

MEMORANDUM

AND


ARTICLES OF ASSOCIATION

OF

ARSS

INFRASTRUCTURE

PROJECTS LTD.


Signature: _____
Name : Prakash Chhajer
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No.-FCS-8473



सत्त्वमेव जयते
प्रारूप० आई० आर०
Form I.R.

निगमन का प्रमाण पत्र
CERTIFICATE OF INCORPORATION

ता०.....की स०.....

No. 15-06230 of 2000-2001

में एतद द्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम 1956 (1956 का स० -1) के अधीन निगमित की गई है; और वह कम्पनी परिसीमित है।

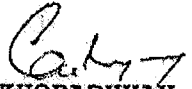
I hereby certify that **ARSS STONES PRIVATE LIMITED**

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

मेरे हस्ताक्षर से आज ता०.....को दिया गया।


Given under my hand at **CUTTACK** this **SEVENTEENTH**

day of **MAY** Two thousand.....


(G. MUKHOPADHYAY)
कम्पनियों का रजिस्ट्रार, उड़ीशा
Registrar of Companies,
Orissa

जे०एस०सी-1
J.S.C.-1

कम्पनी रजिस्ट्रार,
Registrar of Companies
उड़ीशा / Orissa

Signature: 
Name : Prakash Chhajer
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No.-FCS-8473

GOVERNMENT OF INDIA
MINISTRY OF COMPANY AFFAIRS
OFFICE OF THE REGISTRAR OF COMPANIES, ORISSA
CHALACHITRA BHAWAN, 2ND FLOOR, BUXI BAZAR,
CUTTACK : 753 001

NO.TS/S.21/6230/410

DATED, THE 20th May, 2005.

To,

M/s. Arss Stones Private Limited,
Plot No. 38, Sector : A, Zone : D,
Mancheswar, Bhubaneswar.

Sub: Change of name – Approval of the Central Government Under Section 21 of the Companies Act, 1956.

Sir,

With reference to the correspondence resting with your intimation/letter No. Nil dated 20.05.2005 I hereby approve and signify in writing under Section 21 of the Companies Act, 1956 read with Government of India, Ministry of Company Affairs's Notification No. GSR 507(E) dated 24th June, 1986, the change of the name of the company from " ARSS STONES PRIVATE LIMITED" to "ARSS INFRASTRUCTURE PROJECTS PRIVATE LIMITED". I have, however, to point out that the compliance with the provisions of Section 23(1) of the Act will continue to be necessary for effecting the change of name and I have accordingly to advise you to take necessary action in this behalf.

Yours faithfully,


(B. MOHANTY)

REGISTRAR OF COMPANIES, ORISSA


Endorsement No. TS/S.21/6230/411(2) Dated, the 20TH MAY, 2005.

Copy forwarded for information to :

1. The Regional Director, Eastern Region, Ministry of Company Affairs,
Kolkata : 700 020.
2. The Secretary to the Government of India, Ministry of Company Affairs,
Shastri Bhawan, "A" Wing, 5th floor, Dr. R. P. Road, New Delhi: 110 001.

REGISTRAR

SAMANTA/5/2005

Signature: 
Name : Prakash Chhajer
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No.-FCS-8473



COMPANY REGISTRATION NO : 15-06230 OF 2000-2001

CIN NO.U14103OR2000PTC006230

**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME
IN THE OFFICE OF THE REGISTRAR OF COMPANIES, ORISSA, CUTTACK**

(UNDER THE COMPANIES ACT, 1956)

IN THE MATTER OF M/S. ARSS STONES PRIVATE LIMITED

I hereby certify that *M/S. ARSS STONES PRIVATE LIMITED* which was originally incorporated on the **SEVENTEENTH** day of **MAY**, TWO THOUSAND under the Companies Act, 1956 and under the name "**ARSS STONES PRIVATE LIMITED**" the said Company passed necessary resolution in terms of Section 21 of the Companies Act, 1956 on **19th April 2005** and the approval of the Central Government, signified in writing having been accorded hereto in the Ministry of Company Affairs, Registrar of Companies, Orissa letter No. **TS/S.21/6230/410 dated 20TH MAY, 2005** the name of the said Company this day changed to "**ARSS INFRASTRUCTURE PROJECTS PRIVATE LIMITED**"

Given under my hand at **CUTTACK** this **TWENTIETH** day of **MAY**, TWO THOUSAND FIVE.

