



Memorandum & Articles

of

Association

of

SAM (INDIA) BUILTWELL PRIVATE LIMITED





प्रारूप एक
FORM 1

निगमन का प्रमाण पत्र
Certificate of Incorporation

सं० 55-91859.....शक 1919.....
No. 55-91859..... of1997-98.....

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज.....सैम (इण्डिया) बिल्टवैल प्राइवेट लिमिटेड.

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that SAM (INDIA) BUILTWEEL 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 ता०2 माघ, 1919..... को दिया गया।

Given under my hand at ...NEW DELHI.....this.....TWENTY SECOND.....
day ofJANUARY.....One thousand nine hundred and..... NINETY EIGHT



Sd/-

(इ. तिरकी)

सहायक कम्पनी रजिस्ट्रार

रा. रा. क्षेत्र दिल्ली एवं हरियाणा

(E. TIRKEY)

ASSTT. Registrar of Companies
N.C.T. OF DELHI & HARYANA



(THE COMPANIES ACT, 2013)
ARTICLES OF ASSOCIATION
OF
SAM INDIA BUILTWELL PRIVATE LIMITED
(COMPANY LIMITED BY SHARES)
PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule - I to the Companies Act, 2013 shall apply to the Company.

Interpretation

2.2. In these Regulations:-

- (a) "Company" means SAM India Builtwell Private Limited
- (b) "Office" means the Registered Office of the Company
- (c) "Act" means the Companies Act, 2013, and any statutory modification thereof.
- (d) "Board" means the Board of Directors of the Company.
- (e) "Seal" means the Common Seal 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) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Private Company

3. The company is a private company within the meaning of section 2(68) of the Companies act, 2013 accordingly it means a company having a minimum paid-up share capital of ten thousand rupees or such higher paid up share capital as may be prescribed, and which by its articles and accordingly:-

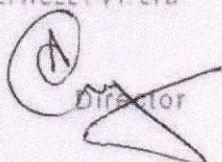
- (i) restricts the right to transfer its shares;
- (ii) Limits the number of its members to two hundred:

Provide that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member:

Provided further that-

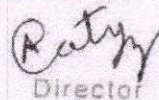
- (a) persons who are in the employment of the company; and
- (b) persons who, having been formerly in the employment of the company, were members of the company while in the employment and have continued to be members after the employment ceased, Shall not be included in the number of members; and

For SAM (INDIA) BUILTWELL PVT. LTD


Director



For SAM (INDIA) BUILTWELL PVT. LTD.

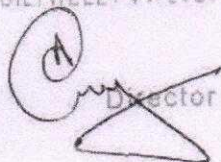

Director

- (iii) Prohibits any invitation to the public to subscribe for any securities of the company;
3. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

I. Share capital and variation of rights

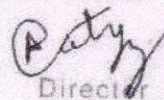
4. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
- 5.
- 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 the conditions of issue shall be provided,
 - a. one certificate for all his 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.
- 6.
- 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 (2) and (3) shall mutatis mutandis apply to debentures of the company.
7. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

For SAM (INDIA) BUILTWELL PVT. LTD.


Director



For SAM (INDIA) BUILTWELL PVT. LTD.


Director

8.

- i. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
- ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

9.

- 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.
10. 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 paripassu therewith.
11. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

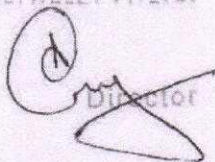
II. Lien

- i. The company shall have a first and paramount lien—
 - a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company;

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

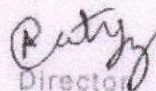
The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

For SAM (INDIA) BUILTWELL PVT. LTD.


Director



For SAM (INDIA) BUILTWELL PVT. LTD.


Director

12. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- a. unless a sum in respect of which the lien exists is presently payable; or
- b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

13.

- i. To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

14.

- i. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

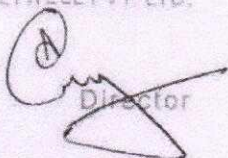
III. Calls on shares

15.

- i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- iii. A call may be revoked or postponed at the discretion of the Board.

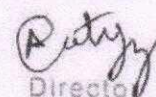
16. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

For SAM (INDIA) BUILTWEILL PVT. LTD.


Director



For SAM (INDIA) BUILTWEILL PVT. LTD.


Director

17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

18.

- i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
- ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.

19.

- i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

20. The Board—

- i. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- ii. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

IV. Transfer of shares

21.

