आयकर विभाग

INCOME TAX DEPARTMENT

सत्यमेव जयते

भारत सरकार

GOVT. OF INDIA

भारत सरकार

आयकर विभाग

PRATHAM PROPERTIES

01/07/2004

Permanent Account Number

AAHFP5012C

09092008

सत्यमेव जयते

भारत सरकार

GOVERNMENT OF INDIA

સંઘવી જયંત શાંતીલાલ

Sanghvi Jayant Shantilal

જન્મ તારીખ/ DOB: 05/10/1965

પુરુષ / MALE

4771 7634 0382

મારો આધાર, મારી ઓળખ

भारतीय विशिष्ट पहचान प्राधिकरण

UNIQUE IDENTIFICATION AUTHORITY OF INDIA

AADHAAR

સરનામું :

પિતાનુ/માતાનુ નામ: સઘવી શાંતીલાલ. 705, પ્રથમ, મકરન્દ દેસાઈ રોડ, ગોત્રી, વડોદરા, વડોદરા, ગુજરાત - 390007

Address:

S/O: Sanghvi Shantilal, 705, Pratham, Makrand Desai Roac Gotri, Vadodara, Vadodara, Gujarat - 390007

477176340382

1947
1800 300 1947

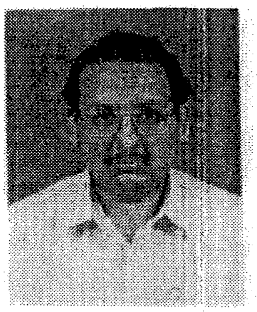
help@uidai.gov.in

www.uidai.gov.in

P.O. Box No. 1947,
Bangaluru-560 001

स्थाई लेखा संख्या /PERMANENT ACCOUNT NUMBER

ANRPS3651F



नाम /NAME

JAYANT SHANTILAL SANGHVI

पिता का नाम /FATHER'S NAME

SHANTILAL NAGARDAS SANGHVI

जन्म तिथि /DATE OF BIRTH

05-10-1965

हस्ताक्षर /SIGNATURE

Jayant Sanghvi.

आयकर आयुक्त, बड़ौदा

COMMISSIONER OF INCOME-TAX, BARODA

सत्यमेव जयते

भारत सरकार

GOVERNMENT OF INDIA

સંઘવી વિશાખા જયંત

Sanghvi Vishakha Jayant

જન્મ તારીખ/ DOB: 20/08/1969

સ્ત્રી / FEMALE

5443 4511 4343

મારો આધાર, મારી ઓળખ

भारतीय विशिष्ट पहचान प्राधिकरण

UNIQUE IDENTIFICATION AUTHORITY OF INDIA

AADHAAR

સરનામું :

પતિનુ નામ: સંઘવી જયંત, 705, પ્રથમ, મકરન્દ દેસાઈ રોડ, ગોત્રી, વડોદરા, વડોદરા, ગુજરાત - 390007

Address:

W/O: Sanghvi Jayant, 705, Pratham, Makrand Desai Roac Gotri, Vadodara, Vadodara, Gujarat - 390007

544345114343

1947
1800 300 1947

help@uidai.gov.in

www.uidai.gov.in

P.O. Box No. 1947, Bangaluru-560 001

स्थाई लेखा संख्या /PERMANENT ACCOUNT NUMBER

AIWPS7667M

नाम /NAME

VISHAKHA SANGHVI

पिता का नाम /FATHER'S NAME

CHANDRAKANT DOSHI

जन्म तिथि /DATE OF BIRTH

20-08-1969

हस्ताक्षर /SIGNATURE

KSarangi.

आयकर आयुक्त(क.प्र.), भुवनेश्वर

Commissioner of Income-tax(Computer Operations)

आयकर विभाग
INCOME TAX DEPARTMENT

सत्यमेव जयते

भारत सरकार
GOVT. OF INDIA

PRATHAM REALTY PRIVATE LIMITED

30/07/1993

Permanent Account Number

AACCP4084A

17042008

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PRATHAM REALTY PRIVATE LIMITED

सत्यमेव जयते

Co. No. 04 - 19920

Fresh Certificate of Incorporation Consequent on

CHANGE OF NAME

IN THE OFFICE OF
THE REGISTRAR OF COMPANIES,
GUJARAT, DADRA AND NAGAR HAVELI.
[Under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF

SUN OXIDES AND ELECTRONICS PRIVATE LIMITED

I hereby certify that

SUN OXIDES AND ELECTRONICS PRIVATE LIMITED

which was originally incorporated on **30/07/1993** under the Companies Act, 1956 and under the name

SUN OXIDES AND ELECTRONICS PRIVATE LIMITED

having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956, on **11/11/2000** and the approval of the Central Government signifies in writing having been accorded thereto by the Registrar of Companies, Gujarat, vide his letter dated **05/12/2000** in terms of Government of India, Ministry of Law, Justice & Company Affairs (Department of Company Affairs) Notification No. GSR 507(E) dated 24-06-1985 the name of the said Company is this day changed to

PRATHAM REALTY PRIVATE LIMITED

and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at **AHMEDABAD.**

Dated this **05/12/2000.**

THE REGISTRAR OF COMPANIES GUJARAT

S. SAMDANI & ASSO. C.P. No. 2363 COMPANY SECRETARIES

Sd/-
[S. K. MANDAL]
Registrar of Companies, Gujarat
Dadra & Nagar Haveli

सत्यमेव जयते

FORM IR

CERTIFICATE OF INCORPORATION

No. 04-19920 of 1993-94

I hereby certify that **SUN OXIDES AND ELECTRONICS PRIVATE LIMITED** is this day incorporated under the Companies Act, 1956 (No.1 of 1956) and that the Company is Limited.

