

THE COMPANIES ACT, 1956
(PRIVATE COMPANY LIMITED BY SHARES)

**Memorandum
and
Articles of Association
of**

5851578

**AWADHESH SINGH CONSTRUCTION
PRIVATE LIMITED**



सत्यमेव जयते

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Form I. R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

क्र. 7342 का सं. 2006-2007
No. 03-11 of 1999

मैं एतद्वारा प्रमाणित करता हूँ कि आज अवधेश सिंह
कनसाराजान प्राइवेट लिमिटेड

कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत निगमित की गई है और यह
कम्पनी परिभाषित है।

I hereby certify that AWADHESH SINGH
CONSTRUCTION PRIVATE LIMITED

is this day incorporated under the companies Act, 1956 (No. 1 of 1956)
and that the Company is limited

के द्वारा ही है आज का दिनांक 13 जून 1922
191-192 को पहला में दिया गया।

Given under my hand at Patna this 06 TH day of
JULY thousand nine hundred and ninety



A. Samantara
श्री. आशुतोष आशुतोष
कम्पनियों का रजिस्ट्रार, बिहार
Registrar of Companies, Bihar
छपती रजिस्ट्रार, बिहार
Registrar of Companies Bihar

THE COMPANIES ACT, 1956
(PRIVATE COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION
OF

AWDHESH SINGH CONSTRUCTION PRIVATE LIMITED

I. The name of the company is AWDHESH SINGH CONSTRUCTION PRIVATE LIMITED.

II. The Registered Office of the company will be situated in the BIHAR.

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

A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE :-

1. To carry on the business of and to undertake and execute contracts for all types of civil construction project, building projects, residential, commercial and industrial housing projects, projects for flood protection and water resource development and management, dam construction and excavation works, building bridges, canals and waterways, project for development of mines and minings, diamond core drilling, cement pressure grouting, water well drilling, tubewell drilling and all other type of civil, mechanical, electrical and other engineering projects and works and to excavate, fabricate, re-fabricate with or otherwise make usable or merchantable, sell, supply, export or otherwise deal in all types and varieties of construction goods, materials, things or merchandise like tiles, slabs, blocks or pre-fab / pre-formed building components, supports, pillars, poles.

2. To carry on the business of dealers in machinery and plant of every description and kind and to design, repair, alter, convert, recondition, prepare for sale, hire, import, export let on hire, trade and deal in machinery tools and equipments, other machinery, plant equipments, articles, apparatus, appliances, component parts, accessories, fittings and things which may be usefully or conveniently combined with the business of the company.

3. To enter into any arrangement by way of turnkey project involving supply of technical, civil, administrative plant and merchandise, information, knowledge and experience and, as such undertake for and on behalf of a client to set up any plant or project in or outside India.

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

1. To establish, own, purchase, take on lease or hire or otherwise acquire, build & construct, run manage, superintend and control factories, workshops, research laboratories, godowns, warehouses, salesdepots, demonstrations and servicing centres and units, plants, machineries and equipments and appliances or any other movable and immovable properties required in connection with the business of the Company, subject to the provisions of the Transfer of Property Act.

2. To undertake, buy sell exchange, instal, work alter, import or export all kinds of plants, machinery, wagons, rolling stocks, apparatus, tools utensils substances, materials such as iron & steel, timber chemicals, leather and leather goods etc. and other things necessary or convenient for carrying on any of the business which the Company is authorised to carry on or are usually dealt in by persons engaged in such business.

3. To apply for, tender purchase, or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects of business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

4. To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.

5. To erect, construct, enlarge, alter or maintain buildings and structures of every kind necessary or convenient for the Company's business.

6. To undertake purchase, take on lease, under license or concession or in exchange, or obtain assignment of or otherwise acquire lands of every description and tenure, buildings, works, and to develop and to develop to turn to account the same.

7. To undertake purchase or by any other means acquire and protect prolong and renew any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and manufacture under grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.

8. To purpose, take on lease or in exchange or under amalgamation, licence or concession of otherwise, absolutely or conditionally, solely or jointly with others and make, construct, maintain, work, hire, hold, improve, alter, manage, let, sell, dispose of, exchange roads, canals, watercourse, waterways and rights, ways, leaves, ferries, piers, wharves, air-ports, aerodromes, lands, warehouses, electricity and other works, factories, mills, workshops, railway, sidings, tramways, repeways, drainage and sewage works, engines, machinery, equipment and buildings, plants and works of every description and kind.

