



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45201KA2010PTC054651

2010 - 2011

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

Total Environment Habitat 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 दो अगस्त दो हजार दस को मेरे हस्ताक्षर से बंगलूर में जारी किया जाता है।

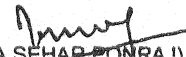
Form 1
Certificate of Incorporation

Corporate Identity Number : U45201KA2010PTC054651

2010 - 2011

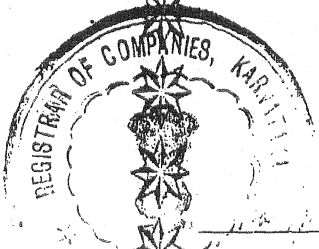
I hereby certify that Total Environment Habitat Private Limited is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given under my hand at Bangalore this Second day of August Two Thousand Ten .


(A SEHAR PONRAJ)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

करनाटका
Karnataka



कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

Total Environment Habitat Private Limited

Imagine, No. 78, ITPL Main Road, EPIP Zone, Whitefield,

Bangalore - 560066,

Karnataka, INDIA .

TOTAL ENVIRONMENT
HABITAT PVT. LTD.

ARTICLES OF ASSOCIATION

OF

TOTAL ENVIRONMENT HABITAT PRIVATE LIMITED

(Company limited by shares - registered under the Companies Act, 1956)

- 1) The Regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956, shall be applicable to this Company in so far as they are applicable to private companies and are not inconsistent with any of the provisions contained in these Articles.
- 2) The Company is a private company within the meaning of Section 2(35) read with Section 3 (I) (iii) of the Companies Act, 1956, with a minimum paid up capital of Rupees one lakh or such other higher sum as may be prescribed from time to time, and accordingly:

(a) The right to transfer the shares in the capital of the Company shall be restricted in the manner and to the extent hereinafter mentioned in these Articles;

and

(b) The number of members of the Company shall be 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 members of the Company after such employment ceased;

and

(c) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company;

And

(d) Invitation for or acceptance of deposits from persons other than from the Company's members, directors or their relatives is hereby prohibited

Provided where two or more persons hold one or more shares in the Company jointly, they shall, for

For TOTAL ENVIRONMENT
HABITAT PVT. LTD.

Authorized Signatory

the purpose of this article, be treated as a single member.

- 3) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine. The Authorised Share Capital of the Company shall be such amount, divided into such number of shares of such denomination or classes as stated in Clause V of the Memorandum of Association of this Company.
- 4) Any branch or kind of business which the Company is either expressly or by implication authorized to undertake may be undertaken by the Directors at such time or times as they shall think fit, and further may be deferred by them to be in abeyance whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.
- 5) Where it is proposed to increase the subscribed capital of the Company by the issue of new shares, then:
 - (i) Such new shares shall be offered to the persons who at the date of the offer are holders of that class of shares of the Company, in the proportion as nearly as the circumstances admit to the capital paid-up on those shares at that date.
 - (ii) The offer aforesaid shall be sent by registered notice to the registered address of every member specifying the number of shares offered and limiting a time, not being less than fourteen days from the date of the offer, within which the offer, if not accepted will be deemed to have been declined.
 - (iii) After the expiry of the specified time in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines the shares offered, the Board of Directors may dispose them in such manner as they think most beneficial to the Company.
- 6) The Board may allot fully paid-up shares to minors represented by their guardians.
- 7) A share may be transferred by a member or other person/s entitled to transfer to any member of the Company selected by the Transferor; but save as otherwise provided by these Articles, no share shall be transferred to a person who is not a member so long as any member is willing to purchase the same at its fair value, determined in accordance with Article 7 (vi).
 - (i) Every member or other person who intends to transfer the shares (hereinafter called the Vendor) shall give notice (hereinafter called the Transfer Notice) in writing to the Board of Directors of the Company, of his intention to sell his shares specifying in the Transfer Notice the

number of shares offered for sale. The Transfer Notice shall constitute the Board as his agent for the sale of the said shares in the manner hereinafter mentioned to the members of the Company, at the fair value determined in accordance with Article 7(vi). No Transfer Notice shall be withdrawn except with the sanction of the Board of Directors.

