

MEMORANDUM  
OF  
ASSOCIATION





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

**Memorandum of Association**

Of

**BHUSHAN PROMOTERS AND DEVELOPERS PRIVATE LIMITED**

- I. The name of the Company is BHUSHAN PROMOTERS & DEVELOPERS PRIVATE LIMITED.
- II. The Registered Office of the Company will be situated in the State of Jharkhand.
- 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 carry on the business of developers of urban and rural immovable properties, builders, engineers, surveyors, architects, consulting engineers, building experts and advisors, decorators, designers, planners, house owners and house sellers of flats, mansionettes, dwelling houses, shops, offices, hotels and recreational complexes, stadia, industrial estates.
2. To carry on the business of lessees of Lands, flats and other immovable properties wherever situated, or rights or interests therein or connected therewith, to prepare building sites, and to construct, reconstruct, pull down, alter, improve, decorate and furnish and maintain flats, mansionettes, dwelling houses, shops, offices, buildings, hotels and motels and recreational complexes, industrial estates, works and conveniences, to lay out roads and pleasure gardens and recreation and playgrounds, disneylands, fair and exhibition grounds, to plant, drain or otherwise improve the land or any part thereof.
3. To carry on the business of and sale of Lands, Land & Buildings, Offices, Godowns, House, Flats, and every kind of immovable properties, wherever located and both urban or rural.
4. To act as contractors and sub- contractors (both Government Contractors and other contractors) and to undertake, promote, design, construct, alter, decorate, furnish and improve buildings, offices, roads, factories, warehouses, shops, schools, collages, mills and in particular to promote and execute various housing schemes and complexes including row housing, ownership flats, apartments on suitable plots of land, which may be purchased, taken on lease, in exchange of the construction as per scheme in India and abroad. To carry on the business of contractors, engineers (mechanical, electrical, canal, civil, irrigation, radio and in all its branches). To act as commission agents.

5. To carry on the business of construction, building, operating, managing, roads, bridges, highways, ports, industrial and software parks, sewage and drainage systems, generation and distribution of power, providing basic, cellular, private telephone services on commercial basis and such other infrastructural projects in India or elsewhere.
6. To carry on the business of processing, coating, manufacturing and of dealing in as wholesalers, retailers, general merchants, commission agents, concessionaries, exporters, importers and traders in Cement, cement slates, cement pipes, cement jallies, TMT Bars, Ingots, iron and steel, chips, bricks, tiles, ceramics, marbles, hardware items, Bath fittings, kitchen fittings, aluminum, glass fittings, glass wares, and all types of Building materials and fabrication materials.

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

- (1) To carry on the business of rendering technical advice, consultancy in construction, management, operation of roads, highways, ports, industrial and software parks, sewage and drainage systems, generation of power, providing basic, cellular and private telephone services.
- (2) To carry on the business of processing, coating, manufacturing and of dealing in as wholesalers, retailers, general merchants, commission agents, concessionaries, exporters, importers and traders in Cement, cement slates, cement pipes, cement jallies, TMT Bars, Ingots, iron and steel, chips, bricks, tiles, ceramics, marbles, hardware items, Bath fittings, kitchen fittings, aluminum, glass fittings, glass wares, and all types of Building materials and fabrication materials.
- (3) To carry out processing, coating, manufacturing and of dealing in as wholesalers, retailers, general merchants, commission agents, concessionaries, exporters, importers and traders in foils, plates, sheets, bars, stripes, skelp, moulds, extrusions, semis, ingots, slabs, blooms, powder, billets, discs, tubes, pipes, windows, doors, holobars, scrap, rings, forgings, castings, formed metals, rounds, rods, squares, flats, octagons, hexagons, cut or plain or ribbed or twisted in coil form or straight lengths of aluminium, iron and steel, zinc, copper tin, lead, antimony, aluminium, brass, nickel, cuppernickel, monel, inconnel, ferrous and iron ferrous metals, alloys of metals or of any other metals, Venetian blinds, grills, sanitary wares, fabrication for building material or other material.
- (4) To acquire, build, construct, alter, maintain, enlarge, equip, pull down, remove or replace, and to work, manage, and control any buildings, offices, factories, mills, laboratories, shops, machinery, equipment, apparatus, engines, roadways, trolleyways, reservoirs, water-courses, electric works and other works and convenience which may seem

calculated directly or indirectly to advance the main objects of the Company and to join with any other person or body corporate in doing any of these things.