- i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

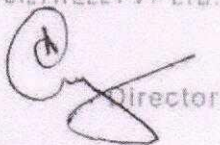
22. The Board may, subject to the right of appeal conferred by section 58 declines to register—

- i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- ii. any transfer of shares on which the company has a lien.

23. The Board may decline to recognize any instrument of transfer unless—

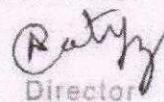
- i. the instrument of transfer is in the form as prescribed in rules made under subsection (1) of section 56;

For SAM (INDIA) BUILTWELL PVT. LTD.


Director



For SAM (INDIA) BUILTWELL PVT. LTD.


Director

- ii. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- iii. the instrument of transfer is in respect of only one class of shares.

24. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

V. Transmission of shares

25.

- i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

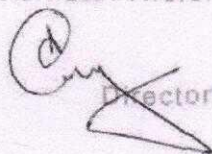
26.

- i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
 - a. to be registered himself as holder of the share; or
 - b. to make such transfer of the share as the deceased or insolvent member could have made.
- ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

27.

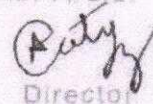
- i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

For SAM (INDIA) BUILTWEEL PVT. LTD.


Director



For SAM (INDIA) BUILTWEEL PVT. LTD.

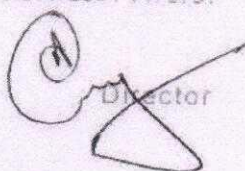

Director

28. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

VI. Forfeiture of shares

29. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
30. The notice aforesaid shall—
- name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
31. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- 32.
- A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
 - At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- 33.
- A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
 - The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

For SAM (INDIA) BUILTWELL PVT. LTD.


Director



For SAM (INDIA) BUILTWELL PVT. LTD.


Director

34.

- i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- ii. The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- iii. The transferee shall thereupon be registered as the holder of the share; and
- iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

35. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

VII. Alteration of capital

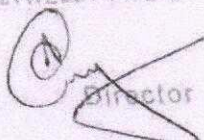
36. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

37. Subject to the provisions of section 61, the company may, by ordinary resolution,
- i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - iv. 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.

38. Where shares are converted into stock,

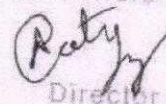
- i. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit;

For SAM (INDIA) BUILTWELL PVT. LTD.


Director



For SAM (INDIA) BUILTWELL PVT. LTD.


Director

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.

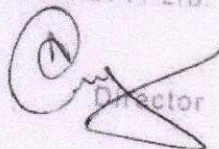
- ii. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except 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.
 - iii. 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.
39. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,
- i. its share capital;
 - ii. any capital redemption reserve account; or
 - iii. any share premium account.

VIII. Capitalization of profits

40.

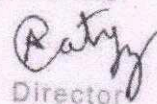
- i. The company in general meeting may, upon the recommendation of the Board, resolve—
 - a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - b. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
 - a. paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - b. 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;
 - c. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - d. A securities premium account and a capital redemption reserve account may, for the purposes 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;

For SAM (INDIA) BUILTWELL PVT. LTD.


Director



For SAM (INDIA) BUILTWELL PVT. LTD.


Director

- e. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

41.

- i. Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

- ii. The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and

(b) 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 be 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 profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

- iii. Any agreement made under such authority shall be effective and binding on such members.

IX. Buy-back of shares

42. 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.

X. General meetings

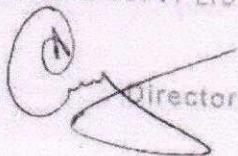
43. All general meetings other than annual general meeting shall be called extraordinary general meeting.

44.

- i. The Board may, whenever it thinks fit, call an extraordinary general meeting.
- ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

XI. Proceedings at general meetings

For SAM (INDIA) BUILTWELL PVT LTD.


Director



For SAM (INDIA) BUILTWELL PVT LTD.


Director

45.

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

46. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

47. 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.

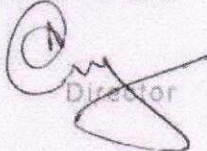
48. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

XII. Adjournment of meeting

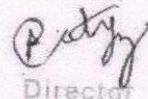
49.

- i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

For SAM (INDIA) BUILTWEILL PVT. LTD.


Director

For SAM (INDIA) BUILTWEILL PVT. LTD.


Director



XIII. Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares,
- i. on a show of hands, every member present in person shall have one vote; and
 - ii. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 52.
- i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
 - ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
54. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
55. 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.
- 56.
- i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
 - ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

XIV. Proxy

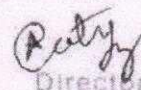
57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

For SAM (INDIA) BUILTWELL PVT LTD.