Given under my hand at **AHMEDABAD** this **THIRTIETH** day of **JULY**, One Thousand Nine Hundred **NINETY THREE**.

THE REGISTRAR OF COMPANIES GUJARAT

Sd/-
[V. K. PARMAR]
Asstt. Registrar of Companies
GUJARAT
Dadra & Nagar Haveli

S. SAMDANI & ASSO
C.P. No. 2363
COMPANY SECRETARY

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PRATHAM REALTY PRIVATE LIMITED

I. The name of the Company is "PRATHAM REALTY PRIVATE LIMITED".

II. The Registered Office of the Company will be situated in the State of Gujarat.

III. The Objects for which the Company is established are:

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

Main Objects

1. To carry on in India or elsewhere the business of construction and to act as builders, contractors of prefabricated concrete buildings and constructional works and contractors, architects, surveyors, designers, constructional engineers, sanitary and water engineers and plumbers and to erect construct re-construct, alter, improve, decorate, furnish and maintain houses, buildings, of all descriptions, commercial centers, ships, hotels in connection with any buildings or building or schemes, roads, highways, docks, ships, tramways, bridges, cannels, wells, sprints, dams, gardens, power plants, culverts, earthwork, channels, bowers, sewers, tanks, drains, wharfs, ports, reservoirs, sewages, embarkments, irrigations, reclamations, improvements, sanitations, hotels, clubs, schools, hospitals, restaurants, bath, places or workshop, playgrounds, parks, libraries, reading rooms, vehicles stands, ships, dairy farms or any other structural or architectural work of any land whatsoever and for such purposes.

2. To Prepare estimates, designs, plans, specifications, models, that may be required including preparations of layouts, develop, erect, demolish, re-erect, prepare, re-model, execute, undertake, carry out, run, establish, acquire, maintain, control, manage, take on lease, purchase or acquire any work in connection with the above and generally to deal with and improve the property of the company or any other property in furtherance of aforesaid object.

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

3. To do the above in all or any of the States in India and or in any part of the world as principals, agents, contractors, trustees and by or through trustees attorney, agents or otherwise and either alone or in conjunction with others.

4. To provide for the welfare of shareholders, directors and ex-directors and employees of the Company and the wives, widows and for families, the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonuses or other payments, or by creating and from time to time subscribing or contributing to provident fund and other associations, funds or trusts and by providing or subscribing or contribution towards places of instructions and recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute for any otherwise to assist or to grant money to charitable and other trusts, whether private, public, discretionary, vested or specific, national or other claims to support or aid by the Company either by reason of locality or operation or of public or general utility or otherwise.

5. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for Scientific and technical research and experiments and to undertake scientific and technical investigation and invention by subsidizing endowing or assisting laboratories, workshops, exhibitions, libraries, lectures, meetings and conferences and by providing remuneration to Scientific or technical professors and/or techniques and by providing for awards of exhibitions, scholarships, prizes and generally to encourage, promote studies, researches, experiments, tests.

6. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concessions, or for limiting competition with any individual, person or company.

7. To enter into all sorts of internal and/or external foreign collaborations, technical assistance, financial or commercial arrangements including export market survey, study of market conditions in India or outside India for fulfillment of any object herein contained.

8. To establish or promote or concur in establishment or promoting and Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company.

9. To pay promoters of Company preliminary expenses and other incidental expenses for the promotion of the Company and/or allot shares for consideration without cash parity or wholly such expenses.

10. To open bank accounts of all nature including overdraft accounts to operate the same.

11. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.

12. Subjects to provisions of Section 58-A of Companies Act, 1956 and rules thereafter and Reserve Bank of India directives, to receive money on deposit or loan and borrow or raise in such a manner as the Company shall think fit and particular by the issue of the debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed raised or owing by mortgage, charge or lien upon all or any of the property or assets (both present and future) of the Company including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company of any other person or company as the case may be, but the Company shall not carry on the business of Banking as defined in the Banking Regulation Act, 1949.

13. To invest and deal with moneys of the Company not immediately required in any manner.

14. To open branches, sub-offices depots and multiple shops in India or outside India and to appoint

agents, stockists, distributors, sub-distributors and brokers to procure orders, market or sell the products of the Company or the good of any other firm or company in which this Company may be dealing.

15. To sell or otherwise dispose off the undertaking of the Company or any part thereof for such consideration as the Company shall think fit for and in particular for shares, debentures or other securities issued or to be issued by the purchaser whether body corporate or not.

16. To acquire the whole or any part of the undertaking and assets of any business within the objects of the Company and, any lands, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purchase to undertake the liabilities of any Company, association, partnership or person.

17. To acquire and secure membership or privileges either in the name of the Company or its nominees in and of any association, exchanges, market, club or other institution in India or in any part of the world for furtherance of business, trade or industry.

18. To purchase, hold, take on lease or exchange or mortgage and give on mortgage, hire or otherwise acquire and hold in any moveable or immovable property including land, building, houses, flats, bungalows, shops, offices, godowns, licenses, any right, interest and privileges therein or let them out on rent.

19. To insure any of the persons, properties, undertakings, contracts, guarantees, or obligation or profits of the Company of every nature and kind in any manner whatsoever.

20. To refer any dispute, claim or demand by or against the Company to arbitrators and to secure and perform the award.

21. To create any depreciation fund, reserve fund, development fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company.