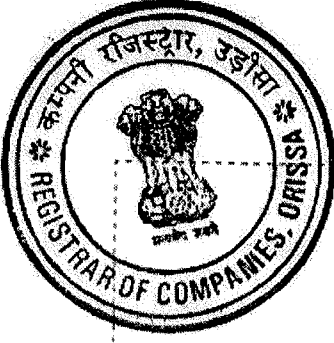
B. Mohanty
(**B. MOHANTY**)

REGISTRAR OF COMPANIES, ORISSA.

कम्पनी रजिस्ट्रार
Registrar of Companies
उड़ीसा / Orissa

Signature: _____

Prakash Chhajjer
Name : **Prakash Chhajjer**
Designation : **Company Secretary**
Address : **Plot No-38, Sector-A, Zone-D**
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No.-**FCS-8473**



M/S. ARSS INFRASTRUCTURE PROJECTS PRIVATE LIMITED.

COMPANY REGISTRATION NO. 15-006230
CERTIFICATE OF REGISTRATION OF CONFIRMING
ALTERATION OF OBJECTS.

(SECTION 18(1) OF THE COMPANIES ACT, 1956).

M/S. ARSS INFRASTRUCTURE PROJECTS PRIVATE LIMITED having by Special Resolution passed on **TWENTYSIXTH** day of **MAY, TWOTHOUSAND FIVE** altered the provisions of its Memorandum of Association with respect to its main objects and such alteration having been confirmed on the **26TH MAY, 2005**, I hereby certify that the resolution together with the printed copy of the Memorandum of Association as altered has been registered on **27.05.2005**.

Given under my hand at **CUTTACK** this **TWENTYSEVENTH** day of **MAY, TWOTHOUSAND FIVE**.


(**B. MOHANTY**)

REGISTRAR OF COMPANIES,
ORISSA

कम्पनी रजिस्ट्रार
Registrar of Companies
उड़ीसा / Orissa



Signature:-
Name : Prakash Chhajer
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No.-FCS-8473



COMPANY NO. 15-06230 OF 2000-01

CIN: U14103OR2000PLC006230

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT OF CHANGE OF STATUS OF THE
COMPANY IN THE OFFICE OF THE REGISTRAR OF
COMPANIES, ORISSA, CUTTACK**

(UNDER THE COMPANIES ACT, 1956)

IN THE MATTER OF M/S. ARSS STONES PRIVATE LIMITED

I hereby certify that *M/S. ARSS STONES PRIVATE LIMITED* which was originally incorporated on SEVENTEENTH day of MAY, TWO THOUSAND under the Companies Act, 1956 and under the name ARSS STONES PRIVATE LIMITED subsequently change its name to ARSS INFRASTRUCTURE PROJECTS PRIVATE LIMITED on 20th May, 2005 having passed necessary resolution on 15TH NOVEMBER, 2005 in terms of Section 44(2)(b) read with Section 31 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded hereto in the Registrar of Companies, Orissa the status of the said Company is this day converted to "ARSS INFRASTRUCTURE PROJECTS LIMITED".

Given under my hand at CUTTACK this THIRD day of APRIL, TWO THOUSAND SIX.

B. Mohanty
(B. MOHANTY)
REGISTRAR OF COMPANIES, ORISSA.

कम्पनी रजिस्ट्रार
Registrar of Companies
उड़ीसा / Orissa

Prakash
Signature: _____
Name : Prakash Chhajer
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No.-FCS-8473



भारत सरकार-कम्पनी कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, उड़ीसा

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)
उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कार्पोरेट पहचान संख्या : U14103OR2000PLC006230

मैसर्स ARSS INFRASTRUCTURE PROJECTS LIMITED

के अंशधारकों ने दिनांक 20/04/2007 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम, 1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मेरे हस्ताक्षर द्वारा कटक में यह प्रमाण-पत्र, आज दिनांक तीस अप्रैल दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF COMPANY AFFAIRS
Registrar of Companies, Orissa

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956


Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

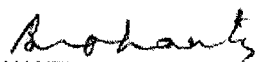
Corporate Identity Number : U14103OR2000PLC006230

The share holders of M/s ARSS INFRASTRUCTURE PROJECTS LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 20/04/2007 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Cuttack this Thirtieth day of April Two Thousand Seven.