Director



For SAM (INDIA) BUILTWELL PVT LTD.


Director

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

XV. Board of Directors

60. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them are:

- i. Mr. Arvind Goel
- ii. Mr. Madan Lal
- iii. Mr. Surender Kumar Gupta

61.

- i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- ii. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
 - a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - b. in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.

63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

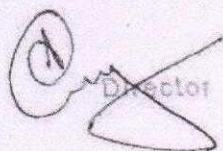
64. All cheques, promissory notes, drafts, hands, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

66.

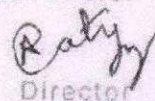
- i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the

For SAM (INDIA) BUILTWEILL PVT LTD.


Director



For SAM (INDIA) BUILTWEILL PVT. LTD.


Director

number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

- ii. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

XVI. Proceedings of the Board

67.

- i. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- ii. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

68.

- 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.

69. 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.

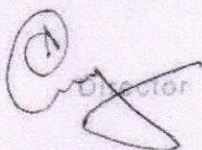
70.

- i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- 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 directors present may choose one of their number to be Chairperson of the meeting.

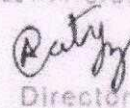
71.

- 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.

For SAM (INDIA) BUILTWELL PVT. LTD.



For SAM (INDIA) BUILTWELL PVT. LTD.


Director

72.

- 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.

73.

- 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.

74. 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 pointed and was qualified to be a director.

75. 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.

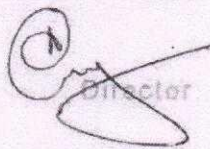
Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

76. 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 think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

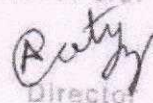
77. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

For SAM (INDIA) BUILTWELL PVT. LTD.


Director



For SAM (INDIA) BUILTWELL PVT. LTD.


Director

XVII. The Seal

78.

- i. The Board shall provide for the safe custody of the seal.
- ii. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

XVIII. Dividends and Reserve

79. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

80. 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.

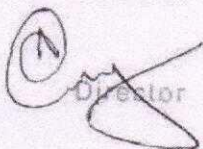
81.

- 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 equalizing 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, think fit.
- ii. The Board may also carry forward any profits which it may consider necessary to divide, without setting them aside as a reserve.

82.

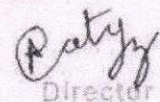
- i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the 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.
- iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

For SAM (INDIA) BUILTWELL PVT. LTD.


Director



For SAM (INDIA) BUILTWELL PVT. LTD.


Director

83. 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.

84.

i. Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant 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.

85. 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.

86. 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.

87. No dividend shall bear interest against the company.

XIX. Accounts

88.

i. 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 accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

ii. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

XX. Winding up

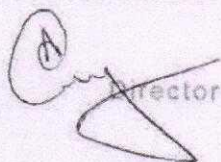
89. Subject to the provisions of Chapter XX of the Act and rules made there under—

i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

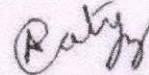
iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers

For SAM (INDIA) BUILTWELL PVT. LTD.


Director



For SAM (INDIA) BUILTWELL PVT. LTD.


Director

necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

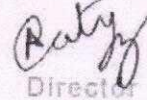
XXI. Indemnity

90. Every officer 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 which relief is granted to him by the court or the Tribunal.

For SAM (INDIA) BUILTWEEL PVT LTD.


Director

For SAM (INDIA) BUILTWEEL PVT LTD.


Director



NAME, ADDRESS, DESCRIPTION AND OCCUPATION OF EACH SUBSCRIBERS	SIGNATURE OF SUBSCRIBER	SIGNATURE OF WIT- NESS WITH ADDRESS DESCRIPTION AND OCCUPATION
1. SURENDER KUMAR GUPTA S/o Late Sh. Ram Kumar Gupta R/o B-40 F 1 Dilshad Garden, Delhi-110095 Business	Sd/-	 Signature of all the subscribers attested who have signed before me at Delhi. Sd/- (B. K. GUPTA) Chartered Accountant S/o Sh. C.L. Gupta M. No. 80753 6-73, Laxmi Nagar, Vikas Marg, Delhi-98
2. ARVIND GOEL S/o Sh. S. K. Gupta R/o E-5, Mansarovar Park, Shahdara, Delhi-110032 Business	Sd/-	
3. MADAN LAL S/o Sh. P. R. Garg R/o 28, Saini Enclave, Delhi-92 Business	Sd/-	

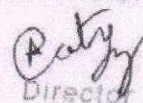
Place : DELHI
Dated : 7-1-98

For SAM (INDIA) BUILTWELL PVT. LTD.


