



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45200JH2010PTC013975

2009 - 2010

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

ROSHAN INFRATECH INDIA PRIVATE LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक आठ फरवरी दो हजार दस को मेरे हस्ताक्षर से पटना में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45200JH2010PTC013975

2009 - 2010

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

Given under my hand at Patna this Eighth day of February Two Thousand Ten .

(KRUSHNA SHANKAR PRADHAN)

कम्पनी रजिस्ट्रार / Registrar of Companies

बिहार एंड झारखण्ड
Bihar and Jharkhand

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

ROSHAN INFRATECH INDIA PRIVATE LIMITED

Flat no. 106, Veena Pani Apartment,, Basant Vihar, Harmu,

Ranchi - 834012,

Jharkhand, INDIA

कम्पनी रजिस्ट्रार, बिहार एवं झारखण्ड
Registrar of Companies Bihar & Jharkhand

THE COMPANIES ACT, 1956
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
ROSHAN INFRATECH INDIA PRIVATE LIMITED

- I. The name of the Company is **ROSHAN INFRATECH INDIA PRIVATE LIMITED.**
- II. The Registered Office of the Company will be situated in the State of JHARKHAND, within the jurisdiction of Registrar of Companies, BIHAR AND JHARKHAND at PATNA.
- III. The objects for which the Company is established are:
 - (A) **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**
 1. To carry on the business of the project developers, infrastructure developers, project consultants, project handlers, project caretakers, erectors, repairers, rehabilitators, redevelopers, reconstructors, engineers, designers, decorators, equipment service providers, constructor, builders, developers, lessors, processors, manufacturers, producers, makers, inventors, convertors, repairers, cleaners, assemblers, exporters, importers, traders, sellers, buyers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, sub-agents, agents, merchants, distributors, consignors, jobbers, brokers, concessionaires and to act as contractors, agents, suppliers of all types of commodities to the Central Government, State

Governments, Foreign Governments, Joint Stock Companies, corporations, co-operative societies, municipal or other local bodies and other state agencies, authorities and other bodies of all descriptions, whether incorporated or not and to individuals and firms and licensors, to carry on the business of assembling, participating in, establishing, erecting, designing, planning, commissioning all types of engineering, mechanical, construction and industrial plants and projects including turn key projects in India and any other country in the world and to manufacture, make, assemble, build, construct, mould, erect, fabricate, fund and participate in industrial, mechanical, construction, buildings and real estate etc and to transact business of immovable properties including the land and buildings and rights therein and Transferable Development Rights, and any other rights and/or development rights pertaining to land, buildings, houses, apartments, structures of residential, office, industrial, institutional, occupational or commercial and preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of highways, tunnels, roads, ports, bridges, infrastructures, pipelines, drainage structures, houses, factories, shops, offices, garages, warehouses, buildings, workshops, and/or any other commercial, residential, industrial properties etc.

2. To run and maintain Educational institution, to promote education in different discipline like Business Administration, Technical and professional courses and to prepare the students for different Entrance examination such as Management, Engineering, Agriculture and other Professional courses and to carry on the business of or relating to information technology, telecommunications, satellite, internet, networking, e-Commerce, computers, development of software and hardware, data systems, including research and development, designing, patenting, or otherwise developing new processes and systems and providing

solutions, to carry on the business of developing, packaging, distributing, leasing, hiring or letting on hire, indenting, selling, maintaining, importing, exporting and dealing in computer software, hardware, office equipments and information systems and to engage in data, information processing and training in computer hardware, software and information management activities, to carry on each and every type of business related to Internet Service Provider(ISP), Information Technology (IT), Communication and Information technology (CIT) etc.

