

**MEMORANDUM OF ASSOCIATION**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**Realstone Multitrade Private Limited**



सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat, India, 380013

Corporate Identity Number: U51900GJ2006PTC133238

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State

M/s REALSTONE MULTITRADE PRIVATE LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Maharashtra to the Gujarat and such alteration having been confirmed by an order of Regional Director bearing the date 20/05/2022.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at Ahmedabad this Twenty fourth day of June Two thousand twenty-two.



MANOJA KUMAR SAHU

Registrar of Companies

RoC - Ahmedabad

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

REALSTONE MULTITRADE PRIVATE LIMITED

Sun Pharma Advanced Research Centre (SPARC), Tandalja,, Vadodara,  
Vadodara, Gujarat, India, 390012





प्रा.स. आई. आर.

Form I. R.

निगमन का प्रमाण पत्र

CERTIFICATE OF INCORPORATION

की. स.

CIN U 51 900 MH 2006 PTC 158889

मैं एतद्वारा प्रमाणित करता हूँ कि आज कम्पनी अधिनियम (1956 का. सं. 1) के अधीन निगमित की गई है और कम्पनी, परिसीमित

I hereby certify that Realstone Multitrade Private Limited is this day incorporated under The Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

मेरे हस्ताक्षर से आज ता. को दिया गया। Given under my hand at MUMBAI this SIXTEENTH day of JANUARY

TWO THOUSAND SIX

(M. JAYAKUMAR) ASSTT REGISTRAR OF COMPANIES MAHARASHTRA, MUMBAI



**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANUDM OF ASSOCIATION**  
**OF**  
**Realstone Multitrade Private Limited**

- I. The name of the Company is **Realstone Multitrade Private Limited**.
- II. The Registered Office of the Company will be situated in the State of Gujarat.\*
- III. The Object for which the Company is established are :
- (A) THE MAIN OBJECTS OF THE COMPANY BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
1. To carry on the business in India and abroad as Traders, Distributors, Dealers, Exporter, Importer, Brokers. Stockiest & Commission agent, Agency business, Selling & Marketing Business, Assembling, Fabricating and Processors of Agricultural, Commercial, Industrial products, Household, Domestic, Automobiles, Farms and Forest product, Food product, Leather & Leather Products, Rubber and rubber product, Petroleum and Petroleum Products, Engineering product goods, Plant & Machinery, Equipment, Apparatus and other Gadgets, Appliances, Accessories, Spare parts, Computer Hardware, Software, all type of Dyes & Chemicals, Minerals, Pharmaceutical, Wool, Silk, Yarn, Fibers, Garments, Textiles, Cold Storage, Property & Structure Development, Paper & all kind of Boards, Tea, Timber Products, Rubber, Plastics, Footwears, Marble, Granites, Cement and Ceramic Tiles, Pesticides, Glass & Glassware, Tyres & Tubes, Cement, Fertilizers, Iron & Steel, Copper, Gold, Silver, Diamonds, Precious Stones and Jewellery, Ferrous & Non Ferrous Metals, Electronic toys, Games, Batteries, Button Cells, Telephones & Sim-cards, Gas Lighters, Calculating Machines, Electronic Organisers, Computer Floppy Diskettes, Audio, video tapes, Compact Discs, T.V. Software, Film and TV Serials, e-commerce, web based solutions and internet portals or any other merchandise and commodity. No money circulating schemes will be carried out by the Company.
- (B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :
2. To enter into negotiation, collaboration, technical or otherwise with any person, firm, company, body corporate, Institution or Government for obtaining by grant, license or on other terms formulate and to obtain technical information, know-how and expert advice for the sale, manufacture and export of all types of items and other products and goods which the company which the company is authorised to deal in.
  3. To acquire from time to time and deal or trade in all such stock-in-trade, chattels, any patents, trade-marks, brevets, inventions, development of intellectual properties, man power developments, licenses, concessions and effects as may be necessary or convenient for any business, for the time being, carried on by the company.
  4. To borrow money from banks, institution and other agencies for the objects of the company at such terms as may be decided by directors from time to time.
  5. To draw, make accept, endorse, discount, execute, and issue promissory notes, hundies, bill of exchange, bills of lading, warrants, debentures and other negotiable instruments in course of the company's business.

\* Registered Office of the Company shifted from the "State of Maharashtra" to the "State of Gujarat" vide Special Resolution passed by the members at the Extra-Ordinary General Meeting No. 1/2021-22 held on February 21, 2022 and pursuant to the approval from the Regional Director vide Order No. RD/Section13/SRN T88568365/1000 dated May 20, 2022

