

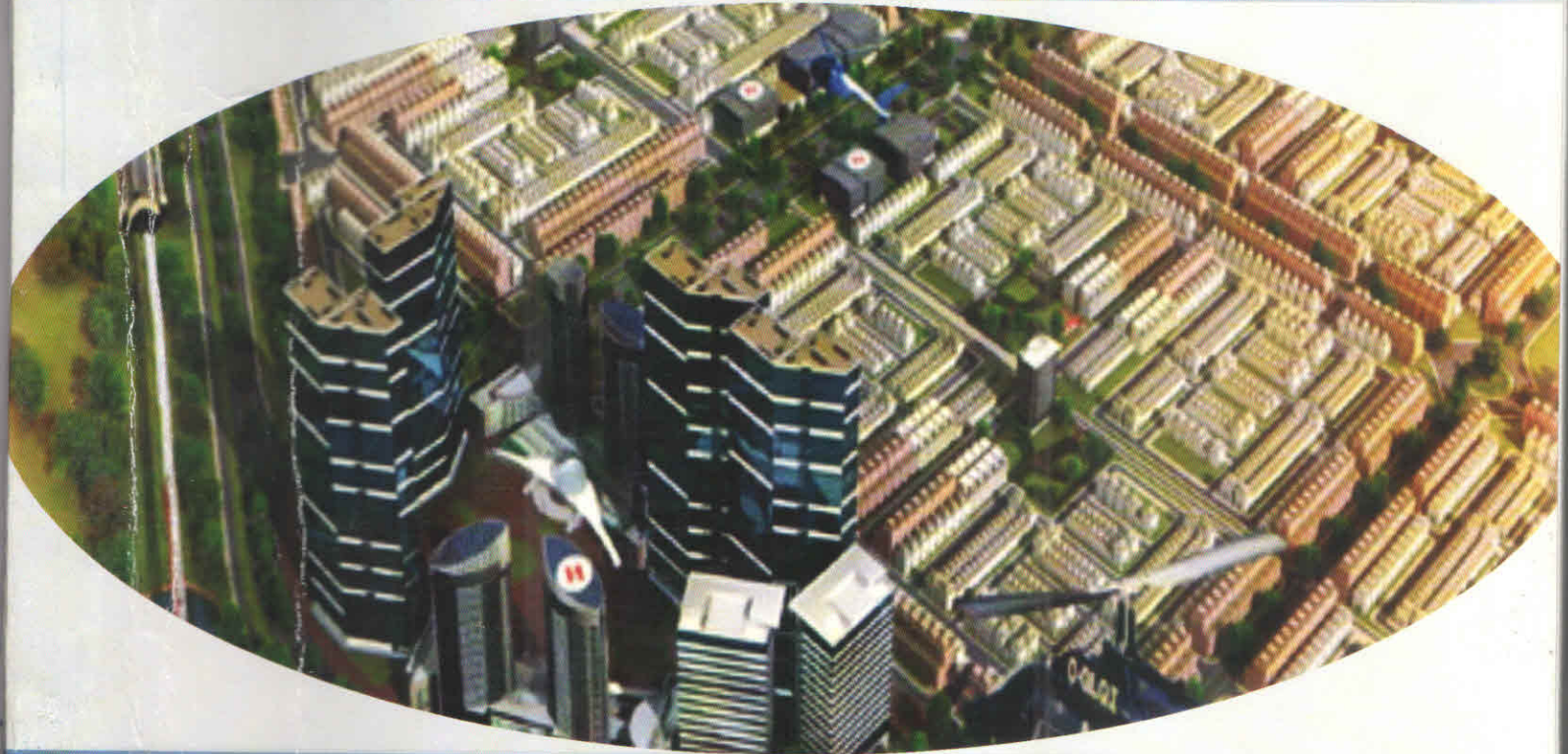


Bawana infra
Development Pvt Ltd.

MEMORANDUM OF ARTICLE



ARTICLE OF ASSOCIATION



BAWANA INDUSTRIAL AREA, DELHI

Regd. Office :

Abhyudaya Tower, 2nd Floor,
2 Meerabai Marg, Hazratganj, Lucknow-226001.
Ph.: +91-522-6539229 Fax : +91-522-4075601

Site Office :

Room No. 28 & 29, DSIIDC, Bawana-Auchandi Road,
Bawana Industries, Bawana, New Delhi - 110 039.
Tel.: +91-11-27751248



सत्यमेव जयते

प्रारूप 1 पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45400UP2011PTC045683

2011 - 2012

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

BAWANA INFRA DEVELOPMENT PRIVATE LIMITED.