22. 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, pensions, allowances, or emoluments to any persons, who are of were at any time in the employment or service of the Company, or any company which is 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 one time director or Officers of the Company or any such other Company as aforesaid and the wives, widows, families, dependents of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to advance the interests and well being of the Company or any such other company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

23. To enter into any arrangements with any government or authority that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any rights, privileges, licenses and Concessions, which the Company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concessions.

24. To apply for, purchases or otherwise acquire any patents, pateriting of names, inventions, licences, concessions and the like conferring any exclusive or limited right to use any secret or other information as to any invention which will be useful for the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise to account the property, right or information so acquired.

25. To apply for, promote, and obtain any statute order, regulation or other authorization or enactment and to oppose any bills, proceedings or applications.

26. To donate or gift in cash or kind for any national, charitable, benevolent, public purpose for promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the society or to any institution, club, society, research, association, university, college or in favour of any Government or any public institution(s) or organization(s) or person(s).

27. To give donations and to advance and lend to any person(s), institution(s), organization(s), on such terms and conditions and with or without interest or concessional rate of interest as may seem expedient for the fulfillment of the objects contained in the above clause.

28. To undertake, carry out, promote and sponsor or assist any programme for promoting the social, cultural and economic, welfare of or the uplift of the public in any rural or backward area and to incur any expenditure on any programme of Rural Development and to assist the execution and promotion thereof either directly or through and independent agency or otherwise. Without prejudice to the generally of the foregoing the terms "programme for Rural Development", "Rural Area" and "Backward Area" shall have the same meaning as contemplated under the provision of the Income - Tax, 1961 or any other law relating to rural or backward area development for the time being in force in order to implement any of the above mentioned objective or purposes and to transfer without consideration or at a fair or concessional value the ownership of any property of the Company to or in favour of any public institution(s) or organization(s) or person(s).

29. To accepts gifts, bequests, devices and donations from members and others and to make gifts to members and others in money assets and properties of any kind.

30. To remunerate (by cash or otherwise or by other assets or by allotment of fully or partly paid shares credited as fully paid or paid up in any other manner) any persons, firms, associations or companies for services rendered or to be rendered in giving technical aid and advice, granting licences or permission for the use of patents, trade secrets, trade marks, processors and acting as trustees in for debenture holders or debenture stock holders of the Company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolutely or conditionally or for any shares, debentures or debenture-stock or other securities of the company or for services rendered in or about the formation or promotion of the Company or for granting payment of such debenture-stock or other securities and any company promoted by this Company or introducing any property or business to, the Company or in or about the conduct of the business of this Company or interest thereon.

C. OTHER OBJECTS

31. To carry on the business of viallin, bottling, packing, repacking and processing of capsules, syrups, tablets, injectable, aerosols and ointments.

32. To sell, purchase, trade, deal in import, and export in all kinds of medicines, scents and toilet requisites.

33. To manufacture, produce, refine, process, formulate, buy, sell, import, export of otherwise deal in all types of heavy and light chemicals elements and compounds, laboratory and scientific chemicals, agricultural chemicals, fertilizers, petro-chemicals, industrial chemicals or any mixture decivates or compound thereof.

34. To carry on the business of manufacturers, re-packers, dealers, importers, exporters, chemists, analytical chemists in heavy chemical, dyestuffs, petrochemicals, chemical compounds elements (solid, liquids and gaseous) tannias, tennin extracts, essences, solvents, cellphone, colour, paint, varnishes, disinfectant bio-chemical, wax, siaing, belching, photographical preparations in organic and in-organic and organmetalic chemicals, polymers and synthetic chemicals and allied items for packaging like hard and soft gelatine capsules, serls, polyethylene bags, plastic containers and allied products.

35. To carry on the business of manufactures, dealers, agents, importers, exporters, distributors

in surgical dressing bandages, anatomical, orthopedic and surgical appliances of any kind, medical curatives and healing instruments, laboratory equipments, medical equipments, hospital equipments and baby feeding bottles and accessories and allied items.

36. To carry on the business of manufacturer and job works in packing material, packing boxes, and printing on material, bottle making and allied items.

37. To carry on in India and abroad the business of exploration, exploitation and geophysical study with a view to locate oil, minerals and petroleum products and to prospect and develop and process them for commercial and industrial purposes and also to store, distribute, sell, supply and market oil, oil products and sea products.

38. To finance or assist in financing sale of houses, buildings, flats either furnished or otherwise by way of hire purchase or deferred payment or similar transactions and to institute, enter into, carry or subsidies, finance or assist in subsiding or financing the sale and purchase of any such houses, buildings furnished or unfurnished and to act as property agents.

39. To carry on business as proprietors and publishers of newspapers, journals, magazines, books and other literary works and undertakings.

40. To carry on promotion business and to act as financial consultants, managements consultants, issue brokers, sub-brokers, Registrars and share Transfer Agents, Registrars to the issues and provide, device services, consultancy in various fields like general administrative, commercial, financial, share, legal economic feasibility reports on projects, accountancy.

41. To provide a leasing, financing and investment advisory/counseling services to other entities.

42. To carry on business as importers, exporters, manufacturers, merchants, or dealers in ores, metals and metal-ware preparations, processes and articles second hand or used machinery, tools, scrap metal and metallic residues, engineering products and by-products and waste and scrap materials, good of kind whatsoever.

43. To carry on business of mining and to crush, win, get quarry, smelt, calcine, refine, dress, amalgamate and prepare for market ore, metal and mineral substances of all kinds and carry on any other metallurgical operations.

