

A copy of the Certificate of Incorporation
Noted as per Memorandum of Association
under Cl. 16(2), and regulation, 1956.

THE COMPANIES ACT, 1956

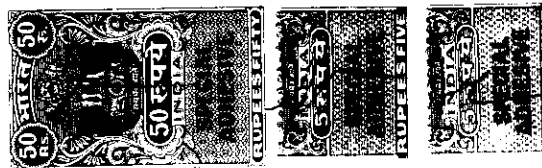
COMPANY LIMITED BY SHARES

Memorandum of Association

OF

GAP INFRASTRUCTURE AND HOUSING PRIVATE LIMITED

- I. The name of the Company is **GAP INFRASTRUCTURE AND HOUSING PRIVATE LIMITED.**
- II. The Registered office of the Company will be situated in the State of West Bengal.
- III. The objects for which the Company is established are :-
 - A. **MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-**
 1. To acquire by purchase, lease, exchange, hire or otherwise, lands and property of any tenure or any interest in the same and to erect and construct houses, building or works of every description on any land of the company or upon any other lands or property, and to pull down, rebuild enlarge, alter and improve existing houses, building or works of thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens, and other conveniences, and generally to deal with and improve the property of the Company or any other property and to sell, lease, let, mortgage or otherwise dispose of the lands, houses, building and other property and to sell, lease, let, mortgage or otherwise dispose of the lands, houses, building and other property of the Company or others, and framing and execution of infrastructure development schemes, in relation to telecom, electrical, gas a petroleum.
 2. To undertake or direct the construction and the management of the property, buildings, lands and estates of any tenure or kind of person, whether member of the Company or not, to act as contractors for any person of Governmental authorities for the construction of buildings of all description roads, bridges, earthwork, sewers, tanks, drains, culverts, channels, sewage etc. or other works or things both in urban and rural areas in particular in the state of West Bengal or any other state, union territory in India that may be necessary or convenient for any of the objects of the Company or to purchase and sell for any persons freehold or other house property, buildings or lands or any share or shares, interests therein, and to transact on commission or otherwise the general business of a land agent and to undertake consultancy in the sphere of real estate construction.
 3. To construct, execute, carry out, equip, improve, alter, develop decorate, maintain, furnish, administer, manage or control public and private works and convenience of all kinds including roads, bridges, tram ways, reservoirs, tanks, aqua ducts, reclamations, improvements, sewage, drainage, sanitary, water, waste gas, warehouses, markets, bazaars, places of amusement, cinema halls, theatres, food plazas, supermarkets, clubs, hotels, pleasure grounds, parks, gardens, swimming pools, ports, farm houses, water sewage and effluent treatment plants, commercial complexes, shops, offices, flats, houses, furnaces, and all other works of convenience or other public or private utility or any other type of structure and to undertake any type of construction project and associated activities.



STAMP

STAMP

Handwritten signature

REC.NO.:

1025965

REG. NO.:

21-024481R

M.O.A.

07/05/2004

N 26000

A 0

T***26000

DRAFT

16181

07/05/2004

SSEN PS-5

Handwritten initials Bc
Handwritten date 14.5.04

Handwritten signature

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

1. To purchase or otherwise acquire and hold on, invest, out of the surplus fund of the Company not immediately required, trade, deal in, mortgage, pledge, assign, sell, transfer or otherwise dispose of any goods, wares, merchandise and all movable property for carrying out business of the Company.
2. To purchase or otherwise acquire, assemble, install, construct, alter, equip, repair, remodel, maintain, enlarge, operate, work, manage, control, hold, own, lease, rent, charter, mortgage, sell, convey or otherwise dispose of any buildings and structures, telephones and other communication facilities, data processing system and facilities, machinery, apparatus, instruments, fixtures and appliances in so far as the same may appertain to or be useful in the conduct of the business of the Company.
3. To purchase, charter, hire, build or otherwise acquire any vehicles, vessels or craft of every description and to hold, own or work such vehicles, vessels or crafts for business of the Company.
4. To pay for any rights or property acquired by the Company, and to remunerate any person or company 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.
5. To apply for purchase or otherwise acquire and protect and renew in any part of the world any patent rights, brevets of de'invention, trade marks, designs, licenses, concessions and the like, conferring any exclusive or non exclusive or limited rights to their use, or any secret or other information as to any invention or research which may seem capable of being used for any of the purposes of the Company or calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, right, or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights and without prejudice to the generality of the above, any contracts, monopolies or concessions for or in relation to the supply and sale of any minerals, metals, products or other substances, materials, articles or things or for in relation to the construction, execution, carrying out, improvement, management, administration or control of any works and conveniences, required for the purpose of carrying out any of the aforesaid business and to undertake, execute, carry out, dispose of or otherwise turn to account such contracts, monopolies or concessions.
6. To acquire from any person, firm, institution or body corporate, whether in India or elsewhere technical information, know-how, process, engineering, manufacturing and operating data, plans, layout and blue prints useful for the design, erection, operation of plant and machinery required for any of the business of the company and to acquire any grant or licence and other rights and benefits.
7. To enter into any arrangements with any Governments or any authority, supreme, municipal, local or otherwise that may seem beneficial to any of the Company's objects and to apply for, promote and obtain by any Act of any legislature, charter, rights, powers, privileges, concessions, grants, decrees, provisional orders, licences or authorisations of Government-Central or State, or any relevant authorities (local or otherwise) or any private party for enabling the Company to carry any of its objects into effect or for any purposes which may seem expedient and to oppose any proceedings or applications which may seem calculated to prejudice the interests of the Company.
8. To undertake commercial obligations transactions and operations for achievement of the main objects of the Company.



