

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

ADITYA BIJOY CONSTRUCTION
PRIVATE LIMITED

PRIVATE COMPANY LIMITED BY SHARES

UNDER

THE COMPANIES ACT, 1956

Aditya Bijoy Const. (P) Ltd.



Director.



सत्यमेव जयते

प्रारूप ० आई० आर०

Form I.R.

निवामन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

सं. U45200JH2006PTC012255

No.

मैं शब्द द्वारा प्रमाणित करता हूँ कि आज आदित्य निवामन
कंस्ट्रक्शन्स प्राइवेट लिमिटेड

कम्पनी अधिनियम 1956 (1956 का 1) के अन्तर्गत् विनियमित की गई है और यह
कम्पनी पंजीकृत है।

hereby certify that ADITYA BIJEY
CONSTRUCTION PRIVATE LIMITED

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

मेरे हस्ताक्षर आज तारीख 06-03-1928 शब्द का पटना में दिया गया।

Given under my hand at Patna this day of 27th MARCH
Two thousand SIX.

[Signature]
(वि. एच. शर्मा)
कम्पनियों का रजिस्ट्रार
Registrar of Companies
Ass. of Reg. of Companies
B.H. SHARMA

Aditya Bijey Const. (P) Ltd.


[Signature]
Director.

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

ADITYA BIJOY CONSTRUCTION PRIVATE LIMITED

- I. The name of the company is **Aditya Bijoy Construction 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 civil contractors to construct, erect, build, repair, alter, maintain, enlarge, pull down, remove, replace, re-model, demolish, develop, improve, grades, curve, pave, macadamize cement and to work, manage and control any building, structures, houses, apartments, offices, factories, mills, shops, machinery engines, road ways, tramways, railways, branches & sidings, paths, streets, sideways, alleys, pavements, and to do other similar construction levelling and paving work, courts, bridges, canals, reservoirs, water courses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advances the interest of the company, and to join with any other person or company in doing any of these things.
 - (B) The objects incidental to the attainment of the main objects are :-
 1. To acquire and undertake all or any part of the business, assets and liabilities of any person or company, carrying on the business which this company is authorised to carrying on or the possess property suitable for the purpose of the company.

Aditya Bijoy Const. (P) Ltd.

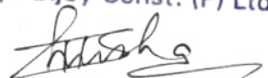

Director.

2. To instal, found set up, establish, manufacture plants, workshops, machineries and other things that may be necessary and calculated as beneficial and useful to the attainment on the main objects of the company.
3. To set up or promote companies, factories or workshop by financing for the purpose which may seem directly or indirectly to benefits this company.
4. To take or otherwise acquire and hold share in other company having objects altogether or in part similar to those of this company or carrying or any business capable of being conducted so as directly or indirectly to benefits this company.
5. Subject to this laws of India for the time being in force to enter into partnership or into arrangement for sharing profits union of interest, co-operation joint venture, reciprocal concession or otherwise any person or company carrying on or engaged or about to carry on or engage in any business or transaction capable of being carried on so as directly or indirectly to benefit this company and to take or otherwise acquire and hold shares or stocks in any company.
6. To carry or any other things conveniently carried or in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights or which it may be advisable to undertake with a view to improving, rendering valuable and turning to account any property real or personal belonging to the company or in which the company maybe interested.
7. To adopt such means of making known the products and services company and may seems expendent and particularly by advertising in the press, by circulars, by purchase and exhibition of works and art of interest by publication of books and periodicals and by granting prizes, rewards and donations, but no donation shall be made to any political party or for any political purpose or cause.
8. To undertake and execute any trust, the undertaking of which may seem to the company desirable and either gratuitously or otherwise subject to the provision of the companies Act, 1956.
9. Subject to the monopolie and restrictive trade practice Act 1969 and provision of Section 391 and 394 of the companies Act, 1956 to amalgamate with any other company having objects, altogether or in part similar to those of the company.
10. To acquire from any persons, firm or body corporate whether in India or elsewhere technical information, knowhow process engineering, manufacturing and operation date, plans, layout and blue prints, useful

for the design, direction and operation of plants required for any of the business of the company and acquire any grant or licence and other rights and benefits in the foregoing matters and things.