Signature: 
Name : Prakash Chhajer
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No.-FCS-8473


(MOHANTY BIBEKANANDA)
कम्पनी रजिस्ट्रार / Registrar of Companies
उड़ीसा
Orissa

THE COMPANIES ACT, 1956
MEMORANDUM OF ASSOCIATION
OF
ARSS INFRASTRUCTURE PROJECTS LIMITED

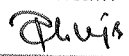
- I. The name of the company is ARSS INFRASTRUCTURE PROJECTS LIMITED.
- II. The Registered Office of the Company will be situated in the State of Orissa.
- III. The objects for which the company is established are:

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS

INCORPORATION AREA:

1. To carry on in India or elsewhere the business to manufacture, produce, prepare, polish, cut finish, process, mine, treat, acquire convert, commercialize, crush, grave, design, develop, export, import, buy, sell, resell, explore, excavate, quarry, grind, handle, transport, turn to account, market, promote, manage, organize, establish, store, shape and to act as agent, broker, aditia franchiser, distributor, stockiest, mine owners, quarry owners, suppliers, vendor, consignor, transporters, consultants, collaborators, export houses, warehouses or otherwise to deal in all shapes, sizes & varieties of rough and polish stones, slabs, logs, rocks and chips of all natural stones including granite, hemathist, radaita, laterite, coloured stones, their residues, cuttings, byproducts, ingredients, powers, monuments, articles or things and to undertake search, survey, discover, find out and to acquire, by concession, grant, purchase, barter, lease, license, degrees & tenders the allotment or otherwise of land or water area from government, semi government, local authorities, private bodies, corporations and other persons such rights powers and privileges for the accomplishment of above objects whatsoever and to do all incidental acts and things necessary for the attainment of above objects.
2. To carry on in India or elsewhere the business of builders, contractors, designers, architects, decorators, furniture, consultants, constructors, financiers and brokers of all types of buildings, bridges and structures including houses, flats, apartments, office, godowns, warehouses, shops, factories, sheds, hospitals, hotels, holiday resorts, shopping-cum-residential complexes and to develop, erect, install, alter, improve, add, establish, renovate, recondition protect, participate, enlarge, repair, demolish, remove, replace, maintain, manage, buy, sell, lease, let on hire, commercialise, turn to account, fabricate handle and control all such buildings and structures and to purchase, sell, or deal in all types of movable or immovable properties for development investment or for resale and to act as buyer, seller, importer, exporter, agent, distributor, stockists or otherwise to deal in all types of raw materials, goods, fittings, parts, accessories, know-how, consumable, plant and machinery, tools and tackles used for the foregoing purpose and to do all incidental acts and things necessary.
3. To act as industrial, technical and commercial project consultants and advise on all and any matters relating to promotion, planning, establishment and development of an organization, selection and recruiting personnel, sales, imports and exports, purchases, marketing and market research and administration of any project, industry business or enterprise in India or out of India and to undertake, provide, procure, maintain and promote

1

Signature: 
Name : Prakash Chhajer
Designation : Company Secretary
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Membership No.-FCS-8473

administration, and any other services and facilities required by or in connection with any project, industry or business including undertaking complete turnkey jobs and comprehensive management of unit and/or groups thereof and to carry on the business as civil, mechanical, engineering and electrical contractors, builders, road makers, engineers, and to take up turnkey projects, construction, manufacturing, building, road making engineering and all other allied works of any nature for any person, firm, company, public body, government, army, navy, railways, to execute projects under Built Operate Lease & transfer (BOLT) under central govt, railways & various other public bodies etc., either itself or in partnership with any person, firm, company or government body or corporation.

4. To carry on the business of manufacturing tipper, cabin body and engineering works includes repairing of vehicles, such as cars, trucks & buses in the workshop of the Company of its own, outsiders and to undertake as well as carry out directly or in connection with other agencies scientific and technical research experiments and test of all kinds and also to take up processing, assembling and manufacturing of all machinery, electronic goods, communication equipment fiber optic related equipment, software for computers and telecommunications.