9. To enter into arrangements with companies, firms and persons for promoting and increasing the manufacture, sale, purchase and maintenance of goods, articles or commodities of all and every kind and descriptions, either by buying, selling or assisting such other companies, firms or persons to do all or any of such last mentioned acts transactions and things and in such manner as may be necessary or expedient and in connection with or for any of these purposes to enter into agreements, give guarantee or security or otherwise assist all or such purposes on such terms and in such manner as may be desirable.
10. To advance out of the surplus fund of the Company not immediately required, securities and property with or without security as may be thought proper, to such persons, companies, corporations or firms and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to release or discharge any debt or obligation owing to the Company.
11. Subject to the provisions of the Companies Act, 1956 to receive money on loan and borrow any money in such manner and with or without allowance of interest thereupon as the Company shall deem fit and to secure the repayment of any money borrowed, raised, received or owing by mortgage, pledge, charge or lien upon all or any of the property or assets of the Company (both present and future) and also by similar mortgage, charge, pledge or lien to secure the guarantee the performance by the Company or any other person, Company, firm or body Corporate of any obligation undertaken by the Company or any other person, Company, firm or body corporate as the case may be and to give the lenders or creditors the powers of sale and other powers as may seem expedient, provided however, that the Company shall not do any banking business as defined in Banking Regulation Act, 1949 and money circulation business or Chit-Fund activities.
12. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, cheques, hundies, bills of lading, shipping documents, warrants, ~~debentures~~ and other negotiable or transferable instruments.
13. To guarantee the performance of any contract or payment of money secured by or payable under or in respect of bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations and other securities of any Company or of any authority, Central, State, Municipal, local or otherwise or of any person, whomsoever, whether incorporated or not and generally to transact all kinds of guarantee business and to further transact all kinds of trust and agency business for attainment of the objects of the Company.
14. To invest any money of the Company out of the surplus fund of the Company not immediately required, not for the time being required for any of the purposes of the Company in such manner as may be thought proper.
15. 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.
16. Subject to the provisions of the Companies Act, 1956 to 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 or interest therein in such manner and for such consideration as the Company may think fit.
17. To establish, or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the undertakings, business, 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 of any such other company

Amu'

or companies and to subsidise or otherwise assist any such company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise.

18. 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 and with or without any declared trust in favour of the Company.
19. 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 or in connection with the formation or promotion of the Company.
20. To pay out of the funds of the company all costs, charges, and expenses which the Company may lawfully pay with respect to the promotion, formation and registration of or for the business of the Company and/or the issue of its capital or which the Company shall consider to be necessary including therein the cost of advertising, printing and stationery and commission for obtaining the underwriting of shares, debentures or other securities of the Company and expenses attendant upon the formation of agencies, branches and local boards.
21. To purchase, takeover or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person, firm or company carrying on or proposing to carry on any business which this Company is authorised to carry on, or possess any property or rights suitable for any of the purposes of the Company, or which can be carried on in conjunction therewith and to purchase, acquire, sell and deal in property.
22. To procure the incorporation registration or the recognition of the Company in any country, state or place.
23. To establish and regulate branches or agencies, whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places throughout the world for the purpose of enabling the Company to carry on its business more efficiently and to discontinue and reconstitute any such branches or agencies.
24. To apply for membership or become a member of any Bullion Exchange, Commodities Exchange, Company, Chamber of Commerce, Association, Federation, Society or Body Corporate having any objects similar or identical with those of the Company or likely to promote the interests of the Company.
25. In accordance with the law for the time being in force, to reserve or to distribute as bonus shares to the members or otherwise to apply as the Company deems fit any money received by way of premium on any shares, stocks or debenture-stock of the Company and money arising from the issue by the Company of forfeited shares.
26. To grant pension, allowances, gratuities, benefits, emoluments and bonuses and provident funds to employees, managers and directors of the Company and the widows, children and other dependents of such persons and to construct or contribute to the construction of houses, dwelling units or quarters for the employees of the Company and of other concerns which are or may have contractual relationship of rendering any services to the Company and to join with any other person, firm or company or doing any of these things.
27. To appoint attorneys for and on behalf of the company and to execute necessary powers in favour of the said attorneys to act for and in the name of and on behalf of the Company and to revoke all or any of such powers and appointments as may be deemed expedient.