Director



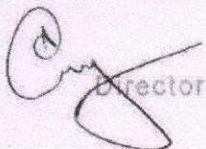
For SAM (INDIA) BUILTWELL PVT. LTD.


Director

(THE COMPANIES ACT, 2013)
MEMORANDUM OF ASSOCIATION
OF
SAM INDIA BUILTWELL PRIVATE LIMITED
(COMPANY LIMITED BY SHARES)

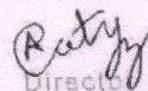
- I. The Name of the Company is **SAM INDIA BUILTWELL PRIVATE LIMITED.**
- II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.
- III. The objects for which the Company is established are:
 - A. **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To purchase, sale, construct and deal in any movable or movable property including lands, buildings, houses, flats, bungalows, shops, offices, farm houses, godowns, hotels, resorts, hospitals, nursing homes and any rights, interests and privileges therein and to develop them.
 2. To carry on the business of promoters, builders, colonisers, architects, contractors, sub-contractors, constructional engineers, planners, designers, decorators, interior decorators, fabricators, engineers and real estate agents in India or any part of the world.
 3. To erect, construct houses, buildings or civil works of every description on any land of the Company or upon any other land or property 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 any other conveniences and to deal with and improve the property of the company or any other property.
 4. To act as consultants for any person or governmental authorities for the construction of buildings of all description, roads, bridges, earth works, sewer tanks, drains,

For SAM (INDIA) BUILTWELL PVT. LTD.


Director



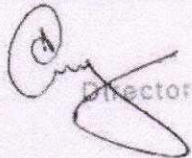
For SAM (INDIA) BUILTWELL PVT. LTD.


Director

culvert, channels, sewage, sanitation and electrification work, air conditioning and air cooling and allied civil works

5. To purchase and sell for any persons freehold or other property, buildings or any share or shares therein, and to transact on commission or otherwise the general business of a land agent.
6. To install, let out hot mix plant and dumper, hoist, crane and lift for construction of roads and bridges.
7. To carry on the information technology based business supporting services like Software designing, development, customization, implementation, maintenance, testing and benchmarking, to import, deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, offering services on-site/ offsite using owned /hired infrastructure and equipment, providing recruitment and HR related services, providing and taking personnel / consultants/ human resources to /from other organizations, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like data processing, Back office processing, Accounting, HR and payroll processing, credit card processing, loans and letters of credit processing, cheque processing, data warehousing and database management.
8. To carry on business of consultancy in the field of information technology and software development in all its forms and perspectives and to undertake all such activities as are connected, linked or associated with software development, operation, data communication, IT Recruitment and Marketing and other related services and to establish the business of consultancy in the field of software development and to provide services of project management, IT requirements management.
9. To acquire/ take on rent/ take on lease any building(s)/ part of building(s) in which business relating to information technology like business consultancy, software designing etc. supporting the main objects of the company can be carried on.
10. To sell/ lease/ sub lease the building/ part(s) of the building owned by the company for its business needs.

For SAM (INDIA) BUILT WELL PVT. LTD.


Director



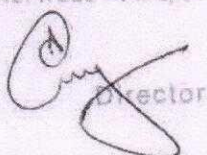
For SAM (INDIA) BUILT WELL PVT. LTD.


Director

B. MATTERS WHICH ARE NECESSARY FOR FURTHERENCE OF THE OBJECTS SPECIFIED IN CLAUSE III (a) ARE:

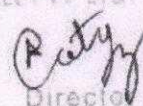
1. To assist in entering into the joint ventures, collaborations, association and any other form of arrangement to or with any person, firm, body corporate or incorporate to promote or assist in promotion and formation of any joint ventures, collaborations or any other form of association, to render financial advisory, technical and managerial consultancy in all areas in these ventures from inception to execution of the projects for the purposes of carrying out the objects of the Company.
2. To carry on the business or market research and market survey consultants and advertising agents and contractors, to undertake any form of promotional activity; to conduct market surveys and any form of market research, economic, technical, and financial; to organise seminars, conferences, symposiums etc. in connection with the aforesaid business.
3. To undertake the business of IT consultancy in all its forms including hardware and software consultancy; to undertake the manufacture, design and development design and implementation of software related to all kinds of need and to enter into any form of agreement, collaboration, arrangement in this regard.
4. To enter into any arrangement or agreement or contract with any person, association firm or corporation whether in India or out technicians, or for such other purpose that may seem beneficial and conducive to the main objects of the Company.
5. To acquire and undertake all or any part of business, property liabilities and rights of any persons, firm or company carrying on any business which this company is authorized to carry on or be possessed of property suitable for the purpose of the company.
6. To enter into any agreement with government or authority. (Supreme, local municipal or otherwise) that may seem conducive of the company's objects or any of them and to obtain from any such Government or authority all rights, concession.
7. To acquire from any person, firm or company whether in India or elsewhere, technical information, know-how processes, engineering, manufacturing and operation data, plans, layout and blueprints, useful for the design, erection and operations of plant and to acquire any grant, licence and other rights in forgoing matters and things.