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

3. To do the business of consulting architects, engineers, town planners, surveyors, property developers, real estates developers, real estate agents and project managers, constructors, redevelopers, reconstructors, alterors, improvers, decorators, furnishers and the business of maintaining offices, flats, houses, factories, ware houses, shops, wharfs, docks, buildings.
4. To act as contractors, sub-contractors, builders and property developers, architects or engineers, project managers, decorators, designers, planners, advisers for all types of construction and works of all description including electric works, plumbing works, highways, ports, docks, bridges, dams, tunnels, pipelines, building roads, drainage and any civil work and sewerage work.
5. To apply for, tender, purchase or otherwise acquire any contracts, decrees or any concessions for or in relation to the construction, execution, carrying out equipments, improvements, management, administration or control of public and civil works and conveniences and undertake, execute, carry out, dispose of or otherwise take into account the same. To sub-let all or any

contracts from time to time and upon such terms and conditions as may be thought expedient.

6. To enter into contracts, agreements, and/or any type of collaboration tie-ups either alone or along with others for acquiring for own use or otherwise making available, technology, manpower, plant and machineries, components, raw materials and other incidental equipments and to do all or any of the company's main business as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to employ any person, firm or Company as sub-contractors for purpose of carrying out all or any of the contracts from time to time entered by the Company upon such terms and conditions as may be considered appropriate and to do all such other things as are incidental or as the company may think conducive to the attainment of the main objects or any of them.
7. To enter into agreements with any company or persons for obtaining by grant of license and other rights and benefits, expert guidance, equipment and machinery for the purpose of main businesses of Company and to arrange facilities for training of personnel by them.
8. To administer, manage, land, building, bungalows and other properties, colony or colonies whether belonging to the Company or not and to collect rents and income and to supply to tenants, occupiers and others refreshments attendants, messengers, lights, waiting-rooms, reading rooms, meeting rooms, lavatories, convenience, electric conveniences, stables and other advantages.
9. To register trade names, brand names, marks and also to permit their uses to such persons, firms, companies or corporations which adhere to such terms and conditions as laid down by the Company

by marking such rules and regulations as are necessary from time to time in that regard.

10. To enter into any arrangements with any Government or authorities, municipal, local or otherwise or any person, institution or company in India or abroad that may seem conducive to the objects of the Company or any of them and to obtain from such Government authority, person, institution or company, rights, all sorts of assistances, associations, privileges, partnerships, charters, contracts, licences and concessions which the Company may think it desirable and to carry out exercise and comply therewith.
11. To acquire and secure membership, seat or privileges either in name of the Company or its nominee or nominees in and of any association, exchange, market, club or other institution in India or any part of the world or furtherance of any business, trade or industry.
12. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertisement in the press, by circulars, by purchase and exhibition or works of art or interest, by publication of books, brochures, pamphlets, leaflets and periodicals and by granting prizes, rewards and donations.
13. To establish, provide maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical researches and experiments, to under take researches and experiments, to under take and carry on scientific and technical researches, experiments or tests of all kinds, promote studies and researches in inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or

contributing to the awards of scholarships, prizes, grants for students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorized to carry on and for better control of the quality of raw material intermediates and finished products and to improve and invest new and better techniques and methods of manufacture and to issue certificates or reports on the findings of experiments, tests or investigations conducted by the Company.

14. To prepare and submit preliminary report on the project and/or prepare and submit final project report, plant layout, designs and blue-prints and/or to undertake and execute construction, erection and operation of plan for commercial and industrial undertakings, Government and Semi-Government Undertakings, Local Authorities and for other public and private bodies.
15. To apply or join in applying to any Parliament, Government, Local Improvement Trust or other authority or body Municipal, Local or otherwise in Dominion of India, States, foreign countries for and to obtain or in any way assist in obtaining any Act of Parliament, Laws, decrees, concessions, orders, rights or privileges or advantages that may seem conducive to the objects of this or any other company or for enabling this or any other company's constitution to oppose any proceeding or applications which may seem calculated directly or indirectly prejudice the interests of this or any other company to be legalised, if necessary in accordance with the laws of any country, state or place in which it may propose to carry on operation to establish and maintain any agencies of the Company and to open and keep a colonial or foreign register of this company in any Foreign country, States, and to allocate any number of these or any other shares in this or any other company to such register or registers.