28. To establish industrial estates, including setting up of housing colonies, recreation facilities, medical relief facilities, water and electricity plants, ancillary and/or auxiliary units required for furtherance of the business of the Company.
29. To help, assist, support, aid, establish, acquire or set up and run schools, colleges, training and professional institutions, hospitals, dispensaries, music and dance centres or other similar institutions for the welfare of the employees of the Company.
30. To give to any officers, servants or employees of the company any shares or interest in the profits of the Company's business or any branch thereof, and whether carried on by means or through the agency of any subsidiary Company or not, and for that purpose to enter into any arrangement that the Company may think fit.
31. To train or pay for training in India or abroad of any of the Company's employees or any other person in the interest of or for furtherance of the Company's objects.
32. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the Company, or who are or were at any time the Directors or Officers of the Company and wives, widows, families and dependents of any such persons, and also establish any subsidies and subscribe to any institutions, associations, clubs or funds calculated to the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid, and to do any of the matters aforesaid either done in on conjunction with any such other company.
33. To receive any gifts of immovable or movable property and offerings or voluntary donations or bequest and legacies either from the shareholders, directors or from any other person for all/or any of the objects of the Company. Subject to the provision of applicable Act. and rules thereon.
34. To support, donate, contribute, subscribe, advance or lend with or without interest or at concessional rate of interest or otherwise to assist or to guarantee moneys to any charitable, benevolent, religious, scientific, educational, national, public or other institutions, trusts, clubs, societies, organisations or individuals or body of individuals on such terms and conditions as may seem expedient or for any exhibitions or towards the funds of any other Organisations subject to the provisions of the Companies Act, 1956.
35. To undertake and execute any trusts, the undertaking whereof may seem desirable and are gratuitous or otherwise.
36. (a) To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare or of the upliftment of the public in any rural areas and to incur any expenditure on any programme of rural development and to assist in execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public, in any rural area to promote and assist rural development, or any other act relating to rural development for the time being in force and in order to implement any of the above mentioned objects or purposes transfer without any consideration or at a fair or

Buen

concessional value and divest the ownership of any property of the company to or in favour of any Public or Local Body or Authority/Central/State Government/Public Institution/Trust/Fund/Organisation/ Person.

- (b) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of public as also any activity to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means without prejudice to the generality of the foregoing to undertake, carry out, promote and sponsor any activity for publication of any books, literature or newspapers, organising lectures or seminars likely to advance these objects or for giving merit awards or for giving scholarships, loans, or any assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing conducting, or assisting any institutions, funds, trusts having any one of the aforesaid objects by giving donation or otherwise in any other manner and in order to implement any of the aforementioned objects or purposes transfer without consideration or at a fair or concessional value and divest the ownership of any property of the company to or in favour of any Public or Local Body or Authority / Central or State Government / Public Institution / Trust / Fund / Organisation / Person.
- (c) Subject to provisions of Companies Act, 1956, to give donations and to advance and lend money to any person, institution, organisation, trust fund for benevolent causes on such terms and conditions and with or without interest or at concessional rate of interest as may seem expedient.
37. To adopt such means of making known the business or products or interests of the Company as may seem expedient and in particular by advertising in the press, by circulars on radio, television, video tapes and any such communication channels, by exhibition of works of art of interest, by publication of books and periodicals and by granting prizes rewards and donations.
38. Subject to the provisions of the companies Act, 1956 to amalgamate, enter into partnership or into any arrangement for sharing profits, union or interest, co-operation, joint venture or reciprocal concession with any person, firm, corporation or company in India or outside carrying on or engaged in any business or transaction which the company is authorised or engaged in 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 and further to enter into any arrangement or contracts with any person, association or body corporate whether in India or outside, for such other purposes that may seem calculated beneficial and conducive to the objects of the Company.
39. To experiment and to incur expenses necessary for the purposes and with a view to improve the present method and process of working the business which the company is authorised to carry on and to carry on research for improving developing or effecting economy and greater efficiency in the business of the company or in the process of production, manufacture and working of or trading or dealing in the various substances, materials and articles and things or with any of the business for which the company is established.
40. To establish, maintain or subsidise and conduct, organise, sponsor and/or assist research in any field that may seem calculated to promote any of the business which the company is authorised to carry on.
41. To act as agents or brokers and as trustees for any person or company having similar objects and to undertake and perform subcontracts and to do all or any of the above things in any

P. S. S.

part of the world and as principals, agents, contractors, trustees or otherwise and by or through agents, sub-contractors or trustees or otherwise and either alone or jointly with others.

