

(The Companies Act, 1956)
(Private Company Limited by shares)

OF

TRIVENI INFRATECH PRIVATE LIMITED

DIVINE HOUSE, CLUB ROAD, RANCHI

JHARKHAND-834001



सत्यमेव जयते
प्रारूप० आई० आर०
Form I.R.

निगमन का प्रमाण-पत्र
CERTIFICATE OF INCORPORATION

सं० U45200JH2004.PTC.010914

No.

मैं एतद द्वारा प्रमाणित करता हूँ कि आज श्री त्रिवेणी
डेवलपर्स प्राइवेट लिमिटेड

कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन निर्गमित की गई हैं और यह कम्पनी
परिसीमित है।

I hereby certify that..... SRI TRIVENI
DEVELOPERS PRIVATE LIMITED

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

मेरे हस्ताक्षर आज ता० 02 अक्टू 1986 शक को पटना में दिया गया।

Given under my hand at Patna this day of 24th AUGUST
Two thousand FOUR.....

जे. के. जोली J. K. Jolly
कम्पनियों का रजिस्ट्रार

Registrar of Companies

कम्पनी रजिस्ट्रार विभाग पण्ड सारख
Registrar of Companies Patna Jharkhand

(The companies Act, 1956)

(Private Company Limited by shares)

MEMORANDUM OF ASSOCIATION

OF

TRIVENI INFRATECH PRIVATE LIMITED

- I. The name of the company is TRIVENI INFRATECH 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 as under:

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

1. To purchase, sell, acquire, take on lease or in exchange or in any other lawful manner any area, land, buildings, structures and to turn the same into account, develop the same and dispose off or maintain the same and to build townships, markets or other buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences, drainage facility, electric, telephonic, television installations and to deal with the same in any manner whatsoever, and by advancing money to and entering into contracts and arrangements and all kinds with builders, tenants and others.
2. To construct, erect, build repair, remodel, demolish, develop, improve, grades, curve, pave, macadamize, cement and maintain buildings structures, houses, apartments, hospitals, schools, places of worship, highways, roads, paths, streets, sideways, courts, alleys, pavements, and to do other similar construction, leveling or paving work, and for these proposes of purchase, take on lease, or otherwise acquire and hold any lands and prepare lay-out thereon or buildings of any tenure or description whatever situate, or rights or interests therein or connected therewith and dispose off the same.

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

1. To acquire from time to time and manufacture buy, sell in all such stock in trade, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the company.

- 2 subject to the provisions of section 58A and directions issued by RBI and Section 292 of the companies Act, 1956, to borrow or receive money on deposits either with or without security or secured by debentures stock (Perpetual or Otherwise) mortgage or other security charged on the understanding or on all or any of the assets of the company including its uncalled capital and collateral or further to secure any securities of the company by a trust deed or any other assurance on such terms and conditions as may be deemed fit
- 3 to establish, subsidize, promote and assist companies, syndicates and firms carrying on the business similar to those of this company and to acquire and dispose of shares and interest in such companies.
- 4 to carry on any other trade or business of a character similar or analogous to the trade or business hereinbefore mentioned or any business which may seem to the company to be capable of being conveniently and /or profitably carried on in connection therewith, or may seem to the company calculated, directly or indirectly, to enhance the value of its property or rights or to further any of its objects
- 5 to purchase, acquire and undertake all or any part of the business property and liabilities of any person, firm or company carrying on or proposing to carry on any business which the company is authorised 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 or indirectly benefit to the company subject to the compliance of Transfer of Property Act.
- 6 to acquire by purchase, lease, concession, grant, license or otherwise, such lands, minerals, water works, plant, machinery, stock-in-trade, stores, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the company, and to build or erect upon any land of the company, howsoever acquired such manufacturing, workshops, warehouses, offices, residences and other buildings and to erect such machinery and construct such roadways, trans-ways, railway, branches or sidings, bridges, reservoirs, water courses, hydraulic works.
- 7 to pay for any property, rights or privileges, acquired by the company or for services rendered or to be rendered in connection with the promotion of the business of the company or for acquisition of the any property for the company or otherwise either wholly or partially in cash or in shares, bonds, debentures or other securities of the company and to issue any shares either as fully paid up or with such amount credited as paid up thereon, as may be agreed upon and to change any such bonds, debentures or other securities upon all or any part of the property of the company while so doing the company shall comply with all requirements of law for the time being in force.
- 8 to sell, exchange, mortgage, let 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 sell or subject to any rights, concessions or licenses obtained or contracts entered into and generally to sell the whole or any part of the property and business of the company for cash or for shares whether fully paid up or not, debentures, or securities of another company, or partly in cash or partly in such shares, debentures or securities as are distributed in specific amongst the members or otherwise

