

THE COMPANIES ACT, 2013  
MEMORANDUM OF ASSOCIATION

OF

KAMROOP INFRABUILD PRIVATE LIMITED

(A Company limited by shares)

- I. The name of the company is KAMROOP INFRABUILD PRIVATE LIMITED.
- II. The Registered office of the company will be situated in the state of Uttar Pradesh.
- III. The objects for which the company is established are:

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

- 1. To purchase acquire, take on lease or in exchange or any other such lawful manner any area, land, plot(s) of land, building and structures or any immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop or dispose of or maintain the same and/or construct/build thereon residential, commercial complex or complex(es), townships, markets, or such other building or conveniences and to equip the same or any part thereof with all or any amenities or conveniences, such as drainage facilities, electric and to deal with the same in any manner and to build, take on lease, purchase or acquire in any manner any apartments, houses, flats, rooms, huts or other such accommodation for human beings or animals or industry or for any other purposes and to let or dispose of the same on ownership, installment basis, rent, hire purchase basis, or by outright sale, whether by probate treat or by auction or in any other mode of disposition on all or any integral part thereof either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).

2. To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy installments or by hire purchase system and otherwise.
3. To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
4. To carry on the business as Real Estate Promoters, Builders, Architects, engineers, Colonizers, Developers, Occupiers, Lessors, Civil Contractors, Estate Agents, Surveyors, Maintainers and Mortgagers of any type of land or plot or building in the nature of residential, commercial and industrial, whether belonging to the Company or to act as an agent on commission basis.
5. To construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes but not limited to roads, airports, reservoirs, embankments, reclamation, improvements, sewage, sanitary, water, gas, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

**B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III A ARE:**

1. To purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
2. To set up branches, franchisee, warehouses, agencies, to appoint agents, for the purchase and sale of goods and services.
3. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
4. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, service centre, repair centre, buildings, machinery, apparatus, labour lines, houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
5. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations, persons for technical, or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing products on the basis of know-how, or technical collaboration and necessary formulas and patent rights for furthering the main objects of the Company.
6. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, permission, license or authorisation of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
7. To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
8. To appoint directors, managing directors or managers of any subsidiary company or of any other company in which this company is or may be interested.

9. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
10. To enter into technical assistance, license, business agreement, financial collaboration and to obtain other rights, benefits, technical know-how, royalty, trademark, intellectual property rights, expert advice for carrying out the business mentioned in the forgoing clauses with any persons and to pay such remuneration, royalties, fee as may be agreed upon and be permissible under the law and otherwise to recompense the party or the parties concerned for their time and for the services, products, assets rendered by them.
11. To carry on any business of branch of a business which the company is authorized to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary for taking the profit and bearing the losses of any business or branch so carried out or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and wither temporarily or permanently to close any such branch or business.
12. To purchase or other wise acquire and undertake all or any part of the business, property, intellectual property, goodwill and liabilities of any person, firm or company carrying on or engage in or about to carry on or engage in any business in India or elsewhere whether of a similar nature to the foregoing or otherwise, the acquisition of which may appear to the company calculated to enhance the value of or render more profitable any of the company's property or the business or to acquire interest in, amalgamate with or enter into partnership or into any arrangement for sharing profit union of interest, co-operation, joint venture, reciprocal concession or for limiting competition or mutual assistance or otherwise with any such persons, firms or to give or accept by way of consideration for any of the acts or things aforesaid or for any property acquired, any cash, shares, debentures, or securities that may be agreed upon, to hold, retain or sell, mortgage and deal with any cash, shares, debentures or securities to receipt and to lend money to; guarantee the contracts of, or otherwise assist any such person, firm or company in any way the Company may think fit but not amounting to banking business as defined in Banking Regulation Act, 1949.
13. To lease, let-out on hire, mortgage or otherwise dispose of the whole or any part of the undertaking of the company or lend, business property, rights of assets of any kind of the company including trademarks etc. or any shares of interest therein respectively in such manner and for such consideration as the company may think fit and in particular for shares, debentures, altogether or in part similar to those of this company.
14. To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise or any person or company that may seem conducive to the company's objects or any of them and to obtain from any such government,

authority, person or company rights, privileges, charters, licenses, and concessions which the company may think fit or desirable to obtain and to carry out, exercise and comply therewith.