- (ii) Upon the receipt of the Transfer Notice, the Board of Directors shall forthwith proceed to secure the fair-value determined on the basis specified in Article 7(vi) hereof within sixty days from the date of receipt of the Transfer Notice and shall give notice of such fixation of fair value to the Vendor within the said period. If the Board of Directors fail to secure the fair value fixed within the said period and/or give notice to the Vendor in the manner aforesaid, the Vendor shall have the right to secure the fair value in accordance with Article 7(vi) hereof by a valuer and the value of the share fixed by the valuer shall be the fair value of the share for the purpose of this Articles; the Board of Directors shall further reimburse the Vendor all expenses incurred by him in securing the fair value of the shares. The Vendor shall give written notice to the Board of Directors of the fair value of the share within thirty days from the date on which he is entitled to appoint the valuer.
- (iii) Within ten days from the determination of the fair value by the Board of Directors or from the date of receipt of the notice from the Vendor intimating the fixation of fair value by him, the Board shall offer the shares to persons who at the date of the offer are the holders of that class of shares of the Company in the proportion as nearly as the circumstances admit to the capital paid-up on those shares at that date. The offer shall be sent by registered post to the registered address of every member specifying the number of shares offered and limiting the time, not being less than ten days and not exceeding fifteen days from the date of the offer within which the offer if not accepted will be deemed to have been declined.
- (iv) After the receipt of reply from the person/s to whom such notice was given as to his acceptance or otherwise within the stipulated period above, the Board shall give notice within seven days thereafter to the Vendor, and of the members selected by the Board and requiring the Vendor to transfer the shares to the said member/s.
- (v) The Board shall also collect the fair value of the shares and pay the Vendor prior to the execution of transfer. If the Vendor after being called upon, makes default in transferring the shares, the Board may receive money and give good discharge for the purchase of the shares on behalf of the Vendor, shall authorize one of its Directors to execute the share transfer in favour of the proposed purchaser/s and enter the name of the purchaser/s in the Register of Members as holder by transfer of the said shares purchased by him/them.
- (vi) If within ninety days from the fixation of fair value of the share as provided herein, no member is willing to purchase the shares at the fair value or the Board of Directors fail to select a willing purchaser, the Vendor thereafter shall at any time within six calendar months, be at liberty to sell and transfer the shares to any person/s at any price.
- (vii) The fair value of the shares shall be computed on the NET ASSETS BASIS as a going concern on the basis of the last audited Balance Sheet.
- (viii) On the death of a member, the Board of Directors may recognise one of the legal heirs selected by them and register transmission in the name of such legal heir

provided majority of the legal heirs agree to the same. If the majority of the legal heirs do not agree or if the deceased has bequeathed the shares to a person not approved by the Board of Directors, the Board of Directors may compel the legal heirs or the specific legatee as the case may be to transfer the shares and the provisions of Articles 7 through 7(vi) hereof shall be applicable thereto.

- (ix) A member being a Director, Manager, Assistant, Consultant, Adviser or employee of the Company or being otherwise actively engaged in the business of the Company or being the spouse or child of any of the persons aforesaid shall, on his or her death or on ceasing to be so connected with the Company or on the husband or wife or parent of such spouse or child ceasing to be so connected with the Company by death or from any other cause whatsoever or on the divorce or legal separation of such spouse be deemed to have served the Company on the date of happening of any of the aforesaid events with a transfer notice under Article 7 hereof as to all his or her shares. Thereupon, the Board may proceed to transfer the shares in terms of Article 7 and the powers of the Board in this regard include the power to complete the share transfer form in all respects and to effect transfer of the shares and changes in the Register of Members.

Provided that the Board shall be at liberty to permit any such member to retain for such period as the Board in its uncontrolled discretion, may think fit, any shares held by him or her notwithstanding the happening of any of the events as aforesaid.

8. Every shareholder shall have irrespective of the class of shares held or the amount paid thereon:
- (i) One vote in respect of voting by show of hands, provided he is personally present; and
 - (ii) Upon a poll, one vote in respect of each share held by him;

except where shares have been issued with differential voting rights. In such a case, the voting rights shall be as specified at the time of issue of such shares and duly modified from time to time.

9. Power of company to purchase its own securities

- (i) The company may purchase its own shares or other specified securities in accordance with the provisions of Section 77 A of the Companies Act, 1956, and subject to the provisions of sub-section (2) of section 77B, as amended from time to time and in accordance with the procedures prescribed in Private Limited Company and Unlisted Public Company -(Buy Back of Securities) Rules, 1999.