42. 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 by way of Investment Allowance Reserve or any other reserve or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the Company.
43. To distribute, in the event of winding up in specie or otherwise as may be resolve, any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company including the shares, debentures or other securities subject to the provisions of Companies Act, 1956.
44. Subject to provisions of the Companies Act, 1956, or any other enactment in force, to indemnify and keep indemnified 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 the interest of the Company and for any loss, damage or misfortune whatever which shall occur in execution of the duties of their office or in relation thereto.
45. To borrow or raise or secure the payment of money from any bank or any financial Institution or any other person or persons, NRI, NRO, Foreign Bankers and Institution for the purpose of the Company's main business in such manner and in such terms and with such rights power and privileges as the Company may think fit and particularly by issue or bonds, debentures, bill of exchange, promissory notes or other obligations or securities of the Company and with a view to hypothecate and/or in any way encumber or create charge of the undertaking and or any of the immovable or movable properties, present or future and all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay of any such securities.
46. To amalgamate with any company or companies having objects all together or in part similar to those of these company or any other company, subject to the provision of section 391 to 394 of the Companies Act, 1956.
47. To open branches in India and elsewhere and to get the company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particular by advertising in the press, by circulars and publication of books and periodicals.

C. OTHER OBJECTS :

1. To purchase, take on lease, tenancy or license or in exchange, hire, take over option or otherwise acquire any estate or interest in any property whether movable or immovable and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and in particular and land (free hold leasehold or other tenure), buildings, easements, machinery plant, implements, provisions, hardware and stock in and on any such lands to build, construct, maintain, enlarge, pulldown, remove, or replace, improve or develop and to work, manage and control any buildings, offices, factories, mills, foundries, refineries, furnaces, sheds, godowns, shops, roads, ways, bridges or other structures for the purposes of the Company and also for the residence and amenity of its employees, staff and other workmen and to erect and instal machinery and plants and other equipments deemed necessary or convenient or profitable for the purposes of the Company.
2. To carry on in India or elsewhere business as manufacturers, producers, merchants, agents, sub-agents, brokers, distributors, canvassers, indentors, consignors, carriers, consignees,

Amu

transport agents, dealers, traders, depot managers, importers, and exporters in all kind of merchandise, commodities, articles, things and goods.

3. To carry on in India or elsewhere in the world the business of housing in all its branches and to promote, provide, lend, assist, subsidise and arrange for construction, renovation, reconstruction, repairing, remodelling, furnishing and establishing of all descriptions, utilities, modalities, capacities, dimensions, specifications and uses of houses, house buildings, row houses, bungalows, low cost houses, flats, apartments, multistoried buildings, chawls, residential complexes, towns, shops, colonies, commercial complexes and other similar structures to individuals, Hindu undivided families, group of persons, Government authorities, companies, firms, cooperative societies etc. on suitable terms and conditions, with or without securities and for the purpose to acquire and purchase lands and buildings and other immovable and movable properties and to develop, construct or build, all types of structures, buildings and houses and to act as buyers, sellers, traders, importers, exporters, stockists, distributors, commission agents, brokers, contractors, estate owners or otherwise to deal in all such immovable and movable properties goods, articles or things which are necessary for the purpose of accomplishment of objects under these presents.
4. To carry on the business in India and elsewhere as manufacturers, assemblers, designers, builders, sellers, buyers, exporters, importers, factors, agents, hirers and dealers of electronic goods, digital and analogue data processing devices and systems, electronic computers, mini and micro-processor based devices and systems, office automation systems, electro data processing equipment, central processing units, memory, peripherals of all kinds, data communication equipment and control systems, satellite communication equipments and system, telephone exchange, remote control systems, software of all kinds including machine oriented and/or problem oriented, software data entry devices, data collecting systems, accounting and invoicing machines, intelligent terminal controllers, media solid state devices, integrated circuits, transistors, liquid crystals, liquid display systems, diodes, resistors, capacitors, transformers and all related and auxiliary item and accessories including all components of electronics, hardware and appliances of any type and description.
5. To carry on the business of manufacturers, producers, processors, buyers, sellers, importers, exporters and dealers in electric cables, jelly filled cables, telecommunication cables and all other kinds of cables, wires, conductors, capacitors, electrical goods and appliances, electrical machinery, electronic goods, equipments, accessories and appliances, computers and other data processing machines and equipments, transmitters, transformers, switch-gears, control gears, electric motors, equipments, generators, switch boards, circuits, drycell batteries, accumulators, lamps, papers, cellular phones, fascimiles, gramophones, wireless equipments, radios, televisions, teleprinters, transistors, lenses, laying distributing and running telecommunication network, mobile and celluler phone services, E-mail services and other relatable goods, materials and services.
6. To carry on business as manufacturers, fabricators, assemblers, developers, processors, consultants, programmers, importers, exporters and dealers of and in, all kinds and descriptions of electronics, electro mechanical and electrical goods, products, apparatus, materials, computer softwares, components, parts and things (whether for industrial, business or household use or otherwise) including without limiting the generality thereof, computers, accounting and business machines, communication, telecommunication and telecommunication devices, artificial intelligence based systems, robots, process or environmental control and adaptor devices, automation devices, transistors, receivers, transformers, conductors, magnetic materials, mircoware components, video games, tapes, discs, fittings, switches and all hardware, software and peripherals thereto and thereof required for or capable of being for or in connection with the manufacture, maintenance, working or

Praveen

servicing of the same and also to establish and maintain for the company and for others, data banks, dissemination network and services.

