

(THE COMPANIES ACT, 1956)

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

KALARJUN CONSTRUCTION PRIVATE LIMITED

- I. The Name of the Company is KALARJUN CONSTRUCTION PRIVATE LIMITED.
- II. The Registered Office of the Company will, be situated in the State of JHARKHAND.
- III. The object for which the Company is established are :-

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

1. 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, mills, houses, cottages, shops, depots, warehouses, machinery, plant, stock in trade, mineral rights, concessions, privileges, licences, easement or interest in or with 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 & buildings and to let on lease or otherwise apartments therein and to provide for the conveniences commonly provided in flats, suites and residential and business quarters. To carry on the business of builders, contractors, dealers in and manufacturers prefabricated and precast houses, buildings and erections and materials, tools, implements, machinery and metal ware in connection therewith or incidental thereto and to carry on any other business that is customarily, usually and conveniently carried on therewith. To acquire by way of purchase or on lease or in exchange or in any other lawful manner, any area, land gardens, buildings, structures or other properties of any kind, movable or immovable and to develop the same, to let out, to build townships, buildings, apartments. Market complexes, shopping malls, agricultural farms, gardens fishery farms, poultry farms and dairy and to equip the same or any part thereof with all of any amenities or conveniences to own and maintain or to let or dispose off the same on installment basis, rent, purchase basis or by outright sale either by private treaty or by auction or in any other mode of disposition, all or any other integrate part thereof. To carry on the business of builders, engineering, and contractors in civil, mechanical, electrical and all other branches of engineering. To Develop Townships, design, decorate, plan, model and to furnish all kinds of material to supervise construction or other work, to act as valuers, appraisers, references and assessors, to investigate into the conditions of buildings and other structures of all kinds and to supply efficient and honest arbitrators amongst its personnel. To carry on the business of Govt. and Semi Government Contractors of Roads, Bridges, dams, railways etc and doing all other construction works related to the Govt, Semi Government, Municipal authorities or other local authorities.

KALARJUN CONSTRUCTION PVT. LTD.

Nidu Babha
Director

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE: -

1. To the advance, deposit or lend money, securities, property (not amounting to the business of Banking as defined under the Banking Regulation Act, 1949) to or with such persons, firms or bodies corporate as Company thinks fit and in particular to customers and other having dealings with the Company and on such terms as may seem expedient and discount, but sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents and to guarantee the performance of any contract by and such person.
2. Subject to the provisions of the Act and directions issued by Reserve Bank of India, to receive money, securities, valuables of all kinds on loan or deposit or sale custody (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money in such manner as the Company shall think fit and in particular by issue of debenture stock, (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's property (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 body corporate of any obligation undertaken by the Company or any other person or company as the case may be.
3. To draw, accept, endorse, discount, execute and issue promissory notes, hundies, warrants, debentures and other negotiable or transferable instruments for the purpose of the business of the Company.
4. To invest and deal with any money of the Company not immediately required in such investments as the Company may deem fit and to hold, sell or otherwise deal with such investments for convenience of any business for the time being carried on by the Company.
5. To undertake financial and commercial obligations, transactions and operations of all kinds for the purpose of the business of the Company.
6. To guarantee the performance of any contract or obligations of and the payment of money unsecured or secured or of dividends or interest or any stock, shares or securities of any company, corporation, firm or person as the Company may think fit for the purpose of the business of the Company.
7. To communicate with Chamber of Commerce and other mercantile and public bodies throughout the world and concert and promote measures for the protection of the trade, industry and persons engaged therein.
8. To subscribe to, subsidise and co-operate with any other association whether incorporated objects are altogether or in part similar to those of the Company, and to procure from and communicate to any such association such information as may be likely to forward the objects of the Company.
9. To build, construct, alter, remove, pull down replace, maintain, improve, develop, work, control and/or manage any building, offices, machinery and other conveniences which the Company may think directly or indirectly conducive to its objects or which may advance the interest of the Company.