Explanation. - For the purposes of this Article, "specified securities" includes employees' stock option or other securities as may be notified by, the Central Government from time to time.

10. Annual General Meeting:

- (i) An Annual General Meeting of the Company may be convened, by giving, not less than seven days notice in writing. All other general meetings may be convened, by giving not less than three days notice in writing.
- (ii) If the members holding not less than 50% of such part of the paid-up capital of the Company as gives them a right to vote at a meeting, accord their consent in writing, a general meeting (either annual general meeting or otherwise) may be called by giving shorter notice than the period specified in Article 10 (i) above.

- (iii) The provisions of Section 173 of the Companies Act, 1956 shall not apply to this Company.
 - (iv) Provisions of section 176 (2) of the Companies Act, 1956 shall not apply to this Company. The proxy need not be a member of the Company.
11. Wherever it has been provided in the Act 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 authorised by its Articles then and in that case by virtue of this regulation, the Company is hereby specifically authorised irrespective of whether the Company has such authority by any other regulations of this Articles, empowered and entitled to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any separate regulation on that behalf provided. An illustration of such rights, privileges, authorities and transactions the following are set out with relevant sections of the Companies Act, 1956:
- Section 76 to pay commission or issue of shares and debentures
 - Section 80 to issue redeemable preference shares
 - Section 92 to accept unpaid share capital although not called up
 - Section 93 to pay dividend in proportion to the amount paid-up
 - Section 94 to alter the share capital of the Company
 - Section 100 to reduce the share capital of the Company
 - Section 106 to alter the rights of holders of special class of shares
 - Section 208 to pay interest out of capital in certain cases
 - Section 260 giving power to the Board to appoint additional directors
 - Section 265 to adopt proportional representation for the appointment of directors
 - Section 313 authorising the Board to appoint Alternate Director, etc.
12. A person appointed under section 187(2) by a corporation which is a member, will be deemed to be a member personally present for the purposes of quorum.
13. Directors
- (i) The number of Directors shall be not less than two and more than twelve including all types of directors.
 - (ii) The first Directors of the Company shall be the persons named hereunder:
Mr. KAMAL SAGAR
Mrs. SHIBANEE SAGAR
 - (ii) The Directors may be appointed by the Company at a general meeting without prejudice to the powers of the Board to co-opt one or more persons to be Directors.
14. No share qualification is necessary for being a director in the Company.
15. The remuneration to Directors, per meeting of the Board of Directors, may be fixed by the Board of Directors from time to time and such remuneration shall be in addition to travelling, hotel and other expenses incurred by the Directors, in this regard.
16. Managing Director
- (i) The Board may appoint one or more of their body as the Managing Director/s and fix the terms of his/their appointment, powers and duties. The Board shall have the power to fix the duties and responsibilities of the Managing Director and the succeeding Managing Director/s.

(ii) The Board of Directors, may appoint one or more of their body as Director (Finance), Director (Administration), Director (Public Relations), Technical Director, Commercial Director or Director with such other designation as the Board may deem fit.

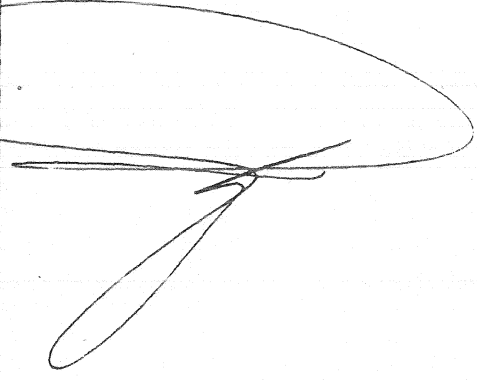
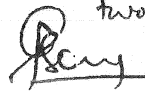
(iii) The Board of Directors shall have the power to fix the remuneration of the Managing Director and/or other Directors and shall have the power to vary the same from time to time.