7. To carry on the business of spinners, weavers, processors, bailers, pressers and manufacturers of goods and products from jute, jute cuttings, jute rejections, hemp cotton, wool, silk, synthetic, fibre/materials, all types of blended fibres and materials and all other fibrous materials, hides and skins and the manufacture, production and/or cultivation thereof and the business of buyers, sellers, traders, exporters, importers, consignors, consignees, principals and/or agents of and dealers in jute, jute cuttings, jute rejections, cotton, wool, synthetic fibre/materials, all types of blended fibres and materials and all other fibrous materials.
8. To carry on the business of manufacturers, producers, processors, traders, importers, exporters, consignors, consignees, principals owners, agents, factors, buyers, sellers of and dealers in all kinds of textiles, fabrics, hosiery goods, yarn, nylon, polyester, acrylic, rayon, silk, linen, cotton, wool, staple, viscose, synthetics and any other fibre or fibrous materials, whether synthetic, artificial or natural textile substances, allied products, by-products and substitutes for all or any of them and to treat and utilise any waste arising from any such manufacture, product or process whether carried on by the Company or otherwise.
9. To carry on the business of processing, refining, converting, manufacturing, formulating, using, buying selling, acquiring, storing, packing, dealing, transporting, distributing, importing, exporting and disposing of all types of chemicals (both organic and inorganic), Petrochemicals and other related products including Naphtha, Methane, Ethylene, Propylene, Butenes, Napthalene, Cyclohexane, Cyuclohexanone, Benzene, Acetic Acid, Cellulose, Acetate, Vinyl Acetates, Caprolactum, Adipic Acid, Hexamethylene, Diamine, Nylon, Nylon-6, Nylon-6.6, Nylon-6.10, Nylon-6.11, Nylon-7, and their fibres, Castings, Mouldings, sheets, rods, orthoxylene, Pthalic Anhydride, Alkyd resins, Polyester Staple fibre, Polyester Filament Yarn, Nylon Filament Yarn, Nylon Tyre Cord, Synthetic Rubbers, Engineering Plastics, Mixed Xylenes, Paraxylene, Metaxylene, Toluene, Cumene, Phenol, Styrene, Butadiene, Methacrolien, Maleic Anhydrid, methacrylates, Urea, Methanol, Formaldehyde, UF, PF and MF resins, Hyrogencyanide, Poly-methyl, Methacrylate, acetylene, PVC Polythelene, Plastics, Melamine and derivatives thereof, whether liquid, solid or gaseous, Dichloride, Ethylene Oxide, Ethyleneglycol, Polylycols, Ployurthanes, Parasylenes, Polystyrenes, Polypropylene, Isopropanol, Acetone, Propylene, Oxide, Propylene glycol, Acrylonitrite, Acrylic Fibres, Allyl Chloride, Epichlorhydrin, Aliphatic and Aromatic Alcholos, Aldehydes, Ketons, Aromatic Acids, Anlu-phrides, Vinyl Chloride, Acrylic, Esters, or Ortho, meta and terephthalic Acides and all gases, Epoxy resins and all other Petrochemicals products and Polymers in all their forms like resins, fibres, sheets, mouldings, castings, cellophones, colour paints, varnishes, disinfectants, insecticides, fungicides, deodorants as well as bio-chemical, pharmaceutical, medical, szig, bleaching, photographical and other preparations.
10. To carry on the business as manufacturers, makers, importers and dealers in all kinds of fertilizers and chemicals whether nature or mixed fertilizers.
11. To carry on business either as manufacturers, producers, traders, exporters, importers, Consignees, Consignors, principals, owners, agents or factors and on either wholesale or retail all or any of the business following, that is to say, portland cement, slag cement, white cement and all other kinds of cement, cement products, asbestos, paper and pulp, linoleum, wall paper and all kinds of floor coverings and wall coverings, fertilizers, manures, pesticides, insecticides and other products used for agricultural and other farming work, gums, guar seeds, guar gum and other industrial and house-hold gums, calcium carbide, calcium Cynamide, desulphurisation compound, Hydrogen Peroxide, Cytric Acid, heavy fine and all varieties of Chemicals and chemical products, timber, forest products, ice, plumbing and sanitary ware, petrol, machinery, accessories and spares, medical requirements, astronomical,

Bauer

photographic, sound and surgical instruments, machines and materials, drugs, pharmaceuticals, patent medicines, provisions, spices, stores consumable articles, drysaltery, medical preparations, restoratives, food, stationery, candles, perfumes, cordials, coal, gas, fuel, alcohol, sugar, glass, plastics, colours, cutlery, glassware, chinaware, thermal and hydel power, aviation materials, grinding materials, abrasives, lands, buildings, courtyards, farms, houses, mili stores, machineries of all links and descriptions, electrical and stores aerated and mineral waters, confectioneries, leather and leather goods and other allied products, by-products and substances and substitutes for all or any of them.