11. To appoint agents, sub-agents, distributors and dealers of the company in India or abroad for sale or distribution of goods dealt or manufactured by the company.
12. To take on lease or in exchange, purchase, hire or otherwise acquire any movable or immovable property or any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particulars and land buildings, easements, machinery, plant and stock-in trade.
13. To remunerate any person, firm or body corporate rendering services to the company either by paying commission or brokerage in cash.
14. To enter into any arrangements with any governments Administration or authorities, central, state, municipal, local or otherwise, public or quasi-public bodies that may seem conducive to the company's objects or any rights, privileges and concessions which the company may think fit, desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
15. Subjects to the provisions of section 58A or the companies Act, 1956 and the directions of the Reserve Bank of India, to receive deposits on interest or otherwise and to lend money with or without security to such companies, firms or persons and on such terms and conditions as may seem expedient to customers and other having dealings with this company and to guarantee the performance of contracts or obligations by any such persons, companies and firms, provided that the company shall not carry on the business of Banking, as defined in the banking regulation, 1949. The company shall not do nidhi, chit fund, mutual benefit or non banking financial activities.
16. To pay or reimburse, out of the funds of the company, all or any expenses incurred in connection with the promotion, formation establishments and incorporation of the company.
17. To lease, let out on hire, mortgage, pledge, sell, shift or otherwise dispose or the whole or any part of the business or property of the company, whether together or in portion, for such consideration or in the case of gift without consideration as the company may think fit.
18. In the event of winding up to distribute among the members of the company in kind of specie any property of the company and in particulars any shares, debentures or securities of other companies belonging to this companies or of which this company may have power of disposing, subject to provisions section 205 of the Act.

Aditya Bijoy Const. (P) Ltd.

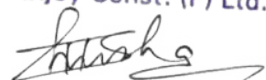

Director.

19. To form, incorporate or promote any other company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of this company or for any other purposes which may seem directly or indirectly calculated to benefit this company.
20. To carry on any other trade of business whatsoever which can in the opinion of the board of directors of the company be advantageously carried on by the company in connection with or ancillary to any of the main business of the company.
21. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

C. Other objects are :-

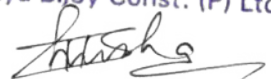
1. To carry on the business transport, cartage and haulage contractors, garage proprietors, owners and charters of road vehicles aircrafts, ships, barges and boats of every description, lightermen, carrier of goods and passengers, by road, rail or air, cartmen, cartage contractors, stevedores, wharfingers, cargo superintendents, packers, haulers, warehousemen, storekeepers and job masters.
2. To establish, provide, maintain and conduct research and such 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 training, education and instruction of students and other 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.
3. To be interested to promoting or undertaking the formation and establishments and to take hold and dispose of shares in such organisations, institutions, business or companies, whether industrial, hoteliers, restaurants, agriculture, trading, manufacturing or otherwise as may be considered to be conducive the profit and interest of the company and also to acquire, promote and foster subsidise or acquire interest in any such industry or undertaking.
4. To carry on profession of consultants to render all kinds of services including management, employment, engineering and technical, to industry and business and to act as employment agenda.
5. to undertake and transact all kinds of agency business and to carry on and promote any business commercials or otherwise under sound principles and/or, to act as distributors, agents, underwriters, brokers, estate agents, middlemen, contractmen, representatives and indenting, agents on commissions allowance as may be deemed fit, in all commodities, merchandies, and such other allied articles lines of business.

Aditya Bijoy Const. (P) Ltd.


Director.

