

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

VASUDHA INFRA & REALTY PRIVATE LIMITED

I. The name of the Company is **“VASUDHA INFRA & REALTY 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. MAIN OBJECTS TO BE PURSUED ON ITS INCORPORATION:-

1. THE COMPANY SHALL DO VARIOUS WORKS RELATED TO REAL ESTATE SUCH AS DEVELOPMENT OF PLOTS, CONSTRUCTION OF RESIDENTIAL BUILDINGS AND COMMERCIAL COMPLEXES AND SELLING AND RENTING OF LAND AND BUILDING ETC.
2. TO CARRY OUT INFRASTRUCTURAL WORKS LIKE SCHOOLS, COLLEGES, HOSPITALS, HOTELS, OFFICES, ROADS, BRIDGES ETC. ON BEHALF OF GOVERNMENT, GOVERNMENTAL AGENCIES and CORPORATES ETC. OR ON BEHALF OF THE COMPANY ITSELF.

B. THE OBJECTS ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS:-

1. To promote and form and to be interested in and take, hold and dispose off shares in other companies having its objects all or any of the objects mentioned in this Memorandum and to transfer to any such company any property of this company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or for any such company and to subsidize or otherwise assist any such company.

2. To deal in materials, properties, plants machinery's and equipment's belonging to or entrusted to the company, not immediately required on hire purchase, installment or lease basis.
3. To search for and to purchase or otherwise acquire from any Government, state or Authority, any licence, concession, grant, decrees, right, power and privileges whatsoever which may seem to the company capable of being turned to account in connection with its business and to work, develop, carry out, exercise and turn to account the same.
4. To acquire, contract, maintain, carry out, improve, work, alter, control and manage any work, factories, warehouses and works and conveniences which the Company thinks conducive to any of its objects, to contribute to and take part in controlling, maintaining, carrying on, improving, working, controlling and managing or any such works or conveniences.
5. To purchase or by any other means acquire and prolong and renew whether in India or elsewhere any patents, patent rights.
6. To construct and develop residential or industrial colonies for the general advancement of the employees of the Company and also for letting out and selling on installment basis.
7. To pay for properties, right to privileges acquired by this Company either in shares of the company or partly in shares and partly in cash or otherwise.
8. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, partnership firm or company carrying on any business which this company is authorized to carry on or possessed of property or rights suitable for any of the purposes of the company.
9. To enter into partnership or any arrangements for sharing profits, union of interest, reciprocal concession or corporation with any person, partnership or company having objects similar to those of this company and to promote and aid in promoting, constitute, form, organize companies, syndicates or partnership for the purpose of acquiring and undertaking any property and liabilities of this company or advancing directly or indirectly the objects thereof.
10. To lend, invest or otherwise employ or deal with moneys belonging to or entrusted to the Company, not immediately required, upon securities and shares or other movable or immovable property with or without security upon such terms and in such manner as may be thought proper and from time to time vary such transaction and investment in such manner as the Directors may think fit , provided that the Company will not carry on banking business, as defined under the Banking Regulation Act, 1949.
11. To borrow or raise or secure subject to provisions of the Act and directions issued by Reserve Bank of India from time to time the payment of money or to receive money on deposit at interest for business purposes of the Company at such terms and in such manner as may be thought fit and in particular by the issue of debentures convertible into shares of this or any other company or perpetual annuities and in security for any such money so borrowed, raised or received or for any such debentures so issued to mortgage, pledge or charge the whole or any part of the property, assets or revenues and profits of the company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, provided that the company shall not carry Banking business, as defined under Banking Regulation Act, 1949.