9. To insure any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.

10. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidising endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes grants to students or otherwise are generally to encourage, promote and reward studies, researches, investigations, experiments, tests and invention of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

11. To carry on any other trade, business or undertaking which may seem to the Company capable of being conveniently carried on in connection with any of the Company's objects or calculated directly or indirectly to enhance the value of or render profitable to any of the Company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property movable or immovable belonging to the company or in which the Company may be interested.

12. To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or company carrying on any business which the company is authorised to carry on or possessed of property suitable for the purposes of the Company.

13. To acquire, deal with or dispose of any kind of property movable or immovable and any rights whatsoever and to manage, let, mortgage, sell, under lease, dispose of or otherwise turn to account all or any property or rights and to hold, use, cultivate, work, manage, improve, carry on and develop any land immovable or movable property and assets of any kind of the company or any part thereof.

14. To enter into partnership or into any arrangement for sharing or pooling profits, amalgamation, union of interests, co-operation, joint venture, reciprocal concession or otherwise or amalgamate with any person or Company carrying on or engaged in or about to carry on or engage in, or any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit this company.

15. To sell, let, exchange or otherwise deal with the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this company and if thought fit to distribute the same among the shareholders of this Company.

16. To amalgamate with any Company or Companies having objects altogether or in part similar to those of this Company.

17. To pay for any properties, rights or privileges acquired by the Company, either in shares of the company or partly in shares and partly in cash or otherwise.

18. To promote any other company for the purpose of acquiring all or any of the property and liabilities of this company or for any other purpose which may seem directly or indirectly calculated to benefit this company.

19. To lend money or property or mortgage of immovable property or on hypothecation or pledge of movable property or without security to such person and on such terms as may seem expedient and in particular to customers of and persons having dealing with the company, provided the company shall not carry on the business of banking as defined by the Banking Companies Act.

20. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debenture stock, contract, mortgages, charges, obligations, instruments and securities of any company or of any authority supreme, municipal, local or otherwise or of any persons whatsoever whether incorporated or not incorporated, and generally to guarantee or become securities for the performance of any contracts or obligations.

21. To obtain any order or Act of Legislature or Parliament for enabling the Company to obtain all powers and authorities necessary or expedient to carry out or extend any of the objects of the Company or for any other purpose which may seem expedient and to oppose any proceedings on application which seem calculated directly or indirectly to prejudice the Company's interests.

22. To aid, peculiarly other wise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or the promotion of industry or trade.

23. To undertake and execute any trust, the undertaking of which may seem to the company desirable, and either gratuitously or otherwise.

24. To enter into any arrangement with the Government of India or with any State Government or with any Government authorities, municipal, local or otherwise or with any persons that may seem conducive to the company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire from any such Government, State, Government, State Government authority or persons any rights, power, privileges licenses, decrees, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carry out exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.

25. To provide for the welfare of directors, employees or ex-employees of the Company or its predecessors in business and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses or dwellings or quarters or by grants of money, pensions, gratuition, allowances, bonuses profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit.

26. To create any depreciation fund, reserve fund sinking fund, insurance fund or any special or other fund or account, whether for repayment of redeemable preference shares redemption of debentures or debenture stock, for special dividends, for equalising dividends, for repairing, improving, extending and maintaining any part of the property of the Company and/or for any other purpose whatsoever.

27. To make, draw, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading, debentures and other negotiable or transferable instruments.

28. To accumulate funds and to invest or otherwise employ moneys belonging to the Company upon any shares, securities or other investments whatsoever upon such terms as may be thought proper and from time to time to vary such investments in such manner as the company may think fit.

29. To acquire any shares, debentures, bonds, obligations or securities by original subscriptions participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

30. To invest and deal with the moneys of the Company in any investments, movable or immovable in such manner as may from time to time seem expedient and be determined and shall not carry on any banking business or mutual fund business.

31. Subject to section 58A of the Act to borrow or raise money or to receive money or deposit at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of bonds, perpetual or redeemable debenture or debenture stock, perpetual or otherwise including debentures of debenture stock convertible into shares of this company or perpetual annuities, and as security for any such money so borrowed, raised or received to mortgage, pledge, or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust, and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.

