प्रारुप 1
पंजीकरण प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या : U45208TN2013PTC092029 2013 - 2014

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

POOJA LIFE SPAACES 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 आठ जुलाई दो हजार तेरह को चैन्नई में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45208TN2013PTC092029 2013 - 2014

I hereby certify that POOJA LIFE SPAACES PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given at Chennai this Eighth day of July Two Thousand Thirteen.

Registrar of Companies, Tamil Nadu, Chennai, Andaman and Nicobar Islands
कम्पनी रजिस्ट्रार, तमिलनाडु, चैन्नई, अंदमान और निकोबार द्वीप

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

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
POOJA LIFE SPAACES PRIVATE LIMITED
New No.3, Old No.2, Vania Street, Kundrathur,
Chennai - 600069,
Tamil Nadu, INDIA

THE COMPANIES ACT, 1956
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION OF POOJA LIFE SPAACES PRIVATE LIMITED

I. The name of the company is POOJA LIFE SPAACES PRIVATE LIMITED

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

III. OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To acquire lands and properties by purchase, lease, exchange, hire, mortgage or otherwise and to design plots, layouts and erect and construct houses, buildings or works of every description on any land of the company and to act as contractors for any person or Government authorities for the construction of building of all descriptions and also to act as consultants, interior – decorators and advisors on any or all the fields aforesaid in India and abroad and allied activities.

2. To carry on the business of housing and infrastructure developments and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and other conveniences and to sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings, and other property of the Company or any other property.

3. To undertake or direct or supervise the construction and the management of properties, buildings, lands and estates, of any tenure or kind or of any person whether member of the company or not, in the capacity of builders, managers, designers and structures and to purchase, sell or hold for any persons free hold, lease hold or other house property buildings or lands or otherwise the general business of a land agent.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE OBJECTS ARE AS UNDER:

1. To undertake financial transactions, conducive to the objects of the Company

2. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods and materials from time to time belonging to the Company.

3. To appoint managers, engineers, contractors, brokers, canvassers, agents and other persons and to establish and maintain agencies or branches in any part of India or elsewhere for the purposes of the company.

4. To apply, tender, purchase or otherwise acquire any contracts, sub- contracts, licenses and concessions for or in relation to object or business herein mentioned or any of them to undertake, execute, carryout, dispose off or otherwise turn to account the same.

5. To take over any proprietary/partnership concern having similar business as going concern in India and abroad.

6. To export and import all articles which are necessary for the purpose of carrying on the business.

7. To give security or stand as guarantors.

8. To act as agents of concerns whose objects are conductive to the objects of the company and do and perform all and singular the several duties, services as agents usually do and perform and to undertake and to become bound by the conditions of the any agreement or agreements constituting any such agency.

9. Subject to the Provisions of the Act, to amalgamate, enter into partnership or into any arrangement for sharing profits union of interest, co-operation, joint ventures or reciprocate concessions with any person or company carrying on or engaged in or about to carry on or engage in, any business or transaction which the company is authorized to carry on.

10. To subsidies, assist and guarantee the payment of money or the performance of any contract, engagement or obligation by any persons or companies and in particular, customers of the company or any persons or companies with whom the company may have or intend to have business relations.

11. To acquire, hold and generally deal with any property or any rights, title or interest in any such property and to use it or hire it.

12. To manage, sell and realize any property, which may come into the possession of the company in satisfaction or part of satisfaction of its claim.

13. To raise loan or loans, deposits from the members, consumers, bankers or financial institutions or others or to arrange overdrafts with any Bank or Banks on security of the Company property or the Company's interest in any of The property of the shareholders or the outstanding due to the company

14. To receive money on deposit or loan at interest within the permissible limit and borrow or raise money in such manner as the company shall think fit and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company , as the case may be provided that the company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

15. To lend and advance money or give credit to such persons or companies including Government of such terms as may seem expedient, and also to customers and others having dealing with the company and to guarantee the performance of any contract of obligation and the payment of or by any such person or companies and Generally to give guarantee and indemnities.

16. To insure any or all properties, directors or employee of the company with any Insurance companies against all kinds of risks to the company or to its directors and employees.