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक ग्यारह जुलाई दो हजार ग्यारह को कानपुर में जारी किया जाता है।

Form 1 Certificate of Incorporation

Corporate Identity Number : U45400UP2011PTC045683

2011 - 2012

I hereby certify that BAWANA INFRA DEVELOPMENT PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given at Kanpur this Eleventh day of July Two Thousand Eleven.

Validity unknown
Digitally signed by Sanjay Bose
Date: 2011.07.11 12:20:56
GMT+05:30

Registrar of Companies, Uttar Pradesh and Uttarakhand

कम्पनी रजिस्ट्रार उत्तर प्रदेश एवं उत्तराखंड

*Note: The corresponding form has been approved by SANJAY BOSE, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

BAWANA INFRA DEVELOPMENT PRIVATE LIMITED

ABHYUDAY TOWER, 2nd Floor, 2 Meerabai Marg,

Lucknow - 226001,

Uttar Pradesh, INDIA



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

I. The Name of the Company is **BAWANA INFRA DEVELOPMENT PRIVATE LIMITED.**

II. The Registered Office of the Company will be situated in the State of UTTAR PRADESH.

III. The objects for which the Company is established are:-

(A)* THE MAIN OBJECTS TO BE BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To upgrade, re-develop, augment, operate, maintain and manage the Common Infrastructure and Utilities for the project, viz. Re-development and Management of Industrial Estate of Bawana to be executed as Upgrade – Operate – Maintain - Transfer (“**UOMT**”) basis, awarded by Delhi State Industrial and Infrastructure Development Corporation (DSIIDC) and also to undertake such ancillary work and other assignments or contracts as may be assigned by DSIIDC in connection with the project.
2. To construct, build, develop, maintain, operate, own and transfer infrastructure facilities including housing, Industrial parks, commercial complexes, roads, highways, expressways, bridges, flyover, airports, ports, rail systems, inland container depot and central freight station. water supply projects, irrigation projects, inland waterways and inland ports, water treatment systems, solid waste management systems, sanitation and sewerage systems; or any other public facilities of a similar nature; any project for generation and/or distribution of electricity or any other form of power; and any project for providing telecommunication facilities, or any other facility that may be notified or

identified as an infrastructure facility either by the state governments and/or the Government of India or any other appropriate authority or body, all either individually or as joint venture or by means of a collaboration with any company/firm/individual/consultant whether local or foreign.

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

1. To acquire by purchase, lease, exchange or otherwise any Movable or immovable property and any rights or privileges which the Company may deem necessary or movement for the purpose of its main business.
2. To enter into agreement or into any arrangement for sub-contract, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary of convenient for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for benefit of the Company and with or without any declared trust in favor of the Company.
5. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
6. To undertake or promote scientific research relating to the main business or class of business of the Company.
7. To acquire and takeover the whole or any part of the business, goodwill, trademarks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorized to carry on, possession of any

property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.

8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
9. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know—how and other information, designs, patterns, copyrights, trade-marks, licences concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee, royalty or other consideration and to use, exercise or develop the same under or grant licences in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
10. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, licence or authorisation of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
11. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licences and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.

12. To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
13. To draw, make accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
14. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to invest and deal with the money of the Company not immediately required, in or upon such investments and in such manner as, from time to time, may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.
15. Subject to section 58-A and 292, 293, 295 & 372A of the Act and the Regulations made there under and the Directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures, debentures-stock, perpetual debenture 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 properties, or assets or revenues and profits of the Company both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or such other person or company to give the lenders the power to sale and such other powers as may seem expedient.
16. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
17. To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
18. To sell, lease, mortgage, exchange, grant licences and other rights improvements, manage, develop and dispose of undertakings, investments, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks,

debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.