12. To acquire by purchase, lease, exchange or otherwise and to carry on the business of contractors, iron founders, iron and steel manufacturers, mechanical engineers, civil engineers, consulting engineers, project engineers, technical consultants and manufacturers of agricultural, industrial and other machines, rolling stocks, parts and accessories, fabricators, tool-makers, brass founders, metal-workers, boilers makers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, metallurgists, electrical engineers, water supply engineers, chemical engineers, chemists, chemical and physical analysts and manufacturers, builders, contractors of pollution and energy saving and pollution control derives, repair, convert, alter, let on hire and other deal in machinery implements, rolling stock, hardware and scrap of all kinds.
13. To carry on the business of manufacturers, processors, refiners, smelters, makers, fabricators, coveters, finishers, importers, exporters, agents, merchants, buyers, sellers and dealers in all kinds and forms of ferrous and non-ferrous metals, steel including tool and alloy steels, stainless and all other special steels, iron and other metals and alloys, aluminium, sponge iron, pig iron and all kinds of goods, products, articles or merchandise whatsoever manufactured wholly or partly from steels and other metals and alloys and also the business of iron masters, steel and other metals and mine owners, coveters, colliery proprietors, coke manufacturers, ferro-alloy manufacturers, miners, smelters and engineers in all their respective branches and to search for, get, work, raise, make merchantable, manufacture, process, buy, sell and otherwise deal in all kinds or varieties of ferrous and non-ferrous metals and products thereof, coal, coke, brick-earth, fireclay bricks, ores, mineral substances, alloys and metal scrap and to manufacture, produce and distribute all types of industrial gases such as oxygen, acetylene, carbon dioxide, argon and such other gases and required accessories.
14. To purchase, take on lease or otherwise acquire any mines, mining rights and land and any interest therein and to explore, work, exercise, develop and to account the same.
15. To purchase, acquire take on lease or exchange lands, buildings, machineries, factories and to cultivate any estates, lands, and properties and to grow thereon tea, coffee, cardamoms, cereals, foodgrains, cashcrops, oil seeds, fruits, wines, vegetables, flowers, cinchona, cotton, and to carry on the business of general planters, growers, curers, horticulturists, manufacturers, farmers, garden and other produce merchants, dairy farming, including making of condensed and powdered milk, cream, cheese, butter and other milk products, and the business of poultry farming, deep sea fishing, prawn breeding and processing, livestock breeding and processing and canning and packaging of food articles, spices, fruits and vegetables and of cultivating and exploiting forests and utilising forest products and to prepare, process, manufacture and render marketable the produce of any estate, lands or properties of the Companies and turn such produce, products and/or properties to account.
16. To acquire and carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers of and dealers in all kinds of oils, hydrogenated, dehydrated, deodorised or otherwise and other vegetable products including other oil and all kinds of edible oils and oil preparations, allied products, by-products and substitutes for all or any of

Prui

them and to treat utilize and waste arising from any such manufacture, production or process, whether carried on by the Company or otherwise.