17. To sell dispose off either for cash or credit and for ready or future delivery or to send for sale to any part of India or to foreign countries, all or any of the above articles of things of the company and to enter into contract for the sale thereof.

18. To execute the business of the company from time to time by purchasing or taking On lease or otherwise acquiring lands of whatsoever tenure either with or without Building and machinery thereon, situated anywhere in India or abroad and by erecting stores, mills, factories or other manufacturing plants on such lands or by purchasing or taking on lease or otherwise acquiring the business, goodwill and property and other rights.

19. To apply for and takeover, purchase or otherwise acquire any license, quotas, patents, trade marks, patent-rights or inventories, copyrights to secret process which may be useful for the company's object and to grant licenses or right to use the same.

20. To enter into agreements or other arrangement with Government of India or any State Government or any Government or semi-government agency, organization or any other Indian concern or any foreign government or semi-government agency organization or association or any other foreign concern or any international agency for employing advanced techniques or technical know how with a view to improve efficiency productivity, quality and marketing.

21. To subscribe or contribute or otherwise to assist or to guarantee money to benevolent, scientific, national spiritual for rural development or any other useful institutions, objects for purposes.

22. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the business which this company is authorized to carry on and as part of the business the consideration for such acquisition to undertake all or any of the liabilities of such persons, firm or to acquire an interest in amalgamate with or enter in to any arrangement for sharing profits of for liabilities competition or for mutual assistance with any such person firm or company and to give or accept by way of consideration any of facts, things, aforesaid or property acquired any shares, debentures, stocks of securities that may be agreed upon and to hold and retain to sell, mortgage and deal with and share, stock or securities as Received.

23. To provide for the welfare of the employees (including Directors) or ex-employees of the company or its predecessors in business and the wives, window and families or the dependents or connections of such person by building or contributing to the building or houses or dwelling quarters or by grants of money, Pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefit or any other payment or by making payments towards insurance or by creating and from time to time subscribing or contributing money of other associations, institution, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing to places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the company shall think fit.

24. To remunerate any person, firm or company rendering services to this company either by cash payment or by the allotment to him or them of shares or securities of the company credited as paid-up in full in part or otherwise as may be thought expedient.

25. To sell or otherwise dispose of the whole or any part of the business undertaking or property of the Company either altogether or in such portions for such consideration as the company may think fit and in particular for cash installments or otherwise for shares, debentures or securities of any company purchasing the same.

26. To appoint sub-agents or commission agents for the sale of the products of the company or goods purchased by the company from the merchants or manufactures on such terms and conditions as to the remuneration of such agents, duration of their appointment and all other terms or otherwise as the Directors of the company may deem fair and reasonable.

27. To open current and/or overdrafts accounts with any individual firm or company or with any bank or banks of sheriffs and financiers and to pay in to and to withdraw money from such accounts.

28. To distribute any of the property of the company amongst the member in specie or kind in the event of winding up.

29. To establish branches or appoint agencies in India or elsewhere in any part of the world for or in connection with any of the objects of the company.

30. To purchase, take on lease or in exchange, hire or acquire any immovable and/or movable property, machinery plant stock in trade and/or any rights or privileges in respect there of and further to get assignment or mortgage bonds and similar other instrument which the company may think necessary or convenient for the purpose of its business and further to sell, exchange, improve, manage, develop lease out, mortgage, dispose off, turn to account and/or otherwise deal with all or any such property rights and privilege thereof, upon any terms and for any consideration as may be thought fit by the company.

31. To establish, provide, maintain and conduct or otherwise subsidies, research experiments and to undertake and carry on all scientific and technical researches, experiments and test of all kinds and to promote studies research, both scientific and technical investigation and invention by providing, subsiding, endowing or assisting laboratories, workshops, libraries, lectures, meeting and conferences and providing for the award of exhibition, scholarships, grants and bursaries students or otherwise and generally to encourage, promote and reward studies, researches, investigation, experiment, tests and invention of any kind that may be considered likely to assist any of the business which the company is authorized to carry on.

32. To send any personnel or officer of the company at the company's expenses abroad for special training in software development, arts, science, technology on such terms and condition as the company may deem fit.