For SAM (INDIA) BUILT WELL PVT. LTD.


Director

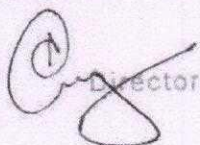


For SAM (INDIA) BUILT WELL PVT. LTD.


Director

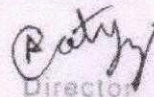
8. To design, develop, alter, exchange, deal either as principal agents, let on hire, import or export, technical knowhow, machinery, assembling, components and such other parts specified above and ancillaries thereof.
9. To institute, conduct, defend, compound, compromise any legal proceedings against or by the company.
10. To remunerate any person, firm or Company for services rendered or to be rendered in the acquisition of property by the Company or conduct of its business.
11. Generally to purchase or take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient with reference to any of these objects and capable of being profitable dealt with in connection with and to the company's property or right, for the time being.
12. To employ, expert to investigate and examine into the condition prospect value character and circumstances of any business concern and undertaking and generally of any assets property or rights proposed to be acquired by the Company.
13. To sell, Improve, manage, develop, exchange, lease, mortgage, dispose of, or otherwise deal in or any part of the property and rights of the Company.
14. To open account or accounts with any individual, firm or company or with any Bank or Bankers, Financial institutions or sheriffs and to pay into and to withdraw money from such account.
15. To distribute as dividend or bonus, among the members or to place to reserve or otherwise to apply as the company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the Company and money arising from the sale by the Company of forfeited shares.
16. To undertake the study of consumer in Indian or foreign markets, and to co-operate with Trade Associations, Government Agencies.
17. To establish, Purchase and take on lease or otherwise acquire and run shops showrooms, distributing centres, stores and depots at any place in India or abroad.
18. To acquire, purchase and take on lease all or any of the fixed assets, machinery, furniture, stores, stocks of raw and finished materials, privileges, quota rights, goodwill pertaining to any business to achieve the aforesaid objects

For SAM (INDIA) BUILT WELL PVT. LTD.


Director

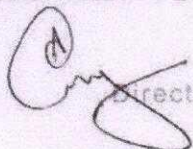


For SAM (INDIA) BUILT WELL PVT. LTD.


Director

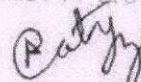
19. To guarantee the performance of any contract or obligation of and the payment of money unsecured of and interest on, any debenture, stock or securities of any Company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the main objects of the company and in the above context to act as securities.
20. To lend money, either with or without security and generally to such persons, companies, firms etc. and upon such terms and conditions as the Company may think fit in connection with its business and also invest the money of the company not immediately required in such manner as from time to time may be determined, provided that the company shall not carry on the business of banking in such manner as defined under the Banking Regulations Act, 1949.
21. To borrow from any state financial corporations, Banks, companies firms or other financial institutions any terms loan or other sums on such security and other charges as stipulated by the financial corporation or Banks with mortgage on all or any of property of the Company whether present or future or both.
22. To adopt such means of making known the products/services of the Company as may deem expedient and in particular by advertising in the press, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and dominations.
23. To take interest and promote and undertake the formation and establishment of such institutions and companies as may be considered to be conducive to the interest of the Company and also to promote subsidiaries.
24. To sell, lease, mortgage, or otherwise dispose of property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stocks, debentures or securities or any other such Company having objects altogether or in part similar to those of this Company.
25. To employ/acquire technical experts, technocrats, engineers, mechanics, foremen, skilled and unskilled labour for the business of the Company.
26. To amalgamate with or take any other company or companies having objects altogether or in part similar to those of this Company.
27. To insure with any person or company against losses, damages, risk and liabilities of any kind which may effects the Company either wholly or in part directly or indirectly.

For SAM (INDIA) BUILTWELL PVT. LTD.


Director

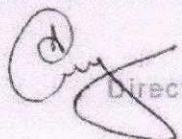


For SAM (INDIA) BUILTWELL PVT. LTD.


