प्रारुप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45300TN2012PTC086710 2012 - 2013

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

AMUDHA CIVIL CONSTRUCTION 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 बारह जुलाई दो हजार बारह को चैन्नई में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45300TN2012PTC086710 2012 - 2013
I hereby certify that AMUDHA CIVIL CONSTRUCTION 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 Twelfth day of July Two Thousand Twelve.

Signature valid

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:
AMUDHA CIVIL CONSTRUCTION PRIVATE LIMITED
PLOT NO.161,162, AMUDHA SQUARE, OTTIYAMBAKKAM MAIN. ROAD, KAMARAJ AVENUE, SITHALAPAKKAM,
CHENNAI - 600126,
Tamil Nadu, INDIA

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Chennai

Block No. 6, B' Wing, 2nd Floor, Shastri Bhawan 26, Haddows Road, Chennai, Tamil Nadu,

Corporate Identity Number : U45300TN2012PTC086710.

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The share holders of M/s AMUDHA CIVIL CONSTRUCTION PRIVATE LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 24/11/2014 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Chennai this Fourth day of December Two Thousand Fourteen.

V ELANGOVAN
Deputy Registrar of Companies
Registrar of Companies
Chennai

Mailing Address as per record available in Registrar of Companies office:
AMUDHA CIVIL CONSTRUCTION PRIVATE LIMITED
PLOT NO.161,162, AMUDHA SQUARE, OTTIYAMBAKKAM MAIN, ROAD, KAMARAJ AVENUE, SITHALAPAKKAM,
CHENNAI - 600126,
Tamil Nadu, INDIA

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
AMUDHA CIVIL CONSTRUCTION PRIVATE LIMITED

I. The name of the Company is **AMUDHA CIVIL CONSTRUCTION PRIVATE LIMITED**

II. The registered office of the Company is situated in the State of Tamil Nadu;

III. The objects for which the company is established are :

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

1. To lay out, develop, construct, build, erect, demolish re-erect, alter, re-model or do any other work in connection with any building scheme roads highways, docks, ships sewers, bridges, canals, wells, springs, multistoried buildings, power plants, wharves, ports, reservoirs' embankments, tramways, irrigation improvements, sanitary, water, gas electric light, telephonic and power supply works or any other structural or architectural work of any kind whatsoever and for such purpose to prepare estimates designs, plants specifications, or models and do such other or any act that may be requisite thereof & to purchase, acquire, take on lease, or in exchange or in any other lawful manner any other land, building multi-storied structures and to turn to the same into real estate, account develop the same and dispose of or maintain the same or to maintain the same and to build townships, markets, or other building or convenience thereon and to equip the same or any part thereof with all any amenities or conveniences, drainage facility electric telegraphic, telephonic, televisions and to deal with same in any manner whatsoever.

2. To carry on the business activities as developers of land, colonies, sheds, buildings, structures, residential plots, commercial plots, industrial plots and sheds, roads, bridges, channels, culverts and to act as architect, designers, contractors, sub-contractors, for all types of constructions and developments work for private sector, government departments, semi government departments and to develop the sites and plots and to carry on the business activities of acquirer, purchaser, lease, exchange, hire or otherwise all types of land, and properties of any tenure or any interest in the same or to erect and construct houses, building, multi-stories, or work for every descriptions on any land of the company or upon other land or property and to pull down re-build, enlarge, alter, and improve, existing houses, buildings, or work thereon and to purchasing and selling of houses and plots free hold or other house property, building, or lands or interest, household articles and other products of other companies in the installments, network scheme or otherwise and to act as commission agent and to offer various types of incentives, schemes from time to time either directly or in collaboration with any other

individuals, firms, bodies corporate in India or elsewhere and to educate people for side work, entertainment and side work, personality development

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

1. To enter into contracts, agreements and arrangements with any Government or Authorities , Municipal, local or otherwise or any Company, firm or person(s) which may seem conducive to the attainment of the company's objects or any of them and to obtain from any such Government or Authority, Municipality, Company, firm or person any rights, privileges, contracts, agreements and concessions which may appear desirable to be obtained and to carry out, exercise and comply with any such contracts, agreements, rights privileges and concessions.