10. to remunerate any person, firm or company for service rendered or to be rendered in placing or assisting to place, or guaranteeing the placing of any of the shares of the company's capital or debentures, or debentures stock or other securities of the company, or in or about the formation or promotion of the company or conduct of its business.
11. to guarantee the performance of any contract or obligation of and the payment and repayment of money or dividends and interest or premiums payable on any stocks, shares or securities of any company, corporations, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the object of the company or the interest of its share holders.
12. to apply for, purchase or otherwise, acquire and protect, prolong and renew in any part of the world any patents, patent rights, brevets d' invention, trade marks, designs, licenses, protections, exclusive or limited right to their use or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the company or the acquisition of which may return directly or indirectly calculated benefit to the company and to use, exercise, develop or grant licenses or privileges in respect of the or otherwise turn to account, the property, rights and information so acquired and to carry on any business in any way connected therewith.
13. to insure with any other company, firm or person against losses, damages and risk of all kinds which may affect the company, provided that nothing herein contained shall empower the company to carry on the business of life insurance, accident assurance, motor assurance, fire assurance, employees' liability assurance, industrial assurance or any business of the insurance or re- insurance within the meaning of the Insurance Act, 1938, or any act amending, extending, or re-enacting the same.
14. to procure the recognition of the company in/or under the laws of any place outside India.
15. to open any kind of account in any bank and to draw, make, accept endorse, discount, negotiate, execute, and issue bills of exchanges, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
16. to engage, employ, suspend and dismiss executives, engineers, agents, managers superintendents, assistants, clerks, coolies and other servants and labourers and to remunerate any such person at such rate as shall be thought fit, to grant bonus, compensation, pension, gratuity or ex-gratia payment to any such person or to his widow or children and generally to provide for the welfare of all employees.
17. to form 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 control, managements or development of the company or any other objects or objects which in the opinion of the company could or might directly or indirectly assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the company and to pay all or any of the cost and expenses in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for the services rendered or to be rendered in obtaining subscription or for guaranteeing the subscription of or the placing of any shares in the capital of the company or any bonds, debentures, obligations or securities of any other company held or owned by the company or in which the company may have an interest in or about the formation or promotion of the company or the conduct of its business or in about the promotion of any other company in which the company may have an interest.

18. to enter into any arrangement and to take all necessary or proper steps with governments and or with other authorities supreme, national, local, municipal, or otherwise of any place in which the company may have interest and to carry on negotiations or operations for the purpose of directly or indirectly carrying out the objects 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 interest of the company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation and to oppose and resist, whether directly or indirectly may legislation which may seem disadvantageous to the company and to obtain from any such government authorities or any company, any charters, contracts, decrees, rights, grants, loans, privileges or concessions when the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
19. subjects to the provisions of the sections 391 to 394 of the Companies Act, 1956 to amalgamate or to enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint ventures, license or reciprocal concession or for limiting competition with any person or persons or firm or firms or company or companies, carrying on or engaged in or about to carry on or engaged in or being authorised to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on or in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
20. to adopt such means of making the policies, schemes and products of the company as many seem expedient and in particular by advertising in the press, by circulars, by publication of books and periodicals and by granting prizes, rewards and donations.
21. to create any depreciation fund, reserve fund, insurance fund sinking fund, or any other special fund whether for depreciation or repairs, replacement, improvement, extension, or maintenance of any of the properties of the company or by way of development rebate reserve, investment reserve or for any other purpose conducive to the interests of the company.
22. to assist any other company under the same management within the meaning of the Companies Act, 1956 or any statutory modification thereof, in any manner and to any extent including the giving of loan or guarantees or the providing of securities of any kind whatsoever in connection with any loan giving it the latter by any person, firm or body corporate.
23. to apply the assets of the company in any way in or towards the establishment, maintenance of extension of the 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 interests of the masters, owners, and employees against loss by debts, strikes, combinations, fire, accidents or otherwise or for the benefit of any clerks, workman, or others at any time employed by the company or any of its predecessor in business or their families or dependents and whether or not in common with other persons or classes of persons and in particulars of friendly, cooperative and other societies, reading room, libraries, educational and charitable institutions, refectories, dining & recreation room, places of worships, schools, hospitals, residential buildings, bungalows, hotels, offices, warehouses, godowns, structures, erections, parks, gardens and to charities, gratuities, pensions and allowances and to contribute to any fund, raised by public or local subscriptions for any purpose whatsoever and to farm, cultivate and otherwise develop the lands for the company or in possessions of the company.