17. The provisions of sections 255 and 256 and other applicable provisions of the Companies Act, 1956 relating to retirement of directors shall not apply to this Company. Directors appointed unless otherwise determined in general meeting, shall continue in office for life or till they voluntarily resign their office or the period of office terminates with the efflux of time.
18. The Board of Directors, with the unanimous consent of all Directors, shall have the power to appoint one or more of their body as Directors for life or for such other duration as they may deem fit.
19. Subject to the provisions of the Companies Act, 1956, if any Director be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Board of Directors may pay to such Director such special remuneration as they may think fit, which remuneration may be in the form of either salary, commission or a lump sum payment and may either be in addition to or in substitution of the remuneration specified in Article 16(iii). The Board may reimburse all expenses incurred by a Director in connection with the business of the Company.
20. In case the Union Government or any State or any Finance Corporation sponsored or financed by any of aforesaid Government or State Financial Corporations or any other organization grants loans or accepts in the capital and direction of the Company, such Government or Corporation may, during such period as they hold shares in the Company or the loans granted by them remain unpaid, be entitled to nominate and from time to time substitute in place of such nominee one or more Directors to protect the interest of such Government or Corporation or organization on the Board of Directors of the Company.
21. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
22. A Director may from time to time, and the Managing Director shall, upon the request of any Director, convene the meeting of the Board of Directors.
23. Save as otherwise expressly provided in the Companies Act, 1956, a resolution in writing circulated to all the Directors in draft together with all necessary papers signed by all the directors in India or a majority of them or of the Committee of Directors, for the time being entitled to receive notice of the meeting of the Board or Committee, shall be as valid and effectual as if it has been passed at a meeting of the Board or Committee duly convened and held. In the event of the signature of anyone or more Directors to any such resolution is affixed on different dates, the said resolution shall be deemed to be passed on the date of the signature of the Director signing last.
24. Subject to the provisions of sections 297, 299 and 301 of the Companies Act, 1956, no Director shall be disqualified from his office by contracting with the Company, nor shall any such contract entered into by or on behalf of the Company in which any such Director is interested be avoided nor shall any such contract entered into by or on behalf of the Company in which any such Director is in any way interested be avoided nor shall any such Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract by reason only of such Director holding such office, or of that fiduciary relation

thereby established, but, the nature of his interest must be disclosed by him at the meeting of the Board of Directors at which the contract is first taken into consideration, if his interest is then existing, or in any other case at the first meeting of the Board of Directors after acquisition of such interest.

25. A director of the Company may be or become a director or other officer, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company. The directors may exercise the voting power conferred by the shares in any such other company, in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers of such company), and any director may vote in favour of the exercise of such voting rights in the manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director or other officer of such company, and as such is or may become interested in the exercise of such voting rights in the manner aforesaid.
26. The business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of the Company as are not prohibited by the Companies Act, 1956, or any statutory modifications thereof for the time, being in force or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to regulations contained in these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Board of Directors which would have been valid, if that regulation had not been made.
27. Subject to the provisions of the Companies Act, 1956, the Board of Directors may from time to time entrust to and confer upon the Managing Director or any other Director/s and/or persons such of the powers exercisable under these presents by the Board of Directors as they may think fit, and may confer such power for such time, and to be exercised for such objects and purposes, and with such restrictions as they deem fit, and such powers may be conferred collaterally with or to the exclusion of and in substitution of all or any of the powers of the Board, and may from time to time withdraw, revoke or vary all or any such powers.
28. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorneys may contain such provisions for the protection and convenience of person dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
29. The Board, on behalf of the Company, may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.
30. Subject to the provisions of the Companies Act, 1956, no member shall be entitled to inspect the Company's books without the permission of the Board of Directors to require discovery of any information regarding any detail of the Company's operations or any matter which is or may be in the nature of a trade secret, secret process or trade mystery or which may relate to the conduct of the business of the Company and which, in the opinion of the Board of Directors, will not be expedient in the interest of the members of the Company to communicate to the public.