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Nitu Prabha
Director

10. To improve, manage, develop, grant, rights, or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
11. To vest any real or personal property rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company with or without any declare trust in favour of the Company.
12. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.
13. To apply for, purchase or otherwise acquire, protect and renew in any part of the world licenses, concessions, rights, trade marks, designs and the like conferring any exclusive or non-exclusive or limited right to their use, any secret or other information regarding any article which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, develop or grant license in respect thereof or otherwise turn to account the rights or information so acquired and to expend money in experimenting upon, testing or improving any such rights or inventions.
14. To acquire and undertake the whole or any part of the business, property or liabilities of any person, firm or body corporate, carrying on or proposing to carry on any business which the Company is authorised to carry on, or having property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
15. To enter into any arrangements with any government or any authority, supreme, municipal, local or otherwise that may seem beneficial to any of the Company's objects and to apply for procure and obtain any Act of Parliament, privilege, concessions, license or authorization of the Government or any other authority, local or otherwise for enabling the Company to carry of its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such Act, privilege, concession, license or authorization.
16. To pay for any rights or property acquired by the Company and to remunerate any person, company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the company credited as paid-up in full or in part or otherwise.
17. To amalgamate with company/companies, enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint venture or reciprocal concession with any person, firm or body corporate in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside, for such other proposes that may seem beneficial and conducive to the objects of the Company.
18. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the rights, liberties and properties of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities.

19. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share of interest therein respectively in such manner and for such consideration as the company may think fit and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
20. To establish and equip facilities for undertaking any research in relation to the general objects of the Company.
21. To pay any premiums and to pay for any property, right or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation or the business of the Company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any debentures, debenture-stock or other securities of the Company or otherwise, either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon, and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company.
22. To take into consideration and to approve and confirm and/or carry out all acts, deeds or things that may be done or entered into with any person firm or body corporate by the promoters of the Company and further to enter into any arrangement, agreement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in connection with the formation or promotion of the Company.
23. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pensibutory or superannuation fund and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments, bonuses, profit sharing, benefits or any other payment to any persons who are or were at any time in the employment or service of the Company or its successors in business 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 or who are or were at any time directors of the Company as aforesaid and the wives, widows, families, dependents or connections of any such persons and to provide for the welfare of all or any other persons from time to time by subscribing, subsidizing or contributing to any institution, association, funds, clubs, trusts, profit sharing or other schemes and by building of dwelling houses or quarters and by providing, subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances ; and to make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
24. To aid pecuniarily or otherwise any association, body or movement having for its objects the solution, settlement or summoning of industrial or labour problems or the promotion of industry or trade.
25. To subscribe or donate to or guarantee money for any national, philanthropic, charitable, benevolent, public, general or useful objects, fund or organisation, association or institution or for any exhibition or for any purpose which may be likely, directly or indirectly to further the objects of the Company or the interest of its members.

26. To make donations to such persons and in such cases and either of cash or other assets as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
27. To undertake and execute any trusts either gratuitously or otherwise for the purpose of the business of the Company.
28. In the event of winding-up to distribute all or any of the property of the company amongst the members in specie or kind 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 except with the sanction (if any) for the time being required by law.
29. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Board of Directors of the Company (the Board) may consider to be social and moral responsibilities of the Company for the public or any section of the public as also any activity which the Board consider likely to promote national welfare or social economic or moral upliftment of the public or section of the public and in such manner and by such means as the Board may think fit and Board may without prejudice to the generally of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc. for organisation lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or otherwise scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust, etc. having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner as the Board may at their discretion in order to implement and of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Board may think fit and divest the ownership of any property of the Company to or in favour of any public institutions or trusts or funds as the Board may approve.
30. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying out any or the aforesaid objects in India or elsewhere in the world and to undertake the management of any company or companies having objects altogether or in part similar to those of the Company.
31. To do all such other and above things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

1. To finance and promote the formation and mobilisation of capital to manage capital savings and investment, to undertake bills, discounting business including re-discounting of bills, to arrange acceptance or co-acceptance of bills, to act as financial intermediaries, to negotiate loans, to transact business as promoters, financiers, monetary agents, to carry on the business of a company established with the object of financing industrial enterprises within the meaning of Section 370 of the Companies Act, 1956, to carry on the business of an investment, Trust Company, to undertake and transact trust and agency investment, business of lease and hire purchase finance in respect of both movable and immovable properties, of every description, to vest the capital or other funds of the company in the purchase or acquisition of or rights in movable and immovable properties, shares, stocks, debentures, debenture-stock, bonds, mortgages, securities, to undertake and provided revolving underwriting facilities and issue, acceptance and registration of all types of

instruments, to raise or provide venture capital, to revolve investments of all kinds, to assist and develop financial-services supermarket, to transact in import/export financing, factoring, securities dealing, consumer financing and foreign exchange banking, to carry on the business of merchant banking in all its aspects, to collaborate and tie up with any financial institution or body corporate and to act as representatives on behalf of any financial institution for providing all or any of the aforesaid financial services.