24. to undertake and execute any trust the undertaking of which may seem to the company desirable and either gratuitously or otherwise and vest any real or personal property, right or interest acquired by or for the benefit of the company, and with or without any declared trust in favor of the company.
25. to aid pecuniarily 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 promotions of the industry or trade.
26. to subscribe, contribute or otherwise to assist or guarantee, money for any national charitable, benevolent public, general or useful object or for any exhibitions.
27. subject to the provisions of the section 78 of the Companies Act, 1956 to place, to reserve or to distribute as dividend or bonus or bonus shares among the members or otherwise to apply as the company may from time to time think fit any money belonging to the company including those received by way of premium on shares or debentures issued by the company at the premium and any money received in respect of dividend accrued on forfeited shares and money arising from the reissue of the forfeited shares.
28. to establish and maintain or procure the establishment and maintenance of any contributory or non- contributory pensions or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who is or was at any time in the employment or service of the company, or of any company which is subsidiary of the company or is allowed to associated with the company or with any such subsidiary company, or who is or was, at any time director or officer of the company or of any such other company as aforesaid and the wife, widow, family and dependents of any such person and also establish and subscribe and subside to any institution, association, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the company or of any such other company as aforesaid and make payment to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, whether alone or in conjunction with any such other company as aforesaid.
29. in the event of winding up to distribute among the members in species any property of the company or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made without sanction if any, required by law for the time being.
30. to manage lands, buildings, houses and any other property belonging to the company and to collect rents and income and supply to tenants and the companies of all kinds of conveniences and advantages.
31. to institute and to defend any suit, appeal, application for the review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements of reference to arbitration and to enforce need be to contest any awards and for all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.

C. OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN 'A' AND 'B' ABOVE:

- 1 to carry on the business of purchases or otherwise acquire, sell, exchange, deal in and turn to account property and rights of all kinds and in particular lands, buildings, mines, mining rights, concessions, patents licenses, monopolies, stations, farms, public works and business concerns and undertakings.

2. to work and undertake the printing/ publication of the books/ periodicals that may be considered beneficial and the interest of the company.
3. to buy, repair, alter deal and act as agents in apparatus, machinery, materials and articles of all kinds which shall be capable of being used for the purpose of any business, herein mentioned or likely to be required by customers of any business.
4. to undertake and execute any trust.
5. to take part in the management, supervision or control of the business or operations of any company or undertaking, and for that purpose to appoint and to nominate any directors, accountants or other experts or agents.
6. to carry on or to be interested in any of business either solely or in partnership or either other companies, corporations or individual or agents, manufacturers or contractors, importers, exporters, dealers, buyers, sellers stockists, distributors, consultants, service organisation, concessionaries of all types of raw materials and products of marine fish, frozen shrimps, sea foods, animals, birds, reptiles, insects, bones, skins, tobacco, leather, handicrafts, arts and sculptures, toys, dolls, statues, paper, books, films, cotton, silk, artificial silk, wool nylon, rayon, linen, terlin, hemp, jute, rubber, fibre glass, polythene, garments, petroleum, mineral oils, chemicals. Pharmaceuticals, drugs, cosmetics, gold, silver, stones, gems and jewelleryes, metals, iron and steel, minerals, utensils, electronic goods, electronical goods, watch, clock, sports goods, musical instruments, stationary goods, furniture and fixtures, road & building materials, vehicles, aircrafts, water vehicles, fruits, flowers and all types of agricultural and horticultural products and all kinds of food preparation and all kinds of eatables tinned or preserved or otherwise, that are made by bakers, confectioners, dairymen, grocers, ice merchants, wine merchants, wine, sweet-meat sellers and food suppliers and to refine and prepare all kinds of food provisions either prepared, manufactured or in raw state and all substances, merchandise goods, machineries, commodities, implements and articles.
7. to take, acquire, hold subscribe for sell, exchange, underwrite or otherwise deal in shares, bonds, stocks, securities, debentures, debenture stock, certificates issued or guaranteed by any company constituted and carrying on business in India or provincial commissions. Post trust public body or authority, supreme, municipal, local or otherwise whether in India or elsewhere.
8. to carry on the business of hotel, restaurant, café, tavern beer-house, refreshment room and lodging House keepers, licensed victualers, wine, beer, and spirit merchants, importers & manufacturers of aerated and artificial water and other drinks, purveyors, caterers for public amusement generally
9. to purchase, erect or otherwise acquire, establish and equip, act as collaborators, technicians, financiers of any other hotels in India or in any other part of the world.
10. to act as agents of any hotels / company or as buying and selling agents of any hotel / company and to do and perform all and singular the several duties, services and offices which the agents, buying & selling agents of any hotel /company usually do and perform and undertake and to become bound by conditions of any agreement or agreements entered into for any of the purposes aforesaid.
11. to refine, sell, mix, prepare for market, import, export, manufactures and extract all kinds of turpentine including canade turpentine from fine larch fir, pistachio and any other trees and prepare various oils, chemicals and drugs.