Director

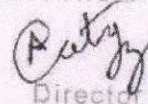
28. To enter into partnership, agreements or arrangements for sharing profits or any union of interest, joint venture, reciprocal concession or co-operation with any person or person, company or companies carrying on or engaged in or about to carry on or engage in or being authorized to carry on or engage in any business or transaction which this company is authorized to carry on or engage in, or any business or transaction capable, of being conducted so as directly or indirectly to benefit the Company.
29. To apply for, purchase or otherwise acquire and protect and renew in any part of the world, any design/trademarks/copy rights, patent rights, ingestion licences, concessions and the like conferring any exclusive or non-exclusive or limited rights their use or any information as to any invention which may seem calculated directly or indirectly to benefit the company in connection with its business and to use, exercise, develop or grant licences in respect of the information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.
30. To produce the registration or other recognition of company in any country, state or place and to regulate agency for the purpose of the company's business and to apply or join in applying to any parliament, Local Government, Municipal or other authority or body, Indian or foreign, for any Acts or parliament Laws, objects or any of them and to oppose any proceedings or applications which may seem calculated directly/indirectly or to prejudice company's interest.
31. To do all or any of company's business as principals, agents or the business as representative of any person, firm, company or corporation, having business or objects, altogether or in part similar to those of this company and to carry on the business of the business of the company with foreign collaboration on terms and conditions subject to laws governing the same.
32. To invest in any other educational institution, real or personal property rights or interest acquired by or belonging to the Company on behalf of or for the benefit of the company but with the declared trust in favour of the company.
33. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
34. To carry on any business or branch of a business which this company is authorized to carry on by means of or through the agency of any subsidiary or ancillary Company or

For SAM (INDIA) BUILTWELL PVT. LTD.


Director



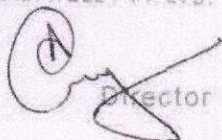
For SAM (INDIA) BUILTWELL PVT. LTD.


Director

companies and to enter into any arrangement with any such subsidiary company/companies for taking the profits or losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any other business or branch so carried on, and to appoint Directors or managers of any such company.

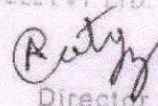
35. To take such steps as may be necessary to give the Company the same rights or privileges in any part of the world as are possessed by local companies or concerns of a similar nature.
36. Subject to the directives of the Reserve Bank of India and Provisions of the Companies Act, 2013 and the rules made there under, to borrow or raise money or to receive money on deposit or loan on interest or otherwise in such manner as the Company may think and in particular by the issue of debentures stock (perpetual or otherwise) whether convertible or not, into the shares of the company and to secure the repayment of any such money borrowed, raised or received or owing by mortgage, pledge, charge or lien upon all or any of the property, assets or revenue of the company (both present and future) including its uncalled Capital and to give to the creditors the power of sale and other powers as may deem expedient and to purchase redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company in connection with its business provided that the company shall not carry on banking business as defined in Banking Regulations Act, 1949.
37. To lent out, deposit, invest and deal with the surplus moneys of the company not immediately required with or without interest or security, to such other company or firm or individuals or in any such manner and upon such terms as may from time to time be determined by the directors
38. To create depreciation fund, sinking fund, insurance fund, provident fund or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other such purpose whatsoever conducive to the interest of the Company.
39. To pay all costs, charges and expenses of and incidental to the promotion, registration and establishment of the Company

For SAM (INDIA) BUILTWE PVT. LTD.


Director

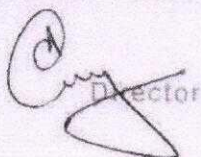


For SAM (INDIA) BUILTWE PVT. LTD.


Director

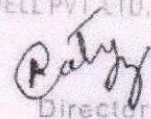
40. To draw, accept, make, endorse, discount and negotiate promissory notes, cheques, hundies, bill of exchange, bill of lading and other negotiable instruments of all types in connection with the business of the company.
41. To train or pay for the training in India or abroad of any of the Company's officers, employees or any candidate in the interest of or for the furtherance of the company's objects.
42. To make donations to such persons or institutions either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to provide for the welfare of the directors, officers, employees and ex-directors, ex-officers and ex-employees of the Company and wives, windows and families of the dependents.
43. To give to officers, servants or employees of the Company's business or any branch thereof and whether carried on by means of or through the agency of any subsidiary/ancillary Company or not and for that purpose to enter into any arrangements, the Company may think it.
44. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuation funds for the benefit of, and give or procure the giving of donation, gratuities, pension, allowances or employment or any other pecuniary aid to any person who are or were at any time in the employment or service of the company, or of any company, which is a subsidiary of the company or is allied to or associated with the Company.
45. To provide residential and/or sleeping accommodation for staff and in connection with to afford to such person facilities and convenience for washing bathing, cooling reading and writing and for the purchase, sale and consumption of provision both liquid and solid and for the safe custody of goods.
46. To create and issue equity and preference shares or stocks and to redeem, cancel and accept surrender of such shares or stocks.
47. To pay, to reserve or to issue bonus shares among the members or otherwise to apply as the Company may think fit money, belonging to the Company including those received by way of premium on shares or debentures issued at a premium by the Company, received in respect of dividend accrued on forfeited shares and money