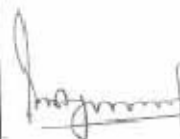
15. To pay all costs, charges and expenses, incurred or sustained in or about the promotion and establishment of the company which the company shall consider to be preliminary including therein the cost of advertising, printing, stationery and other expenses incidental to the formation of agencies.
16. Subject to and in compliance with the applicable the Companies Act, 2013 OR new enactments thereof, to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit including the right to convert the loan into Shares, and to secure the payment of any moneys borrowed, raised or owing by mortgage, charge, or lien upon all or any of the property or assets of the Company (both present and future); including its uncalled capital and also by a similar mortgage, or line to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
17. To buy, import, export, exchange and deal in, alter improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, equipment, apparatus, tools, utensils, receptacles, substances, materials, articles and things necessary, useful or convenient for carrying on any of the business or processes of the company usually dealt in by persons engaged in like business or processes.
18. To make donations to or receive from such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporations introducing business to the company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational, or other institutions or objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees or ex-employees of the company or its predecessors in business or of persons having dealing with the company or the dependants, relatives or connections of such persons and in particular friendly or other benefits societies and to grant, persons, allowances, gratuities and bonuses, either by way of annual payments or lump-sum and to make payment towards insurance and to form and contribute to the provident benefit funds and other welfare funds of or for such persons.
19. To form, promote or incorporate any company or companies having amongst its or their objects the acquisition of all or any of the assets 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 or its business or the development of its properties, otherwise prove advantageous to the company and to pay all 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 in obtaining subscription for, or placing or assisting to place or obtain subscription for or for guaranteeing the subscription of or the placing of any shares in the capital of such company or any bonds, debentures, obligations or securities of any other company held or owned by the company, or in which the company may have an interest or in or about the formation or promotion of the company for the conduct of its business.

20. To pay for any rights property by the company and to remunerate any person or company or firm for services rendered in placing of securities of the company, or in or about the formation or promotion of the company, or the conduct of its business, whether by cash payments or by the allotment of shares, debenture or other securities of the company credited as paid up in full or in part or otherwise.
21. To send out to foreign countries, its director, staff, employees or any other person or persons for investigation possibilities of main business, services or trade procuring and buying products, any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.
22. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
23. To buy and sell foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in the behalf and generally to invest and deal with the money of the company in or upon such securities and such manner as from time to time be determined and to hold, sell and otherwise deal with such investments.
24. To do the research work in the field of capital market and in all areas of corporate activities and to publish the results, opinions and journals in connection therewith and to carry on all the work incidental to the research activities.
25. To invest any money of the company in such investments as may be thought proper and to hold or otherwise deal with such investment for the business of the company for pursuing the main objects.
26. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly to benefit the company.

27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is 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 or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
  28. To incur debts and obligations for the conduct of any business of the company to purchase or buy goods, materials, or machinery on credit or otherwise for any business or purpose of the company.
  29. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.
  30. To invest in other business entities, take or otherwise acquire and hold shares in any other company; or carry on any business capable of being conducted so as directly or indirectly to benefit the company.
  31. To create any Depreciation Fund, Reserve Fund, Insurance Fund, or any other special fund, whether for depreciation on for repairing, improving, extending or for any other purpose conducive to the interest of the company.
  32. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, public places and theatres, by radio, by television, by producing and exhibiting films, 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.
  33. To refer to arbitration any existing or future dispute or difference between the company and any other person, firms, company or corporation.
- IV. The Liability of the members is limited.
- V. The authorized Share Capital of the Company is Rs. 1,00,000/- (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

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

Name, description, occupation and address of each subscriber	Number and type of subscribed shares	Signature of each subscriber	Name, addresses, description, occupation and signature of witness
1) S.J.P. India Associates (Through its Partner Pradeep Kumar Agrawal) III, Shri Jamuna Dham Goverdham (Crossing) Road Mathura 281004 (Business)	4286 (Four thousand Two hundred Eighty Six)		I witness to subscribers who have subscribed and signed in my presence on 01st November 2014 at III Shri Jamuna Dham, Goverdham Road, Mathura; further I have verified their identity details (I.D) for their identification and satisfied myself of their identification particulars as filled in <u>Form</u> Pradeep Kumar Agrawal, 3671A Subzi Mandi, Sadan Bazar, Mathura 281004 (UP) Company Secretary M.No. 21055
2) SJP HOTELS & RESORTS PVT. LTD. (Through its director Sudeep Agrawal) III, SHRI JAMUNA DHAM, GOVERDHAM CROSSING, MATHURA 281004 (BUSINESS)	2857 (Two thousand Eight hundred Fifty Seven)		
3) SJP Infocom Pvt. Ltd. Through its director Sudeep Kumar Agrawal III, Shri Jamuna Dham Goverdham Road, MATHURA 281004	2857 (Two thousand Eight hundred Fifty Seven)		
10,000 Ten thousand Equity Shares			

DATE : 01/11/2014  
PLACE : MATHURA