6. To apply for, purchase of otherwise acquire any patents, brevets, inventions, licenses, concession and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention for the purpose of the company, and to use, exercise, develop or grant or licenses in respect of or otherwise turn to account the property, rights or information so acquired.
7. To open liaison offices outside India for promotion of business of the Company.
8. To open sales depot throughout India.
9. To pay for any property acquired by the company and remunerate any persons, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them of shares of securities of the company is paid in full or in part or otherwise.
10. To sell, exchange, mortgage, let on lease, royalty or tribute, grant, licenses, easements, options and other rights over and in any other manner deal with or dispose off the undertaking, property, assets, right and effects of the company or any part thereof for such as may be thought fit and in particular for stock shares, whether fully or partly paid up securities of any other company having objects in whole or in part similar to those of the company or as may be approved by the shareholders.
11. To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which this company is authorised to carry on or possessed or property suitable for the purpose of the company or which can be carried on in conjunction therewith.
12. Subject to the provisions of sections 391 to 394 of the Companies Act, 1956, to amalgamate, or the enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, of reciprocal concession or for limiting competition with any persons or company or companies carrying on or engage in or about to carry on or engage in, any business transaction which this company is authorised to carry on or engage in or which can be carried on in conjunction therewith.
13. To engage in business or transaction within the limits of the company's objects, in connection with any other person, corporation, company or firm, and to hold shares, stocks or bonds in any such company or corporation, the business which this company is authorised to carry on.
14. To procure the recognition of the company in or under the laws of any place out-side India.
15. To undertake and execute any trust, the undertaking of which may seem to the company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company or companies on behalf of or for the benefit of the company and with or without any declared trust in favour of the company for the purpose of the business of the company.
16. Subject to section 293A of the Companies Act, 1956 to accept gifts and to give gift and donations, to create trusts for the welfare of the employees, members, directors and/or their dependents, heirs and children and for any deserving object and for other persons also and to act as trustees.
17. To subscribe or guarantee money for national, charitable, religious, educational, benevolent or other institutions, societies, clubs, funds, association, public, generate for useful objects or for any exhibition but not intended to serve any political cause or purpose.
18. To communicate with chambers of commerce and other mercantile and public bodies throughout the world and concert and promote measure for the protection of trade, industry and persons engaged therein.

19. To subscribe for, become a member of, subsidize and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the company, and to procure from and communicate to any such association, such information as may be likely to further the objects of the company.
20. To pay legally any premiums or salaries and to pay for any property, right or privileges acquired by the company or for services rendered or to be rendered in connection with the promotion, formation or the business of the company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing of, any of the shares of the company or any debentures or other securities of the company or otherwise either wholly or partly in cash or in shares, bonds, debentures, or other securities of the company and to issue any such shares either as fully paid or with amount credited as paid up there in as may be agreed upon and to charge any such bond, debentures or other securities upon all or any part of the property of the company.
21. To appoint Secretaries, Manager, Agents, Selling Representative, Commission Agents, and to engage Lawyers and Solicitors and to grant them or any of them necessary power of attorney.
22. To pay out of the funds of the company all costs, charges and expenses preliminary and incidental to the promotion, formation establishment and registration of the company.
23. To adopt such means of making know the services, business interest of the company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase, construction and exhibitions of work of art or general interest, by publication of books and periodicals, and by granting prizes, rewards and donations subjects to section 293A of the Companies Act, 1956.
24. In the event or winding up, to distribute all or any of the property of the company amongst the members in specie or kinds or any proceeds or sale or disposal of any property of the company. Subject to the provisions of the Companies Act, 1956.
25. To undertake, carryout, promote and sponsor development including any programme for promoting the social and economic welfare 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 thereof either directly or through an independent agency or in any other manner without prejudice to the generality of the promoting of rural development shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors considers it likely to promote assist rural development.
26. To achieve greater growth of the national economy through increased productivity, effective utilisation of material and manpower resources, export promotion and continued application of modern techniques so as to discharge its social and moral responsibilities to the share-holder, employees, customers, local community and the society and to undertake, carry out promote and sponsor or assist 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, newspaper or for organising lectures or seminars likely to advance these objects or for giving merit awards, or giving scholarships loans or any other assistance to deserving students or other scholars or person to enable them to prosecute their studies, academic pursuits or researches and for establishing, conducting, or assisting any institution, fund trust having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner and two Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such value as the Directors may think fit and divert 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 institution or trust or funds or organisation or persons as the Directors may approve.

27. To do the above things in india and abroad as principals, agents, contractors, trustees or otherwise by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying on and the aforesaid objects in India and abroad.

(C) OTHER OBJECTS :

28. To carry on the business as buyers, sellers, importers, exporters, distributors, brokers, factors, stockiest and dealers of all kinds of fabrics, textiles including decorative hand and machine made readymade garments, carpets, durries, mats, rugs namdas, blankets, shawls, tweeds, linens, flannels beds spreads gults, scrafs, belts, tapestry and all other articles of silk cotton, woolen and worsted materials and all sorts of apparels, dressing materials, mixed, blended product, nylon, polyester, fiber, yarn, hosiery and mixed fabrics, natural silk fabrics and garments.

29. To carry on the business of Tours & Travels, International & Domestic Tour operators & act as an Advertising Publicity, Marketing and Propaganda Agents.

