind or not.
- (2) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

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- (3) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator shall think fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

XIX. INDEMNITY

46. Subject to the Section 201 of the Companies Act 1956, the Chairman, Directors, Auditors, Managing Directors and other officers for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs, executors, shall be indemnified out of the assets and funds of the Company from or against all bonafide suits, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duties in their respective offices except those done through their wilful neglect or default. Any such officer or trustee shall not be answerable for acts, omissions, neglects or defaults of any other officer or trustee.

XX. RESTRICTION TO CARRY ON THE BUSINESS

47. The Company shall conduct its land acquisition business, as stated in the Memorandum of Association as amended up to date, only with BPTP Limited or on behalf of or as otherwise specified by BPTP Limited or in accordance with the written instructions of BPTP Limited

Name, Address Occupation and Description of subscriber	Signature of Subscribers	Name, Addresses Description and Signature of witness
PUNAM CHAWLA W/o Mr. Satish Chawla 25, Najafgarh Road, New Delhi-15 (Business)	Sd/-	<p>I witness the signature of all the subscribers who have signed in my presence</p> <p>Sd/- (MADAN MOHAN GUPTA) C.A. M. No. 86452 S/o Late Sh. S. L. Gupta C-26, Model Town, Delhi-9</p>
KAPIL CHAWLA S/o Mr. Satish Chawla 25, Najafgarh Road, New Delhi-15 (Business)	Sd/-	
KABUL CHAWLA S/o Mr. Satish Chawla 25, Najafgarh Road, New Delhi-15 (Business)	Sd/-	

Dated : 17-1-96
Place : NEW DELHI

For Countrywide Promoters Pvt. Ltd