6. To carry on the business of designation. Fabricating, processing, manufacturing, buying, selling, reserving, importing, exporting, imported goods and material, distributing and dealing in all kinds of machinery and their parts.
7. To subscribe for underwrite and acquire, hole share, share stocks, debenture stocks, to bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company, body corporate or undertaking whatever nature and undertaking whatever nature and industries, government trust, municipal, local authority or body of whatever nature whether in India or elsewhere as may be conducive to the business of the company.
8. To carry on the business as advertising agents, advertisers, consultants, agents for promotion of sales or other business interests of any persons and for that purpose to carry out market surveys, researchers, training programmes and purchasing or otherwise acquiring advertising space or timing hoardings news papers, cinemas, television or any other media of advertisement and making the same available to customers.
9. To carry on the business of importers and exporters, assemblers, whole sale and retail traders of clothing and wearing apparel of every kind for security personnel along with all kind of manufacture and sale of gadgets, electronic equipments, electrical appliances, components specialised equipments and devices and all other instruments and machineries required for security personnel.
10. To carry on the business and general and government contractors.
11. To carry on the trade or business of exporters, agents, distributors, founders, mechanist, smithes, and to deal and trade in stock in trade, hardware, chemicals, property, holders, farmers.
12. To organise in any part of India or abroad seminars, conference, workshop, training programes, exhibition, fairs, and other similar activities, activities, for and on behalf the customer to attain the objects of the company.
13. To carry on all or any of the business manufacturers, importers, exporters, sellers, buyers and dealers, in all accessories, articles, apparatus, equipment , and goods.
14. To carry on all or any of the business of engineering, mechanical, electrical, civil and structural erectors, consultants and technical advisors.
15. To construct, erect, build, excavate, repair, renovate, and do all other acts in connection with railways, tram ways, docks, harbour ports, roadside ways, highways, bridges, canals, dams, reservoirs, tanks,

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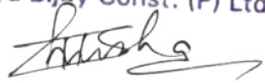


Director.

wells, embankments, irrigation reclamation, improvements, sewage, drainage, sanitary, water, gas, electric, lighting, telephonic, power supply, works, hutments, tents structures, factories and buildings.

16. To carry on the business of general and government contractors.
17. To act as selling agents, sales organisers as well as consultants, agents and advisers in all the respective brouches and in such capacity to give advice and information and render services in person, a firm, company or body corporate or authority or Government which may be given or rendered while carrying on such business as aforesaid which may lead to or be conducive to the adoption by the constituent or principals or generally, of:
 - i) Efficient methods of effecting sales and marketing goods.
 - ii) Economy in effecting sales and marketing goods.
 - iii) Rendering of all services whether incidental to the above.
 - iv) The liability of the members is limited.
 - v) The authorised share capital of the Company is Rs. 20,00,000/- (Rupees Twenty Lakhs) divided into 20,000 (Twenty Thousand) equity shares of Rs. 100/- (One Hundred) each. with the power to increase and reduce the share capital in accordance with the provisions of the Act.

Aditya Bijay Const. (P) Ltd.



Director.

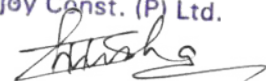
We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite to our respective name:

| Names, Addresses, descriptions and occupations of the Subscribers | Number of equity Shares taken by each subscriber | Signature of the subscribers | Signature of witnesses with description address and occupation |
|--|--|------------------------------|---|
| <p>1. Bijoy Shankar Mishra S/o. Late Jibachh Mishra Address: L.I.G. Flat, L-6/8 Adityapur – 2 Road No. 5 JAMSHEDPUR – 831013 Jharkhand, India.</p> <p>Occupation : Business</p> | <p>600 (Six hundred only)</p> | <p>Sd/-</p> | <p>Witness to both the subscribers Sd/- BRAJ KISHORE JHA S/o. Late M. Jha M.No. 055274 C/o. B. K. Jha & Co. Chartered Accountants Radha Complex, (Opp. B.O.I.) Main Road, Adityapur, Jamshedpur – 831 013.</p> |
| <p>2. Archana Mishra C/o. Bijoy Shankar Mishra Address: L-6/8, L.I.G. Flat Road No. 5, Adityapur – 2 Jamshedpur-831013 Jharkhand, India.</p> <p>Occupation : Business</p> | <p>600 (Six hundred only)</p> | <p>Sd/-</p> | <p>Witness to both the subscribers Sd/- BRAJ KISHORE JHA S/o. Late M. Jha M.No. 055274 C/o. B. K. Jha & Co. Chartered Accountants Radha Complex, (Opp. B.O.I.) Main Road, Adityapur, Jamshedpur – 831 013.</p> |

Place : Jamshedpur.

Date : 24.03.2006

Aditya Bijoy Const. (P) Ltd.



Director.