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

1. To Search, survey, discover and find out and to acquire by concession, grant, purchase, barter, lease, license, degrees & tenders the allotment or otherwise of land or water area from government, semi-government, local authorities, private bodies, corporations and other persons such rights, powers and privileges whatsoever for obtaining mines, open cast mines, quarries, deposits for the accomplishment of above objects.
2. To deal in all shapes, sizes, varieties, description, application and designs of rough, raw, cut, uncut, polished or processed natural and man-made precious, semiprecious & natural stone such as diamond, ruby, plants, gem stones, blood stones, blood stone, gold stone, sun stone, jews stones, load stone, touch stone.
3. To engage or enter into contracts or arrangements with experts inside the Indian Union or abroad and enter into foreign collaboration agreements with the objects of furthering the company's business or objects.
4. To purchase take on lease or otherwise acquire and explore work, exercise, develop, acquire options in and turn to account any mines, metalliferous lands, mining rights prospectors other claims and diggers, licenses, either in India or else where.
5. To incur debts for the conduct of any business of the company and purchase or hire goods, materials or machinery on credits or otherwise for any business or purpose of this company.
6. To draw, make, accept, endorse, discount, execute and issue, promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities in connection with business of the company.
7. To make payments, fees and expenses with respect to the formation and registration of the company or the issue of its capital.
8. To pay for any rights or property acquired by the company and to remunerate any person or company whether by cash payment or by the allotment of


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shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.

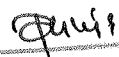
9. To take part in the technical management, supervision or control of the business or operations of any company, or undertakings and for that purpose to appoint and remunerate any director, accountants, lawyers, engineers or other experts, or agents and act as registrar or agents of any such company or undertaking.
10. To give advertisements and conduct publicity campaign and to have journals, magazines, periodicals, books or leaflets for the promotion of all or any of the purposes and activities of the company.
11. To procure this or any other company to be registered or registered in any part of the world in our outside India.
12. To apply for purchase or otherwise acquire and renew in any part of the world, any patent rights, copy rights, trade marks, menos, designs, invention, licenses, concessions and the like. Conferring any exclusive or non exclusive or limited right to their use or any secret or other information as any inventions which seems capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly to benefit the company and to use exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend money to experiment upon taking or improving any such patents inventions or rights.
13. To acquire properties and rights of use of properties including land, building, machineries and plants, waterways reservoirs, warehouses and other works and conveyances which may directly or indirectly advance the company's interest.
14. To build, alter, construct and maintain any factories, warehouses, dwellings or other buildings or work necessary for the purpose of the company or which can be conveniently used in connection therewith.
15. To construct, acquire, establish, take on lease, maintain, administer, carry out, improve, work, control or superintendent any factories, workshops sheds, road ways, siding, railways, tramways, tracks, reservoirs, bridges, water courses, mills, electrical installations, conveyances and work which may become directly or indirectly conducive to any of the main objects of the company and to subsidies or to take part in such activities and operations in pursuits of the company's main objects.
16. To carry on any business related to the productions, processing, importing and engage distribution of and deal in which may be either usefully or conveniently combined with the activities of the company or of any of the contracts undertaken by the company for attainment of main objects.
17. To open offices, shops, godowns and branch office at any place of India and abroad calculated to benefit or advance the interest of the company and objects.
18. To purpose, acquire, protect, prolong and renew whether in India or elsewhere rights which may appear to be advantageous or useful to the company's main business and to turn to account to manufacture or grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve the patents, inventions or right which the company may acquire or propose to acquire.
19. Subjects to the provisions of the Companies Act, 1956 & Rules framed there under, direction issue by RBI from time to time and SEBI guidelines as the


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Membership No.-FCS-8473

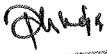
case may be borrow, raise, secure, invite, promote, undertake and accept the payment of money as deposit, loan or advance with or without interest, secured or unsecured, conditional or non-conditional or in such other manner as the directors may in their absolute discretion deem fit and in particular by the issue of debentures, bonds, debenture stocks, commercial papers or other securities whether convertible or non-convertible, on mortgage, pledge or charge on the whole or any part of the property, assets, revenue and profits of the company including its uncalled capital by special assignment or otherwise and to purchase, redeem, pay off or discharge any such securities.

To accept, invite, promote, raise, secure, borrow, undertake or otherwise to negotiable loans, underwriting contracts, mortgages, leases, equity participations, cash credits, letters of credits, guarantees, obligations, commitments, overdrafts and other financial facilities from Banks, financial institutions, leasing companies, government or semi-government bodies companies, firms, individuals, societies, associations, body corporate and other entities.