2. To carry on the business of real estate and to acquire by purchase, lease, exchange, any immovable property and to effect development and construction, to repair, re-model or otherwise deal in and made advances on the security of and deal in land, buildings, estates, hereditaments, roads, highways, docks, bridges, canals, dams, ports reservoirs or any other structural work of any kind whatsoever and for such purpose to prepare estimates, designs, plans, specifications or models and to do such other or any act that may be requisite therefore and to otherwise deal in offices, that, warehouses, shops, cinema theatres and other conveniences of all kinds and properties of all kinds and description and to act as town planners, surveyors, valuers, appraisers, decorators, furnishers, furniture makers, merchants, valuers, dealers in cement, steel, iron, fuel, coke, timber and building requisites and to manufacture requisites for above and prefabricated houses, apartments and structures etc.
3. To carry on the business of an investment company and to invest in, acquire, sell, transfer, subscribe for, hold and otherwise deal in and invest in any shares, bonds, stocks, obligations, issued or guaranteed by any company or companies constituted and carrying on business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government State, Sovereign, Commissioners Central or Provincial, public body or authority supreme, municipal, local or otherwise whether in India or elsewhere and to promote, from or acquire any Company and to take, purchase or acquire shares or interest in any company and to transfer to any such company any property of this company either out of its own funds or out of funds that it might borrow.
4. To carry on the business of financing industrial, commercial and other enterprises whether by way of making loans or advance to or subscribing to Capital or Private Industrial Enterprises in India.
5. To carry on the business of rendering consultancy and advisory services in respect of foreign exchange, international financial services and all related aspects thereof, to act as financial consultant to organize and provide syndicated financial arrangements whether in domestic or in international markets and whether by way of loans or guarantees in export and yard credits, and acceptance, co-acceptance and discounting of International bills ; to act as representative in India for any person, association, bank, financial institution or a company established abroad whether incorporated or not, engaged in all or any of the aforesaid business ; to advice on, mobilize and manage off-share funds both in India and abroad, to arrange placement of funds by non-resident Indians in connection with any public or private issue of securities in India.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs.10,00,000/- (Rupees Ten Lacs Only) divided into 100000 (One Lacs) Equity Shares of Rs.10/- each with power to increase or reduce the capital, to divide the share in the capital for the time being into several classes and attach thereto respectively, such preferential or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Companies Act, 1956 and to vary, modify or abrogate such rights, privileges and conditions in such manner as may for the time being be provided by the regulations of the Company.

We the several persons, whose names and addresses and descriptions 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 names.

| Signature, Names, Addresses, Father's name, description and occupations of subscribers | Total Number of Equity Shares to be taken by | Names, Address and description of Witness |
|--|--|--|
| <p><i>Arjun Roy</i> ARJUN ROY S/O- PREM LAL ROY B-10, KRISHNI NAGAR PO- ASHIANA NAGAR PATNA - 800025 BIHAR, INDIA OCC- BUSINESS</p> | <p>1000 (One Thousand)</p> | <p>witness to both signatories to Memorandum of Association <i>Sital Prasad Swain.</i> (SITAL PRASAD SWAIN)</p> |
| <p><i>Nitu Prabha</i> NITU PRABHA D/O- KRISHNANDAN PRASAD CF-51, NIT CAMPUS ADITYAPUR, JAMSHEDPUR JHARKHAND - 831014 OCC- BUSINESS</p> | <p>9000 (Nine Thousand)</p> | <p>S/O- NIMAIN CHARAN SWAIN Practicing Company Secretary M.No- FCS 6338, CP No- 6814 Room No- 2, 2nd floor Hotel Mayur Building Diagonal Road, Bistupur Jamshedpur - 831001 Jharkhand OCC- Professional.</p> |
| | <p>10000 (Ten Thousand)</p> | |

Date : 11.10.2010
 Place : Jamshedpur

KALARJUN CONSTRUCTION PVT. LTD.

Nitu Prabha
 Director