31. The common seal of the Company shall not be affixed to any instrument except with the authority of resolution of the Board and except in the presence of the Managing Director of the Company or any two directors, subject to the Companies (Issue of Share Certificates) Rules; 1960.
- (i) For the transaction of business outside India, for use in any territory, district or place not situate in India an official seal which shall be a facsimile of the common seal of the company, with the addition on its face of the name of the territory, district or place where it is to be used, may be made use of.
 - (ii) The company, for use in any such territory, district or place may, by writing under its common seal, authorize any person appointed for the purpose in that territory, district or place to affix the official seal to any deed or other document to which the company is a party in that territory or district or place.
 - (iii) The authority of any agent authorised under sub-article (ii) shall, as between the company and any person dealing with the agent, continue during the period, if any, mentioned in the instrument conferring the authority, or if no period is there mentioned, until notice of the revocation or determination of the agent's authority has been given to the person dealing with him.
 - (iv) (iv)The person affixing any such official seal shall, by writing under his hand, certify on the deed or other document to which the seal is affixed, the date on which and the place at which, it is affixed.
 - (v) A deed or other document to which an official seal is duly affixed shall bind the company as if it had been sealed with the common seal of the company.
32. Regulation 99 of the Table "A" shall not apply to the Company, Save and except so far as the provisions of these Articles are provided by Section 201 of the Act, the Board of Directors, Managing Directors, Directors, Managers, Auditors, Secretary and other officers or servants for the time being acting in relation to any of the affairs of the Company, and every one of them and every one of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them or any act of their executors or administrators or any shall incur or sustain by reason of any act done, concerned in or omitted in or about the execution of their duty or suspend duty in their respective offices or trust, except such (if any) as they shall incur or sustain through or by their own willful neglect or default respectively, and one of the acts receipts, neglects or defaults the other or others of them or for any joining in any receipt for the sake of conformity for any bankers or other persons with whom any moneys or effects belonging to the Company shall or any belonging to the Company shall be invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto except the same shall happen by or through their own willful neglect or default respectively.
33. Every Director, Manager, Secretary, Auditor, Trustee, Member of Committee, Officer, Servant Agent, Accountant or other persons employed in the business of the Company shall if so required by the Directors before entering upon his duties sign a declaration pledging himself to observe a strict secrecy respecting all transactions and affairs of the Company. with the customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board or by law or by the person to whom such matters relate, except so far as may be necessary in order to comply with any provisions of these presents contained.
34. Wherever in the Companies Act, it has been provided that the Company would 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, privileges or authority and to carry such transactions as have been permitted by the Act.

Sl No	Name, Address, Description, Occupation and Signature of Subscriber	Signature, Name, Address, Description and Occupation of the Witness.
1	<p>KAMAL SAGAR s/o Surendra Kumar Sagar 403, Footprints, No. 1, 7th Cross, 7th Main, HAL 2nd Stage, Bangalore 560 008 Occupation: Business.</p>	
2	<p>TOTAL ENVIRONMENT BUILDING SYSTEMS PVT. LTD. "IMAGINE", NO. 78, ITPL main road, EPIP Zone, Whitefield, Bangalore 560 066. Represented by Director SHIBANEE SAGAR w/o KAMAL SAGAR NO. 1, 403, FOOTPRINTS, 7th Cross, 7th Main, H.A.L. 2nd Stage, Bangalore - 560008. Shibane</p>	<p>Witness to the above two Signatures  Somy Jacob 810.C.C. Jacob 3rd Floor, Sheikh Ali Complex Koramangala 2nd Block Bangalore - 560068 Osw. Practising Company Secretary.</p>

Place: Bangalore

Date: 22/07/2010

For TOTAL ENVIRONMENT
HABITAT PVT. LTD.

Authorised Signatory

MEMORANDUM OF ASSOCIATION

OF

TOTAL ENVIRONMENT HABITAT PRIVATE LIMITED

(Company limited by shares - registered under the Companies Act, 1956)

- I. The name of the Company is **TOTAL ENVIRONMENT HABITAT PRIVATE LIMITED.**
- II. The Registered Office of the Company will be situated in the State of Karnataka.
- III. The objects for which the Company is established are:

(A) The Main Objects to be pursued by the Company on its incorporation:

1. To carry on the business of realtors and developers of real estate as under:
 - a. by developing residential, commercial or Industrial layouts, Group housing gardens, orchards and other conveniences,
 - b. by erecting and or constructing houses, buildings or works of every description such as flats, apartments, multistoried complexes houses, bungalows, shopping arcades, quarters, hotels, resorts, motels, service apartments and the like on any land of the Company or upon any other lands or property
 - c. to promote the development of properties by purchase or by taking on lease and to advance funds on them or otherwise and to obtain right, title, or interest therein, in any manner
 - d. to sell the above on ownership, installment, and or transfer, rent or lease such properties, to limited companies, association of persons and/or individuals or any other persons as the case may be
 - e. to provide facility management services which include maintenance and upkeep of any property, landscaping and any service related to the property usage, maintenance & upkeep
2. To carry on the business of project management and consultancy for of all types of construction, development and project management work in all its branches such as industrial plants, machinery, warehouses, factories, buildings, structures, drainage & sewage works, water distribution and sewage systems, foundation works, roads, power supply works, power stations, hotels, hospitals, complexes, housing projects, laboratories, cold storages, showrooms, shops, and other similar work.

