



प्रारूप 1

पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U70102HR2013PTC048894

2013 - 2014

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

Grand Realtech Private Limited

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक अठारह अप्रैल दो हजार तेरह को दिल्ली में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U70102HR2013PTC048894

2013 - 2014

I hereby certify that Grand Realtech Private Limited is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given at Delhi this Eighteenth day of April Two Thousand Thirteen.

Signature Not Verified
Digitally signed by Sh Asha
Date: 2013.04.18 13:00:33
GMT+05:30

Registrar of Companies, National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

*Note: The corresponding form has been approved by KRUSHNA SHANKAR PRADHAN, Deputy Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006. The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

Grand Realtech Private Limited

SRS Multiplex, City Centre,, Sector-12,,

Faridabad - 121007,

Haryana, INDIA



भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा
लिमिटेड कम्पनी के रूप में परिवर्तित होने के परिणामस्वरूप, कम्पनी के नाम में परिवर्तन का नया
निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U70102HR2013PLC048894

मैसर्स Grand Realtech Private Limited

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

Grand Realtech Private Limited

जो मूल रूप में दिनांक अठारह अप्रैल दो हजार तेरह को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स

Grand Realtech Private Limited

के रूप में निगमित की गई थी, और उसके द्वारा कम्पनी अधिनियम, 1956 की धारा 44 के साथ पठित धारा 31/21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय दिनांक 04/06/2013 को पारित किया है, उक्त कम्पनी का नाम परिवर्तित होकर आज मैसर्स

GRAND REALTECH LIMITED

हो गया है तथा यह प्रमाण-पत्र उक्त अधिनियम की धारा 23(1) के अनुसरण में जारी किया जा रहा है।

यह प्रमाण-पत्र, आज दिनांक सत्ताईस अगस्त दो हजार तेरह को दिल्ली नगर में जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, National Capital Territory of Delhi and Haryana

Fresh Certificate of Incorporation Consequent upon Change of Name on
Conversion to Public Limited Company

Corporate Identity Number : U70102HR2013PLC048894

In the matter of M/s Grand Realtech Private Limited

I hereby certify that Grand Realtech Private Limited which was originally incorporated on Eighteenth day of April Two Thousand Thirteen under the Companies Act, 1956 (No. 1 of 1956) as Grand Realtech Private Limited having duly passed the necessary resolution on 04/06/2013 in terms of Section 31/ 21 read with Section 44 of the Companies Act, 1956; the name of the said company is this day changed to GRAND REALTECH LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Delhi this Twenty Seventh day of August Two Thousand Thirteen.

Registrar of Companies, National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार , राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

*Note: The corresponding form has been approved by PREMLAL BHANJURAM MALIK, Deputy Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

GRAND REALTECH LIMITED
SRS Multiplex, City Centre,, Sector-12,,
Faridabad - 121007,
Haryana, INDIA



(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
(Incorporated under the Companies Act, 1956)

MEMORANDUM OF ASSOCIATION

OF

GRAND REALTECH LIMITED

1st The name of the Company is **"GRAND REALTECH LIMITED"**.

2nd The registered office of the company will be situated in the State of Delhi.

3rd (a) **The objects to be pursued by the company on its incorporation are:—**

1. To purchase acquire, take on rent or in any other such lawful manner, any land, buildings and structures and to develop the same and dispose of or maintain the same and build township, markets, commercial complex with all or related conveniences thereon and to equip the same or any part of other buildings, or any related amenities or conveniences such as drainage and to act as commission agents and dealers in farm land building whether commercial, residential whether meant for purchase, sale, resale or let out.
2. To lay out, develop, construct, build, erect, demolish, alter, repair or do any other such civil and constructional work in connection with any building or building schemes, roads, highways, sewers, bridges, canals, dam, reservoirs, embankments, irrigations, improvements, sanitary, water electric works and power supply works or any other such structural or related thereto and for such purpose to prepare estimates, designs, plans, specification or models related thereto.
3. To purchase land for sale, and to develop into farm land plots, construct buildings and flats for sale on instalments or otherwise and to act as real estate agents and to carry on the business as civil contractors for constructions of markets, commercial complex, amusement parks roads, buildings, houses, flats, school complex consisting main building, playgrounds, library and laboratory's building, hostel buildings, and residential flats, factory's sheds and buildings, dams, canals, tanks, bridges, hydel projects, power house, tunnels, culverts, drains, channels, sewages, gardens and such other necessary related civil and constructional works of all types.
4. To sell, let or dispose of the markets, commercial complex, lands, houses, buildings and other immovable property of the Company and to set up develop.
5. To carry on the business of fabricators, consultants, civil engineers, builders and developers of land contractors, colonizers, civil contractors and undertake any residential, commercial or industrial, construction, either independently or jointly in partnership, or on agency or sub contracts basis with or on behalf of any individual, firm body corporate, association or society Central or State Government, Cantonment board or any local authority and to Design Detail and develop and detail all sorts of Consultancy Services related to Interior Designing, Land Scapping, Structural, Electrical, Sanitary & Water Supply, Bridges, Tanks, Canals, Dams hydel Power Projects, Tunnels and Culverts.
6. To lay out and develop and construct integrated city, high-tech city, group housing projects, township, multistoried buildings, commercial complex and residential complex.