- (5) To import and purchase any machinery, implement, apparatus, equipment, material, articles and stores and to do all things for developing the property and resources of the estates and land in such manner as the Company may think best.
- (6) To purchase, take on lease, or tenancy or in exchange, hire take options or otherwise acquire of any estate or interest whatsoever and to hold, develop, plan, improve, work, cultivate, deal with and turn to account, concessions, grant, decrees, licences, privileges, claims, options, lease, property real or personal rights or powers of any kind which may be appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the Company.
- (7) To acquire from any person, firm or body corporate or unincorporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant, machinery or apparatus required for attaining the main objects of the Company and to acquire any grant or licence and other rights and benefits in connection therewith.
- (8) To sell, exchange, mortgage, let out on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up or securities of any other Company.
- (9) To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as pain up in full or in part or otherwise.
- (10) To undertake commercial obligations, transactions and operations for achievement of the main objects of the Company.
- (11) To guarantee the performance of any contract or obligation of and the payment of money unsecured or secured of and interest on, any debenture, debenture-stock or securities of any company, corporation, firm or person in any case in which guarantee may be considered likely, directly or

indirectly to further the main objects of the Company to and in the above context to act as sureties.

- (12) To invest any money of the Company out of the surplus funds not immediately required in such investments as may be thought proper.
- (13) Subject to the provisions of law in force and the rules framed thereunder and directives issued by R.B.I. for the time being, to receive money on loan and borrow, or raise money in such manner as the Company shall think fit, and to secure the payment of any money borrowed, raised or owed by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future.), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company or any obligation undertaken by the Company or any other person or company as the case may be but not amount to Banking business, as defined under the Banking Regulation Act, 1949.
- (14) To open any account in any bank and to draw, make accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments or securities.
- (15) To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, rights, trade mark, designs, licences, protections, concessions and the conferring of any exclusive or non-exclusive or limited rights to their use of any secret or other information as to any invention, process or privilege which may be capable or being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licenses or privileges in respect of or otherwise turn to account the property, rights and information acquired.
- (16) To expend money experimenting on and testing and in improving or seeking to improve any patents, rights, invention, discoveries, process or information of the Company or which the Company may acquire or propose to acquire.
- (17) To establish, provide maintain and conduct research and other laboratories, training colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.

- (18) To acquire and undertake all or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which this Company is authorized to carry on or possessed of property, suitable for the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly to benefit the Company.
- (19) To procure the registration of the Company in, or under the laws of any place outside India and to open branches of the Company at any place whether in India or outside India.
- (20) To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects, the acquisition of all or any of the assets or objects within the opinion of the Company or any other object or objects which could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered.
- (21) Subject to the provisions of the Companies Act, 1956, or any re-enactment thereof for the time being in force, to amalgamate with company, companies or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, company or companies carrying on or engaged in any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in connection therewith or which is capable of being conducted so as directly or indirectly benefit the Company.
- (22) To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose, directly or indirectly carrying out the objects of the Company or effecting any modifications in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly, or indirectly, to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the Company and to oppose and resist whether directly or indirectly any legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any company by lawful means any Company may think fit and desirable to obtain and carry out, exercise and comply

with any such arrangements, charters, decrees, rights, privileges or concessions.

- (23) To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction of works of art of interest, by publication of books, pictures and periodicals in print or electronic media or otherwise and by granting prizes, rewards and donations, or in such other manner as the Company may deem desirable.
- (24) To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously, or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf or for the benefit of the Company and with or without any declared trust in favour of the Company.
- (25) To apply the assets of the Company in any way in or towards the establishment, maintenance or extension, of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade including any association, institution or fund for the protection of the interest of masters, owners and employers against loss by the debts, strikes, culminations, fire, accidents or otherwise or for the benefit of any clerks, workman or others at any time employed by the company of any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular or friendly co-operatives and their rooms, churches, chapels, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.
- (26) To aid pecuniary or otherwise any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
- (27) Subject to provisions of the Companies Act, 1956 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, subject to the compliance of Central and State laws.
- (28) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments 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 or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any such other company as aforesaid, and the wives, widows, families and dependents of any such person, and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid, subject to the compliance of Central and State laws.

- (29) Subject to the provisions of any law for the time being in force to distribute among the members any property of the Company, or any proceeds of sale or disposal of any property of the Company in the event of winding up.
- (30) To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the upliftment of the people in any rural area and to incur an expenditure on any programme of rural development and assist execution of any promotion thereof, either directly or through any independent agency or in any other manner. Without prejudice to the generality of the foregoing "programme for rural development" shall also include any programme for promoting the social and economic welfare of or the upliftment of the people in any rural area which the Directors consider it likely to promote and assist rural development and that 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 or as may be regarded by the Directors as rural areas and the Directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or Local body or authority or Central or State Government or any Public Institutions or Trust of Fund as the Directors may approve.
- (31) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider 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 as the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote or sponsor any activity for publishing any ;books, literature, newspaper 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 other scholar or persons to enable them to prosecute their studies for academic pursuits or research and for establishing, conducting , or assisting any institutions, funds, trusts, etc having any one of the aforesaid objects or purpose, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trusts or funds as the Directors may approve.