44. To carry on and undertake the business of finance and hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant and machinery and equipment that the company may think fit and to assist in the Company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transaction and to subsidies, finance or assist in subsidizing or financing the sale and maintenance of any goods articles or commodities of all kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms to immovable and moveable property including land and building, plant and machinery equipment, aircraft, automobiles, computers and all consumers, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether property purchased and leased be new and/or used.

45. To carry on the business of spinning, weaving, manufacturing and/or dealing in staple and synthetic fiber, artificial silk, cotton and other fibrous and substances and any yarn or textiles manufactured out of the said substances and the preparation, knitting, dyeing, colouring, printing washing, purifying, scouring, bleaching, wringling, drying, ironing, disinfection or any other processing of any of the said substances or its products.

46. To carry on the business of manufacturing, fabricating, converting, installing, erecting assembling, repairing, improving, re-conditioning, altering, buying, selling, hiring, cleaning, repairing, servicing, exporting, importing, distributing and/or otherwise deal in all types of audio visual equipments, appliances, apparatus, implements and accessories.

47. To carry on the business of the hotel, restaurants, flight kitchens, cafe, tavern, beer houses, refreshment room and lodging house keepers, theatrical agent, box office keepers, concert

rooms proprietors, dramatic and musical publications and printers, licensed victuallers, wine, beer and spirit merchants, brewers, malsters, distillers, importers and manufacturers of aerated, mineral and artificial water and other drinks, surveyors, caterers, for public amusements generally coachcab and carriage and motor repairers, garage owners, proprietors, job masters, farmers, dairy men, pululareon of ice merchants, importers and brokers of food, live and dead stock and colonial and foreign product of all description, hair dressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, libraries, grounds and tobacco and cigar merchants, agents, for railway and shipping companies and carries, theatrical and opera box office proprietors, enterprisers and general agents.

48. To formulate, process, manufacture, mould, extrude, laminate, fabricate, manipulate, export and/ or otherwise deal in or carry on business in PVC and all types of plastic materials, goods, articles, or products of every kind and description, containers and packaging, expanded plastics, such as polyurethane, polyesters, polyvinylchloride rubber, phenol, urea, cresol, melamine based thereto setting, regsings and other kinds of natural and synthetic plastic, whether raw, finished or otherwise.

49. To carry on the business of civil engineers, mechanical engineers, structural engineers, automobile engineers, agricultural engineers, acronautical engineers, aviation engineers, engineers in all branches of work whatsoever known to engineering, steel makers, fabricators, iron, foundries, welders, tools makers, brass, tin copper, aluminum, mill wrights, merchanists, iron and steel converters, smiths, whell-wrights, metallurgists, castings, pressings, foreign stamping, water supply engineers steel makers, wire fitters, saddlers, galvenisers, enamellers, electroplaters, painters, jappanners, aneallers, silverplaters, nickel platers, vulcanisers, packing case makers, containers, drums, pressure vessels in all their respective branches, enamellers, smelters and to buy, sell, export, import, manufacture, maintain, repair convert, alter, let on loan or hire and deal in plaster metals, plant, and equipment, machinery of all mechanical, electrical, tools, appliances, instruments, implements, rolling stock, scientific appliances, devices, apparatus, traveling agents.

50. To carry on the business of stationers, printers, publishers, lithographers, offset printers, streotypers, electro-typers, photographic printers, engravers, die-sinkers, envelope manufacturers, book binders, account book manufacturers, type founders, photographers, manufacturers of and dealers in playing visiting railway, festive complimentary and fancy cards and valentines, dealers in parchments, dealers in stamps, advertising agents, managers of newspapers, magazines, books, publications and other library or artistic works and undertakings, designers, commercial artists, draughtsmen.

51. To carry on the business of investment in land, building and other immovable and movable property and any state or interest therein and to sale, dispose and deal with the same.

52. To manufacture, produce, prepare, press, vulcanize, repair, retread, export, import, purchase, sell and to carry on business in tyres and semi-tyres for different types of vehicles including buses, omni-buses, charavance, trucks, lorries, automobiles, motorcycles, cycles, tractors, aeroplanes, and also in industrial tyres, inner-tubes, flaps, miscellaneous repair materials and appliances made with or from natural or synthetic rubber, its compounds, substances, derivatives and substances, vulcanite leather, rayon, hessian or plastic or products in which rubber rayon hessian or plastic is or are used.

53. To carry on the business of manufacturers, refiners, exporters, buyers and sellers, merchants and agents for suppliers and hires of tyres, tubes, oils, lubricants, greases, spirits, petrol, high speed diesel, oil, kerosene, gas electricity, and other motive powers, horns, lamps, bulbs, spares, spare parts and accessories, required or necessary in the automobile industry.

54. To carry on the business of manufacture of and dealers in or as stockists, importers and exporters of operating tables, operating lights, and head mirrors, fowlers, beds, wheel chairs, trolleys, cupboards, intubation tubes oxygen cylinders.

55. To carry on the business as goldsmiths, jewelers, gem merchants, watch and clock repairers electroplaters, dressing bag makers, importers and exporters of bullion and buy, sell and deal (whole sale and retail) in bullion precious stones, jewellery, gold or silver plates, cups, shields, electroplate cutlery, dressing bags, brasses, articles of virtue, object of art.

56. To carry on the business of a steam and general laundry and to wash, clean purify, scour, bleach, wiring, dry, iron, colour, dye, disinfect, renovate and prepare for use all articles of

wearing apparel, household, domestic and other cotton silk and woolen fabrics, repair, let on hire, alter, improve, trat and deal in all apparatus, machines, materials and articles thereof.

57. To carry on the business of cold storage of ruits, vegetables, seeds, fish, meal, agricultural products, milk and dairy products and other perishable items.