12. To obtain loans and finance from Government, financial corporations, Industrial Development Bank, Commercial Bank, other financing bodies and financiers, on such terms and conditions, as may be considered expedient by the Board of Directors.
13. Subject to the provisions of Sec.58A of the Act, to receive deposits from persons, firms and companies under any scheme of loans and deposits or otherwise, on such terms and conditions as may be decided by the Board of Directors from time to time, and as may be permissible under law, provided that the Company will not carry on Banking business, as defined under Banking regulations Act, 1949.
14. To draw, make accept, endorse, execute and issue cheques, bills of exchange, hundies, promissory notes, bills of landing, warrants, debentures, bonds and other negotiable or transferable instruments or securities whatsoever.
15. To purchase and otherwise acquire, maintain and hire, motor cars, jeeps, vans, buses, trucks or other vehicles, boats, launches, barges and to maintain workshops for their repairs and maintenance.
16. To apply or join in applying to any Government or Improvement Trust or other authority or body, Municipal, Local or otherwise in India or foreign countries and to obtain or in any way assist in obtaining any state government order or any Act of Government's law, decrees, concessions, order, rights or privileges or advantages that may seem conducive to the object of this or any other company or for enabling this or any other company's constitution, to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of this or any other Company, to prove this or any other Company, to be legalized if necessary in which it may propose to carry on, to establish and maintain any agencies of the Company and to open and keep a colonial or a foreign register or registers of this or any other Company in India or foreign register subject to the provisions of Companies Act,1956 and to allocate any number of these or any other shares in this Company to such register or registers.
17. To make donations to such persons or institutions and in such cases and either of each or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and particular to remunerate any person or corporation introducing business to this Company, subject to the provisions of section 293A of the Companies Act, 1956.
18. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees or ex-employees or of person having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or by way of lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds, to or for such persons.
19. To provide for the welfare of employees or ex-employees of the company and the wives, windows and families of the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, persons, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing provident and other associations, institutions, funds or trusts and by providing or subscribing towards places of instruction and recreation, hospitals and dispensaries medical and other attendance and other assistance as the Company shall think fit.
20. To subscribe to otherwise aid benevolent, charitable, national or other institutions or objects of a public character, or which have any moral or other claims to support or aid by the Company by

reason of the locality of its operations or otherwise and to make donations to such persons and in such cases as may seem expedient, subject to provisions of the Companies Act, 1956.

21. To remunerate any person, firm, company, for service rendered or to be rendered in placing or assisting to place or guaranteeing of placing of any of the shares in the company's capital or any debentures or other securities of the Company or in or about the formation or promotion of the company or the conduct of its business.
22. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any other special fund whether for depreciation or for repairing, improving extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company.
23. To procure the Company to be recognized in any part of the world in accordance with the laws for the time being at such place.
24. To amalgamate with any other company having objects altogether or in part similar to those of the company.
25. Subject to provisions of section 201 of the Companies Act, 1956, to indemnify members, officers, directors, agents and servants of the Company against proceedings, costs, damages, claims, and demands, in respect of anything done or ordered to be done by them for and in interest of the Company or any loss damage or misfortune whatever which shall happen in the execution of the duties of their offices or in relation thereto.
26. To distribute any of the property of the Company amongst the members in specie or in kind, in the event of winding up, subject to provisions of the companies Act, 1956.
27. To place to reserve or to distribute, subject to the provisions of Section 205 of the Companies Act, 1956 bonus shares amongst the member or otherwise to apply as the Company may from time to time think fit, any money received by way of premium of shares or received, in respect of dividends accrued on forfeited shares or from unclaimed dividends.
28. To do all or any of the above things in any part of the world either as principals, agents, contractors, trustees or otherwise and either by or in conjunction with others and to allow any property to remain outstanding in such agents or trustees, subject to the provisions of Section 49 of the Act.
29. To carry any other business which may seem to the Company capable of being conveniently carried on in connection with the main business or any of them or calculate directly or indirectly to enhance the value of or render profitable any of the Company's property of right.
30. To take agencies of any firm, company or companies, within India or abroad, with the same objects and likewise to appoint agents for its own business.
31. To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in part of the world and as principals, agents, sub-contractors or trustees or otherwise and either alone or jointly with others.
32. To train or pay for the training in India or abroad of any of the Company's officers or employees or any candidate in the interest of or for furtherance of the Company's objects.