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For TOTAL ENVIRONMENT
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(B) The Objects incidental or ancillary to the attainment of the main objects in (A) above:

- 1) To acquire from or sell to any person, firm, body corporate or other organizations, public, government or semi-government authorities whether in India or else-where, copyrights, technical information, know-how, process engineering, manufacturing, operating and commercial data, plans, layouts and blue prints useful for the design, erection, establishment and operation of any kind of plant or process of manufacture and commercial or non-commercial activity or services, to acquire and grant or license other rights and benefits in the possession of the Company and to render any kind of consultancy service.
- 2) To enter into collaboration/s, agreement/s and contract/s with Indian or foreign individuals, firms, companies or governmental agencies and other organizations for or to provide technical, financial and other assistance for carrying out all or any of the objects of the Company.
- 3) To appoint, establish and maintain agencies, branches and other trade channels anywhere in the world for the conduct of business of the Company, and for the sale of material/s or thing/s or services for the time being at the disposal of the Company for sale.
- 4) To engage, hire, retain or employ or cause to be engaged, hired, retained or employed such individuals, professionals and organizations in order to carry out the objects of the Company.
- 5) To advertise and adopt means of making known the activities of the Company or any articles or goods or services traded or dealt with by the Company in any way as may be expedient, including the posting of bills in relation thereto, and the issue of circulars, books, pamphlets and price lists and the conducting of competitions, exhibitions and the giving of prizes, rewards and donations.
- 6) To apply for, purchase or otherwise acquire and to protect, prolong and renew trade marks, trade names, copyrights, designs, secret processes, patent rights, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company, to spend money in experimenting, testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire or develop.
- 7) To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for technical research and experiments and carry on scientific and technical research, experiments and tests of all kinds including assembly or manufacture of prototypes.
- 8) To amalgamate, enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or Company.
- 9) To apply for, promote and obtain under any Act of Parliament, charter, privilege, concession, license or an authorization of any Government, State or Municipality, provisional order or license of any other authority, or acquire the same for enabling the Company to carry on any of its objects or for extending any modification of the constitution of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the Company.

- 10) To enter into any agreement with Government or State authority, Municipality, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or State authority any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.
- 11) To be interested in, promote and undertake the formation and establishment of such institutions, business pools, syndicates, combines and the like (industrial, trading, manufacturing or otherwise) as may be considered to be conducive to the interest of the Company, and to acquire, promote or subsidize any industry, business or undertaking and to carry on other allied business (industrial, trading, manufacturing or other) which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or otherwise calculated directly or indirectly to render any of the Company's properties or rights for the time being profitable.
- 12) To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company carrying on business which this Company is authorized to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stocks, debentures of any such person, firm or company and to conduct, make or carry into effect any arrangement in regard to the winding-up of the business of any such person, firm or company.
- 13) To build, acquire, construct, alter, maintain, enlarge, pull-down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, railways, townships, branches or sidings, bridges, electric works and other works and conveniences which are required by the Company or which may seem calculated directly or indirectly to advance the interest of the Company and to joining with any other person or company in carrying out the above activities and to collect taxes, cess or other receipts as may be deemed expedient.
- 14) To purchase, take on lease or exchange, hire or otherwise acquire any real and personal property and any rights or privileges, which the Company may think necessary or convenient for the purposes of its business.
- 15) To buy, lease or otherwise acquire lands, buildings and other immovable property and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the property and assets of the Company on such terms and conditions as the Company may think fit.
- 16) To amalgamate with any company, subject to the provisions of sections 391 and 394 of the Companies act, 1956.
- 17) To pay all the costs, charges and expenses of and incidental to the promotion, registration and establishment of the Company including charges in connection therewith, including costs charges and expenses of negotiations, contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
- 18) To remunerate or make donations to (by cash or other assets, or by the allotment of fully or partly paid shares pursuant to a Stock Option Plan or otherwise or by a call or option on shares, debentures or securities of this or any other company, or in any other manner) whether out of the Company's capital, profits or otherwise, to any person, firm or company for services rendered or to be rendered in introducing any property or business to the Company or for any other reason the Company may think proper.
- 19) To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise and, to vest any real or personal property, rights or interests acquired by 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.