2. To purchase at a premium or otherwise the Company's own debentures even before their date of redemption and extinguish the liability, to the extent or to retain and re-issue them; to lend money and invest the money of the Company in such manner other than the shares of this Company as the Board deems fit.

3. To apply for, purchase or otherwise acquire on terms and conditions suitable and convenient to the Company and protect, prolong and renew any patent right, trademarks, designs, licenses, concessions and the like, conferring any exclusive or non-exclusive right to use any secret and other information as to any invention, process or privilege which may seem capable of use for any of the purposes of the Company or the acquisition of which may be calculated directly or indirectly to benefit the Company and to use, exercise, develop or turn to account the rights of information so acquired.

4. To pay for any property or rights acquired by the Company either in cash or by the allotment of fully or partly paid shares of the Company with or without preferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another.

5. To pay all or any costs, charges and expenses preliminary, incidental or relating to the promotion, formation, registration or establishment of the Company.

6. To sell, improve, manage, develop, turn to account, exchange, at on rent or otherwise mortgage, grant licenses, easements, options and other rights in respect of the undertaking of the Company or any part thereof or all or any of the assets and property for the time being of the Company and for any consideration whether in cash or in shares (full or partly paid up), debenture stock or other interest, in or securities of, the Company.

7. To enter into partnership or any arrangement for sharing profit, union or interests or co-operatives to assist or subsidies any person or Company carrying on or proposing to carry on any business within the objects of the Company of capable of being conducted so as directly or indirectly to benefit this Company, and to acquire, hold and deal in shares and securities of any such Company.

8. To open account with any banks or financial institutions, to draw, make, accept, endorse, negotiate and execute and to buy or otherwise deal in promissory note, bills of exchange, bills of lading and other negotiable or transferable instruments for the purpose of the Company. But the Company shall not do the business of banking within the meaning of the Banking Regulation Act 1949.

9. To insure with an y person or Company against losses, damage, risks and liabilities of any kind which may affect the Company either wholly or partly, and if thought fit, to effect arty such insurance, by joining or becoming members of any mutual insurance, protection or indemnity, association, federation, or society and to accept any such insurances, or any part thereof for the account of the Company.

10. To establish at any place such branch, agency, or local office for carrying on the business of the Company and to appoint agents, distributors and representatives and to constitute agencies for dealing in the products of the Company in India, or in any part of the world.

11. To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press or other media, by circulars, by purchase and –exhibition of work of art or interest, by publication of books and periodicals and granting prizes, rewards and donations.

12. To grant funds, annuities, pensions, allowances, provident fund, gratuities and bonuses to any employees or ex-employees (including Directors and Ex-Directors) of the Company of the relations, connections, or dependents of any such persons, and to establish, support or contribute towards associations, institutions, clubs, schools, funds, schemes and trusts (religious, cultural, scientific, educational, provident or otherwise) which may be calculated to benefit any such persons or the public or otherwise advance the interests of the Company or of its members and to establish and contribute to any scheme and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

13. To undertake and execute all and every contract of whatever description like civil, structural, electrical, mechanical, sanitary and piping.

14. To enter into any agreement or agreements with any foreign persons, companies, corporations, firms, associations for technical or commercial help

and collaboration and to do all such things as are necessary for attainment of the objects in the interest of the Company.

15. To purchase, sell, take on lease or in exchange, or otherwise acquire any estate, or estates, land or lands in India or elsewhere and any rights of way, water rights and other rights, privileges and easements and concessions and factories, machinery's implements, tools, live and dead stocks effects and other properties, real or personal, immovable or movable of any kind for the purpose of the Company's business.

16. To purchase, sell, take on lease or in exchange, or otherwise acquire lands, buildings anywhere or interest in any rights connected therewith in any such lands and buildings.

17. To explore, examine, investigate, pass and make experiments, obtain reports, opinion of experts, certificates analysis service plants, description and information in relation to any scientific, technical or other advancements or in relation to any of the matters connected with the Company's business or property and to circulate publish or cell or exchange such information with persons or persons in a manner as may be determined by the board.

18. To appoint at any time and from time to time by a power of attorney under seal, any person to be the attorney of the Company for such-purposes and with such powers, authorities and directions (not exceeding those which are delegatable by the Directors under these presents) and for such period and subject to such conditions as the Board may from time to time think fit, with powers for such attorney to sub delegate all of the powers, authorities and directions vested in the attorney for the time being.