33. To enter into any arrangement with any Government or other authorities, municipal, local, foreign or otherwise that may seem conductive to the company's object or any of them and to obtain from any such government or other authority, any rights, privileges and concessions which the company may think it desirable to obtain, and to carry out exercise and comply with any such arrangements, rights, privilege and concessions.

34. To prepare feasibility studies, investigations, appraisals, estimates and reports; research designs, calculations, lay-out, plans, drawings, specifications, contracts, documents, materials and equipment evaluation and procurement, expediting and fabrication, inspecting and testing process supervision, cost control operating procedure and job management, in all or any or fields of technologists and consultants.

35. Subject to the provisions of Section 78 of the Companies Act 1956 to place to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think fit any moneys belonging to the company including those received by way of premium on shares or debentures issued by the company at the premium and any moneys received in respect of dividends accrued on forfeited shares and money arising from they reissue by the company of forfeited shares.

36. To manage lands, building, houses and any other property belonging to the company and to collect rents and income and supply to tenants and occupiers of all kinds of conveniences and advantages.

37. To subscribe, constitute, grant or otherwise assist or guarantee money to any national, charitable, religious, culture, benevolent rural development, social, scientific research, public or other funds, institutions or objects and to any individual or body unless otherwise prohibited by law.

38. To undertake, aid, promote and co-ordinate project studies, arrange collaboration, to extend technical assistance and service, prepare schemes, project reports, market research and studies, to arrange technical and financial arrangement to make agreements and arrangements to provide management, personnel, supervise and set up production techniques, assist in finding markets of foreign capital in India and foreign origin, secure sound investment of foreign capital in Indian undertakings and enterprises and top act as agents or render assistance to any person, firm, company, association, embassy or government.

III(C) **Nil**

IV. The liability of the members of the company is limited.

V. The authorized share capital of the company is Rs.5,00,000/- (Rupees Five Lakhs Only) divided into 50000 (Fifty Thousand Only) Equity Shares of Rs.10/- each with a power to increase to reduce the share capital, to consolidate the shares of the capital, to convert or to divide the shares in the capital for the time being into Preference and Equity and attach hereto respectively such preferential or privileges or conditions of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manners as may for the time being be provided by regulations of the company , subject, however, to the provisions of the Company's Act, 1956 or any statutory modification thereof.

We, the several persons, whose names and addresses are subscribed hereto, 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.

S. No	Name, Addresses, Occupation and description of Subscribers with Signature	No. of Equity Shares taken by each Subscribers	Signature of Witness with Name, Address, Description &Occupation
1.	Sd/- SAMMANDAN DHANASEKARAN S/O K SAMMANDAN NEW NO.3, OLD NO.2 VANIA STREET KUNDRATHUR CHENNAI – 600 069 BUSINESS PAN: ADPPD8481N	5000 [Five Thousand Only]	ALL THE SUBSCRIBERS HAVE SIGNED IN MY PRESENCE Sd/- J SASIKUMAR S/O T K JAYACHANDRAN No.35 B M STREET ALWARPET CHENNAI – 600 018 CONSULTANT
2.	Sd/- DHANASEKAR SASIREKHA D/O EKAMBARAM SUNDARESAN NEW NO.3, OLD NO.2 VANIA STREET KUNDRATHUR CHENNAI – 600 069 BUSINESS PAN: BKTPS8855D	5000 [Five Thousand Only	
Place: Chennai. Date: 05/07/2013		10000 ----------	

[Ten Thousand Equity Shares Only]

THE COMPANIES ACT,1956

(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION
OF
POOJA LIFE SPAACES PRIVATE LIMITED

PRELIMINARY

1. Subject as hereinafter provided the regulation contained in Table A in the First Schedule to the Companies Act, 1956 hereinafter referred to as table "A" shall Apply to this company expect those regulation as do not apply to a private Limited companies.