20. To distribute among the members in specie any property of the company or any proceeds of the sale or disposal of any property of the company subject to the provisions of the law in the event of winding up.
21. To apply for tender, purchase, or otherwise acquire any contracts, subcontracts, licenses and concessional for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out dispose of or otherwise turn to account the same.
22. Subject to the provision of section 391 to 394 of the companies Act, 1956 to amalgamate or to enter into partnership or into any arrangement for sharing profits, interest, co-operation, joint venture, or reciprocal concession or for limiting competition with any person or company or companies carrying on or being authorized to carry on or engage in any business or transaction which the company is authorized to carry on or which the company is authorized to carry on or which is capable of being conducted so as directly to benefit the company.
23. Subject to the provisions of the companies Act, 1956 or any other enactment in force to protect officers, directors, agents and servants of the company against proceeding, cost, demands in respect of any thing done or ordered to be done by them for and in the interest of the company or for any other purpose which may seem calculated directly or indirectly to prejudice the interests of the company.
24. To open & operate any account in the name of the Company with any bank and draw cheques endorse all cheques, hundles, securities, pay orders, demand drafts open and operate cash credit accounts in the company's name and to close accounts of Banks as and when deemed necessary.
25. To enter into, execute and fulfill all contracts, agreements and arrangements necessary or useful for any or all of the objects of the company with any government, semi-government and local authority in India or elsewhere for the purchase, sale and supply of goods, merchandise, movable articles & things and to provide services on such terms and conditions as the Board of Directors deem fit from time to time.
26. To establish, settle, promote, form, undertake or to execute any public charitable or welfare trust for the benefit of employees, ex-employees, directors, their dependants and general public of for the developments and advancement of any activity in the field of education, health care, public welfare, science etc. for their benefit.

Signature: 
Name : Prakash Chhajor
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No.-FCS-8473

27. To purchase, sell, subscribe, underwrite, acquire, invest, exchange, take-up , hold or otherwise to deal in shares, stocks, bonds, debentures, warrants, entitlements, premium notes, obligations or securities issued or guaranteed by the companies, corporations, mutual funds, government undertaking, government authorities, banks, financial institutions, foreign institutional investors, foreign companies or by any other body or authority in India or abroad either by original subscription, tender conversion, offer, renunciation, purchase or otherwise and to subscribe for the same either conditionally or unconditionally and to guarantee the subscription there of and to exercise, enforce and enjoy all rights and powers conferred by or incidental to the ownership thereof.
28. To insure the company fully or partly against any losses, damages, risks, accident and liabilities of all kinds which may affect to it whether in respect of its contracts, agreements, advances, securities, undertaking, properties, belongings, goods, articles, guarantees & obligations or in setting apart funds of the company or by effecting appropriate insurance from time to time.
29. To make donations, charities & contributions to individuals, firms, companies, trusts, institutions, welfare funds, national relief funds, hospitals, recognized political parties etc. either in cash or in kind such as may be allowed by law and in particular to remunerate any person, company, firm, body, association or corporation introducing business to this company and else to subscribe and contribute to religious, political, benevolent, national, public, cultural educational or other institution, fund or trusts established for the benefits of the employees, ex-employees (including directors) business associates or to their dependants & relatives or for general public.
30. To refer, or agree to refer to arbitration the mater related to any claim, demand, dispute, or for any other question raised by or against the company, or in which the company is directly or indirectly interested or concerned and to do all acts, deeds, maters and things to carry out and enforce the award.
31. The acquire business & undertake the whole of any part of the business assets and liabilities of any person, shareholder, or company carrying on any business which the company is authorized to carry on at such consideration as will be mutually agreed upon.
32. To engage, employ staff, servants, employees, agents, experts for the company and pay or otherwise remunerate them, including making such provision, funds, and other benefits as may be desirable and not otherwise illegally calculated or purported to be calculated to benefit such servants, their dependence and heirs.
33. To provide guarantees, counter guarantees, third party guarantees or to stand as surety for the payment of money, secured or unsecured, obtained by the company from banks, financial institutions, mutual funds, public bodies, government bodies, corporations, companies, firms, individuals or other entities on commission or otherwise and to pay for the money so guarantee in respect of promissory notes, bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations, banking facilities, instruments and securities of any such entities as aforesaid.
34. To let out on rent, on hire, lease, license or otherwise dispose of any property, rights, ways, works, privileges, trademarks etc. of the company absolutely or conditionally on daily, weekly, monthly, yearly, or on perpetual period basis in India or elsewhere and to receive rent charges, royalties, fees, discounted value, lump sum deposits, commuted value or other consideration there


 Signature:-
 Name : Prakash Chhajer
 Designation : Company Secretary
 Address : Plot No-38, Sector-A, Zone-D
 Mancheswar Ind. Estate, Bhubaneswar-751010
 Membership No.-FCS-8473

against as may be agreed by the Board of Directors of the Company from time to time.