19. To borrow or raise or secure the payment of money for the purposes of the Company's business in such manner and on such terms and with such rights, powers and privileges as the Company shall think fit and in particular by the issue of, or upon, bonds, debentures, or other securities- of the company and with a view thereto mortgage and charge the undertakings of the Company and all or any of the immovable and movable properties, present and future, including its uncalled capital and to purchase, redeem or pay off any such securities.

20. To amalgamate with any Company having objects altogether or in part similar to those of the Company.

21. To establish and support or subscribe to any charitable or public object and any institutions, society or club for the benefit of the Company, or its employees and to give pensions, gratuities or charitable aid to any person who may have served the Company or to the wives, children or other relatives or dependents of such persons, and to make payments towards insurance and from and contribute to provident or other benefit funds for the benefit funds, for the

benefit of any such person or of his wives, children and other relatives or dependents.

22. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debt due and of any claim or demands made by or against the Company.

23. To Institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debt due and of any claim or demands made by or against the Company.

24. To acquire and undertake the whole or any part of the business, property and liabilities of any person for Company carrying on or proposing to carry on any business which the Company is authorized to carry on, or possessed of property suitable for the purposes of this Company.

25. To establish or promote or concur in establishing or promoting any Company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.

26. To distribute any of the property of the Company amongst the members in specie in the event of winding up.

27. To establish laboratories and scientific research institutes and to undertake research which would directly or indirectly benefit the Company?

28. To establish, maintain and operate training schools for apprentices, artisans, mechanics, technicians, engineers, supervisors or any employees or personnel employed in connection with the business of the Company.

29. To train or pay for the training in India or abroad of any of the Company's employees, officers, directors, technicians or any candidate in the interest of or for furtherance of the Company's objects.

30. To establish or promote or concur in establishing or promoting any Company of Companies that would directly or indirectly benefit the Company.

31. To act as agents or brokers, stockists, distributors and agents, sales agents, representatives and trustees for any person or Company and to undertake perform subcontracts.

32. To appoint/employ Civil, Electrical, Sanitary, Mechanical and other Contractors and Subcontractors.

33. To acquire and hold Land and Building or development.

34. To engage in laying and repairing roads, construction arid repair of bridges, culverts.

35. To construct water ways, dams and undertake river valley projects.

36. To erect, construct, maintain, improve or alter of assist in the erection, construction, working, maintenance, improvement of alternations of any of the lands, machinery, buildings, cars, motors and other convenience belonging to the Company and to spend money for the same and to pull down or build and repair any of the same.

37. To purchase or otherwise acquire any lands, houses, offices, workshops, buildings and premises any fixed and movable machinery, tools engines, boilers, plants, implements, patterns and patent rights, concessions, to be used in or about the trade or business or for the use of the Company.

38. To buy, sell, import, export, hire or let on hire mortgage- or repair, alter or improve or deal in any rights, property, buildings machinery components, parts accessories and fittings of all kinds needed or belonging to or owned by the Company on buy customer or persons having dealings with the Company.

39. To take on lease, hire purchase or acquire by licence or otherwise any lands, plantations, quarries, rights over or connected with lands, mills, factories, plants, factories, buildings works vessels, boats, barges, launches, lorries, cars, wagons, cart, machinery, stock in trade, patent inventions, trademarks, rights privileges and movable or immovable property of any description which may be deemed necessary or convenient for any business which the Company carries on.

40. To undertake the activities as organizers of trade fairs, industrial fairs, business promoters, promoting agents, representative agents, liaison agents, commission agents, del credere agents, brokers, underwriters or other such roles in respect of all or any o the products or things the Company is entitled to undertake.

41. To undertake, purchase, sale, tease, import, export or dealership of machinery, chemicals, intermediary chemicals, consumables, spare parts accessories, assemblies, components, sub-components and other such item

necessary for the manufacture, processing, finishing packing and distribution of all or any such products or things the Company is entitled to undertake.

42. To sell or otherwise dispose of the undertaking, property and the rights of the Company or any part thereof for such consideration as the Company may think fit, in particular for cash or shares, stocks, debentures, debenture stocks, securities or property of any other Company, having objects similar or in part similar to those of the Company.