30. To manufacture all kinds of electrical conductors and insulated wires for power generation, transmission and distribution, to manufacture, deal, trade, export and import machines and plants, equipment and accessories for manufacture of electrical conductors and transformers, insulated wire and electrical equipment and to do all kinds of business, all varieties of electrical conductors, cables, insulated wires and other equipment and to carry on in India or elsewhere the business of mechanical engineers, iron masters and manufacturers, processors, fabricators, dewers, rollers and re-roller of steel and non-ferrous metals shafts, bars, flats, squares from scrap, billets and ingots.

31. To manufacture, produce, buy, sell, import, export, stock, deal in machine tools, grinding machines, automatic latches, drilling machines, planning machines planogrinders, machinery of every description, precision tools, cutting and small tolls, electric motors, electrical equipment, cables, wires, switch-gears, flame and drip proof motors, electric fans, regulators of all types, electric kilowatt hour meters magnets, industrial jewels, meters, voltmeters and other types of measuring instruments, electrical, non-electrical, die castings, screws, nuts and bolts, transformers of all types, circuit breakers, hoists, elevators, gears, trolleys and coaches, winches, air-compressors, welders, refrigerators, domestic washing machines, television and radio receivers and transmitters, micro wave components, radar-equipment, valves, resistors, electronic instruments, conductors, materials, transistors and allied items, sewing machines, watches and clocks, tape-recorders, household appliances and component parts thereof.

32. To carry on the business of financing industrial enterprises and to make loan, give guarantees and provide securities to any other company whether promoted and/or managed by this company or not and to any firm or to any individual for business purposes.

33. To provide technical know-how in India and abroad which is likely to assist in the manufacture of the goods or the processing of materials or in the installation or erection of plant or machinery for such manufacture processing including providing technological design, installation and erection information and to render engineering, technical management and various types of skilled and other services to business and industry.

34. To grow, cultivate, produce, buy, sell, manufacture, treat, blend, render marketable and transport whether in bulk or in packeted or concentrated forms tea, coffee, cocoa or any other beverages, all varieties of foods and products, plantation crops, orchard crops cereals, vegetables, spices, essential oils, aromatic substances, rubber, forestry products and other product of the soil, whether of spontaneous growth or not.

35. To carry on business as manufacturers, producers, dealers, processors, importers, exporters, agents, brokers, traders, retailers of all kinds of paper including writing printing, wrapping and tissues, newsprint, paper for packing including corrugated and craft paper, synthetic papers, all kinds of boards including paper and straw board and all kinds of pulp whether mechanical chemical including dissolving pulp.
36. To produce, manufacture, refine, prepare, process, import, export, purchase, sell and generally deal in cement, Portland cement, white/coloured cement, alumna cement pipes, fittings, sheets, asbestos cement pipes and their fitting, asbestos cement sheets, any other types of reinforced pipes fittings, sheets, boards, tanks, reinforced structural parts, blocks, tanks, bricks, stones, blocks, marble, granite slabs, stone slabs of al type, cement tiles, ceramic tiles, tiles of any other variety made out of any natural of synthetic material or wood or metal or any material and all other type of building materials used in construction.
37. To manufacture, process, import, export and deal in natural and synthetic resins, plastics, rubber, molding powders, adhesives, paints, chemicals, nylon, polyphone, poly-proplene, poly-urethene, laminating materials, colours varnishes, enamels and spirit in all its branches, raw materials for any of these products, and any materials produced out of these products.
38. To manufacture produce, refine, prepare, purchase, store, sell and to trade and deal in oil, petroleum and all kinds of mineral oils and all products and by-products thereof, including wax, paraffin, soap, paints, lubricants, illuminant and butter substitute, oil cloth, candles, glycerin, stearates, and any other chemical derivatives and in connection therewith to acquire, construct, repair, operate and use oil and other refineries, buildings, mills, factories, oil-wells, derrick, distilleries, ghanies, rotaries, expellers, mechanical or hydraulic press.
39. To carry on business as timber merchants, saw-mill proprietors and timber growers and to buy, sell, grow, prepare for market, manipulate, import, export, and deal in veneer products, veneer for tea chests, packing cases and commercial boards, decorative veneer, laminated boards, composite boards, compressed boards, pressed boards, hard- boards, chip boards, bent wood, molded wood and articles or all kind made of timber or wood.
40. To deal in, purchase, sell, import, export or supply and to act as export house, principals, dealers, agents, subagents, manufacturers, representatives, for leather and leather goods, gloves, wallets, bags, zippers, oil components, fibers, fibrous goods, garments, metalware, electronic items, spare parts, appliances, machinery equipment, jewellery, handicrafts, ivory, antiques and art objects.
41. To manufacture, produce, buy, sell, import, export and deal in boots, shoes, sandals, chapels, footwear of all kinds, travelling requisites, wallets, bags, made of leather, rubber, canvas, plastic, or other synthetic or natural products, water proof cloth, or compound, hides, skins, Rexene, synthetic cloth, and component parts, accessories and fitting, used in any of the above products.
42. To manufacture, grow distil, process dehydrate, freeze, dry and tin packing, bottle packaging, packing in any synthetic material or poly packaging, bulk packaging or packaging any description of any natural or processed food products, including flour, maida, suji, consumer food products, ice, ice-cream, ice candy, milk and milk products, sweets and al other eatables, and by-products.
43. To carry on the business of manufacturers and dealers in and operators of vessels, siphons, gas filters, battlers, apparatus, appliances, and receptacles of all kinds, for manufacturing improving treating, preserving aerating mineralizing, bottling, and discharging any liquid whatsoever.