For SAM (INDIA) BUILTWELL PVT. LTD.


Director



For SAM (INDIA) BUILTWELL PVT. LTD.


Director

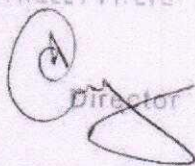
arising from re-issue by the Company of forfeited shares, subject to the provisions of the Companies Act, 2013.

48. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth.

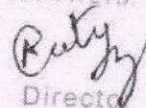
IV. The Liability of the Members is limited and the liability is limited to the amount unpaid, if any, on the shares held by them.

V. The Authorized Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

For SAM (INDIA) BUILT WELL PVT. LTD.


Director

For SAM (INDIA) BUILT WELL PVT. LTD.


Director



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.

NAME, ADDRESS, DESCRIPTION AND OCCUPATION OF EACH SUBSCRIBER	NO. OF EQUITY SHARES TAKEN BY EACH SUBSCRIBER	SIGN. OF SUBSCRIBER	SIGN. OF WITNESS WITH ADDRESS, DESCRIPTION AND OCCUPATION
1. SURENDER KUMAR GUPTA, S/o Late Sh. Ram Kumar Gupta R/o B-40 F 1 Dilshad Garden, Delhi-110095 Business	100 (One Hundred) Equity Shares	Sd/-	Signature of all the subscribers attested who have signed before me at Delhi: Sd/- (B. K. GUPTA) Chartered Accountant S/o Sh. C.L. Gupta M. No. 30753 G-73, Laxmi Nagar, Vikas Marg, Delhi-92
2. ARVIND GOEL S/o Sh. S. K. Gupta R/o E-5, Mansarovar Park, Shahdara, Delhi-110032 Business	100 (One Hundred) Equity Shares	Sd/-	
3. MADAN LAL S/o Sh. P. R. Garg R/o 28, Saini Enclave, Delhi-92 Business	100 (One Hundred) Equity Shares	Sd/-	
TOTAL	300 (Three Hundred) Equity Shares		

Place : DELHI
Dated : 7-1-98

For SAM (INDIA) BUILTWELL PVT. LTD.

[Signature]
Director



For SAM (INDIA) BUILTWELL PVT. LTD.

[Signature]
Director



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Delhi
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

Corporate Identity Number: U70101DL1998PTC091859

SECTION 13(1) OF THE COMPANIES ACT, 2013

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

The shareholders of M/s SAM INDIA BUILTWEILL PRIVATE LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 29-02-2020 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 New Delhi this Twenty sixth day of March Two thousand twenty.

DS DS MINISTRY
OF CORPORATE
AFFAIRS

KAMAL HARJANI

Registrar of Companies

RoC - Delhi

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

SAM INDIA BUILTWEILL PRIVATE LIMITED

435,, JAGRITI ENCLAVE, DELHI, Delhi, India, 110092



For SAM (INDIA) BUILTWEILL PVT. LTD.

Director



For SAM (INDIA) BUILTWEILL PVT. LTD.

Director

MINISTRY OF CORPORATE AFFAIRS**RECEIPT****G.A.R.7**

SRN : R30177117

Service Request Date : 14/01/2020

Payment made into : ICICI Bank

Received From :

Name : SPMS ASSOCIATES

Address : NETAJI SUBHASH PLACE

DELHI, Delhi

IN - 110034

Entity on whose behalf money is paid

CIN: U70101DL1998PTC091859

Name : SAM INDIA BUILTWEEL PRIVATE LIMITED

Address : 435,

JAGRITI ENCLAVE

DELHI, Delhi

India - 110092

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form DIR-12	Normal	600.00
Total		600.00

Mode of Payment: Credit Card- ICICI Bank

Received Payment Rupees: Six Hundred Only

Note -The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar, then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014)