16. To pay out of the funds of the Company all expenses of and incidental to the formation, registration, advertisements and establishment of this Company and the issue and subscription of the share or loan capital including brokerage and/or commission for obtaining applications for all placing or guaranteeing the placing of shares or any debentures, debenture-stock and other securities of this Company and also all expenses attending the issue of any circular of notice and the printing, stamping circulating of proxies and forms to be filled up by the members of the Company.
17. To effect all such insurances in relation to the Company's business and its assets and properties as also for its obligations and liabilities and for any risks incidental thereto as may seem expedient and if thought fit, to join or become a member of any mutual insurance company or to carry a part or the whole of such insurance risk in connection with the business or assets or liabilities .
18. To improve, manage, develop, grant, rights, or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
19. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundis, cheques, orders, warrants debentures and other negotiable or transferable instruments.
20. To sell, purchase and deal with all kinds of shares, securities, bonds, units of mutual funds or any other financial instruments of such nature and kind.

21. To invest and deal with movable or immovable properties of any kind of any nature including tangibles and intangibles.
22. To undertake and execute any contracts for works involving the supply or use of labour equipment and appliances and to carry out any ancillary or other works comprised in such contracts, concerning the main objects.
23. To establish offices, agencies, branches or to appoint representatives in India and abroad for any one or more of the objects of the Company and to regulate and/or to discontinue the same.
24. Subject to Section 58-A of the Companies Act, 1956 and the Directives of the Reserve Bank of India in this regard to receive money on deposit or loan and borrow or raise money at interest or otherwise in such manner as the Company shall think fit, and in particular by the issue of debentures, debenture stock perpetual or otherwise, terms loans and if necessary, to secure the repayment of any money borrowed, raised or owing by mortgage, charge, pledge, hypothecation or lien upon all or any of the property or assets of the Company, both present and including its uncalled capital and also by a similar mortgage, charge, pledge, hypothecation or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be, and on such other terms and conditions like rate of interest, repayment schedule, creation of trust, powers of trustees and lenders, convertibility clause, nomination of Directors etc, as the Directors may deem fit.
25. To invest and deal with the moneys and other assets of the Company, not immediately required in any manner.

26. Subject to the provisions of the Companies Act, 1956, to lend and advance money or give credit, with or without security, to such persons companies, corporation or firms and on such terms as may seem expedient and in particular, to customers and others having dealings with the Company and to release or discharge and debt or obligation owing to the Company, guarantee the performances of any contract or obligation of any company, firm or person and to guarantee the payment and repayment of the capital and principal of, and dividend, interest or premium payable on any stock, shares or securities, debentures, debenture-stock, mortgages, loan or other securities issued by any company corporation, firm or person, including (without prejudice to the said generality) bank overdrafts, bills of exchange and promissory notes and generally to give guarantee and indemnities so, however, that the Company shall not do any Banking Business as defined in the Banking Regulation Act, 1949.
27. To purchase, take in exchange or on lease, rent, hire, occupy or otherwise acquire for the purpose of the Company as also for investments or resale any lands, mills, industrial concerns, buildings, houses, hotels, motels, theatres, multiplexes, holiday resorts, health clubs, convention centers, hospitals, nursing homes, clinics, health diagnostic centres, health treatment centres and hospitals, garages, halls, flats, office premises, shops, residential accommodations, godowns, warehouses, factories, chawls, dwelling houses or other landed properties, depots, easements, licences or other rights or interest in or with respect to any lands, buildings and premises as also machinery plant, goods in process, stock in trade, mines, minerals, rights and privileges as may be found necessary or suitable for the purposes of the Company.
28. To set up, operate, run, manage or administer on its own or through agents mills, hotels, motels, theatres, multiplexes, holiday

resorts, health clubs, convention centers, hospitals, nursing homes, clinics, health diagnostic centres, health treatment centres and hospitals, garages, halls, warehouses, factories, I.T. parks, malls and any such business relating thereto.