12. to buy, manufacture, mix, sell, refine, prepare, import, export and to carry on any business in minerals, methylated and rectified spirits, paints, synthetic paints and thinners, dyes, chemicals coloured and other cements, varnishes, enamels, lacquers, disinfectants oil, wood preservatives, fruits or vegetables or other preservatives, printing and marking inks, dry inks, writing inks, polishes of descriptions including metal, wood, paper polishes, crayons, powder electroplating, abrasive and its chemicals, shoe dressing, greases, Vaseline, creams, glue, gelatine and other glue preparations.
13. to manufacture, produce, refine, purchase, sell, import export and otherwise to deal in all types of pharmaceuticals and biological preparations, drugs, vaccines, sera, injection, alcohols, wine or wine syrups, cordials minerals waters, liquors, soaps, restorative tonics, antiseptic cotton and dressings, and other allied products and byproducts thereof.
14. to carry on the business of builder, civil & military contractors and engineers, architects, planners designers and consulting engineers (i.e Building, Roads, Cannals, Dams, Bridges, Water supply Plumbing, Tubewell, Electrical & Sanitary, Marine, Telegraphs, Telephone). Building Contractors, and to manufacture, fabricate, produce, or otherwise acquire, all kinds of Building materials, fitting appliances, equipments and the like and make, other materials which may be required in connection with the company's business, or the contract work undertaken, to be carried out and to import, export by sale, supply, or otherwise deal in such things or materials.
15. to establish, own, acquire, run, superintend, manage, or control, laboratories, research stations, factories & other works, and establishments and auxiliaries for the manufacture of the product of the company or for providing the new materials and facilities for and in connection with its manufacturer, or other business or businesses.
16. to purchase, take on lease or otherwise acquire and explore, work exercise, develop, acquire option in a turn to account any mines, diggers licences, either in India or elsewhere.
17. To purchase, sell, develop, take in exchange, or on lease, hire or otherwise acquire, whether for investment, or sale, or working the same, any real or personal estate, including lands, mines, business, building, factories, mill, houses, cottages, shops, depots, warehouses, machinery, plant, stock in trade, mineral rights, concessions, privileges, licences, easement, or interest with or respect to any property, whatsoever for the purpose of the Company in consideration for a gross sum or rent, or partly in one way and partly in the other or for any other consideration and to carry on business as proprietors of flats and buildings and to let them on lease or otherwise apartments therein and to provide for the conveniences commonly provided in flats, suites and residential and business quarters.
18. to manufacture, buy, sell, import, export, and manufacture to act as designers of and consultants in the designing of pre-stressed concrete structures and/or products, either precast, prefabricated, or cast -in- situ, pre-stressed by the Freyssinet method or by any other method of post tensioning, pre tensioning, flat jacking or any other system, and/or the designing of reinforced concrete structures, plain concrete structures, and/or timber structures, brick structures, or any other structures, as well as structures and /or products made up of or from any material whatsoever suitable for or used in connection with or construction work.
19. to carry out the business of maintenance of buildings commercial or residential on contract basis
20. to manufacture, produce, refine, process, fabricate, purchase, lease, exchange, hire, sale, import export, and/or generally deal in any manner in all or any of the following:

- a) Paper, newspaper, board, straw board, transparent paper, carbon, inks, parchment, cork and other stationery goods, garments, shoe uppers and shoes.
- b) Plants, machinery, tools and accessories required by any type of industry.
- c) Cartage & haulage contractors, garage proprietors, owners, and characters of road vehicles, barges, boats of every description, characters of ships & light man carriers of goods & passengers by road, railway & water, forwarding & transport, commission, clearing & custom agent, packers, warehousemen, store keepers, and job masters.
- d) Hosiery goods, terylene cloth, yarn, textile, gunny bags, carpets, brasswares.
- e) Food grains, seeds, oils, vegetables, food products, offset printing press including publishers of newspaper as well as job works.
- f) Any land, buildings and hereditaments of any tenure or descriptions including agricultural land, tea or coffee gardens, farms, orchards, groves, plantations and any estate or interest therein and any right over or connected with land and buildings so situated, and developed or to turn the same to account as may seem expedient and in particular by preparing buildings sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining hotels, rooms, flats, houses, restaurants, markets, godowns, offices, gardens, swimming pools, play grounds, buildings, work and conveniences of all kinds and by leasing hiring and disposing of the same.
- g) Cement, Portland cement, alumina cement, lime and lime stone and by-products thereof, cement pipes, sheets and other building materials, refractoriness and bricks.
- h) Bricks and stone, tiles, refractories, chinaware, sanitary materials, pipes, tubes, tubular structures, adhesives sheets, roofing's, glass furniture, fittings, electricals goods, water supply or storage equipment, floor polish, and door closures. Concrete mixers. Elevators, any other buildings or decorative materials made of cement, done, clay, timber, teak, board fiber, paper, glass, rubber, plastic or other natural or synthetic substances or chemicals.

IV. The liability of the Members is limited.

V. The Authorized share Capital of the company is Rs.700,00,000/- (Rupees Seven Crore) divided into 7,00,000/- (Seven Lakhs) Equity Shares of Rs.100/- (Rs. One Hundred only) each with power to increase, reduce, subdivide and consolidated the same and to issue any of the share in the original capital or increased capital and attach there to respectively such preferential, qualified or special rights, privileges or conditions as regard dividends and repayments of the capital as may be determined by or in accordance with the regulations of the company and with power to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulation of the company, and subject to the provisions of the companies Act. 1956.

We, the several persons, whose names and addresses are subscribed below are desirous of forming a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Name, Address & Occupation of the subscriber	NO. Of Shares taken by each subscriber	Signature of Subscriber	Signature of witnesses Name & Add.
1) Ram Deo Pandey S/o Pt. Kaushal Kr. Pandey C/o "Tajmahal", Club Road, Main Road, Ranchi-834001 Business	1000	Sd/-	PANKHURI (Company Secretary) 2A, Shambhu Nath Plaza, New Dak Bangla Road, Patna - 800 001
2) Akhilesh Pandey S/o Sri Ram Deo Pandey C/o "Tajmahal", Club Road, Main Road, Ranchi-834001 Business	1250	Sd/-	
3) Rajesh Pandey S/o Sri Ram Deo Pandey C/o "Tajmahal", Club Road, Main Road, Ranchi-834001 Business	500	Sd/-	
4) Mukesh Pandey S/o Sri Ram Deo Pandey C/o "Tajmahal", Club Road, Main Road, Ranchi-834001 Business	500	Sd/-	
5) Mithilesh Pandey S/o Sri Dhanjee Pandey C/o "Tajmahal", Club Road, Main Road, Ranchi-834001 Business	500	Sd/-	
6) Smt. Nutan Pandey W/o Akhilesh Pandey C/o "Tajmahal", Club Road, Main Road, Ranchi-834001 House wife	500	Sd/-	
7) Rishi Prakash Mishra S/o Hanuman Pd. Mishra C/6, Anand Sneha Central Ashoka Argora, Ranchi-834002 Business	500	Sd/-	
8) Smt. Meera Mishra W/o Rishi Prakash Mishra S/o Hanuman Pd. Mishra C/6, Anand Sneha Central Ashoka Argora, Ranchi-834002 House wife	250	Sd/-	
TOTAL	5000		

Dated day of August, 2004

Place : Ranchi