- 20) To draw, make, issue, accept and to endorse, discount and negotiate promissory notes, bills of exchange, bills of lading, delivery notes, warehouse keeper's certificates and other negotiable, commercial or mercantile instruments connected with the business of the Company.
- 21) To open accounts with any individuals, firms, and companies or with any banks and to pay into and to withdraw moneys from such accounts.
- 22) To lend or deposit or invest money belonging to, entrusted to or at the disposal of the Company to such persons or companies and on such terms as may seem expedient, and in particular to customers, members, directors and others having dealings with the Company with or without security, upon such terms as may be thought proper, and to guarantee the performance of contracts by any such persons or companies and to generally give guarantees and indemnities. However, the Company shall not do banking business as defined under the Banking Regulations Act, 1949.
- 23) To make advances upon or for the purchases of materials, goods, machinery, stores and other articles required for the purpose of the Company.
- 24) To borrow or raise money with or without security or to receive money on deposits subject to Section 3 (1) (iii) (d) and section 58A of the Act, at interest or otherwise, in such manner as the Company may think fit, and in particular by the issue of debentures, perpetual or otherwise, including debentures convertible into shares of this or any other company, and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of this Company, present or future, or payoff any such securities, and also by similar mortgage, pledge or charge, to secure and guarantee the performance by the Company or any other person of any obligation undertaken by the Company or any other person or Company as the case may be.
- 25) To sell, mortgage, assign or lease and in any other manner deal with or dispose off the undertakings or properties of the Company or any part thereof, whether movable or immovable, for such consideration as the Company may deem fit and in particular, for shares, debentures, or other securities of any other company.
- 26) To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the property, right and concessions of the Company.
- 27) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-annuation funds, provident funds or other funds for the benefit of, and give or procure the giving of gifts, donations, gratuities, pension, allowances or emoluments to any person who are or were at any time in the employment or service of the Company or any company which is subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, who are or were at any time Directors or officers of the Company or of such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid, either alone or in conjunction with any other company as aforesaid.
- 28) To create any depreciation fund, reserve fund, sinking fund, insurance fund, dividend equalization fund, capital redemption fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares, or any other purpose whatsoever which is conducive to the interest of the Company.
- 29) To provide for the welfare of the Directors, ex-Directors, employees or ex employees of the Company or its predecessors in business and the wives and families of the dependents or connections of such persons by building or contributing to the building of houses, dwellings, chawls, or quarters or by grants of money,

pensions, gratuities, non-contributory pension or superannuation funds, allowances, bonuses, awards, profits sharing, or other scheme or trusts by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to establish, maintain and grant scholarship monies to any- persons for technical study and education in India and elsewhere in the world which may be necessary or useful for any of the objects of the Company, and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.

- 30) Subject to the provisions of the Companies Act, 1956, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, religious, scientific, national or other institutions or objects or for any public, general useful objective.
- 31) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.
- 32) To invest, apply for, acquire or otherwise employ and deal with monies belonging to, entrusted to or at the disposal of the Company upon securities and shares with or without security, upon such terms as may be thought proper and from time to time and vary such transactions in such manners as the Company may think fit.
- 33) To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any manner.
- 34) To undertake, carry out, promote and sponsor or assist. any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or for any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc., or for organizing lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or for any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches. and for establishing, conducting or assisting any institution, fund, trust, etc., having one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair and concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public or Charitable Institutions.
- 35) To aid, pecuniarily or otherwise, any association or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotions of industry or-trade.
- 36) To develop the resources of and turn to account the lands, buildings, and rights for the time being of the Company in such manner as the Company may think fit, and in particular, by clearing, draining, fencing, planting, building, improving farming, grazing, mining and by promoting immigration, establishing towns, villages and settlements.