C. Other objects:-

1. To own, run, administer and manage schools, colleges, other educational institutions, hospitals, dispensaries, nursing homes and health care centres etc.
2. To purchase, sell, exchange, import, export, produce and deal in jute, gunnies, Hessians, tea shellac, tobacco, hide skins, kapok, cotton textiles, food grains, oil seeds, oil cakes, pulses and dals, rice, rubber, plastics, latex, colors, whether in raw forms or finished or semi-finished forms.
3. To print and publish newspapers, periodicals, books or leaflets that the company may think desirable for the promotion of its objects and to adopt such means of making known the business and products of the Company or deal with by the company as may seem expedient and in particular by advertising in press by circular, by purchase and exhibitions of work of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations subject to section 293A of the Companies Act, 1956.
4. To manufacture and deal in paints, varnishes, printing inks, white lead products of white lead, colors, linseed oil, brushes, glass and all kinds of materials useful to painters, divers, artists, and decorators,
5. To carry on the business of manufacturers of and dealers in rubber and plastic tubes and tyre and films and molded containers, tubes, wrapping materials, foams rubber and plastic products, transmission belts and conveyors and similar industrial articles pipes, tubes, house rubber, containers, and other rubber productive of finishing lined vessels, tank, equipment's, pipes and similar equipment's, electrical products, insulating materials and all other blown, molded, formed clear and dipped goods and articles.
6. To carry on business as manufacturers and buyers and sellers of and dealers in wood makers, supplies of all kinds and in wood timbers, veneers, plywood, molding, wooden and metal goods and products of all kinds, hard board, fiber board, card board, paper starting, rope, shellac, French polish tools of all kinds grind stones, pins, screws, rings, bolts, fasteners, iron monger, hardware and similar goods.
7. To deal in materials, properties, plants & machinery's, equipment's and vehicles on hire purchase, installment or on lease basis.
8. To purchase or otherwise acquire any land, building or premises and turn into account, develop, improve, alter, demolish or let out for the purpose of carrying on the business of hotel, restaurant, coffee tavern, lodging, house-keepers and to carry the business of wine, spirit and liquor merchants, importers, exporters and manufacturers of aerated, mineral and artificial waters and other drinks whether intoxicating or not or caterers for public amusement or entertainment, proprietors of motor and other vehicles, garage proprietors, job-masters, refreshment-room keepers, farmers, airmen and ice-merchants, victuals, live and dead-stock and colonial and foreign produce of clubs, baths, dressing-room, museum, reading writing and newspaper room, library, playgrounds, indoor and outdoor game, sport, recreation, exhibition, entertainment of all kinds, tobacco and cigarettes, theatrical, cinemas and opera-box and any other business which can be conveniently or usefully carried on in connection with the aforesaid objects of the company.
9. To produce, grow, raise, preserve, purify, refine, import, export, prepare, sell and deal in sugar, sugarcandy, sugarcane, gur, molasses, syrups, alcohol and all other by-products and food products,

fertilizers and things generally and to maintain refineries, foundries, workshops, distilleries and other works for purposes of the Company.

10. To purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, manage, control, construct, erect, alter, maintain, develop, pull down, improve, repair, renovate, work, build, plan, layout, sell, transfer, mortgage, charge, assign, let out, hire, sub-let, sub-lease all types of lands, plots, buildings, hereditaments bungalows, quarters, offices, flats, chawls, warehouses, Godown, shops, stalls, market, houses, structures, undertakings, constructions, tenements, roads, bridges, foresters, estates, assets and properties, movable or immovable free or lease-hold of whatever nature and description and whatever situated.
11. To establish, purchase, sell, take on lease, hire or otherwise acquire and work, any textile-mill, handlooms, power-looms, or other mills, cotton ginning and pressing factory, Jute-mills, jute-presses, hemp or other fiber presses, spinning mills, weaving mills and chemical factories, waste plants or press for pressing, merchandise into bales and to cultivate, process, buy, sell, import, export, pledge, speculate, enter forward transactions and deal in whether as commission agents, brokers or otherwise in raw jute, jute goods, cotton, kapas, cotton seeds, flax, hemp and silk.
12. To carry on the business of manufactures or processors and/or importers, exporters, buyers, sellers, stockiest and distributors of and/or dealers in all kinds of chemicals, drugs, pharmaceuticals, plastics, paints, varnishes, paper, tyres, tubes, films and vehicles, all types of watches, time-pieces, clocks.
13. To carry on business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockiest, agents, merchants, distributors and concessionaires of and dealers in flour, cakes, pastry, con flakes, bread, biscuits, chocolates, confectionery, sweets, fruit-drops, sugar, glucose, chewing gums, milk, cream, ice-cream, aerated or mineral waters, fruit juices, wines, liquors and other alcoholic drinks and fermentation products, canned fruits and fruit products, milk and malted foods, tobacco, maize, products, butter, ghee, cheese and other dairy products, pickles, jams, sausages, cider, pulses, spices, oils, powder and condensed milk, honey, fresh and dehydrated vegetables, coffee, tea, cocoa-seeds, processed seeds, concentrate for cattle or poultry feed, fruits and all kinds of processed food as well as materials required or used or preparation of or being food articles.
14. To carry on business as producers, importers, exporters, processors, manufacturers, buyers, sellers, distributors, stockiest, agents, and brokers of coal coke, charcoal, lignite, petroleum coke, copper, iron-ore, bauxite, granite, fire-clay, china-clay, salt, sodium, chloride, calcium, phosphate, nickel, beryllium, uranium, zinc, lead, asbestos, tin, alumina, mercury, silicon, sulfur, graphite, brass aluminum, silica, sand, bentonite, quartz, destine, magnetize, dolomite, Ferro alloys, corundum, manganese, mica, silver, gold, platinum, diamond, sapphire, ruby, topaz, garnet, emerald, pearl, and other precious, semi-precious, or commercial minerals and stones and to act as metal founders, manufactures, agents and dealers of metals, sheets, wires, rods, squares, plates, metal foils, pipes, tubes, billets, ingots, circle parts, coils, utensils, ornaments, decorative and art materials and jewelry made wholly or partly from any one or more of the metals and materials mentioned herein or their derivatives.
15. To manufacture, deal in export, import, assemble, fit, repair, convert overhaul, alter, maintain and improve all types of electronic components, devices, equipment's and alliances and raw materials thereof and to deal in and with stores and other materials used in or in connection with electronic and electrical industries.
16. To manufacture, export, import, buy, sell and deal in containers, cans, boxes, drums, cylinders, bottle-tops, crown crocks, packages, packing materials, bags, pressed NetWare, utensils, cutlery