58. To establish and work as cement manufacturers, lime burners and manufacturers ceramics, including sanitary fittings and chinaware.

59. To carry on the business of manufacturers of dealers in wood products, plywood, matches and wooden furniture.

60. To carry on the business of manufacturers, dealers, stockists, importers and exporters, of wearable and unwearable fabrics, high-density polyethylene, woven sacks, tarpaulins of various qualities and types.

61. To carry on business as manufacturers of or dealers in or as stockists, importers and exporters of bottles, jars, fibers boxes, corrugated containers, aluminum foil of all types, wooden drums, packing cases, rods, wires, ropes, strips, conductors, equipment required for generation, distribution and transmission of electric energy, cables, motors, fans, lamps, furnaces, batteries, accumulators.

62. To carry on the business of manufacturing, producers, processors, exporters and importers of and dealers in all silk goods generally bed-sheets, pillow-cases, towels, napkins, carpets, matting taspestry, needle works, tinsel and tinsel fabrics and threads, rubber goods with wilk base, leggings, galters, laces, rip fasteners, buttons, hooks and bars, collars and other garments, strays, shoulder pads, lining inter linings, eyelets, trimmings, wellings, elastics, protectors, and all articles of wearing attire or personal or household use or ornaments.

63. To carry on the business of manufacturers, dealers, job works, processors, sellers, retailers, wholesalers, importers, exporters in pharmaceutical, pharmaceutical fine chemicals, pharmaceutical products, drugs, intermediates, lotions, cosmetics, formulations, pills, injections, ointments, plasma, solvent compound, herbs, in allopathic, ayurvedic, homoeopathic, unani, patent medicines and all types of pharmaceutical dosage forms and all other allied or connected items.

64. To manufacture, buy, sell, pack, repack, import, and deal in soaps, beoths, and other restoratives or food specially suitable or deemed to be suitable for infants, invalids, and convalescents and also to deal in medical goods including surgical instruments, contraceptives, vaccines, proprietory medicines, veterinary medicines and tincture extracts.

65. To carry on the business of and act as promoters, organizers and developers of lands, estates, properties, co-operative housing societies, associations, housing schemes, shopping office complexes, townships, farms, farm houses, holiday resorts, hotels, motels and to finance with or without security and/or properties either as owner or as agents.

66. To undertake analytical and scientific research work and to establish or subsidise research laboratories and experimental workshops.

67. To carry on the business of taking/giving on hire and rent all classes and kinds of plants and machineries, lands and buildings and other properties.

68. To manufacture, buy, sell, distribute, export, import, repair take and let on hire, give on hire purchase basis and deal, whether as a principal or as an agent in vehicles of all types including in particular automobiles, motor cars, jeeps, trucks, motors, lorries, station wagons, motor cycles, scooters, omni-buses cycles, bicycles, asicycles, tricycles, velocipedes wagon tractors, commercial vehicles, and carriages, whether propelled mechanically or by steam oil, gas petrol, diesel, spirit, electricity or any other power or energy or otherwise and by whatever name called and also all Component parts, spare parts, accessories, apparatus, ancillary products and goods, articles and things required or capable of being used in connection with such vehicles.

69. To carry on the business of manufacturers and products of flats, fertilizers, manures, clips, sprays, vermifuges, fungicides, medicines and remedies for agricultural, fruit growing or other purposes or as remedies for men or animals and whether produced from vegetable or animal matter or by any chemical process.

70. To manufacture, refine, manipulate, import and export and deal in heavy chemicals, alkalies acids, inorganic chemical, medicinal, photographical, sizing oils and acids mediates and compounds of drugs, pharmaceuticals, sizing oils and chemicals for manufacturing drugs, pharmaceuticals, medicines, photographical sizing and oils.

71. To carry on the business of manufacturers of and dealers in dyes, intermediates, organic chemicals, textile auxiliaries, resins, pigments plasticizers, emulsions.

72. To import and export and deal in leather dyes, tannis, essences, marine minerals, water white cement, oil paints, pigments, and varnishes, compounds, dyestuff, dyestuff intermediates, paints and colour grinders and heavy chemicals for manufacturing dyestuffs.

73. To manufacture, sell, distribute, import and export industrial gases such as oxygen, acetylene, orgon, helium, nitrogen, hydrogen, carbon dioxide, nitrons, oxide, domestic gases and kindred substance or any compounds thereof in gas and liquid.

74. To deal with, manufacturer and render saleable coke, coaltar, pitch, asphatum, ammoniaral liquor and other residual products obtained in the manufacture of gases.

75. To carry on the business of leasing, hiring, selling, hire purchase, hire, purchase financing and to acquire, provide on lease or on hire purchase or deferred payment or on other similar basis industrial and office equipment, appliances furniture and fixtures, vehicles, land and building, warehousing, cold storage, real estates, moveable and immoveable properties, ships, barges, dredgers, off shore equipments and all other assets including aircrafts, computers and items required for manufacturing, processing, mining, transportation, electricity generation, shipping construction, fire-fighting, water treatment, pollution, environment control, medical, energy saving, commercial, trading and for other activities and to provide a leasing and other advisory/counseling services to other entities.

76. To carry on business as general merchants, brokers, dealers, traders, importers, exporters of any goods, minerals, foodstuffs, merchandise, articles, including machineries spare parts, items for general, marine and offshore industries.