17. To carry on the business of manufacturers of, distributors, agents and dealers in all kinds or classes of paper, boards, cardboards, mill boards and articles made from paper or pulp, plastic or materials used in the manufacture or treatment of paper and all varieties of boards, and in particular to manufacture and deal in writing paper, printing paper, newsprint paper, absorbent paper, wrapping paper, tissue paper, gummed paper, blotting paper, filter paper, art paper, blank or bond paper, drawing paper, craft paper, envelope paper, tracing paper, waterproof paper, wall and ceiling paper, carbon paper and photographic paper.
18. To carry on the business of manufacturers, producers, processors, dealers, importers, exporters and traders in cardboards, packing and packaging materials, packagings, wrappers, wrappings, linings and coverings of all materials including cloth, plastic material, plastic and bakelite, strappings and all other substitutes whether synthetic or not for any of the materials aforesaid and all articles and things made or constructed wholly or partly from any of the materials aforesaid including the manufacture of containers, boxes, pails, canisters, trunks, suitcases, travelling cases and requisites, toys, games, sports and athletic and recreational requisites of all kinds.
19. To acquire by purchase, lease exchange or otherwise and carry on the business of manufacturers, suppliers, importers, exporters, and dealer in refractory goods, fire bricks, fire-cements and mortars, acid-proof bricks, insulation bricks, ceramic coatings and other ceramic products including glassware and potteries of all types of minerals and chemicals.
20. To carry on the business of manufacturers, exporters, processors, importers, sellers, buyers and/or dealers in rubber, synthetic rubber, vulcanising materials, rubber tubes, tyres, films, moulded goods, foam rubber, hygienic goods made of rubber and latex, other rubber products, transmission belts and conveyors, rubber containers, bottles and closures, rubber lined vessels, condoms, toys and other allied goods, leather, floor, cloth, dress preservers, dressing linings, umbrellas, waterproof goods and all kinds of articles made therefrom.
21. To carry on the business of manufacturing, buying, selling, plying, exchanging, altering, importing, improving, assembling, distributing and dealing in motor vehicles, trucks, tractors, chassis, motors, auto-rickshaws, scooters, two-wheelers, three-wheelers, motor cycles, cycles, buses, lorries, minibuses, vans, engines, locomotives, wagons, coaches, turbines, tanks, ships, vessels, boats, flats, barges, launches, cargo boats, aeroplanes, airships, flying boats, hydroplanes, seaplanes, balloons and aircraft of every description and other vehicles, and components or parts thereof, tools, implements, spare parts, accessories and ancillary materials and products for transport or conveyance of passengers, merchandise and goods of every description whether propelled or used by electricity, steam, oil, vapour, petroleum, diesel oil, solar or any other motive or mechanical power in India or elsewhere.
22. To undertake and carry on the trade and business of shippers, ship owners, ship brokers, underwriters, ship managers, tug owners, shipping agents, loading brokers, freight contractors, carriers by land and water, transport, haulage and general contractors, barge owners, lightermen, dredgers, railway and forwarding agents, refrigerators, store keepers, shipstore merchants, warehousemen, wharfingers, pier and landing stage owners, ship breakers, manufacturers of and dealers in rope, tarpaulin, life saving appliances, ship machinery and engines, nautical instruments and ship's rigging gear, fittings and equipments of every description, importers of ships and marine equipment of all description and to carry on the said business and other ancillary business either as principals or as agents or on commission basis or otherwise.

23. To generate, accumulate, distribute and supply renewable and/or non renewable energy including electricity for the purpose of light, heat motive power and for all other purposes for which electrical energy can be employed and to manufacture and deal in all apparatus and things required for or capable of being used in connection with generation, distribution, supply, accumulation and employment of electricity including hydro electricity, solar power or electricity from mineral and wind power.
24. To purchase, manufacture, produce, boil, refine, prepare, import, export, sell and generally to deal in sugar, sugar candy, jaggery, sugar-cane, bagasse, molasses, syrups, alcohol, spirits and all sugar products as such as confectionery, glucose, sugar-candy, canned fruits, golden syrup and aerated and mineral waters and/or by-products such as bagasse boards, paper, pulp, butyl alcohol, acetone, carbon-dioxide, hydrogen, potash can, wax and fertilizers and food products generally and in connection therewith to acquire, construct operate factories for the manufacture of sugar or any of its products or by products and acquire or manufacture machinery for any of the above purposes.
25. To carry on the business of producers, cultivators, manufacturers, wholesalers, importers and exporters of and dealers in all kinds of tobacco, cigars, cigarettes, match-light, pipe smoker's requisites and any other articles required by or which may be convenient to smokers, and of snuff grinders and merchants and box merchants, and to deal in any other articles and things commonly dealt in by tobacconists.
26. To establish, set up and run hotels, motels, inns, bars, restaurants, fast food centres, pizzerias, ice-cream parlours, amusement and recreation centres, libraries, cold storages, clubs and to act as boarding and lodging house keepers, wine, beer and spirit merchants, brewers, maltsters, distillers, and manufacturers of ice-creams, aerated mineral and artificial waters and other drinks, purveyors and caterers.
27. To establish, set up, design, construct, take over and run all kinds of hospitals, dispensaries, clinics, laboratories, medical centres, X-ray and scanning centres, pathological and all types of medical facilities, health clubs and to design, manufacture, import, export, buy, sell, install, maintain and improve all kinds of equipments and instruments for hospitals, dispensaries, clinics, laboratories and health clubs, and to buy, sell, manufacture, import, export, treat and deal in any kinds of pharmaceuticals, chemicals, medicines and drugs, hormones, herbals and essences.
28. To carry on business of stationers, printers, lithographers, stereotypers, electro-typers, photographic printers, photolithographic, engravers, diesinkers, envelop manufacturers, book-binders, account book manufacturers, machine rulers, numerical printers, paper makers, paper bag and account book makers, box makers, cardboard manufacturers, type founders, photographers, manufacturers and dealers in all kinds of cards including playing, visiting, railway, festive complimentary and fancy cards and valenties, dealers in stamps, agents for the payment of stamp and other duties, advertising and publicity agents, designers, draftsmen, ink manufacturers, book sellers, publishers, paper manufacturers and dealers in or manufacturers of any other articles or things of character similar or analogous to the foregoing or any of them or connected therewith.
29. To open and run cinema-house, Studios or distribute motion films, video and audio cassettes and laser discs for the exhibition of films, and to produce, exploit and deal in motion pictures, photo displays and to conduct and carry on in all their respective branches of the business of film producers, manufacturers, licensors, licences, printers, proprietors, hirers and dealers and agents for films, of all and every kind and description, cinema equipments, photographic instruments and materials, entertainment electronic materials of every kind and description



and such other functions, operations and works which can be conveniently undertaken and carried out by persons in such business.