3rd (b)Matters which are necessary for furtherance of the objects specified in clause 3rd (a) are:-

1. To enter into any arrangement with any Government or authority, central, provincial, municipal, local or otherwise, or quasi-public bodies that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or Authority any rights, privileges and concessions which the Company may think it desirable to obtain & carry out, exercise and comply with any such arrangement, rights, privileges & concessions.
2. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company.
3. To purchase, take on lease or otherwise, acquire all or any part of the business or undertaking or property and assets of any other such person, firm, company or corporation carrying on similar business and agree to discharge their liabilities and to conduct, carry on or liquidate all or any of such business.
4. To purchase and otherwise acquire, own, import, alter, repair & improve all materials, tools, utensils, substances, appliances, products, machines and such other articles, apparatus and things capable of being used in any of the aforesaid business and to own, lease and otherwise acquire & use facilities of whatever kind as may be convenient or useful or conducive to the effective working of the main business of the Company.
5. Subject to the approval of shareholders under Section 179, 180, 185 and 186 of the act, to exchange, mortgage, royalty or contribute, grant licenses, easements, options and such other rights over and dispose of the whole or any part of the undertaking, property, assets, rights and effects of the company for such consideration as may be thought fit and in particular for stocks, shares, securities of any other company, whether fully or partly paid-up, as may be approved by the shareholders.
6. To take on lease, hire purchase or acquire license or otherwise any lands, plantations, rights over or connected with lands, mines, quarries, mills, factories, plants, buildings, workshops, godowns, sheds, works, vessels, boats, launches, lorries, cars, wagons, carts, machinery apparatus, stock-in-trade, rights, privileges and movable or immovable property of any description which may be deemed necessary or convenient for the main business of the Company.
7. To undertake financial and commercial obligations, transactions and operations of all kinds.
8. To insure the whole or any part of the property, assets and stock of the Company against damage, fire or loss and to protect and indemnify the Company from liability or loss in any respect.
9. To construct, assemble, erect, maintain, run and establish factories for making pre-fabricated houses or apartments or structures in connection with the business of the Company.
10. To advance money, with or without interest/security and give credit to such person (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.
11. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the objects of the Company.

12. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stocks, contracts, mortgages 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 to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the business of the Company.
13. Subject to the provisions of Section 73, 179, 180 and 185 of the Companies Act, 2013 and the Rules made thereunder and the directions issued by the Reserve Bank of India, to receive money as deposit or loan and borrow or raise money in such manner as the Company may deem fit, and in particular by issue of debentures and to secure the payment of any money borrowed, raised or owing the mortgage, charge or lien upon the property or assets of the Company including shares (both present and future) and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company.
14. Subject to the provisions of Section 67 & 68 of the Companies Act, 2013 to invest in Company's own shares and securities of any kind issued or guaranteed as may be thought proper and as may be necessary for the main business of the Company.
15. Subject to the provisions of Section 52, 53, 54, 55 & 62 of The Companies Act, 2013 and rules & regulations made thereunder and the directions issued by RBI or FEMA, to receive money as Share Capital from any Person, Corporation, Company or Organization whether in India and/or outside India and to describe the same as investment made by NRI's/FII's and to get the securities so issued, listed with any stock exchange in India or outside India.
16. To subscribe for, underwrite, acquire, hold and dispose off shares, stock, debentures, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any Company of whatever nature and industry (Government, Semi Government or Private), Trusts, Municipal or local authority or body of whatever nature, whether in India or outside India.
17. To enter into any other arrangements with persons or companies or others in such manner as may be lawful abide for such period as may be expedient to further the interest of the Company.
18. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and such other negotiable transferable instruments or securities of all types and issue or discount LCs, FLCs, SBLCs, Letter of Comfort, Bank Guarantee or any other such type of instrument by whatever name called.
19. To indemnify members, officers, directors, secretaries of the Company against proceedings, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or for any loss, damages or misfortunes which may happen in the execution of the duties of their office in relation thereto.
20. To enter into any arrangements including collaboration with other manufacturers or suppliers in India or abroad, to acquire know-how, patterns, trademarks, inventions and licenses concessions and to pay for the same either in cash or by issue of fully paid up shares of the Company or by way of recurring royalty payments or share in profits or otherwise as may be agreed upon and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
21. To establish agencies or branches in India or elsewhere and to regulate or discontinue the same and to do all things which the company lawfully may do as principals, agents, trustee, brokers, contractors or others.