44. To carry on the business as manufacturer of, dealers in hires, repairers, cleaners, runners, characters, stores and warehouses of earth moving and agricultural machines, motorcycles, cars, motor, scooters, cycles, tractors, trucks, three-wheelers, bicycles, ships and carriage, lifts, forklifts and holding equipment, launches, boats, vans, aeroplanes, helicopters, hydroplanes, hovercrafts and other conveyance of all descriptions.
45. To cultivate, plant, bring, buy, sell, spare, convert, process, treat or manipulate in any manner of all kinds of and all other products of soil, vegetable, fruits & their products and do business of live-stock.
46. To search win, get, quarry, reduce, smelt, calcite, refine, dress, amalgamate, manipulate, and prepare for market ferrous and non ferrous metal, ore, quartz metal and mineral substance of all kinds including oil and to carry on any other prospecting, mining, and metallurgical operations and to work mines or quarries, and to search frame, getwork, process, calcite, raise, crush, smelt, manufacture, make merchantable, sell or otherwise deal in iron, coal, coal tar, stone, cement, lime stone, chalk, clay, bauxite, soapstone, ores, metals, minerals oil, precious and other stones, desposites, products and all other kinds of by-products thereof and carry on the business on mining in all its branches.
47. To manufacture, cultivate, mix, grow, process, refine, hydrogenerate, extract, treat, mill, grind, crush, husk, dehusk, store, can fill, pack, purchase, sell import, export, act as agents and otherwise deal in wheat, flour, ata, sooji, bran, bakery products, biscuits, baking materials, baby food, barley, gram, maize, corn, starch, glucose, paddy rice, pulses, cereals, poultry feeds, animals feeds and its, ingredients, oil seeds, oils, oil-cakes, vanaspati, soaps, lubricants, glycerin and all other like commodities and by-products thereof.
48. To carry on business as manufacturers, exporters importers, dealers, stockiest, agents, distributors, of batteries, cells torches, toys, personal aids and such items and goods which may be useful, skin or otherwise connected with anyone or more of the aforesaid items of products.
49. To carry on the business of hotel, restaurant, café, beer house, restaurant room, boarding and loading house keepers, manufacturers of aerated mineral and artificial waters, and other drinks, caterers for public amusement, hairdressers, perfumes, proprietors of clubs, baths, dressing rooms, laundries, reading writing and newspaper rooms, libraries, grounds and place of amusements, recreation, sport, entertainment and instructions of all kind.
50. To carry on business of manufacturing, producing, processing, treating, making, taking on hire or otherwise acquiring, blending, formulating, packaging, finishing, distributing, selling, marketing, wholesaling, retailing, importing, exporting, buying, fabricating, assembling, servicing, repairing, maintaining of all types, grades, kinds, sizes and descriptions of photographic-films, papers, chemicals, reagents, substance, equipment, instruments, accessories, machinery, raw materials and things, tools, apparatus, products, suppliers for audiovisual communication films and products, image and document production and copying and information gathering recording, handling, storing, retrieve products, to carry on business by making or providing applications for such equipment, apparatus, accessories, products, machinery, supplies and by providing services and processes relating to photography, audio visual communication, image and document production and copying and information gathering, recording, handling storing and retrieval.
51. To manufacture, prepare, import, export, buy, sell and otherwise deal in all kinds of glass, glassware, mirrors, looking glass, scientific glass, sheet and plate glass, bangles, false pears, bottles and all kinds of articles prepared of glass and carry on the business of glass patent solvers, glass embosser, acclesiastical lead worker, glass tabler, show card and show case manufacturers.