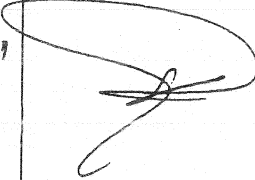
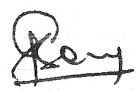
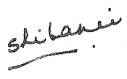
(C)The Other objects not included in (A) and (B) above:

- 1) To carry on the trade or business or manufacturing and distributing chemists and druggists, oil and colourmen, either in wholesale or retail, together with all or any trades or business usually carried on in connection therewith and to prepare, manufacture, import, produce, buy, sell and deal in all kinds of raw material, chemicals, petrochemicals, compounds, synthetic products, salts, acids mineral, organic and inorganic alkalies, surgical material and appliances and patent or proprietary medicines, pigments, varnishes, lacquers, manufacturing plants, surgical and optical instruments and apparatus and other like articles and things and colour grinders, surgical and scientific apparatus and materials and to buy, sell, manufacture, import, export and deal in all substances and things capable of being used in by such business as aforesaid.
- 2) To act as commission agents.
- 3) To carry on any business relating to the winning and working of minerals, the production and working of metals, coal, bricks, clay, limestone and other substances and the production, manufacture and preparation of any other materials and either for the purposes only of such contracts or as an independent business and to undertake and execute any contracts for works involving the supply or use of any machinery and to carry out any ancillary or other works comprised in such contracts.
- 4) To acquire, establish, promote and run or otherwise manage or carry on any activity relating to the hardware or software industry, trade and business which the Directors may from time to time consider desirable, in India and/or elsewhere in the world and generally to do business in all aspects as manufacturers, industrialists and developers and marketers of software and to do all such things as are usual or necessary in relation to or connection with such industry and business.
- 5) To act as an export/import house and to carry on any business connected therewith including manufacturing activities for this purpose.
- 6) To purchase or otherwise acquire and lease, under-write, subscribe for and deal in real and personal property of all kinds and in particular, lands, buildings, machinery, equipment, vehicles, hereditaments, business concerns and undertakings, mortgages, charges, patents, licenses, stocks, securities, concessions, produce, book debts, claims and any interest in real or personal property and any claims against such property or against any persons or Company and to carry on any business concern or undertaking so acquired.
- 7) To act as civil engineer, architectural engineer, interior decorator, consultant, advisor, supervisor administrator, contractor, sub contractor, turnkey contractor and manager, of all types of construction, and other similar work.
- 8) To act as consultants, advisers, service providers, representatives and managers for any kind of realty projects in the field of technical, non technical, personnel, marketing, publicity, agricultural, farming, public welfare and on other similar subjects and make evaluation, feasibility studies, techno-economic feasibility studies and for the purpose to run, establish, maintain, provide, operate, manage, supervise, manage any commercial establishments.

IV. The liability of the members is limited.

V. The Authorized Share Capital of the Company is Rupees 1,00,00,000 (Rupees One Crore only) divided into 7,50,000 (Seven Lakh Fifty Thousand only) Equity shares of Rs.10/- (Rupees ten only) and 2,50,000 (Two Lakh Fifty Thousand only) Redeemable Preference 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 to our respective names:

SL No	Name, Address, Description and occupation of subscriber	Signature of subscriber	Number of Equity Shares taken by each subscriber	Signature, Name Address, Description and Occupation of the witness
1.	KAMAL SAGAR S/o Surendra Kumar Sagar Apt. 403, Footprints. No. 1, 7th Main, 7th Cross HAL 2nd stage Bangalore - 560008 Occupation: Business		1 Equity share of Rs. 10/-	 Sony Jacob S/o. C.O. Jacob 3rd Floor Sheikh Ali Complex Koramangala 2nd Block Bangalore 560068 Occu: Practising Company Secretary.
2.	TOTAL ENVIRONMENT BUILDING SYSTEMS PVT. LTD., 'IMAGINE', NO. 78, ITPL MAIN ROAD, EPID ZONE, WHITEFIELD, Bangalore - 560066. Represented by Director SHIBANEER SAGAR. W/o KAMAL SAGAR NO. 1, 403, FOOT PRINTS, 7th Cross, 7th Main, H.A.L. 2nd STAGE, Bangalore - 560008.		9999 Equity shares of Rs. 10/-	
		Total	10,000 (Ten thousand Equity Shares)	

Place: Bangalore

Date: 22/07/2010

For TOTAL ENVIRONMENT
HABITAT PVT. LTD.

Authorised Signatory