35. To pay, reimburse or give credit for all cost, charges and expenses out of the funds of the company which are incidental to the promotion, formation, registration and establishment of the company as are incurred by the promoters in its preliminary or pre-incorporation stage and alternatively to issue shares against such expenses as may be decided by the Board of Directors from time to time.
36. To arrange, establish, encourage, promote, manage and organize marketing operations in India or abroad for sale of the products and by-products whether manufactured by the company or not and for the purpose either to establish its own shops, retail counters, franchise, depots, showrooms, agencies, or marketing organizations or to appoint agents, distributors, stockiest, declarer agents, C&F agents, representatives, wholesalers, retailers or dealers on such terms and conditions as the company may deem fit from time to time.
37. To carry on in India or in any part of the world all incidental acts and things necessary for the attainment of any of the objects under these presents.
38. To adopt all pre-incorporation contracts entered into by the promoters with any person on behalf of the company by way of ratification or substitution and to remunerate any person or company for services rendered or to be rendered to the company for the formation or promotion of the company or for the acquisition of any property, license, letter of intent, allotments, know how or similar things by the company.
39. The objects incidental or ancillary to the attainment of the main objects of the company as aforesaid shall also be incidental or ancillary to the allotment of the other objects of the company herein mentioned.

The objects set forth in each of the several clauses under these presents shall have the widest possible construction and shall extend to all parts of the world.

The word company in this memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not any wherever domiciled.


(C) OTHER OBJECTS :

1. To carry on in India or elsewhere the business to produce, promote, project, participate, manufacture, manipulate, treat, process, prepare, alter, develop, expose, edit, exhibit, make, remake, display, print, reprint, convert, duplicate, finish, buy, sell, run, import, and to act as broker, agent, distributor, proprietor, copyright owners, video right owners, audio right owners, theater owners, dubbing right owners, cinema studio owners, dance, music and other studio owners, lab owners etc. of all kinds of cine films, video films, tele films, documentary films, advertising films, TV serial, slides in all languages prevailing in the world and to do all such other acts and things as are necessary and incidental to the business of film industry in general.
2. To carry on the business of buy, sell, store, supply, import, export and to act as agent, brokers, concessionaries, consultant, consignor, representative, liasioner or otherwise to deal in consumer goods of all types and to do all such acts and things necessary for the attainment of the above objects.




Signature: _____
Name : Prakash Chhajer
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-F
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No.-FCS-8473