32. To dedicate present or otherwise dispose of either voluntarily or for value any property of the Company deemed to be of national, public or local interest, to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same or of the public, subject to section 293A if the Act.

33. To appropriate, use or lay out land belonging to the Company for streets, parks, pleasure grounds, allotments and other conveniences and to present any such land so laid out to the public or to any persons or company conditionally as the Company thinks fit.

34. To establish and maintain agencies, branch places and local registeres and procure the Company to be registered or recognised and to carry on business in any part of the world.

35. To distribute any of the property of the Company among the members in specie or kind so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

36. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other institutions, objects or purposes or for any exhibition, subject to Section 293A of the Act.

37. To pay all the costs, charges and expenses of and incidental to the promotion, registration and establishment of the company and the issue of its capital.

38. To do all or any of the above things and all such other things as are incidental or as may be thought conducive to the attainment of the above objects or any of them in India or any other part of the world and as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

C) The other objects for which the Company is established are :

1. To import , export and transact in all kinds of produce, articles and merchandise and also carry on the business of engineers, contractors, builders, fitters, founders, wire drawers, galvanisers and electroplaters.

2. To carry on all or any of the business of manufacturers, makers, assemblers, designers, processors, developers, and converteres of all kinds of plant, machinery and equipment, engineers, in all their respective branches (including marine, chemical, structural, mechanical, electrical, thermal, electronic, atomic and nuclear) engineering tool makers, machine tool makers, machinists, railway and public works and general contractors, boiler makers, bridge builders, metallurgists, mill wrights, iron masters, steel makers, steel converteres, smelters, smiths, metal and wood workers, plate makers, metal founders in all their respective branches, and as constructors, erectors, fitters, and dealers in buildings and structures of all kinds, rolling stock, implements' tools, plant, machinery, equipments, apparatus, appliances, products, utensils and other articles.

3. To carry on the business of manufacturers or dealers or hirers, repairers, runners, charterers, stores and warehouse-ers of motor cycles, cars, motor scooters, tractors, trucks, three wheelers, bicycles and carriages, lifts, forklifts and handling equipments, launches, boats, vans, aeroplanes, helicopters, hydroplanes and other conveyances of all de- scription and of engines, tyres, fuel injection equipments, chassis, telepoists, bodies component parts, accessories, fittings and other things used for or in connection with the things aforesaid, and maintenance and working thereof.

4. To transact and carry on all kinds of Agency business and to do and perform all and singular the several duties, services and authorities appertaining to such office respec- tively and to comply with and to become bound by all restric- tions, limitations and conditions appertaining to such offic- es respectively or imposed by the terms of any agreement or agreements entered into for any of the purpose aforesaid.

5. To carry on the business of carriers by sea, river canal, road ropeway, air and otherwise.

IV. The liability of the Members is limited.

V. The authorised Share Capital of the Company is Rs.3,00,000/- (Rupees Three lakhs) divided into 30,000 (Thirty thousand) equity shares of Rs.10/-(ten) each with power to increase, reduce this Share Capital as per provision of Companies Act,1956.

We the several persons, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of share in the capital of the Company set opposite our respective names.

Name, Addresses and Descriptions of the Subscribers	No. of Equity shares taken by each subscribers	Signature	Names, Address and Description of the witness
Awadhesh Singh S/o Sri. Kailash Pati Sharma Gr.No.B/1052, Sector-II Dhurwa, Ranchi-4 BUSINESS	1000 (One thousand)	Sd/-	Witness to all Signa- tures
Devendra Kumar S/o Sri. Kailash Pati Sharma Gr.No.B/1052, Sector-II Dhurwa, Ranchi-4 BUSINESS	1000 (One thousand)	Sd/-	() A.K.Mishra F.C.A. S/o Sri.S. K. Mishra ARJAN PLA- CE, RANCHI-1
Rita Kumari W/o Sri. Awadhesh Singh Gr.No.B/1052/Sector-II Dhurwa, Ranchi-4 BUSINESS	1000 (One thousand)	Sd/-	
TOTAL	3000(Three thousand)		

Place- RANCHI , Dated -03/07/2000