19. Subject to the Provisions of Section 100 to 105 of the Act, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
20. To declare/distribute dividend or bonus shares among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money or monies received by way of premium on shares issued at a premium by the Company and any money received in respect of forfeited shares, re-issued by the company subject to the provisions of Sec. 78 of the Companies Act, 1956.
21. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.
22. To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members or others.
23. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
24. Subject to the provisions of Section 292, 293, 293-A & 293-B of the Companies Act, 1956 to subscribe contribute, gift or donate any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
25. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give of procure the giving of the donations, gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with

any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

26. To establish, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient for any of the main objects of the Company.
27. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine, subject to the provision of section 314 of the act.
28. To pay out of the funds of the company all costs, charges and expenses incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
29. To send out to foreign countries, its Directors, Employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay expenses incurred in the connection.
30. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 1956 or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
31. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to

submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.

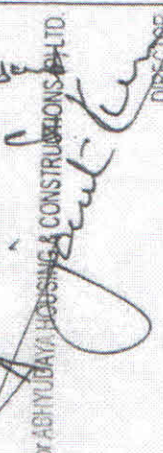
32. To appoint agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.

(C) THE OTHER OBJECTS ARE:-


1. The company has formed as special purpose vehicle (SPV) so has no other objects.
- IV) The liability of the Members is Limited.
- V) The Authorized Share Capital of the Company is Rs. 1,00,000 (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.
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(8)


We the several persons, whose name and address are subscribed, below are desirous of being formed into a Company in pursuance of 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.

S.No.	Name, Addresses, Occupation and descriptions of subscribers	Numbers of equity shares taken by each subscribers	Signature of the Subscribers	Name addresses and description of witness
1	<p>M/s Abhyudaya Housing + Construction Private Limited</p> <p>Represented by: Mr. Ajant Kumar Agarwal S/o Late Shri Ram Saran Das Agarwal Resident of: B-35 J Park Mahanagar extension Mahanagar, Lucknow (U.P.) 226006 Occupation: Business Lead office:- Abhyudaya Tower 2nd floor, 2, Meerabai Marg, Near Shakti Chowk, Lucknow 226001 (U.P.)</p>	<p>8900 (Eight thousand Nine hundred only)</p>	<p>For ABHYUDAYA HOUSING & CONSTRUCTIONS LTD. </p>	<p>MANOJ KUMAR MISHRA S/O Late SRI C.L. MISHRA L-11/106 SECTOR G, L.D.A. COLONY KANPUR ROAD LUCKNOW- 226012 BUSINESS - COST ACCOUNTANT M.No- 28324</p>
		<p>8900/05 (Eight thousand Nine hundred only)</p>		

Place Lucknow
Date 31st July 2011

	Name, Addresses, Occupation and descriptions of subscribers	Numbers of equity shares taken by each subscribers	Signature of the Subscribers	Name addresses and description of witness
2	<p>Jyoti Build Tech Pvt Ltd. Represented by Charan Jit Singh MIG-2 Sector DS Aligarh - Lucknow. PIN - 226024</p> <p>Occupation - Business Regd office - 68/5339 Regd. office. Kirti Nagar New Delhi. PIN - 110005.</p> <p>Authorized by local registration dated 22/6/11.</p>	<p>1000 (one thousand only)</p>	<p>M/s Jyoti Build Tech Pvt. Ltd Signed -  Director</p>	<p>MANUJ KUMAR MISHRA 510 LATE SRI C.L. MISHRA L-1/106 SEC. 9R-G. L.D.A COLONY KANPUR ROAD LUCKNOW- 226012 BUSINESS - COST ACCOUNTANT M. No. 28324</p>
		<p>1000 (one thousand only)</p>		

Authorized by
 02/07/2011

	Name, Addresses, Occupation and descriptions of subscribers	Numbers of equity shares taken by each subscribers	Signature of the Subscribers	Name addresses and description of witness
3.	Ajit Kumar Singh W/o Late Shri Ramesh Das Resident of: B-34 Park, Mahanagar Extension, Mahanagar, Lucknow (U.P.) - 226006 Occupation:- Business	100 (one hundred only)		MANOJ KUMAR MISHRA S/O LATE SRI C.L. MISHRA L-1/106 SECTOR G. L.D.A. COLONY KANPUR ROAD LUCKNOW - 226012 BUSINESS - COST ACCOUNTANT. PA. No. 28324
	Total	10000 (Ten thousand only)		

10/07/2011