43. To establish and maintain any agencies or branch offices outside India for the conduct the business of the Company or for the sale of any material or things for the time being at the disposal of the Company for sale, and adopt means of making known or promoting the use of all or any o the manufactures, products or goods of the Company or any articles or goods treated or dealt in by the Company in any way that may be thought advisable including the posting of bills in relation to and to the issue of circulars, books, pamphlets and price lists and the conducting competitions, exhibitions etc. and giving of prizes, rewards and donations.

IV. **The liability of the Members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

V. **The Authorised Share Capital of the Company is Rs.1,20,00,000 /- (One Crore and twenty Lakhs Only) divided into 12,00,000 (Twelve Lakh Only) Equity Shares of Rs.10/- (Rupees Ten only) each, with power to increase or reduce the Capital of the Company and so divide the Shares in the Capital for the time being into several classes and attach thereto respectively such preferential, qualified or conditions in such manner as may be, for the time being provided by regulations of the Company and also the Companies Act, 2013.

Clause III (C)(1) to Clause III (C) (5) deleted vide special resolution passed by the shareholders of the Company at the EGM held on 24th day of November, 2014.

****Clause IV and V are altered vide special resolution passed by the shareholders of the Company at the EGM held on 24th day of November, 2014.***

VI. 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 our respective names.

Sl. No.	Signature, Name, Address, Descriptions and Occupation of Subscribers	No.of Equity Shares Taken by Each Share Holder	Signature, Name, Address, Description and Occupation of Witness
1.	Sd/- D.ILANGO S/O. DURAIRAJ NO.2/740, VIVEKANANDA NAGAR , III CROSS STREET , SITHALAPAKKAM, CHENNAI -600073 BUSINESS	5,500	SD/- V.S.LAKSHMIKANTHAN D/O, D.SRINIVASAN NO.97/1/C.I.T.S.V.KOIL STREET MYLAPORE,CHENNAI -600004 OCCUPATION :CHARTERED ACOUNTANT M.NO.225670
2.	SD/- V.D. SATHYAVELU S/O. DURAIRAJ Flat NO. 11 GANAPATHY NAGAR, VENKATESWARA MAIN ROAD, MEDAVAKKAM, CHENNAI, 600073, TAMIL NADU, INDIA EMPLOYEE	3,000	
3.	SD/- S.MANJU D/O. SAMPATH NO.2/740, VIVEKANANDA NAGAR , III CROSS STREET , SITHALAPAKKAM, CHENNAI -600073 BUSINESS	1,500	
		10,000	

Place: Chennai 600073
Date: 25.04.2012

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION****
OF
AMUDHA CIVIL CONSTRUCTION PRIVATE LIMITED

1. (a) Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company so far as they are applicable to Private Company except so far as they have implied or expressly modified by what is contained in the Articles mentioned as altered or amended from time to time.

   (b) Regulations bearing Nos.23 and 24 of the said table shall not apply to the Company.

2. In these regulations:

   (a) "The Act" means the Companies Act, 2013, its rules and any statutory modifications thereof.

   (b) "The Company " or "This Company" shall mean **AMUDHA CIVIL CONSTRUCTION PRIVATE LIMITED**

   (c) "The Seal" means the Common Seal of the Company.

   (d) "Section" means Section of the COMPANIES ACT, 2013.

   (e) "Board" means the Board of Directors of the Company.

   (f) "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.

   (g) Words importing the masculine gender include also the feminine gender and vice-versa.

   (h) "Share Capital" means the Capital for the time being raised or authorized to be raised for the purposes of the Company.

   (i) Members' has the meaning assigned thereto by Section 2(55) of the Act.

   (j) Dividend' includes any interim dividend.

   (k) 'General Meeting' means a meeting of Members of the company.

   (l) Annual General Meeting' means a General Meeting of the Members held in accordance with the provisions of Section 96 of the Act and any adjourned holdings thereof.

******- Replaced with new set of regulations approved by members by way of special resolution passed in Extraordinary General Meeting of the company held on 24th November,2014**

(m) 'Extraordinary General Meeting' means a General meeting of the Members other than Annual General Meeting duly called and convened any adjourned holdings thereof.

