

Vishu Nehrotra
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(The Companies Act, 1956)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION
OF

KRISHNA HYDROPROJECTS PRIVATE LIMITED



Govt. of Uttaranchal

- I. The name of the Company is **KRISHNA HYDROPROJECTS PRIVATE LIMITED.**
 - II. The Registered Office of the Company will be situated in the State of Uttaranchal.
 - III. The objects for which the Company is established are all or any of the following:
- A. MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION.**

To carry on the business as Producers and Suppliers of Electricity and Power. To Establish Hydro Power Plants, Construction of Dams, Laying Electrical lines for Production, Generation and Supply of Power and Electricity.

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

- 11* 1. To ~~carry on~~ ^{do} any other trade or business of a nature similar to the trade or business herein before mentioned, or any business which may seem to the company to be capable of being conveniently and/or profitably carried on in connection therewith, or may seem to the company calculated directly or indirectly to enhance the value of any of its property or rights or to further any of its objects.
2. To acquire from any person, firm or body corporate or incorporate, whether in India or elsewhere technical information, know-how processes, engineering, manufacturing and operating data, plans layouts and blue prints useful for the design, erection and operation of plant required for any of the business of the company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.
3. To take up construction projects on Turnkey basis on behalf of other Companies.
4. To buy, sell, import, export, manipulate, and deal in all Engineering Plants and Machines, substances, apparatus and things capable of being used in any such business as aforesaid.
5. To acquire by purchase, lease, concessions, grant, license or otherwise, such lands, buildings, minerals, water works, plant, stock-in-trade, machinery, stores, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the Company, and to build or erect upon any land of the Company howsoever acquired such factories, workshops, warehouses, offices, residences and other buildings and to erect such machinery and construct such roads, ways, tramways, railway branches or sidings, bridges, reservoirs, water courses, hydraulic works.

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6. To purchase, acquire and undertake all or any part of the business property and liabilities of any person or Company, carrying on or proposing to carry on any business which this Company is authorized to carry or possessed of property suitable for the purposes of the conducted which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
7. To undertake the management of any company or companies having objects altogether or in part similar to those company.
8. Subject to Sec 391 to 394 of the Companies Act 1956. To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the company or for any other purpose, which may seem directly or indirectly calculated to benefit the company.
9. To amalgamate or to enter into partnership or any arrangement for sharing profits, Interests, co-operation, joint ventures or otherwise with any person or company carrying on or engaged in any business of transaction capable of being conducted so as to directly or indirectly benefit the Company.
10. To expend money in the experimenting on and testing an improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the company may acquire or purpose to acquire.
11. Subject to Sec 391 to 394 of the companies Act 1956, to amalgamate with any of the companies having objects altogether or in part similar to those of the Company.
12. To lend and advance money, either with or without security and give credit to such persons, firms or body corporate (including government) and upon such terms and conditions the Company may think fit, provided, however, that the Company shall not do any banking business as defined in the Banking Regulation Act, 1949.
13. To undertake financial and commercial obligations, transactions an operations of all kinds, in connection of the main business of the company.
14. To invest and deal with the moneys of the Company not immediately required by purchasing shares of any company carrying on any business which the company is authorized to carry on or in such other manner as may from time be determined by the Company.
15. To open any kind of account in any bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
16. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase, and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations. Subject to section 293-A of the companies Act 1956.
17. 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 Companies or by way of Development Rebate Reserve, Investment Allowance Reserve for any purpose conductive to the interest of the Company.

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18. To manage lands, buildings, houses and any other property belonging to the Company and to collect rents and income and supply to tenants and occupiers of all kinds of conveniences and advantages.
19. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever to take out executions, to enter into agreements of reference to arbitration and to enforce and where need be to contest any awards and for all such purposes to engage or retain counsels attorneys and agents and when necessary to remove them.
20. To establish, purchase, take on lease or otherwise acquire and run shops, show rooms, distributing centers, stores and deposits offices and branches in any place in India or abroad.
21. To maintain workshops, laboratories and to carry out research for the Company's activities.
22. To dispose off the whole or any part of the Company's assets, rights and other properties or any of the Company's undertaking.
23. To pay for preliminary and pre-incorporation expenses of the company.
24. Subject to section 58A of the Companies Act 1956 to receive money for financing the business of the Company on deposit or loan upon such terms as may be thought fit, provided, however, that the Company shall not do any banking business as defined under the Banking Regulation Act 1949.
25. To acquire and hold shares in any other Company having objects wholly or partly similar to that of the Company, or carrying on any business capable of being conducted so directly or indirectly to benefit the Company.
26. To buy, sell, import, export, refine, manipulate and otherwise deal in any raw-materials for all or any of the objects of the Company.
27. To collect, process, fabricate, dispose off and deal in all bye-products and slag from them in or subsidiary processes and manufacturers of the Company.
28. To guarantee the payments of money unsecured or secured by or payable under or in respect of promissory notes, bond, debentures stock contracts, mortgages, charges, obligations, instruments and securities of any Company or of any other authority supreme, Municipal, local corporate and generally to guarantee or become sureties for the performance of any contracts or obligations in connection with the Company's business.
29. To engage, employ, suspend and dismiss executives, engineers, agents, managers, superintendents, assistant clerks, cookies and other servants labour and to remunerate any such person at such rate as shall be thought fit.
30. To take all necessary or proper steps in any legislature (central or provincial or state) or with the authorities governmental, local municipal or otherwise or any place in which the Company may have interests, and to carry on any negotiations or operations for the purposes of directly carrying out the objects of the Company or for affecting any modifications in the constitution of the Company and to represent against any steps taken

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by any person or Company which may be considered directly or indirectly, to prejudice the interest of the Company.