52. To carry on the business as refrigerating engineers, cold storage depots and to engage in cold storage trade, and to do the business of sanitary engineers and dealers of all varieties of sanitary- ware and exploiting solar or other energy in commercial or domestic use.
53. To carry on business as manufacturers, producers, dealers, traders importers, exporters, stockiest, distributors, or agents or GLS lamps, electric bulbs, lamps or tubes required or used for lighting or for industrial, domestic, electronics, transport vehicles of commercial purpose and glass shells, fittings, tubes, filaments, tungsten and molybdenum wires, caps and other materials, machinery, accessories and spares required or used for manufacture of bulbs, lamps or tubes.
54. To acquire or set up and run hospital, clinics, nursing homes, maternity and family planning units or pathological laboratories.
55. To carry on business as producers, manufacturers, processors, converters, refiners, makers, bottles, stockiest, dealers, importers, exporters, traders, retailers, agents, buyers, or sellers of oxygen, acetylene, ammonia, nitrogen hydrogen, coal gas, natural gas, helium and other types and kinds of gases, motor and aviation spirit, diesel oil, kerosene, diverse hydrocarbon oil and their blends including synthetic fuels and lubricating oils required for or used in industries, agriculture, clinics, hospitals, refrigeration, aviation, transport vehicles space rockets and crafts, communication, object and media reactors, power plants, domestic or public lighting, heating, cooling purposes, lighters, plants producing water, chemicals, or fuels, pesticides, defense or warfare, establishments, horticulture, forest or plant protection and growth and other allied purpose and to service, repair, market or deal in machinery, plants, spares, cylinders, containers, gadgets, appliances and accessories for working on using or producing any of such gases, oil and products.
56. To carry on and undertake the business of hire-purchase, leasing and to finance lease operations of all kinds, purchasing, selling hiring or letting or hire all kinds of plant, machinery, equipment and vehicles and to assist in financing of all the every kind and description of hire purchase or deferred payment or similar transactions and to subsidize, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and building, plant and machinery, equipment, ships, aircraft, automobiles, computers, electronics data processors, tabulators, air conditioners, medical equipment, domestic equipment/appliances and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased and leased or new and /or used from India or from any part of the world and to provide leasing advisory/counseling services. The company shall not carry on any business which is prohibited under the banking regulation Act, 1949 and price chit and money Circulation Scheme (Banking) Act, 1978.
57. To produce manufacture, refine, prepare, import, export, purchase, sell, treat and generally to deal in all kinds of glass and glassware, ceramics, sanitary-ware, ceramic ware, industrial ware, porous or coarse earth-ware, stoneware, china terracotta, porcelain products, bricks, fire bricks, fire clay, insulation bricks, tiles, pottery, pipes, insulators, refractories of all description and/or by-products thereof and building materials in general, and in connection therewith, either as principal or agents, either solely or in partnership with others, to take on lease or acquire, erect, construct, establish, operate and maintain, ceramics, pottery industries, factories, quarries, mines, collieries, workshops and other works.
58. To design, erect, fabricate, process, hire out, buy, sell, prepare, process, manufacture, assemble, fabricate, case fit, press, machine, treat weld harden, temper, anneal domestic, electrical and industrial appliances, fans, motors, equipment, plants, machinery, moulds, accessories, components, spare parts, tools and implements.

59. To manufacture, produce, export, import, buy, sell & deal in vanaspati ghee & oil, food-grains, seeds and their articles, produce and merchandise of all kind and description either ready or for forward delivery.
60. To purchase, manufacture, produce, refine, prepare, import, export, sell and to deal in sugar, sugar-beets, sugar-cane, molasses, syrups, jaggery, melada and all products or by-products, thereof and food products, and in connecting therewith to acquire, construct and operate sugar or other refineries, building, mills, factories and other works.
61. To carry on the trade, industry, business, occupation and profession of architects, engineers, builders, contractors, electrical, sanitary and plumbing engineers, and contractors, flooring contractors, contractors all its branches.
62. To carry on the business as manufacturers and dealers in hardware, iron and structural goods of all kind and in particular, T-irons, beams, angles, washers, railings, collapsible gates, stairs, columns, metal doors and windows and other building material including all kind of ferrous and non-ferrous metal products, machinery parts and parts and stores of any description required for building constructions.
63. To carry business as manufacturers of and dealers in any manner and all types of raw materials and produce of plastics, thermoplastics, nylon, polythene, laminating materials, laminating paper and board.
64. To carry on business as general, commercial, colour, craft and process printers, painters, lithographers, engravers, die-markers, publishers of newspaper, books, magazines, art and musical productions, plan and chart printer, press and advertising agents, contractors, ink, dye, colour and chemicals manufacturer of metal and other signs, manufacturers, and dealers of containers and components and machinery manufacturers and dealers in printing machinery, types and all printers, supplies, book binders and stationers and dealers in all kinds of supplies and equipment for mercantile and other uses.
65. To carry the business as importers, exporters, manufacturers and distributors of, agents for and dealers in salt and salt based chemicals, petrochemicals, organic, inorganic and organo-metallic chemicals including rubber chemicals, leather chemical, synthetic product of every nature and descriptions.
66. To act as consultants and to provide management, financial, technical, engineering, industrial, administrative, advisory, commercial, accounting, quality control, legal, taxation, electronic data processing, computer and other consultancy services. To undertake and execute design engineering and technical work for projects, to prepare and implement project & feasibility report and to take up contracts and jobs on Turnkey basis or otherwise. To act as brokers, negotiators with Bank, financial institution and other for arranging loans and underwriting of shares and debentures and to undertake and carry out promotion and formation of companies, firms, associations, trust and run and manage them for others and on own account and to assist in selection, recruitment and hiring of personnel.
67. To acquire landed properties, building, multi-storeyed building, groups housing scheme, bungalows, quarters, offices, flats, chawls, warehouse, godowns, shops, stalls, markets, supermarkets, houses, structures, undertakings, roads, bridges, forests, estates and land by way of purchase, take on lease or otherwise own, hold, occupy, manage, control, construct, alter, develop, pull down, improve, repair, renovate, decorate, work, build, plan, lay out and to sell, let out, transfer, mortgage, charge, assign, hire sub-lease, or otherwise dispose off the same as may be expedient specially under ownership flats scheme or some other schemes.
68. To invest in and acquire, sell, transfer, subscribe, hold, dispose off and otherwise deal in shares, stocks, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and

debentures, debenture stocks, bonds, obligations securities issued by any Government, state, domination, sovereign-ruler, commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or consultants.