77. To carry on business as investment Company and to subscribe, buy, sell, underwrite and to acquire and hold and deal in shares, debentures, convertible debentures, bonds or other obligations, securities of any kind issued or guaranteed by any Company constituted or carrying on any business in India or elsewhere and debentures, convertible debentures, bonds, obligations and securities issued or guaranteed by any Government, municipal, local authority or otherwise, firm or persons, whether in India or elsewhere.

78. To carry on business as builders, construction contractors, surveyors, quarry masters, architects, exterior and interior decorators, contractors for ventilating and air-conditioning, refrigeration and cooling system and equipment.

79. To carry on business of undertaking and setting up projects on turnkey basis.

80. To produce, manufacture, use of otherwise, acquire, sell distribute, deal in and dispose off alkalies and acids, gases, compounds, fertilizers chemicals and chemical products of every nature and description and compounds intermediates. Derivatives and by products thereof and product to be made there from (hereinafter for convenience referred to generally as chemicals and products) including specifically but without limiting the generality of the foregoing, calcium carbide calcium cynamide, napthols, all type of flotation regents, detergents wetting agents, pesticides, insecticides and fumigants, plastics and resins, dyestuffs, explosives, catalytic agents, foods, direct colours, basis and rapid fast colours, pigments drugs biological pharmaceutical serums, vitamins, hormones, drugs for all kinds of diseases or disabilities in men or animals, and products derived from phosphate, mines, limestone and quarries bauxite mines, petroleum, natural gas and other natural deposits useful or suitable in the manufacture of chemicals and chemical products as hereinabove defined.

IV. The liability of the Members is limited.

V. The Authorised Share capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) 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.

Sr. No.	Name, Address, Description and Occupation Signature of the Subscribers	Number of Equity Shares taken by each subscriber	Signature of subscriber	Name, Address Description, Occupation of the Common witness
1.	**JAYANT S. SANGHVI** S/O. Shri Shantilal N. Sanghvi 902, Hira Panna Apartment, Behind Alkapuri Arcade, R. C. Dutt Road, Baroda-390005 BUSINESS	10 (Ten) Equity	Sd/- (Jayant S. Sanghvi)	Sd/- **Sanjay Patni** S/o. Sri Rajmal Patni 91, Ambalal Park, Karelibaug, Baroda-390018 Service
2.	**Dilip S. Sanghvi** S/O. Shri Shantilal N. Sanghvi 902, Hira Panna Apartment, B/h. Alkapuri Arcade, R C Dutt Road, **Baroda-390005** BUSINESS	10 (Ten) Equity	Sd/- (Dilip S. Sanghvi)	
	TOTAL	20 (Twenty)		

Place : **VADODARA** Date this **20th** day of **March, 2001**

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

PRATHAM REALTY PRIVATE LIMITED

S. SAMDANI & ASSO. C.P. No. 2863 COMPANY SECRETARIES

TABLE "A"

1. (a) Subject as hereinafter provided the regulations contained in Table 'A' in the first schedule to the Companies Act, 1956 shall apply to the Company.

   (b) Regulations bearing numbers 21 to 23, 36 to 43, 56, 66, 71, 84, 88 and provisions of clause (1) Regulation 13 of the said Table 'A' shall not apply to the Company.

2. The Company is Private Company and accordingly:

   (b) The right to transfer the shares in the Company is restricted in the manner

   (c) The number of the members of the Company is limited to fifty, not including:

      (i) Persons who are in the employment of the Company, and

      (ii) 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 after the employment ceases, and

   (d) It prohibits any invitation to the public to subscriber for any shares in or debentures of the Company provided that where two or more persons hold one or more shares in the Company jointly they shall be treated as a single member for the purpose of this definition.

SHARE CAPITAL

3. (a) The Authorised Share Capital of the company shall be as per Clause V of the Memorandum of Association of the Company with powers to increase or reduce the Share Capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or such other rights, privileges or conditions as may be determined in accordance with the regulations of the Company and to vary, modify abrogate any such rights, privileges of conditions in such manner as may be provided by regulations of the Company and consolidate or subdivide the shares and issue share of higher or lower denomination.

   (b) The joint holders of share shall be severally as well as jointly be liable for the payment of all installments and calls due in respect of such share. When in the case of partly paid shares, an application for registration is made by the transferor, the transfer shall not be registered, unless the Company gives notice of the application to the transferees and the transferee makes no objection to the transferor within two weeks from the receipt of the notice.

4. The shares shall be at the disposal of the Directors who may (subject to the provisions of the Act) allot, grant option, or otherwise dispose off to such persons on such terms and conditions and at such times as they think fit and either at premium or at par or at a discount. (Subject to compliance with the provisions of section 79 of the Act).

GENERAL AUTHORITY

5. Wherever in the Companies Act, 1956, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles then and in that case these regulations hereby authorize and empower the Company to have such right, privilege or authority and to carry transaction as have been permitted by the Act.

REDEEMABLE NON-CUMULATIVE PREFERENCE SHARES

The terms and conditions of issue of 12% Redeemable Non-Cumulative Preference Shares of Rs. 100/- (Rupees hundred only) each shall be as follows:

The holders of the said 12% Redeemable Non-Cumulative Preference Shares shall be entitled.

(a) Out of the Profits of the Company resolved under the Articles of Association of the Company to be distributed in respect of each financial year in priority to the Equity Shares for the time being of the Company to a fixed Non-Cumulative Preferential dividend at the rate of 12% per annum free of the Company's Income-tax but subject to deduction of Income tax at source in accordance with the provisions of any law for the time being in force, at the rate prescribed from time to time, on the Capital for the time being paid-up on the said preference shares held by them respectively but shall not entitled to any further participation in profits and in priority to the Equity Shares for the time being of the Company.