29. To apply for, purchase or otherwise acquire and protect and renew any patents, brands, rights, inventions, trade-marks, designs, licences, concessions, memberships and the like, conferring any exclusive or non-exclusive or limited rights to their use or any secret or other information as to any inventions which may seem capable of being used directly or indirectly for any of the purposes of the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights/information so acquired and to expend money in experimenting upon, testing or improving any such intangible properties.
30. To open current, overdraft, loan, cash credit, deposit or savings account with any Bank, and to draw and endorse cheques, pay slips, telegraphic transfers and to withdraw moneys from such accounts and otherwise to operate thereon and to obtain guarantees including from bank or financial institution or any person for the purposes of business.
31. To accept gifts, bequests or donations of any movable or immovable property or any right or interest therein from members or others and to make gifts to members or others or moneys, assets, and properties of any kind.
32. To vest any movable or immovable property, rights or interest acquired by, received or belonging to the Company in person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

33. To rent out, give on hire or lease or share with others or otherwise deal with any property or assets of the company, not immediately required or any part thereof in excess of the requirements, of the Company from time to time for such consideration, terms and conditions as the Directors may deem fit.
34. To subscribe, contribute, gift or donate any money, rights or assets for any national, education, religious, charitable, scientific, public, or benevolent objects or to make gifts or donations of any money or other assets to any institutions, clubs, societies, associations, trusts, exhibitions, scientific research associations, funds, universities, colleges, or any individual or body or individual or bodies corporate or companies.
35. To adopt such means of making known and advertising and publicity of the business and products and affairs of the Company as may seem expedient or necessary or compulsory.
36. To pay out of the funds of the Company all or any of the expenses of or incidental to the promotion, organization, registration, advertising and establishment of this or any other company promoted by this Company and to the issue of shares and securities, underwriting or subscription of its shares or securities including brokerage and commission for or placing or guaranteeing the placing thereof.
37. To purchase, take over or otherwise acquire for cash or exchange or otherwise, all or any part of the undertaking, business, goodwill, property, rights, assets or liabilities of any Company or persons carrying on or about to carry on any business which this Company is authorized to carry on.
38. To incur debts and obligations for the conduct of any business of the Company and to purchase or hire goods or materials or

machinery on credit or otherwise for any business or purposes of this Company.

39. To insure with any person or company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partly.
40. To amalgamate or enter into partnership or association or body or into any arrangement for sharing profits, union of interests, co-operation, joint ventures, reciprocal concession, limiting competition or otherwise, with any person, firm or company carrying on or engaged in or about to carry on or be engaged in, any business or transaction which this Company is authorised to carry on or and to lend money to guarantee the contracts or otherwise assist or subsidise any such person, firm or company or such other persons and to take or otherwise acquire, share and securities of any such Company, and to sell, hold, reissue with or without guarantee or otherwise deal with the same and to give to any persons firm or company special rights and privileges in connection with control over this Company, and in particular the right to nominate one or more Directors of the Company.
41. To remunerate, whether by fixed sum or commission or participation in profits or partly in one way and partly in another, the Officers, Employees and Directors of the Company or any parties for services rendered or to be rendered or for acquisition of fixed and current assets or loans or rights or conduct of the business or activities or any other valuable consideration, by cash payment or by allotment of the shares, debentures or other securities of the Company credited as paid-up in full or in part or in kind or otherwise.
42. To make pecuniary grants by way of donations, bonuses, subscriptions, allowances, provident funds, gratuities, guarantees,

insurance or otherwise to or for the benefit of persons, who are or have been employed by the Company or otherwise and widows, orphans, and dependants of any such persons, and to or in aid of Association or Funds for the benefit of any of these objects and to hospital and for other charitable or benevolent object or public institution.