(n) 'Ordinary Resolution' and 'Special Resolution' have the meanings assigned thereto respectively by Section 114 of the Act.

(o) 'Month' means a Calendar Month.

(p) 'In Writing' and 'Written' includes printing, lithography and other modes of representing or reproducing words in a visible form.

3. Unless the context otherwise requires words or expressions contained in these Articles shall have the same meaning as in the Act in force .

PRIVATE COMPANY

4. The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly.

   a) The Minimum paid up Capital of the Company shall be Rs.1,00,000/- or Such higher amount as may be prescribed and

   b) The right to transfer the shares in the Company is restricted in the manner hereinafter appearing;

   c) The number of members of the Company shall be limited to two hundred; not including:

      1) Persons who are in the employment of the Company; and

      2) 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 after the employment ceased; and provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this paragraph be treated as a single member.

   d) Prohibits any invitation to the public to subscribe for any securities of the Company.

BUSINESS

5. The Company will carry on the business for which it was incorporated and any other business or businesses or lines of business or activity, which the Company is authorized to carry on under its Memorandum of Association.

SHARE CAPITAL

6. (a) Authorised Share Capital of the Company shall be as prescribed in Clause V of the Memorandum of Association of the Company with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed

by law.

(b) The shares in the Capital of the Company shall be under control of the Directors who may allot or otherwise dispose of the same or any of them to such persons (whether already members or not in such proportion and on such terms and conditions and at such times as the Board may think fit provided however the Board shall comply with the provisions of the Sections 19 and 39 of the Act.

(c) The Company shall have power to issue shares at a premium or at par against payment of cash or kind and at such time as they may from time to time think fit and proper and it shall comply with the provisions of Sections 52 and 53 of the Act.

(d) The Company shall have power to issue at any time preference shares including redeemable preference shares or to issue shares with disproportionate voting rights.

SHARE CERTIFICATES

7. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as per the conditions of issue, shall be provided,—
(a) One certificate for all his/her shares without payment of any charges; or
(b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid -up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

8. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (4) and (5) shall mutatis mutandis apply to debentures of the company.

TRANSFER OF SHARES

9. (a) The Directors may in their absolute and uncontrolled discretion and without assigning any reason decline to register or acknowledge any transfer of shares.

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

INCREASE AND REDUCTION OF CAPITAL

10. (a) Subject to provisions of the act and these articles of the Company in General Meeting may, from time to time by Ordinary Resolution increase the capital by the creation of new shares of such amount as may be deemed expedient and may also reduce the capital by passing of Special Resolution.

(b)The Company may from time to time by special resolution, subject to confirmation by the court and subject to the provisions of Sections 52, 55 and 66 of the Act, reduce its share capital and any Capital Redemption Reserve Account or premium account in any manner for the time being authorised by law and in particular without prejudice to the generality of the foregoing power may by:

- extinguishing or reducing the liability on any of its shares in respect of Share Capital not paid-up;
- either with or without extinguishing or reducing liability on any of its shares, cancel paid-up share capital which is lost or is unrepresented by available assets; or
- either with or without extinguishing or reducing liability on any of its shares, pay off any paid-up share capital which is in excess of the wants of the Company;

and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

CAPITALISATION OF PROFITS

11. The Company in General Meeting may, upon recommendations of the Board, Resolve

(a) That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution and

(b) That such sum be accordingly set free for distribution in the manner specified in sub-clause (c) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(c) The sum aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in sub-clause (iii) either in or towards: -

(i) Paying up any amounts for the time being unpaid on any shares held by such members respectively;

(ii) Paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or

(iii) Partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).

(d) A securities premium account and a capital redemption reserve account may, for the purpose of this regulation be applied in the paying up of unissued

shares to be issued to members of the Company as fully paid bonus shares.

(e) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

12. (a) Whenever such a resolution as aforesaid shall have been passed, the Board shall

(i) Make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issue of fully paid shares, if any, and

(ii) To authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively credited as fully paid up of any further shares to which they may been entitled upon such capitalization or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.

(b) Any agreement made under such authority shall be effective and binding on all such members.

VARIATION OF CLASS SHAREHOLDERS' RIGHTS

13. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one third of the issued shares of the class in question.