69. To carry on the business of consultants and adviser to public issue of share and to provide and tender all types of services rendered by management consultant's registrar to issue investments consultants including share broking..
70. To manufacture, import, assemble, develop, invent and otherwise deal in Audio/Video Systems, electronic typewriters, computers software, floppy diskettes, printers ribbon, paper, magnetic tapes, cassettes and other allied materials, computer printers, computer publication systems, computer peripherals, accessories and their components.
71. To establish provide perform systems, engineering services, related technical consultancy services, import technical know-how in the field of computers, develop technical expertise for providing technological & technical know-how.
72. To manufacture, import, assemble, develop, invent and otherwise deal in all kinds of electrical and electronics systems, equipment, appliances, components and accessories thereof, suitable for commercial, industrial, medical, scientific and consumer purpose.
73. To carry on the business of manufacturing, buying, selling, importing, exporting all kind of wine beer, juice, aerated water, syrups.
74. To carry on the business of floriculture, horticulture, and to buy, sell, deal export, import & process all such produce of floriculturing and horticulturing.
75. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the Company and carry on as share trader, broker or Real-Estate Agency Business.
76. To carry on the business of import, export, process diamonds, or any other precious stone and ornaments made of gold, silver, platinum or any other metal.
77. To carry on business as manufacturers and dealers of radios, television sets, teleprinters, telecommunication and electronic equipment, radar, business machines and their components including valves transistors, resistors, condensers and coils, T.V. picture tubes, videos and accessories.
78. To carry on the business of trading, manufacturing, distilling extracting purifying, drawing, refining, dealing in all types of detergents, spirituous preparations, deodorants, other products of washing soaps and in oils oleaginous and saponaceous substances and in soaps of all kinds including bath soaps, liquid soaps and detergents powder.
79. To carry on the business of Shipping Services, Ship repair & building, Shipping Agency, Placement Agency and manpower development & training, Development of Entertainment business such as amusement parks, multiplex Theaters.
80. To carry on the business of producing films, music and video albums, T.V. Serials, audio & video cassettes and Compact Discs.

IV The liability of the members is limited.

V (A) The Authorised Share Capital of the Company is Rs. 1,00,000/- (Rupees One Lakh only) divided into 10,000 (Ten Thousand Only) equity Shares of Rs. 10/- (Rs. Ten only) each.

(B) The paid up Capital of the Company shall be minimum of Rs. 1,00,000/- (One lac).

We, the several persons whose names, addresses and occupations are hereunder 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:

Name, address, description And Occupation of subscriber	Number of Equity Shares taken by each subscriber	Signature of Subscriber	Signature, Name address, description and occupation of witness
---	--	-------------------------------	---

**Mr. Vijay Dargar**  
S/o Shri Daulat Ram Dargar  
303, Gods Gift,  
New Ravi Raj Com.  
Jesal Park Road,  
Bhyandar ( East)  
Thane – 401 105

9990

--Sd--

Mr. Nand Kishor Bansal  
S/o Kali Charan Bansal  
201/A, Sh. Sham Jyot Apt.  
Kasturi Park, Navghar Rd.  
Bhyandar ( East)  
Thane – 401 105

Occ. – Business

Occ. – Tax Consultant

**Mrs. Reena Dargar**  
S/o Prakash Kabra  
303, Gods Gift,  
New Ravi Raj Com.  
Jesal Park Road,  
Bhyandar ( East)  
Thane – 401 105

10

--Sd--

--Sd--

(Common Witness to Both)

Occ.- Business

Place : Mumbai  
Dated :