- (32) To distribute, repair, alter, improve, exchange, let out on hire, and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things, capable of being used in any business which this Company is competent to carry on or which may seem capable of being profitable dealt with in connection therewith and to distribute, experiment with, render marketable and deal in all products or residual and by-products incidental to or obtained in any of the businesses carried on by the Company and to do all such other things as may be deemed incidental or conducive to the attainment of the main objects of the Company or any of them.

C. THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

- (1) To manage land, building and other properties whether belonging to the Company or not and to collect rents and income and to supply tenants and occupiers and others refreshments, attendance, light, waiting rooms, teaching rooms, meeting rooms electric conveniences and other advantages.
- (2) To acquire and carry on in India or elsewhere the business of iron, steel (including alloy steel) and metal foundries, processors, turners, forgers ,drawers, rollers, and re-rollers of steel shaftings, bars, rods, flats squares, hexagonals and octagonals in different shapes and sizes from scraps billets, ingots including wire nails, screws metal, hinges plates, sheets, strips, hoops, rounds, circles angles.
- (3) To run Poultry Farm,, buy, sell and deal in eggs, milk and dairy products and to do all activities ancillary thereto, including dealing in chickens, butter oil and other allied products.
- (4) To carry on in India or elsewhere the business of builder, contractors, designers, architects, decorators, furniture, consultants, constructors and brokers of all types of building and stationeries including houses, flats, apartments, offices, godowns, wine shops, factories, sheds, hospitals hotels, holiday resorts, shopping cum residential complexes and to develop, erect, install, alter, improve, add, establish, renovate, recondition, repair, demolish, remove, replace, maintain manage buy, sell lease or let on hire commercialized and to purchase, sell or deal in all types of movable or

immovable properties for developments investments, or for resale and to act as buyer, seller, importer, exporter, agent distributor, stockist or otherwise to deal in all types of raw materials, goods, fittings, parts, accessories.

- (5) To carry on the business of providing technical services for all kinds of hardware including peripherals software relating to products and services connected and associated with information and computer based technology, communications and entertainment business, internet technology, internet café Business, Sell of Books and other staples through Internet Sites, including web-hosting services, web based application, web strategy consulting, website optimization and traffic management, web enabling of legacy applications, communication application, middleware application, E-Commerce and all other technologies, adoptive system and enterprise resource planning both on shore as per client specifications and demands based on various works schedules in the domain of the client server environment, execution of products for development of technical products including software products to customize products and documentation to maintain the products developed to enhancement of product function through re-architecture and enhancement of security, computer networking including network design, network integration, network administration, messaging and technology migration system and application software, computer graphics and multimedia technology and to provide all kinds of technical solutions in India and elsewhere through networking including services of customers through manpower sourcing and deputing technical personnel in India and abroad both on shore and off shore basis as per client specification on various work schedules.
- (6) To acquire and to carry on the business of machineries of all kinds, motor lorries, motor taxis, motor omnibuses tank, lorries coaches, tankers, tractors, combines, jeeps, trailers, trolleys and conveyances of all kinds and on such lines and routes including give it on hire as the company may think fit and to transport passengers and goods generally to do the business of common carries.

IV. The liability of members is limited.

V. The Authorised Share Capital of the Company is Rs. 500,000 /- (Rupees Five Lakhs only) divided into 50,000 Equity Share of Rs. 10 /- each with the privileges and conditions attached thereto as are provided by the regulations of the company for the time being, with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company. The rights of preference shall be determined at the time of issue thereof.

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

Signature, Names, Addresses, Father's Name, Description and Occupations of Subscribers	Total Number of Equity Shares to be taken by each subscriber	Name, address and Description of Witness.
1. KAMAL BHUSHAN S/o Bishwanath Bhagat, MO- Madhukam, P.O. Hehal, P.S.: Sukhdeonagar, Ranchi – 834005. Jharkhand Occupation: Business <i>Kamal Bhushan</i>	30,000 (Thirty Thousand Only)	<p style="text-align: center;"><b>GOENKA PATODIA &amp; CO.</b>  <b>CHARTERED ACCOUNTANTS</b>            J. J. Road, Upper Bazar,            Ranchi - 834001, Jharkhand</p> <p style="text-align: center;"><i>Singh Goenka</i></p>
2. KANCHAN ARYA D/o Lakhan Kumar Nanda Madhukam, P.O.: Hehal, P.S.: Sukhdeonagar, Ranchi – 834005. Jharkhand Occupation: Business <i>Kanchan Arya</i>	19,000 (Nineteen Thousand Only)	
3. PREMANAND KUMAR S/o Vidya Bhushan Metro Gali, Krishna Nagar Colony, Ratu Road, Ranchi – 834005. Jharkhand Occupation: Business <i>Premanand Kumar</i>	500 (Five Hundred Only)	
4. SANTOSH KUMAR NANDA S/o Lakhan Nanda Madhukam, P.O.: Hehal, P.S.: Sukhdeonagar, Ranchi – 834005. Jharkhand Occupation: Business <i>Santosh K. Nanda</i>	500 (Five Hundred Only)	