(iii) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

LIEN

14. The Company shall have a first and paramount lien upon all the shares (not being a fully paid up share) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements (whether presently payable or not) solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually alien or not and such lien shall extend to all dividends, from time to time, declared in respect of shares, subject to section 124 and bonuses declared from time to time in respect of such shares under the Act. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this

clause.

ALTERATION OF CAPITAL

15. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

16. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

17. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

(b) Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(c) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(d) Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

BUY BACK OF SECURITIES

18. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or

any other law for the time being in force, the company may purchase its own shares or other specified securities.

ISSUE OTHER THAN FOR CASH

19. The Directors may allot and issue shares in the capital of the Company as payment or part payment for any property sold or transferred, goods, or machinery and appliances supplied, or for services rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business, and any shares which may be so allotted, may be issued as fully paid-up shares and if so issued shall be deemed to be fully paid-up shares.

LIABILITY OF JOINT HOLDERS OF SHARES

20. The joint-holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share.

DIRECTORS

21. There shall be a minimum of two Directors and a maximum of fifteen Directors including all type of Directors. The members may, in general meeting, by passing a special resolution, increase the number of directors beyond fifteen.

22. (a) The first Directors of the Company are :-

1. **Mr. D.ILANGO - DIRECTOR**
2. **MR. V.D.SATHYAVELU - DIRECTOR**
3. **Ms. S.MANJU-DIRECTOR**

(b) The First Directors shall hold office for life until they resign on their own accord.

23. Additional Directors, Nominee Directors or Alternate Directors or Directors in the Casual vacancy may be appointed by the Board of Directors subject to the maximum number of Directors prescribed in Act.

24. Subject to the provisions of the Act, a Director may resign his office at any time after giving notice to the Board of Directors and the Company.

25. Every Director shall be paid a sitting fee for each meeting of the Board or Committee meetings of the Company, attended by him, as may be decided by the Board from time to time, which shall not exceed one lakh rupees per meeting of the Board or committee thereof.

26. The Directors of the Company shall be paid such remuneration whether as salary and /or commission and/or share of net profits and in any other form or in one or more the above forms as may be decided by the Board from time to time.

27. The Board may appoint any person by whatever name called as Executive Director, Technical Director, Finance Director or Director in charge of any specific function or functions, upon remuneration or otherwise and delegate all or any powers to all or any of them.

28. A Director of the Company may be or become a Director of any other Company promoted by this Company or in which it may be interested as a member or otherwise and no such Director shall be accountable for any benefits received as a Director or member of such Company.

29. The Company may appoint as Director(s) such person or persons as may be nominated to the Board by Financial Institutions either as a part of their lending package or otherwise.

30. If any Director or Directors undertake special services for the company, the Board of Directors may sanction a special remuneration for his or their work, as they may think proper provided that the confirmation of the members in the General Meeting shall be taken thereof.

31. The chairman and Managing Director / Chief Executive officer of the company can be same person.

PROCEEDINGS OF DIRECTORS

32. The Board shall meet at least once in every three calendar months for the dispatch of business in accordance with the provisions of Section 173 of the Act and may adjourn and otherwise regulate its meetings and proceedings as it thinks fit provided that at least four such meetings shall be held every year with a maximum time gap of 120 days between two meetings. Notices in writing of every meeting of the Board shall be given to every director at his address registered with the company.

33. A director may, at any time, and the Manager or Secretary shall, upon the request of a Director made at any time, convene a meeting of the Board and quorum for board meeting shall be as required under the Act.

34. The Board may appoint one of the Directors to be the Chairman of the Board and determine the period for which he is to hold office.

35. (a) If no such Chairman of the Board is appointed or if at any meeting of the Board the Chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their members to be Chairman of that Meeting.

(b) If a Director who is neither a Whole time Director nor a Managing Director is appointed as Chairman, the Board may request the said Chairman to be whole time Chairman and perform any special duties and confer on him such powers on such terms and conditions as they may deem fit.

(c) The Chairman shall exercise all such powers and perform all such duties subject to the supervision and directions of the Board of Directors and subject to such conditions and restrictions as the Board may from time to time impose.

36. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretion by or under these Articles or the Act for the time being vested in or exercisable by the Board. The Board may, subject to the provisions of the Act, from time to time and at any time delegate any of its powers to a committee consisting of such Director or Directors as it thinks fit, and may from time to time, revoke such delegation. Any Committees formed shall, in the exercise, of the powers so delegated,

conform to any regulations that may from time to time be imposed upon it by the Board.

37. The meeting and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations made by the Board under the last preceding Article.

38. i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

39. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

40. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

41. i) A committee may elect a Chairperson of its meetings;

ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

iii) (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

(iii) All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

(iv) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

POWERS OF DIRECTORS

42.(a) The Board may exercise all such powers of the Company and to do all such acts things as are not, by the Act or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

(b) Subject to the powers provided in section 180 of the Act, the Board of Directors may from time to time, at their discretion, borrow or raise funds for the purpose of the Company.

(c) Subject to the powers provided in section 180 of the Act, , The Board of Directors may raise or secure the repayment of such sums may think fit and other security on the under taking of the Company, both present and future, including its uncalled capital for the time being.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

43.Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of are solution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

44.Except as provided in these articles. a provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied when it is being done by the same person acting in dual capacity.

GENERAL MEETING

45.(a) A General Meeting of the Company may be called by giving not less than twenty one days notice in writing in accordance with the provisions of Section 101 of the Act.

46.No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceed to business. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

47.i) The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company. ii) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting. iii) If

at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

VOTING

48. Subject to any right or restrictions for the time being attached to shares:

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

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

49. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

DIVIDENDS AND RESERVE

50. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

51. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

52. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

53. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

54. (i) Any dividend, interest or other monies payable in cash in respect of shares and if paid by cheque or warrant, such cheque or warrant shall be sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first

named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

55. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

56. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act and no dividend shall bear any interest against the company.

BOOKS AND DOCUMENTS

57. The Board shall cause proper books of accounts to be kept in accordance with Section 128 of the Act.

58. The books of account shall be kept at the office or such other place in India as the Board may decide and when the Board so decides, the Company shall, within seven days of the decision, file with the Registrar of Companies the notice in writing giving the full address of that other place.

59. (a) The Books of Accounts shall be open to inspection by any Director during business hours.

(b) The Board shall, from time to time, determine whether and to what extent, and at what times and places, and under what conditions or regulations, the books of accounts and books and documents of the Company, shall be open to the inspection of the members not being Directors and no member (not being a Director) shall have any right of inspecting any books of accounts or books or documents of the Company except as conferred by Law or authorized by the Board or by the Company in General Meeting. The Minute Books relating to Board Meeting are not open to inspection by members of the company.

FINANCIAL STATEMENTS

60. At every Annual General Meeting the Board shall lay before the Company financial statements made up in accordance with the provisions of Section 129 of the Act and such financial statements shall comply with the requirements of Sections 129, 133, 134, and Schedule III of the Act so for as they are applicable to the Company, but, save as aforesaid, the Board shall not be bound to disclose greater details of the result or extent of the trading and transactions of the Company than it may deem expedient.

61. There shall be attached to every financial statement laid before the Company in General meeting a report by the Board prepared in accordance with Section 134 of the Act.

AUDIT

62. Once at least in every year the books of all accounts of the Company shall be examined by one or more Auditor or Auditors.

63. The appointment, powers, rights, remuneration and duties of the Auditors shall

be regulated by Sections 139 to 145 of the Act.

SEAL

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

REGISTERS, INSPECTION AND COPIES THEREOF

65. Subject to provisions of the act, any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act, provided he gives fifteen days notice to the company about his intention to do so.

66. Subject to provisions of the act, any Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within seven days of receipt of money.

WINDING UP

67. If the Company shall be wound up and the assets available for distribution among the members are such as shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid-up or which ought to have been paid-up at the commencement of the winding-up on the shares held by them respectively. And if in a winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up the excess, shall be distributed amongst the members in proportion to the capital at the commencement of the winding up paid-up or which ought to have been paid-up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

68. If the Company shall be wound up, whether voluntarily or otherwise the liquidators may with the sanction of a special resolution divide among the contributories, in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trust for the benefit of the contributories, or any of them, as the liquidators, with the like sanction shall think fit.