22. To float, promote, form any company or companies for the purposes of acquiring all or any of the property and liability of this company or for any other such purpose in connection with the business of the Company.
23. To enter into any arrangements and take all necessary or proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting and modification in the constitution of the company or for furthering the interests of the members and to oppose any such steps taken by any other company, 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 it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
24. To establish and maintain any agencies in India or in any part of the world for the conduct of the business of the Company or for the sale of any materials or things.
25. To enter into agreement and contract with India or foreign individuals, companies or other organizations for technical, financial or any other assistance for carrying out all of the objects of the Company.
26. To purchase, take on lease, or otherwise acquire the undertaking, business and property or any part thereof of any company or companies carrying on business in India or elsewhere which this Company is entitled to undertake.
27. To enter into contracts, agreements and arrangements with any other such company, firm or person for carrying out by such other company, firm or person on behalf of the Company any of the objects for which this Company is formed.
28. To import, export, deal in or prepare for market, revise, clean, restore, recondition, treat and otherwise manipulate and deal and turn to account by any process or means by-products, re-use and waste, and other products capable of being manufactured or produced out of or with the use of all or any raw materials, ingredients, substances or commodities use in the manufacture of all or any of the products which the Company is entitled to manufacture or deal in and to make such other use of the same as may be thought fit for the attainment of the objects of the Company.
29. To carry on any business or branch of a business which this Company is authorized to carry on through the agency of any subsidiary company or companies and to enter into any arrangement with, such subsidiary company or companies for taking the profits and bearing the losses of any business or branch of business so carried out, or for financing and such subsidiary company or guaranteeing its liabilities, or to make any business or branch of business so carried on at any time and either temporarily or permanently to close any such branch of business.
30. To acquire any kind of immovable property, real estate on leasehold and or freehold basis and to develop, construct, improve the same and for these purposes, if required, raise any funds in shape of loans, deposits from lending institutions or any other source and to hold, manage and dispose off the same.
31. 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 that behalf for the attainment of objects of the Company.

32. To sell, lease, grant licences, easements and such other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may think fit and in particular for shares, debentures or securities of any such other company related thereto.
33. Subject to the provisions of Sections 230 to 240 of the Companies Act, 2013, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal with any person or persons or company or companies carrying on or engaged in any business which the Company is authorized to carry on.
34. To spend money in experimenting, testing or improving any patent, right, invention, discovery, process, trademark, design or information of the Company or which the Company may acquire or propose to acquire.
35. To refer or agree to arbitration in India or outside India any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and its member or members or their representative or between the Company and third parties and to observe and perform and to do all acts, deeds, matters and things required to carry out or enforce the award.
36. To adopt such means of making known the business of the Company as may seem expedient and in particular, by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
37. To undertake, carry out, promote and sponsor any programme for promoting the business of the Company or for any social or charitable purpose and to pay for any expenditure for the same programme and to do all the activities under Corporate Social Responsibility as it may deem fit.
38. To undertake executive 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 of 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.
39. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of employees of the Company and give gratuities, pensions, allowances or emoluments to any person who is or was associated with the Company, its subsidiary or associate company as director, officer or employee and the wives, widows, families and dependents of any such person.
40. Subject to the provisions of The Companies Act, 2013, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sales 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 law.
41. Subject to the provisions of The Companies Act, 2013, to give any Director, officer, servant or employees of the Company any share or interest in the profits of the business of the Company by way of commission or otherwise carried on by its own means or through its subsidiary, group or associate company and for that purpose to enter into any arrangements which the Company may think fit.
42. To procure the Company to be registered or recognized under the laws of land in any part of the world.

43. To aid any association, body or movement having the objects as solution or settlement of industrial or labour problems or troubles and/or promotion of industry or trade.
44. 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 180, 182 & 183 of The Companies Act, 2013.
45. The Company has power to make and receive gifts either in cash or other such moveable or immovable properties of all kinds.
46. To create any depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund or any Special Fund, Whether for deprecation of for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose, conducive to the interest of the Company.
47. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4th The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

5th "The Authorized Share Capital of the Company is Rs.3,15,00,000/- (Rupees Three Crores Fifteen Lakhs Only) divided into 50000 (Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each and 31,00,000 ((Thirty One Lac) Preference Shares of Rs.10/- (Rupees Ten) each.

6th 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 against our respective names:—

S.No.	Names, Addresses, Descriptions and Occupations of Subscribers	No. of Shares taken by each subscriber	Signature of Subscriber	Signatures, Names, Addresses, Descriptions and Occupations of Witnesses

1.	SRS Real Infrastructure Ltd. Add: SRS Multiplex, Top Floor, City Centre, Sector-12, Through its Director Nanak Chand Tayal S/o Sh. LaxmanDass R/o H.No.202, Sector-9, Faridabad, Haryana-121006 (Business)	9980 (Nine Thousand Nine Hundred And Eighty)	For SRS Real Infrastructure Limited Sd/- Auth Signatory/ Director	I witness to the signatures of all the subscribers who have signed in my presence. Sd/- Savita Trehan W/o Mr. Rajan Trehan Company Secretary FCS 4374 R/o 2378, Sector-16, Faridabad
2.	Rajesh Singla S/o Sh. Trilok Chand Singla R/o H.No. 2120, Sector-9 Faridabad, Haryana-121006 (Business)	10 (Ten)	Sd/-	
3.	Nanak Chand Tayal S/o Sh. LaxmanDass R/o H.No.202, Sector-9, Faridabad, Haryana-121006 (Business)	10 (Ten)	Sd/-	

Place: Faridabad

Dated: 28.03.2013