(b) On a return of Capital of winding-up or reduction of Capital or otherwise to have the surplus assets of the Company applied in replying to them the amount paid up on the said 12% Redeemable Non-Cumulative Preference Shares held by them respectively.

(c) The Holders of 12% Redeemable Non-Cumulative Preference Shares shall not have any voting Right even though their dividend in arrears and or remains unpaid.

PROVIDED HOWEVER THAT the holders of the said 12% Redeemable Non-Cumulative Preference Shares shall not by entitled to a vote on a show of hands or on a poll at any general meeting of the Company unless the business of the meeting includes the consideration of resolution for reduction of capital or winding up the Company, or any resolution varying or abrogating any of the special rights or privileges attached to the said 12% Redeemable Non-Cumulative Preference Shares in which case they shall only be entitled to vote on any such resolution.

A The holders of the said 12% Redeemable Non-Cumulative Preference Shares shall not be entitled.

(a) To any further participation in the balance of surplus assets remaining after payment as aforesaid on a return capital or on winding up or reduction of capital or otherwise.

(b) To any shares in the capitalization and distribution of any part of undivided profits of the Company standing to the reserves of the Company and available for dividend or representing premiums received on the issued of shares standing to the credit of the Share Premium Account or any amount standing to any other account and available for dividend whether immediately or after a period of time or on fulfillment of certain condition which is applied on behalf of the shareholders in paying up any un issued shares of debentures or debenture-stock of the Company or distributed in cash or in the form of the Company's assets or otherwise.

B (a) The Company may at any time before 10 years from the date of allotment upon giving to the holders of the particular shares to be redeemed not less than one month previous notice in writing, apply any profits or money of the Company which may lawfully be applied for the purpose in the redemption of the Preference Shares, together with the amount of premiums if any.

(b) The said preference shares to redeemed on each occasion shall be determined by drawing lots to be made at such time and place and in such manner as the Directors may determine, but in the preference of at least one of the Directors and respective of the Auditors or Solicitors of the Company for the time being.

(c) Forthwith after every draw, the Company shall give to the holders of the shares drawn for redemption notice in writing of the Company's intention to redeem the same and fixing time and place for the redemption and surrender of the shares to be redeemed.

(d) At the time and place so fixed, each such holder shall be bound to surrender to the Company the Certificate of this shares to be redeemed and the Company shall pay to him the amount payable in respect of such redemption and where any such certificate comprises any shares which have not been drawn for redemption the Company shall issue to the holder a fresh certificate thereof.

(e) The dividend on any said Preference Shares becoming liable to redemption under the forgoing provisions shall cease to accrue as from the due date for redemption thereof, unless upon the holder demanding on or after the date and the place fixed for redemption payment of the redemption moneys payable in respect thereof and tendering of the certificates for such shares and receipt for the redemption moneys duly signed and authenticated in such manner as the Company may reasonably require payment of the redemption moneys shall be refused.

(f) At any, time after giving notice or redemption the Company may, by agreement with the holders of any shares to be redeemed, redeem prior to the expiration of the notice period all or any of the shares in respect of which notice shall have been given, by payment to him by the moneys due on redemption and dividends declared.

On the issued of Redeemable Non-cumulative Preference Shares under the provisions of this Article, the following provisions shall take effect.

(i) No such shares shall be redeemed except out of profit of the Company, which would otherwise be available for dividend, or out of the proceeds of a fresh issue of shares made for purpose of the redemption.

(ii) No such shares shall be redeemed unless they are fully paid.

(iii) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of the profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption reserve Account" a sum equal to the nominal amount of the shares redeemed and the provisions of the Act, relating to the shares capital of the Company, shall except as provided in Section 80 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.

6. (a) The First Directors of Company shall be:

1. SHRI JAYANT S. SANGHVI

2. SHRI DILIP S. SANGHVI

(b) The number of Directors shall not be less than two and not exceed seven any time.

(c) It shall not be necessary for a Director to hold any qualification share in the Company.

(d) The Directors shall not be liable to retire by rotation.

(e) The Directors shall be paid such remuneration as may be determined by the Board of the Directors from time to time.

POWER OF DIRECTORS

7. Subject to the provisions of the Companies Act 1956, the Directors may from time to time at their discretion borrow or secure payment of any sum or sums of moneys for the purpose of the Company. The payment of such moneys may be made or secured in such manner and upon such terms and conditions in all respect as the Directors may think fit and in particular by the issue of debentures of the Company, both present and future including its uncalled capital for the time being and debentures and other securities may be made assignable from any equities between the Company and the persons to whom the same may be issued.

8. The Management and control of the business of the Company shall be vested in the Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Companies Act 1956 and to any regulations from time to time made by the Company in general meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

MANAGING DIRECTOR & WHOLETIME DIRECTOR

9. (a) Subject to the provisions of the Companies Act, the Board of Directors shall have the power to appoint from time to time any member or members of the Board to be Managing Director/s and or whole time Director under these presents powers to exercise for such objects and purposes and upon such terms and conditions and with such restrictions as may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the power to the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

(b) Subject to the provisions of the Companies Act, a Managing Director shall be entrusted with substantial powers of management subject to superintendence, control and direction of the Board of Directors.

(c) The remuneration of Managing/Whole time Director shall from time to time be fixed by the Directors and may be by way of fixed salary or dividends or profits or commission on turnover of the Company or turnover of any other company in which the Directors are interested or by participation in any such profits or by any of all those modes.