PRIVATE COMPANY

2. The Company is a private company within the meaning of section 3(1)(iii) of the Companies Act 1956 and accordingly;
   i. The right to transfer shares of the Company is restricted in the manner and to the extent hereinafter appearing.

   ii. The number of members of the company excluding members who are in the employment of the company and excluding persons who have been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased shall be limited to fifty. Where two or more persons hold jointly one or more shares in the company, they shall for the purpose of this clause be treated as a single member.

   iii. The Company shall not issue any invitation to the public to subscribe for any shares in or debentures of company.
   iv. Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.
   v. The minimum paid up capital of the Company shall be One Lakh, or such higher amount as may be prescribed under the Act.

CAPITAL

3. The Authorized share capital shall be Rs.5,00,000/- [Five Lakhs Only] divided into 50000 [Fifty Thousand Only] Equity Shares of Rs.10/- each to be increased or reduced in accordance with the Companies Act, 1956 and Memorandum as and when thought fit by the Board of Directors.

4. The Directors of the company may from time to time determine the amount Payable on application and allotment at the time of issue of shares and may also make call upon the members in respect of any money unpaid on their shares of such amount and payable at such times and place as they are from time to time decide.

5. The Shares are under the control of the Directors, who may allot, grant, option over or otherwise, dispose of the same at such times and to such persons and in such manner and upon such terms as they may think fit and proper.

TRANSFER AND TRANSMISSION OF SHARES

6. A share may be transferred by a member or other persons entitled to transfer to any member selected by the transfer or but save as aforesaid and save as provided by Articles 2 and 15 hereof, no share shall be transferred to a person who is not a member so long as may any member or any person selected by Director for admission to membership is willing to purchase the same at its fair value.

7. Expect where the transfer is made pursuant to Articles 6 and 12 hereof the person proposing to transfer any share hereinafter called "proposing transferor" shall give notice in writing hereinafter called the "transfer notice" to the company that he desires to transfer the same, Such notice may specify the sum he fixes as the sale value, and shall constitute the company as his agent for transferring the share to any member of the company or persons selected as aforesaid at the price so fixed or at the option of the purchaser at the fair value to be ascertained as hereunder. The transfer notice may include several shares and in such case it shall operate as it were a separate notice in respect of each. The transfer notice shall not be revocable expect with the sanction of Board.

8. If in any case the proposing transferor after having become bound as aforesaid make default in transferring the shares the company may receive the purchases money and shall there upon cause the name of the purchasing member to be entered in register as the holder of the shares and shall hold the purchase money in trust for the proposing transferor. The receipt of the company for the purchases money shall be a good discharge to the purchasing member and after his name has been entered in the Register in supported exercise of the aforesaid power the validity of such proceeding shall not be questioned by any person.

15. Where the share are inherited by or devolve on more than one heir, it shall be Open to the Board of the company.to choose any of the heirs to be share holders and there upon the other heirs shares and the provisions of the above articles regarding the valuation shall apply to such sale.

16. In the events of the shares devolving or investing in any person or persons by Operation of law or by an order of the Court, or any sale held in pursuance of or under any process of the court, the Director may at their option and without giving any reason refuse to recognize such devolution and the provision of article 6 to 15 of these presents shall apply to such shares.

BOARD OF DIRECTORS

17. Unless otherwise determined by the company in General Meeting the number of Directors of the company shall not be less than two or more than twelve including the nominated, technical or special directors, additional, alternate and debenture directors, if any.

18. The following shall be the First Directors of the Company.

    i. **Mr. SAMMANDAN DHANASEKARAN**

    ii. **Mrs. DHANASEKAR SASIREKHA**

19. The Directors other than the First Directors shall retire every year by rotation.

20. The Board may employ one or more persons as Managing Director(s) or Executive Directors of the company and fill in subsequent casual vacancy occurring in these posts. The Managing Director\Executive Directors so appointed shall, subject to provisions of Section 292 and subject to superintendence and control of Board of Directors shall have powers that may be delegated by the Board time to time. Such appointment as Managing Directors\Executive Director may be made on such remuneration and for such period and upon such terms and conditions as the Board of Directors may deem fit.

21. (a) The Board shall have power at any time, and from time to time, to appoint a person as a additional Director, provided the number of the Director and additional director together shall not at any time exceed the maximum strength fixed for the Board by these articles.