30. To manufacture, make, produce, purchase, import, export, sell and otherwise deal in, repair or recondition ornaments and jewelleries of all kinds whether of gold, silver, platinum, rolled gold and other metals and alloys, diamonds, rubies, emeralds, pearls or any other precious stones or substances and to establish and maintain factories and workshops for manufacturing and making such ornaments and jewelleries and other articles.
 31. To act as travelling agents for railways, airways, roadways and shipping lines, cargo business as national and international and to provide, arrange, organise and manage all related services including booking and reservations for hotels, transport, cinemas, recreation centres, theatres, operas, concerts, sports, events, trade fairs, and all other facilities as are generally arranged or provided by the travel agents.
 32. To carry on the business of manufacturing, processing, presenting, buying, selling, importing, exporting and dealing in all kinds and varieties of condensed milk, jams, jellies, custard, pickles, ciders, chips, sauces, ketchups, noodles, syrups and cordials, soaps, tonics, foods and consumable provisions of every description for human consumption and all natural, artificial, synthetic or chemical edible food colour.
 33. To carry on as manufacturers, traders and dealers in all kinds of packing materials such as drums, barrels, packages, tanks, containers, tubes, aerosol, tins, boxes, levels, wrappers polythene and plastics, paper board packets, laminated and waterproof papers and to act as printers of such materials, convertors, carriers, importers, exporters of such products and materials connected therewith.
 34. To develop and turn to account any land acquired by the company or in which the company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering pulling down, decorating maintaining, furnishing, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, and others.
 35. To carry on all or any of the following businesses, namely, builders and contractors, decorators, merchants, and dealers in stone, sand, lime, cement, bricks, timber, hardware and other building requisites, brick and tile and terracotta makers, jobmasters, carriers, and house agents.
 36. To carry on the business of laying of gas, petroleum & water pipelines, construction of telecom network, laying telecom pipe, laying of telecom and electrical cables, erection & installation of machineries & equipments.
- IV. The liability of the members is limited.
- V. The Authorised share capital of the Company is Rs. 10,00,000/- (Rupees Ten Lacs) divided into 25,000 (Twenty Five Thousand) equity shares of Rs. 10/- (Rupees Ten) each and 7500 (Seven Thousand Five Hundred) redeemable preference shares of Rs. 100/- each with such rights, privileges & conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital to the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential, rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being.

(14) A

We the several persons, whose names & addresses are subscribed below are desirous of being formed into a Company in pursuance of these Memorandum/Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names:-

Names, Addresses, Occupations and Father's Name of Subscribers	Number of Equity shares to be taken by Each Subscriber	Names, Address, Occupation and Father's Name of the witness
<p><i>Anandmoyin</i> Aditya Kumar Bajoria. 125, Dr. Shyama Prasad Mukherjee Road. Kolkata 700 026 Business Sri Hari Shanker Bajoria.</p>	<p>4000 (Four Thousand)</p>	<p>Witness to all the Signatories: Bichitra Nanda Muni Advocate Bichitra Nanda Muni Advocate Calcutta High Court - 9-Old Post Office street Calcutta-700001 S/o N.C. MUNI F-1458/1938/1999</p>
<p><i>Ajivale</i> Prakash Kumar Thunjumala 10/4 Alipore Park Place Kolkata - 700027 Occupation: Business.</p>	<p>3000 (Four Thousand)</p>	<p>88531</p>
<p><i>T. Ghosal</i> TAMAL GHOSAL W2CS 19/B, Ph III GOLF GREEN KOLKATA-700095 OCCUPATION: BUSINESS FATHER'S NAME: T. C. GHOSAL</p>	<p>3000 (Four Thousand)</p>	<p>07010/ m, 2004 PT CO Company No. 945 Infrastructure Company's Name Land Attorneys Pvt. Ltd. Name of Document M.P. Document No. N/A Registered/Filed/Recorded Dated 14.05.19 2004 PRESERVATION PERIOD YEARS DESTRUCTION DATE Registrar of Companies West Bengal.</p>
<p>TOTAL</p>	<p>10000 (Ten Thousand)</p>	

KOLKATA DATED THE 17 DAY OF May 2004

(Signature)