DIRECTORS APPOINTED BY FINANCIAL INSTITUTIONS-NOMINEE DIRECTORS

10. (a) Subject to the provisions of the Companies. Act, 1956 and notwithstanding anything to the contrary contained in these Articles so long as any moneys remain owing by the Company to any financing Company or Body or Financial Corporation or Credit Corporation or Bank or any Insurance Corporation (each such financing Company or Body or Financial Corporation or Credit Corporation or Bank or any Insurance Corporation is hereinafter referred to as "Financial Institution") out of any loans granted by the Financial Institution continues to hold debentures in the company by direct subscription or private placement, or so long as the Financial Institution hold shares in the company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Financial Institution on behalf of the Company remains outstanding the Financial Institution shall have right to appoint from time to time its nominee/s as a Director or Directors (which Director or Directors is/are) hereinafter referred to as Nominee Director/s on the Board of Company and to remove from such office of the Nominee Director/

s appointed and at the time of such removal and also in the case of death or resignation of the Nominee Director/s so appointed at any time appoint any other person/s in his/ their place/s and also fill any Director/s ceasing to hold office for any reasons whatsoever such appointment or removal shall be made in writing on behalf of the Financial Institution appointing such Nominee Director/s and shall be delivered to the Company.

(b) The Nominee Director/s shall not be required to hold any qualification shares in the Company to qualify him/them for the office of the Director/s nor shall he/they be liable to retire by rotation. The board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. Subject to the aforesaid, the said Nominee Director/s shall be entitled to same rights and privileges and the subject to the same obligations as any other Director of the Company.

(c) The Nominee Director/s so appointed shall hold the office only so long as any moneys remain owing by the Company to the Financial Institution or so long as the Financial Institution holds debentures in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of any guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso factoracate such office immediately the money, owing by the Company to the Financial Institution is paid off or on the Financial Institution ceasing to hold debentures/shares in the Company arising out of any guarantee furnished by the Financial Institution.

(d) The Nominee Director/s appointed under this Article shall be entitled to receive all notice of and attend General Meeting, Board Meeting and the Meeting of the Committee of which the Nominee Director/s of the Committee member/s as also the Minutes of such meeting. The Financial institution shall also be entitled to receive all such notices and minutes.

(e) The Company shall pay to the Nominee Director/s sitting fees and expenses to which other Directors of the Company are entitled. Provided that if the Nominee Director is an officer of the Industrial Development Bank of India (IDBI) the sitting fees in relation to such Nominee Director shall accrue to IDBI and the same shall be incurred by the Financial Institution or such Nominee Director/s in connection with his / their appointment of Directorship shall be paid by the Company. The IDBI or the Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.

(f) The Nominee Director/s shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Directors.

GENERAL MEETING

11. (a) A General Meeting of the Company may be called by giving not less than seven days' notice.

(b) Provisions contained in Sections 171 and 173 of the Act shall not apply the Company.

12. The accident omission to give any such notice to or the non-receipt of any such notice by any other members to whom it should be given shall not invalidate any resolution passed of proceedings held at any such meeting.

13. Two members present personally shall be quorum for all purposes at any General Meeting.

VOTING

14. Subject to any rights or restrictions for the time being attached to any class or classes of shares:

(a) On a show of hands, every member holding Equity Share or shares and present in person shall have one vote, and

(b) On a poll he shall have the same number of votes as the number of Equity Shares held by him.

SEAL

15. The Company shall have a common seal and the Board shall provide for the safe custody thereof. The seal shall not be applied to any instrument except by the authority of a resolution of the Board and in the presence of one Director of such other person as the Board may appoint for the purpose and such Director or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed his presence.

INDEMNITY

16. Subject to Section 201 every officer or agent for the time being of the Company shall be Indemnified out of the assets of the Company against any liability incurred, by him in defending any proceedings, whether civil or criminal in which judgment is given in favour or in which he is acquitted or in connection any application under Section 633 in which relief is granted to him by the Court.

17. Any person who desires to transfer share shall give a notice in writing to the Company of his such desire to sell. When the Company has received any such sale notice the Board of Directors shall as soon as cause possible information of such shares for sale circulated to all the members holding equity shares of the Company and shall invite offers to buy the said shares at the fair value fixed by the Directors on such occasion the offers shall be made in writing and shall reach the Company within the time limit and specified in the circular so issued by the Company. And in case, the Company cannot find out the purchase the seller shall be at his liberty to-dispose off his shares in his own way.

No shares shall be transferred to any persons who is not a member of the company so long as any member or any person selected by the Directors is willing to purchase the same at a value determined by the Directors in their absolute discretion to be fair.

We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of these Articles of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Sr. No.	Name, Address, Description and Occupation Signature of the Subscribers	Number of Equity Shares taken by each subscriber	Signature of subscriber	Name, Address Description, Occupation of the Common witness
1.	**JAYANT S. SANGHVI** S/O. Shri Shantilal N. Sanghvi 902, Hira Panna Apartment, Behind Alkapuri Arcade, R. C. Dutt Road, Baroda-390005 BUSINESS	10 (Ten) Equity	Sd/- (Jayant S. Sanghvi)	Sd/- **Sanjay Patni** S/o. Sri Rajmal Patni 91, Ambalal Park, Karelibaug, Baroda-390018 Service
2.	**Dilip S. Sanghvi** S/O. Shri Shantilal N. Sanghvi 902, Hira Panna Apartment, B/h. Alkapuri Arcade, R C Dutt Road, **Baroda-390005** BUSINESS	10 (Ten) Equity	Sd/- (Dilip S. Sanghvi)	
	TOTAL	20 (Twenty)		

Place : **VADODARA**

Date this **20th** day of **March, 2001**