3. To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, loan, unload, handle, transport, buy, sell, import, export, supply and to act as agent, broker, adatia, stockiest, distributor, consultants, contractor, manager, operator or otherwise to deal in allsorts of present and future ore, minerals, deposits, goods, substances & materials, including sands, stones, soils, chalk, clay, china clay, bentonite, barites, calcite and coal, lignite rockphosphate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass and other allied materials, by-products, mixtures, blends, residues & substances and to do all incidental acts and things necessary for the attainment of objects under these presents.
4. To search, survey, discover and find out and to acquire by concession, grant, purchase, barter, lease, license, degrees & tenders the allotment or otherwise of land or water area from government, semi-government, local authorities, private bodies, corporations, and other persons such rights, powers and privileges whatsoever for obtaining mines, open cast mines, quarries, deposits for the accomplishment of above objects.
5. To carry on in India or elsewhere the business to manufacture produce, process prepare, fabricate, market, convert, commercialize grade, develop, design, press, stitch, mould, flex, export, import jobwork, buy, sell, stretch, stamp, shape, smelt, emboss, print laminate and to act as agent, broker, adatia, consultant, advisor, representative, marketing man, collaborator franchisers, stockists, distributor or otherwise to deal in all shapes, sizes, varieties, capacities, description and dimensions of packing materials whether made of wood, plywood, thermo cole, wood wool, particle board, corrugated paper, craft paper, rubber straw boards, card boards, aluminum foils, metal foils, glass, plastics, gelatine, bakelite, polypropylene and its compounds, tin, iron sheets, jute, synthetic materials, cloths and other ferrous and nonferrous materials, such as containers, receptacles, boxes, cartons, casos, trums, flasks, cages, bins, cork jars, carboys, tubes, rolls, tapes, crates, ropes, cones, cups, plates, collapsible tubes, bottles, carry bags and other allied item and parts, fixtures, fittings, accessories, consumables, components, ingredients and to do all incidental acts and things necessary for the attainment of above objects.
6. To carry on the business and to buy or generate for its use or distribution or otherwise steam, heat, light, electricity, gas or other motive power and for the purpose levy, sell or manufacture cables, wires, dynamos, motor converters, generators and all other electrical or other articles and goods subject of the provision of Indian Electricity Act.
7. To carry and conduct workshops, engineering work of every description and kind and foundries of iron and steel brass and other metals, wood and any other substances.
8. To carry on in the Union of India or elsewhere all or anyone or more of the following business, namely the buying, selling, letting on hire, hire purchase or easy payment system of manufacturing and contractors of and dealers in domestic or business appliances installations, fittings, machinery, motor vehicles of all kinds and descriptions, agricultural implements and machinery of all sorts, and all machinery, mechanical and other parts, tools plant, implements, utensils, appliance, apparatus, requisites and accessories for all the classes of the above mentioned vehicles or any

Signature: 
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parts thereof and all other things of whatsoever nature or description cable of being used therewith or in the manufacture, maintenance and working thereof.

9. To carry on in India and elsewhere in any place in the world the business or trade of insurance agents, company promoters, underwriters, shroffs, guarantee brokers, commission agents, forwarding and other agents, marine, fire and other insurers, mucedums and brokers and dealers in all kinds of machinery spare parts, stores and in motor car and vehicles of all descriptions or any one or more such business in all or any of their respective branches.
 10. To carry on the business of manufacturers and producers of fats, plasticizers, extenders, fertilizers, manures, dips, sprays, vermifuges, fungicides medicines and remedies of all kinds for agricultural, fruit growing or other purpose of as remedies for men or animals and vegetable life and whether produced form vegetable or animal matter or by any chemical, biological or synthetic process.
 11. To carry on business as commission agents for all kinds of cloth, yarn, cotton, wool, silk rayon, nylon, other synthetic fibers and textiles and drugs, chemicals, food grains, seeds, pulses, oil seeds, sugar, provisions, oilman stores, oils, stores, goods, articles and things whatsoever.
 12. To carry on business of contract works including transport, civil service, supply contracts and to render consultancy services for execution of contract works.
 13. To carry on business of manufacturers of bitumen, Hessian based roofing felts, fiberglass issues, aluminum foils, fibers, plastic films or any articles or things.
 14. To carry on in India or elsewhere the business of prospecting exploring, operation and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy, sell, import, export, supply and to act as agent, broker, aditia, stockist, distributor, consultants, contractor, manager, operator or otherwise to deal in all sorts of present and future ore, minerals, deposits, goods, substances and minerals including sands, stones, soils, chalk, clay, china clay, bentonite, boryles, calcle and coal, lignite, rockphosphate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass and other allied materials, by-products, mixture, blends, residues & substances and to do all incidental acts and things necessary for the attainment of objects under these present.
- IV. The liability of the members is limited.
- V. The authorized share capital of the company is ₹110,00,00,000 (Rupees One Hundred and Ten Crore only) divided into 11,00,00,000 (Eleven Crore) Equity Shares of ₹10/- each with power to increase or reduce the capital for the time being into several classes, and to attach there to respectively such preferential, qualified on special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided by the resolution of the company and consolidate, sub-divide or reorganize the shares and issue shares of higher or lower denomination."