**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**Realstone Multitrade Private Limited**

1. The Regulations contained in Table A in Schedule 1 to the Companies Act, 1956 hereinafter referred to as "Table A", shall apply to this Company in so far as they are application to a private company, which is not a subsidiary of a public company, and in so far as they are expressly or impliedly excluded or modified by the following articles.
2. Regulation 5,19,20,21,22,23,24,40,42,43,56,66,71 and 84 of Table A shall not apply to the Company.
3. The Company is a private Company within the meaning of section 3(1) (iii) of the Companies Act, 1956 and accordingly :
  - (a) The right to transfer shares of the Company is restricted in manner hereinafter provided.
  - (b) The number of members of the Company (exclusive of persons who are in the employment of the company and persons who having been formerly in the employment of the Company were members of the Company while in that employment and have continued to the members after the employment ceased) shall be limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Articles be treated as a single member.
  - (c) Any invitation to the public to subscribe for any shares in or debentures of Company is prohibited.
  - (d) Prohibits any invitation or acceptance of Deposits from persons other than its members, directors or their relatives.
  - (e) The paid up capital of the Company shall be minimum of Rs. 1 lac(One Lac only).
4. The Authorised Share Capital of the Company shall be such amount of may from time to time be Authorised by the Memorandum of Association. The Authorised Share Capital of the Company is Rs. 1,00,000/- (Rs. One Lac only) divided into 10,000 (Ten Thousand only) equity Shares of Rs. 10/- (Rs. Ten only) each.
5. Subject to the provision of these Articles and the Companies Act, 1956, the shares shall be under the control of the Directors, who may allot issue or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors shall think fit and with full power to give any person the option to call for or be allotted shares of any class of the Company either (subject to the provisions of Section 78 and 79 of the Company Act, 1956) at a premium or at par or at a discount and such option being exercisable for such time and for such consideration as the Directors think fit. The Board shall cause to be made the returns as to allotment provided for in Section 75 of the Companies Act, 1956.
6. The right of members to transfer their shares shall be restricted in the manner and to the extent provided in these Articles.
7. No shares shall be transferred by a member or other person entitled to transfer the same unless and until the right of pre-emption hereinafter conferred have been exhausted.
8. A shares may be transferred by a member or other person entitled to transfer to any member selected by the transferor, but save as aforesaid and save as provided by Article 14 hereof, no share shall be transferred to a person who is not a member so long as any

member or any person selected by the Board of Directors as one whom it is desirable in the interest of the Company to admit to membership is willing to purchase the same at a fair value.

9. Except where the transfer is made pursuant to Article 12 or 13 hereof, every member or other person referred to in the transmission article who intends to transfer a share (hereinafter called "The Vendor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall constitute the Board his agent for the sale of the said shares in one or more lots at the discretion of the Board to member of the Company at the fair value ascertained as mention in Article 10 hereof. The transfer notice shall not be revocable except with the section of the Board.
10. The fair price shall be that price as may be agreed upon by the vendor and the Board, or in default of Agreement at a price which the Auditor of the Company for the time being shall certify by writing under his hand to be in his opinion the fair selling value thereof as between a willing vendor and a willing purchaser.
11. Upon the price being ascertained as aforesaid the Board shall forthwith give notice to all the member of the company of the number and price of the shares to be sold and invite each of them to state in writing within twenty-one days from the date of the said notice whether he is willing in purchase any and if so what maximum number, of the said shares.
12. At the expiration of the said twenty one days, the Board may allocate the said shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid and (if more than one) go far as any be prorata according to the number of shares already held by them respectively provided that no member shall be obliged to take more than the said maximum number of shares so notified be him as aforesaid. Upon such allocation being made the vendor shall be bound or payment of the said price to transfer the shares to the purchaser or purchasers thereof and if he makes default so doing, the Board may receive and give a good discharge for the purchase money on behalf or the vendor the enter the name of the purchaser on the register as holder by transfer of the said shares so purchased by him.
13. In the event of the whole or any of the shares not being sold under Article 12 the vendor may at any time within six calendar months after the expiration of the said twenty one days, transfer shares for so sold to any person subject Articles of Association and at any price.
14. Any shares may be transferred by a member to a person who is already a member of the Company any of his lineal descendants father, brother, wife or husband of such member and any shares of a deceased member may be transferred by his executors, administrators or holder of a succession certificate to any of the lineal descendants, father, brother, window and widower and the restrictions in Articles 6 to 13 hereof shall not apply to any transfer authorised by these Articles provided that it is proved to the satisfaction of the Board Directors that the transfer bonafide falls within one of these exception and provided also that it does not have the effect of increasing the membership of the company beyond fifty.
15. Save when a transfer is made pursuant to Article 14 hereof, the Directors may in their absolute and uncontrolled discretion decline or refuse to register or acknowledge the transfer of any shares, whether fully paid or not, to a person of whom they did not approve or any transfer of shares on which the Company has a lien.
16. Notwithstanding anything contained to the contrary in the preceding articles, any share or shares may be transferred to any person who is not a member, with the previous unanimous consent writing of all the member for the time being of the company expressly waiving the right privileges and the restrictions impose for the transfer of shares in these Articles.

