

Form No. INC-13

Memorandum of Association

[Pursuant to rule 19 (2) the Companies (Incorporation) Rules, 2014]

1. The name of the company is **IFMA INDIA COMPANY PRIVATE LIMITED.**
2. The registered office of the company will be situated in the New Delhi.
3. The objects for which the company is established are:
 - i. To promote the discipline and profession of Facility Management through Education, research and development, credentialing, government relations, leadership opportunities, publishing, recognizing excellence, research and standards development and to guide and develop facility management professionals by providing exceptional services, products, resources and opportunities.
 - ii. To cultivate cooperation, foster understanding and create interest among firms, individuals, other associations and professions as they may effect facility management in the particular areas.
 - iii. To engage in interchange of views and professional ideas and to encourage, establish and maintain high standards of professional education, competence and performance through conference, publicity, lectures, seminars and other appropriate means.
 - iv. To provide a point of contact for facility related information, to answer facility related questions and problems, and to conduct coordinated research and survey projects among the members on a national basis.

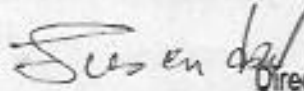
The doing of all such other lawful things as considered necessary for the furtherance of the above objects:

Provided that the company shall not support with its funds, or endeavour to impose on, or procure to be observed by its members or others, any regulation or restriction which, as an object of the company, would make it a trade union.

4. The objects of the company extend to the whole of India.

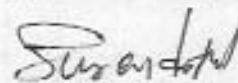
For Ifma India Company Pvt. Ltd.

1


Director

5. (i) The profits, if any, or other income and property of the company, whenever derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.
- (ii) No portion of the profits, other income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been, members of the company or to any one or more of them or to any persons claiming through any one or more of them.
- (iii) No remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or members of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.
- (iv) Nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company.
- (v) Nothing in clauses (III) and (IV) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;
6. No alteration shall be made to this memorandum of association or to the articles of association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar of Companies.
7. The liability of the members is limited.
8. The share capital of the company will consist of Rs. 1,00,000/- comprising of 10,000 equity shares of Rs.10/- only each.
9. (1) True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members.
- (2) Once at least in every year, the accounts of the company shall be examined and the correctness of the balance-sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.

2 For Ifma India Company Pvt. Ltd.

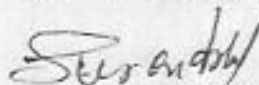


Director

10. If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this company, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to the Rehabilitation and Insolvency Fund formed under Section 269 of the Act.
11. The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.
12. We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association:

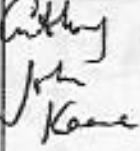
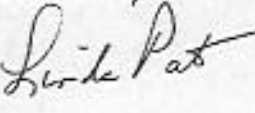
For Ifma India Company Pvt. Ltd.

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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 :-

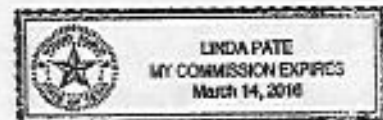
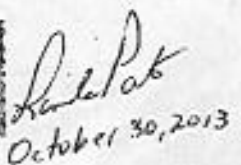
Names, description, occupation and addresses of each subscribers	Number of and type of Subscribed shares	Signature of subscribers	Name, addresses, description, occupation and signature of witness or witnesses
Anthony John Keane S/o Sh. James Joseph Keane R/o 18939 VILLA BURGANOVA Houston, TX 770940000	1 (one only)		Linda Pate 6903 Hustling Oaks Dr. Richmond, TX 77469 
Total			



Place : Houston, TX USA Dated : 30 day of October 30, 2013




For Ima India Co.

October 30, 2013

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 :-

Names, description, occupation and addresses of each subscribers	Number of and type of Subscribed shares	Signature of subscribers	Name, addresses, description, occupation and signature of witness or witnesses
<p>(2) INTERNATIONAL FACILITY MANAGEMENT ASSOCIATION. 3971 South Research Park Drive, Ann Arbor</p> <p>through its authorised representative Preeti Bakaya s/o Sh. Marmohan Bakaya R/o D9/F Rockview, DDA Flats, Murarka, New Delhi-110067</p>	<p>9999 (Nine thousand nine hundred and ninety nine only)</p>	<p> For International Facility Management Association.</p>	<p>I hereby witness the Signatures of the Subscribers. Vaivinder Gupta (VARINDER GUPTA) S/O SH. SHEW LAL GUPTA M/s GSSK & Co. Chartered Accountants E-517, 3rd Floor, Rohit Plaza, Near Kamphal Crossing, Sector-7, Dwarka, New Delhi - 110077 (Membership No. 511889)</p>
<p>Total</p>	<p>10,000 (Ten thousand only)</p>		

Place : Delhi Dated : 23rd day of November, 2013



For Ifma India Company Pvt. Ltd.