FORM NO. DIR-12

[Pursuant to sections 7(1) (c), 168 & 170 (2) of The Companies Act, 2013 and rule 17 of the Companies (Incorporation) Rules 2014 and 8, 15 & 18 of the Companies (Appointment and Qualification of Directors) Rules, 2014]



Particulars of appointment of directors and the key managerial personnel and the changes among them

Form Language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

1. *This form is for ☐ New company ☒ existing company

2. (a) * Corporate Identity Number (CIN) of company

U70101DL1998PTC091859

(b) Global location number (GLN) of company

Phs-98

3. (a) Name of the company

SAM INDIA BUILTWEEL PRIVATE LIMITED

(b) Address of the registered office of the company

435,
JAGRITI ENCLAVE
DELHI
Delhi
110092
India

(c) E-mail ID of the company

samindiabuiltwell@yahoo.co.in

4. Number of Managing director or director(s) for which the form is being filed

1

5. Details of the Managing Director, directors of the company



1 Details of the Managing Director or Director of the company

i Director Identification Number (DIN)

ii Name

iii Father's name

iv Present residential address

v Nationality vi Date of birth vii Gender

viii ☒ Appointment ☐ Cessation ☐ Change in designation

ix Designation x Date of Appointment or change in designation
(DD/MM/YYYY)

xi Category

xii Whether Chairman, Executive Director, Non-Executive Director

☐ Chairman ☒ Executive director ☐ Non Executive Director

xiii DIN of such director to whom appointee is alternate

xiv Name of the director to whom such appointee is alternate

xv Name of the company or institution whose nominee the appointee is

xvi E-mail ID of director

xvii In case of cessation

Hereby confirmed that the above mentioned ☐ Director ☐ Managing director xviii is not associated with the company with effect from (DD/MM/YYYY) xix due to

xx Interest in other entities

xxi Number of such entities

xxii * CIN/LLPIN/FCRN/Registration number

xxiii * Name

xxiv * Address

xxv Nature of interest

xxvi * Designation

xxvii Percentage of Shareholding xxviii Amount

xxix Others (specify)



6. Number of manager(s), secretary(s), Chief Financial Officer or Chief Executive Officer for which the form is being filed

7. Details of manager(s), secretary(s), Chief Financial Officer or Chief Executive Officer of the company

1	i Director Identification Number (DIN), if any		Pre-JR
	ii Income Tax permanent account number (PAN)		Verify Details
	iii ☐ Appointment ☐ Cessation		
	iv Membership number of the secretary		
	v First Name		
	vi Middle Name		
	vii Last Name		
	viii Father's name		
	ix First Name		
	x Middle Name		
	xi Last Name		
	xii Present residential address	xiii Line I	
		xiv Line II	
	xv City		
	xvi State		xvii Pin Code
	xviii ISO Country Code		
	xix Country		
	xx Phone		xxi Fax
	xxii Date of birth		(DD/MM/YYYY)
	xxiii Designation		
	xxiv Date of Appointment or cessation		(DD/MM/YYYY)
	xxv E-mail ID		

Attachments

List of attachments



(1) Declaration by first director

(2) Declaration of the appointee director
in Form No. DIR-2;

(3) Notice of resignation;

(4) Evidence of cessation;

(6) Optional attachment(s) - if any.

Attach

Attach

Attach

Attach

Attach

DIR_2 Aditya.pdf
DIR_8.pdf
board resolution.pdf
appointment letter.pdf

Remove attachment

Declaration

I * ARVIND GOEL

- ☐ A person named in the articles as a _____ of the company
(in case if a new company) or
- ☒ authorized by the Board of Directors of the Company vide _____
number dated 13/01/2020

to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I also declare that all the information given herein above is true, correct and complete including the attachments to this form and nothing material has been suppressed.

* To be digitally signed by

ARVIND
GOEL

* Designation Director

* Director identification number of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the secretary

00935505

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and Rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- ☒ The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order ;
- ☒ All the required attachments have been completely and legibly attached to this form;
- ☒ It is understood that I shall be liable for action under Section 448 of The Companies Act, 2013 for wrong certification, if any found at any stage.

* To be digitally signed by

PYARE LAL GUPTA

- ☒ Chartered accountant (in whole-time practice) or ☐ Cost accountant (in whole-time practice) or
☐ Company secretary (in whole-time practice)

* Whether Associate or fellow ☐ Associate ☒ Fellow

Membership number

084541

Certificate of Practice Number

Modify

Check Form

Prescribing

Submit

This eForm has been taken on file maintained by the Registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.