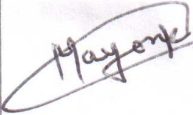
tableware and articles made all of tin metal, aluminum, plates, sheets, glass, fiber paper, board, cloth, hussein, leather, plastic or other synthetic compound or materials, timber or plywood and to deal in timpanist, wire, aluminum sheets and to undertake either, or on own account or on commission basis or otherwise printing, designing, enameling & clutters plating, engraving or otherwise decorating the aforesaid products or any of such products or articles.

17. To carry on business as designers, fabricators, manufacturers, importers, exporters, contractors, constructors, and erectors of buildings, plants and machineries of all kinds and to provide all services and facilities in connection therewith and to act as contractors for the supply of labor, personnel and manpower.
18. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn or account or otherwise, deal with all or any part of the undertaking property, investments and rights of the Company.

IV. The liability of the members of the company shall be Limited.

- V. The Authorized Share Capital of the Company is Rs. 1,00,000/- (One lakh only) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- (ten) each, with power to increase or reduce the Shares Capital of the Company and to cancel any number of un-allotted shares and to divide the shares in the Capital for the time being into different classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined in accordance with regulations of the Company and subject to provisions of sections 80, 100, 106, 107 and other relevant provisions of the Act and the Company may alter the conditions of its Memorandum relating to Share Capital in accordance with Section 94 of the Companies Act, 1956.

We, the several persons, whose names, addresses and descriptions are mentioned 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 shares in the capital of the company set opposite to our respective names.

Name, address, description and occupation of the subscriber and his father's name	Number of Equity Shares Taken by Each Subscriber	Signature of the subscriber	Name, address, description and occupation of the witness and his father's name
1. Rajesh Kumar s/o Paras Nath Gupta PAN - AJEPK44574 Address - Vasudha Enclave, Argora to kathal More bypass, Near Pundag, Ranchi - 834004. Occupation - Business	7500/- (Seven thousand five hundred equity shares)		CA Anindoo Kumar s/o Jai Shankar Jha PAN - AUJPK57944 Address - 102, Kush Apartment (KJ Nagar) Road no. 02, Hawaii Nagar, Ranchi - 834003 Occupation - Professional Practice M. No. - 501855
2. Mayank Kumar s/o Paras Nath Gupta PAN - AJJPK0612J Address - Vasudha Enclave, Argora to kathal More bypass, Near Pundag, Ranchi - 834004. Occupation - Business	2500/- (Two thousand five hundred equity shares)		
Total	10000/- (Ten thousand equity shares)		

Place - Ranchi

Date - 10th July 2013