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Mancheswar Ind. Estate, Bhubaneswar-751011
Membership No.-FCS-8473

NOTES:


1. The Name of the Company changed from M/S ARSS Stones Private Limited to ARSS Infrastructure Projects Private Limited at the Extra-Ordinary General Meeting of the company held on 19th May, 2005.
2. The Name of the Company changed from M/S ARSS Infrastructure Projects Private Limited to ARSS Infrastructure Projects Limited at the Extra-Ordinary General Meeting of the company held on 15th November, 2005.
3. The Object of the company enlarged by substitution of new objects clauses by way of approving the resolution in the Extra-Ordinary General Meeting of the Company held on 26th May, 2005.
4. The Object of the company enlarged by insertion of new objects clauses by way of approving the resolution the Extra-Ordinary General Meeting of the Company held on 20th April, 2007.
5. The Authorised Share Capital of the Company was increased from Rs.20,00,000 (Rupees Twenty Lakhs) to Rs.50,00,000 (Rupees Fifty Lakhs) at the Extra-Ordinary General Meeting of the Company held on 18th December, 2000.
6. The Authorised Share Capital of the Company was increased from Rs.50,00,000 (Rupees Fifty Lakhs) to Rs.60,00,000 (Rupees Sixty Lakhs) at the Extra-Ordinary General Meeting of the Company held on 18th October, 2001.
7. The Authorised Share Capital of the Company was increased from Rs.60,00,000 (Rupees Sixty Lakhs) to Rs.100,00,000 (Rupees One Crore) at the Extra-Ordinary General Meeting of the Company held on 03rd November, 2003.
8. The Authorised Share Capital of the Company was increased from Rs.100,00,000 (Rupees One Crore) to Rs.10,00,00,000 (Rupees Ten Crore) at the Extra-Ordinary General Meeting of the Company held on 27th May, 2005.
9. The Authorised Share Capital of the Company was increased from Rs.10,00,00,000 (Rupees Ten Crore) to Rs.15,00,00,000 (Rupees Fifteen Crore) at the Extra-Ordinary General Meeting of the Company held on 08th December, 2006.
10. The Authorised Share Capital of the Company was increased from Rs.15,00,00,000 (Rupees Fifteen Crore) to Rs.20,00,00,000 (Rupees Twenty Crore) at the Extra-Ordinary General Meeting of the Company held on 05th December, 2007.
11. The Authorised Share Capital of the Company was increased from Rs.20,00,00,000 (Rupees Twenty Crore) to Rs.35,00,00,000 (Rupees Thirty five Crore) at the Extra-Ordinary General Meeting of the Company held on 05th December, 2007.
12. The Authorised Share Capital of the Company was increased from Rs.35,00,00,000 (Rupees Thirty five Crore) to Rs.55,00,00,000 (Rupees Fifty five Crore) at the Extra-Ordinary General Meeting of the Company held on 05th December, 2007.
13. The Authorised Share Capital of the Company was increased from Rs. 55,00,00,000 (Rupees Fifty five Crore) to Rs.110,00,00,000 (Rupees Fifty five Crore) at the Extra-Ordinary General Meeting of the Company held on 9th December, 2025.


Signature:-
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We the several persons whose names addresses and descriptions are subscribed below 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 apposite to our respective names.

Names, Addresses and Descriptions of the Subscribers & Signature	No. of Equity shares taken by Subscribers	Names, Addresses & Descriptions of the Witness & Signature
Sd/ Rajesh Agarwal, S/o- Mohanlal Agarwal, N-1/93, IRC Village, Nayapalli, Bhubaneswar-15, Occupation-Business	100 (One Hundred)	Witness to all Sd/-Pratap Kumar Rout S/o- Bichitra Nanda Rout, Practising Chartered Accountant, B-9, 1 st Floor, Saheed Nagar, Bhubaneswar- 751 007
Sd/ Sanju Agarwal, W/o- Subash Agarwal, N-1/93, IRC Village, Nayapalli, Bhubaneswar-15, Occupation-Business	100 (One Hundred)	
Sd/ Ram Dulari Agarwal, W/o- Mohan Lal Agarwal, N-1/93, IRC Village, Nayapalli, Bhubaneswar-15, Occupation-Business	100 (One Hundred)	
Sd/ Seema Agarwal, W/o- Anil Agarwal, N-1/93, IRC Village, Nayapalli, Bhubaneswar-15, Occupation-Business	100 (One Hundred)	
Sd/ Sangeeta Agarwal, W/o- Rajesh Agarwal, N-1/93, IRC Village, Nayapalli, Bhubaneswar-15, Occupation-Business	100 (One Hundred)	
TOTAL :	500	

DATED THE DAY OF **17TH MAY, 2000.**


Signature: _____
Name : Prakash Chhajer
Designation : Company Secretary
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