INDEMNITY AND RESPONSIBILITY

69. (a) Subject to the provisions of Section 197 of the Act every Director, manager or officer of the Company shall be indemnified by the Company against all costs, losses and expenses which any such person may incur or become liable to by reason of any contract entered into or act or deed done by him as such

director, manager, or officer or in anyway in the discharge of his duties, including traveling allowances, and the amount for which such indemnity is provided shall be immediately attached as a lien on the property of the Company and have priority as between the members over other claims.

(b) Without prejudice to the generality of the foregoing it is hereby expressly declared that any filing fee payable on any documents required to be filed with the Registrar of Companies or any other payment to be made to the Registrar of Companies in respect of any act done or required to be done by any Director or other officer, by reason of his holding the said office, shall be paid and borne by the Company.

70. No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipt or other act for conformity, or for any loss of expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the directors or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, Company or corporation with whom any moneys, securities, or effects may be entrusted or deposits, or for any loss occasioned by any error or judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duty of his office or in relation thereto, unless the same happens through his own dishonesty.

SECRECY CLAUSE

(a) (a) Subject to the provisions of the Act, no member shall be entitled to inspect the Company's books without the permission of the Directors, or to require discovery of or any 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 relate to the conduct of the business of the Company.

(b) Every Director, Manager, Officer, Servant, Agent, Accountant, or any other person employed in the business of the Company, shall if so required by the Directors before entering upon his duties or at any time during his term of office, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of Accounts 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 duties except when required to do so by the Board or by a Court of law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions contained in these Articles and by the provisions of the Act.

ARBITRATION

71. All disputes respecting the interpretation of these articles or among the shareholders interest or the share holders vis-a-vis the Directors or the Managing director shall be referred to the arbitrators, one to be nominated by disputant and their decision shall be binding on the parties concerned. In case the arbitrators are unable to decide amongst themselves on the point or points referred to them, they shall refer them to any umpire to be appointed in accordance with the provisions of the Indian Arbitration Act, 1940.

GENERAL AUTHORITY

72. Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.

Sl. No.	Signature, Name, Address, Descriptions and Occupation of Subscribers	Signature, Name, Address, Description and Occupation of Witness
1.	Sd/- D.ILANGO S/O. DURAIRAJ NO.2/740, VIVEKANANDA NAGAR , III CROSS STREET , SITHALAPAKKAM, CHENNAI -600073 BUSINESS	SD/- V.S.LAKSHMIKANTHAN D/O, D.SRINIVASAN NO.97/1/C.I.T.S.V.KOIL STREET MYLAPORE,CHENNAI -600004 OCCUPATION :CHARTERED ACOUNTANT M.NO.225670
2.	SD/- V.D. SATHYAVELU S/O. DURAIRAJ NO. 11 GANAPATHY NAGAR, VENKATESWARA MAIN ROAD, MEDAVAKKAM, CHENNAI, 600073, TAMIL NADU, INDIA EMPLOYEE	
3.	SD/- S.MANJU D/O. SAMPATH NO.2/740, VIVEKANANDA NAGAR , III CROSS STREET , SITHALAPAKKAM, CHENNAI -600073 BUSINESS	

Place: Chennai 600073
Date: 25.04.2012

******- Replaced with new set of regulations approved by members by way of special resolution passed by the shareholders of the Company in Extraordinary General Meeting of the company held on 24th November, 2014**

AMUDHA CIVIL CONSTRUCTION PRIVATE LIMITED
CIN: U45300TN2012PTC086710
Registered Office: PLOT NO.161,162, AMUDHA SQUARE, OTTIYAMBAKKAM ROAD, KAMARAJ AVENUE, SITHALAPAKKAM,CHENNAI-600126
E-mail: SRIRAMASSOCIATES@GLOBUSS.IN

EXTRACT FROM THE MINUTES OF EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY HELD ON 24TH NOVEMBER 2014

ADOPTION OF NEW SET OF REGULATIONS OF ARTICLES OF ASSOCIATION – PASSED AS SECIAL RESOLUTION:

"**RESOLVED THAT**, pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 if any the existing regulations 1 to 211 of Articles of Association of the Company be and are hereby replaced and substituted with new regulations 1 to 115, which are approved and adopted as new regulations of Articles of Association of the Company".

"**RESOLVED FURTHER THAT** any one of the director of the Company be and is hereby authorised to take all steps for giving effect to the resolution."