    (b) Such persons shall hold office only up to the date of next Annual General Meeting of the company but shall be eligible for re-appointment by the Company as a Director at that meeting subject to the provisions of the Act.

28. The quorum for a meeting the Board of Directors of the Company shall be one third of its total strength as defined in sec 287 of the Companies Act, 1956 (Any faction contained in that 1/3rd rounded off one) or two Directors whichever is higher.

29. Subject to the provisions of Companies Act, 1956 if any Director being willing, shall be called up on to perform extra service or to make any special exertion in going or residing away from his usual place of residence for any of the purposes of the Company or in giving special attention to the business of the Company or a member of a committee of the Board then the Board may remunerate the Director so doing either by a Fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.

30. The business of company shall be managed by Board of Directors with the Assistance of the managing Director of the company. The Board shall have all the powers to execute and carry out the various objects of the company enumerated in the Memorandum of Association of the Company and particularly all powers conferred on the Board by the Provision of the Act as far they are applicable to a private company and by clauses and provisions of this Memorandum and Articles of Association. In addition to the expressed powers in these presents and in the Act, the board shall have such powers as may directed by the Company in General meeting, subject however to the Companies Act, 1956 and Memorandum of the Company.

31. In Addition to the expressed powers in these presents and in the Act, the board shall have such powers as may directed by the company in General Meeting, subject however to the companies Act, 1956 and the Memorandum of the company.

32. The Board of Directors of the Company may from time to time and at anytime at its discretion raise or borrow any sum of money for the purposes of the company .The Board of Directors may secure the repayments of such moneys in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of debenture stocks charges upon all or any part of the properties of the Company (both present and future) including its uncalled capital for the time being.

33. Subject to the provisions of Sec 297,299 and 314 of the Companies Act, 1956 a Director of the Company, his relative a firm of which such a Director, or relative is a partner any other partner in such a firm and private company (a) for rendering of service of the company (b) for supplying materials to the company

notice than that specified herein, if consent is accorded thereto by all the members entitled to be present and vote threat.

39. Every member who is entitled to attend and vote in general meeting may point a Proxy and such proxy shall be member of the Company. The proxy shall be entitled to speak and vote both on show of hands as well as at poll.

VOTE OF MEMBERS

40. On a show of hands every member present shall have one vote and on a poll each member shall be entitled to vote proportionate to his holding shares. In the case of joint holders the person, whose name is first entered in the Register of Members shall be entitled to vote and in his absence, in order of entry in the Member's Register, any one of the joint holders present shall vote.

INDEMNITY

41. Every office or agent for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favor or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him to court.

COMMON SEAL

42.The Director of the Company shall provide common seal of the Company and for the safe custody thereof. The seal never be used expect by the authority of the Directors or a Committee of Directors previously given by means of a resolution. Any Documents to which the seal is affixed shall be signed by at least one Director of the Company and countersigned by the Managing Director(s) \ Executive Directors of the Company or by any Directors of the Company.

POWER TO PAY COMMISSION

43.The Company is authorized to pay commission to any person in consideration of his subscribing or agreeing to subscribe, or his procuring or agreeing to procure subscription whether absolutely or conditionally for shares in or debentures of the Company subject to the provisions of Section 76 or other applicable provisions of the Act or any statutory modification thereof.

S.No	Name, Addresses, Occupation and description of Subscribers with Signature	Signature of Witness with Name, Address, Description &Occupation
1.	Sd/- SAMMANDAN DHANASEKARAN S/O K SAMMANDAN NEW NO.3, OLD NO.2 VANIA STREET KUNDRATHUR CHENNAI – 600 069 BUSINESS PAN: ADPPD8481N	ALL THE SUBSCRIBERS HAVE SIGNED IN MY PRESENCE Sd/- J SASIKUMAR S/O T K JAYACHANDRAN No.35 B M STREET ALWARPET CHENNAI – 600 018 CONSULTANT
2.	Sd/- DHANASEKAR SASIREKHA D/O EKAMBARAM SUNDARESAN NEW NO.3, OLD NO.2 VANIA STREET KUNDRATHUR CHENNAI – 600 069 BUSINESS PAN: BKTPS8855D	

Place: Chennai
Date: 05/07/2013