17. No transfer shall be registered unless a proper instrument of transfer has been delivered to the Company. The instrument of transfer of any shares shall be executed by or on behalf of the transferor or by or on behalf of the transferee and shall specify the name address and occupation if any, of the transferee and the transferor shall be deemed or remain the holder of such share until the name of the transferee is entered in the Register in respect thereof.
18. Subject to the provisions of Section 108 of the Companies Act, 1956, the instrument of transfer of any share shall be in writing in the prescribed form and duly stamped by the prescribed authority under Section 108 of the said Act within the time prescribed under that Section.
19. Seven days notice at the least of every General Meeting Annual or Extraordinary and by whomsoever called, specifying the day, place and hour of the meeting and the general nature of the business to be transacted thereat shall be given in the manner herein provided, to such persons as are under these articles entitled to receive notice from the Company provided that in the case of an Annual General Meeting with the consent in writings of all the members entitled to vote thereat and in the case of any other meeting, with the consent of Members holding not less than 95 percent of such part of the paid-up share capital of the Company as gives a right to vote at the meeting may be convened by a shorter notice the provisions of Section 173 of the Act shall not apply with respect to General Meeting ( Including an Annual General Meeting) of the Company.
20. Subject to any rights or restriction for the time being attached to any class or classed of shares :
  - (a) On a show of hands, every member present in person or by proxy shall have one vote :
  - (b) On a poll, the voting rights of members shall be as said down in Section 87 of the Companies Act, 1956.
21. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person whether a member or not, as his proxy to attend and vote instead of himself. A proxy as appointed shall also have the right to speak at such meeting.
22. Subject to the provisions of section 252 of the Companies Act, 1956 and until otherwise determined by the Company in General Meeting the number of Directors shall not be more than twelve nor less than two. The First Directors of the Company shall be :
  1. **Shri Vijay Daulatram Dargar**
  2. **Mrs. Reena Vijay Dargar**
23. The Directors of the company shall not retire at any Annual General Meeting.
24. The Directors shall not be required to hold qualification shares.
25. Subject to the provision of Section 260 of the Companies Act, 1956, the Board shall have power at any time and from time to time to appoint a person as an additional director who shall hold office until next following annual general meeting.
26. The Board of Directors shall have the power at any time and from time to time, to fill a casual vacancy occurring on account of the office of any directors being vacated any person appointed to fill a casual vacancy shall hold office only up to the date which the director in whose place he is appointed would have held office.
27. The Directors (including Managing and Whole time Directors) shall be entitled to receive such remuneration including fees for attending meeting of the Board as the Board may from time to time decide.



28. The Board may from time to time appoint one or more of their body to be a Managing director or Managing Directors of the Company either for a fixed term or without any limitations as to the period for which he or they is/are to hold such office and appoint another or others in his or their place or places. The remuneration of a Managing Director may be by way of month payment, fee for each meet to or participation in profits or by any or all of these modes or any other mode not expressly prohibited by the Company Act, 1956.
29. The Directors shall provide a common seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Directors shall provide for the safe custody of the seal for the time being and the seal shall never be used except by or under the authority of the Directors or a Committee of Directors in the presence of one Director at least, who shall sign every instrument to which the Seal is affixed.
30. Where any shares are issued for the purpose of raising money to defray expenses of the construction of any work or buildings or the provisions of any, while can not be made profitable for a lengthened period the Company may pay interest on so such or that share capital as is for the time being paid up for the period and subject to the condition and restrictions provided by Section 208 of the said Act and may charge the same to capital as part of the cost of construction of the work of the building or the provisions of the Act.
31. The Directors shall duly comply with provisions of Section 210, 211, 215, and 219 of the Act.
32. Auditors shall be appointed and their duties regulated in accordance with Section 224 to 227 and 230 and 231 of the Companies Act or any statutory modification thereof for the time being in force.
33. No member shall be entitled to visit or inspect any factory of the Company without the permission of the Directors, Managing Directors, Manager, or Secretary or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may be related to the conduct of the business of the Company, and which, the opinion of the Directors, will be inexpedient in the interest of the member of the Company to continue to the public.
34. The Company has power to increase or reduce the share capital in to several classes and to attach hereto Respectively such preferential qualified or special rights, privileges and conditions as may be determined by or in accordance with the Company Act, 1956 for the time being in force and the regulations of the Company and to vary, modify or abrogate such rights.
35. (a) Subject to the provision of the Act, regarding avoidance of provision relieving liabilities of Directors, every Director of the Company or the Executive Directors, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company shall be the duty of the Directors out of the funds of company to apply all costs, losses and expenses including expenses which any such Director, Executive Director, Secretary officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such directors, officers or servants of in any way in the discharge of his duties.  
  
(b) Subject as aforesaid every Director, Executive Director, Manager, Secretary or other officer of the Company shall be indemnified against any liability incurred to the discharge of his duties as Directors etc. intending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted in continuing with any application under the Act in which relief is given to him by the Court.

We, the several persons, whose names, addresses descriptions are hereunder subscribed, are desirous of being formed into a company in pursuance of these Articles of Association.

<b>Name, address, description And Occupation of subscriber</b>	<b>Signature of Subscriber</b>	<b>Signature, Name address, description and occupation of witness</b>
<b>Mr. Vijay Dargar</b> S/o Shri Daulat Ram Dargar 303, Gods Gift, New Ravi Raj Com. Jesal Park Road, Bhyandar ( East) Thane – 401 105  Occ. – Business	--Sd--	Mr. Nand Kishor Bansal S/o Kali Charan Bansal 201/A Sh. Sham Jyot Apt Kasturi Park, Navghar Rd. Bhyandar ( East) Thane – 401 105  Occ. – Tax Consultant
<b>Mrs. Reena Dargar</b> S/o Prakash Kabra 303, Gods Gift, New Ravi Raj Com. Jesal Park Road, Bhyandar ( East) Thane – 401 105  Occ.- Business	--Sd--	--Sd--  (Common Witness to Both)

Place : Mumbai  
Dated :