43. To employ or otherwise appoint technical or legal or management or accounting experts, engineers, consultants, advisors, assistants, helpers, trainees and skilled and unskilled labour for any of the purpose of the business of the Company.
44. To provide for the welfare of shareholders, ex-shareholders, Directors, Officers, Employees and ex-directors, ex-officers and ex-employees and consultants or advisors of the Company and the wives, widows and families of the dependants of such persons by building to the building of houses, dwellings of chawls or by grants of money, pensions, allowances bonus or other payments, or by creating and from time to time subscribing or contributing to provident fund, gratuity, pension or other associations, institutions, funds or trusts, and by providing or by subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendants and other assistances as the Company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions and objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
45. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the people in any rural area and to incur any expenditure on any programme of rural development and

to assist execution and promotion thereof either directly or through an independent agency or a Government department or otherwise, either alone or together with others. Without prejudice the rural development shall also include any programme for promoting the social and economic welfare or the uplift of, the people in any rural area or likely to promote and assist rural development and the words "rural area" shall include such area as may be regarded as rural areas under the Income Tax Act, 1961 or any other law relating to rural development for the time being in force and the Company may in order to implement any of the abovementioned objects or purposes, transfer without consideration or at a fair or concessional value and subject to the provisions of the Companies Act, 1956 divest the ownership of any property of the Company, or to donate cash, directly or indirectly, to or in favour of any public or local body or authority Central or State Government or any public institution or fund or organization or person or a body corporate or others.

46. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means the Company may undertake, carry out promote and sponsor papers, etc., or for organizing lectures or seminars likely to advance these objects or for giving merit, awards, scholarships, loans or any other assistance to deserving students or scholars or person to, enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trusts, etc. having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner, and the Company may in order to implement any of the abovementioned objects or purpose, transfer without

consideration or at fair or concessional value and subject to the provisions of the Companies Act, 1956 divest the ownership of any property of the Company to or in the favour of any public or local body or authority or Central or State Government or any public institutions or trusts or organizations or persons.

47. To give donations and to advance and lend money to any person, institution, organization, trust, fund etc, on such terms and conditions and with or without interest or at a concessional rate of interest as may seem expedient for the fulfillment of objects.
48. To establish or promote or concur in establishing or promoting any company or firm having similar objects for the purposes 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.
49. To undertake, promote, subsidise, aid, organise, be interested in or take part in the formation, management, supervision or control of the business or operations of any company or firm or person or undertakings and for that purpose to act as administrators or in any other capacity as far as permitted by law and to appoint and remunerate any Director, administrator, manager or accountant or other experts or agents.
50. To become member of any other bodies or persons, associations, institutions, clubs, societies and bodies corporate including companies limited by guarantee whether formed for profit or non-profit making activities.
51. To remunerate, whether by fixed sum or commission or participation in profits or partly in one way and partly in another, and whether by cash or by other assets or by allotment of shares

credited as fully or partly paid up or in any other manner, any person, firm, association or company for service rendered or to be rendered in giving technical aid and advice granting licences or permission for the use of patents, trade secrets, trade marks, processes and acting as trustees for debenture holders or debenture stock holders of the Company or for guaranteeing payment of such debenture stock or other securities or introducing any property or business to the Company or in or about the conduct of the business of this Company or interest therein.

52. To sell, improve, manage, develop, exchange, lease, surrender, grant, rights and privileges, accept surrender of lease, mortgage, charge, repair, extend, maintain, assign, transfer, enfranchise, dispose of, turn to account, or otherwise deal with all or any part of the property, items, undertaking, investments, assets, rights and effects of the Company for such consideration and on such terms and conditions as the Company may think fit and in particular for shares, debentures, bonds or securities of any other company, having objects altogether or in part similar to those of the Company or to grant and create in perpetuity or for a term specified, rent charges or ground rents out of any part of the Company's real or lease hold property and to sell any property in consideration wholly or partly of a rent charge or ground rent and to sell, mortgage, redeem or otherwise deal with any such rents.
53. To seek foreign assistances or co-operation or collaboration for the purposes and to achieve the objects jointly with Indian, foreign technicians and/or firms, companies, interested in Business of nature carried on by the Company.
54. To purchase, acquire or otherwise obtain and to enter into all manner of technical, financial and/or other collaboration agreements with any person, firm, company having similar objects or body corporate or local body or authority or Government, both