31. To start establish and maintain branches and to appoint representatives, distributors, stock and agents and constitute agencies of the Company in any part of the world in the matters and for the purposes aforesaid and to act solely or jointly with any other person, Company corporation or body, as the circumstances may require.
32. To apply for purchase, or otherwise acquire and obtain any patents brevetted inventions, licenses, permissions, concessions, processes and the like, conferring any exclusive or limited right to use the same or any secret or any other information as to any inventions which may seem capable of being used for any purpose of the company and use exercise, develop or grant licensees in respect of or otherwise turn to account any such patents, inventions, licenses, permissions, concessions, and processes.
33. To issue or deposit any security which the Company has power to issue by way or mortgage or charge to secure any sums, also by way of security for the performance of any contracts or obligations of the Company.
34. Subject to section 58A of the Companies Act 1956. To borrow or raise or secure the payments of moneys in such and on such terms and with powers and privileges as may be thought fit and in particular by the issue of or upon bonds, debentures, bills of the company and with a view thereto mortgaged and charge the undertaking any or all of the uncalled capital for the time being of the Company and to purchase, redeem or pay off any such securities.
35. To make donations to such persons or institutions and/in such cases either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation which introduces business to the Company and to subscribe or guarantee money for charitable, benevolent or useful objects and to establish and support or aid in the establishment and support of associations, funds, trusts and conveniences for the benefit of the employees or ex-employees or of persons having dealing with the company or the dependents relatives or connections of such persons and in particular friends, or other benefit societies and to grant pension; allowances gratuity, bonuses, either by way of annual payments or a lump sum, and to make payments towards insurance and to form and contribute to provident and benefit funds, to or for such persons. Subject to the section 293A of the companies Act 1956.
36. To do all such other acts or things in any part of the world as may be deemed incidental or conducive to the attainment of the above main objects or any of them.
37. To acquire by purchase, lease exchange or otherwise, land, building and hereditaments of any tenure or description, situated in India, any estate or interest therein, and any rights over or concurred with land to turn the same to account as may seem expedient, and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices, lats, houses, factories, warehouse, shops, wharves, building works and conveniences of all kind and by consolidating or connecting or sub-dividing properties, and by leasing and disposing of the same.
38. To ~~carry on~~ ^{do} any other business that may be considered incidental or ancillary for the attainment of any of the main objects.

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C. OTHER OBJECTS

1. To carry on the business of investment and for that purpose to invest in, acquire, underwrite, subscribe for hold shares, bonds, stocks, securities, debentures, debenture stocks issued or guaranteed by any Government State, Dominions Sovereign, Central or Provincial Commissioners, Port Trust, Public body or authority, municipal, local or otherwise whether in India or elsewhere. The Company shall not carry any business, which is prohibited under the Banking Regulations Act 1949 and the prize chits and money circulations scheme (Banking Act 1978).
2. To invest money, not amounting to banking business on personal security or on the security of leasehold or freehold land, shares, securities, stock, merchandise and assets and generally to lend an advance money to such persons, firms or companies and upon such terms and subject to such conditions as may seem expedient.
3. To purchase for investment or resale movable properties of any tenure or interest therein, and to create, sell and deal in freehold and leasehold ground rents.
4. To carry on and transact every kind of guarantee and indemnity business and to undertake obligations of every kind and description.
5. To carry on the business of running motor lorries, motor taxis, motor omnibuses, tractors, motor cars, tramways carriages, trucks, horses and conveyances of all kinds and on such lines and routes as the company may think fit and to transport passengers, goods and merchandise by sea, rail, road and air and generally to do the business of common carriers, transporters, etc.
6. To carry on the business of a steam and general laundry, to wash, clean, purify, scour, bleach, wring, dry iron, colour, dye, disinfect, renovate and prepare for use all articles of wearing apparel, house-hold domestic and other cotton, silk, and woolen fabrics, repair, let on hire, alter, improve, treat, and deal in all apparatus, machines, materials, and articles of all kinds which are capable of being used for any such purposes.
7. To carry on the business of the builders, contractors, engineers and consultants, travelling agencies, motor cabs, theatrical and opera box offices, cinema resorts, home share holiday spouteres, grocer art galleries etc.
8. To carry on the business of production, distribution exhibition, distribution exhibition of films and motion pictures, including the running of theaters, cinemas, studios and cinematographic shows and exhibitions.
9. To carry on all or any of the business for the construction of ropeway, trolleys for carrying of persons from point and for the carriage of the material.
10. To carry on the business of manufacturers or dealers of tractors automobiles, each moving equipment, internal combustion, combustion engines, boilers, locomotives and compressors.
11. To manufacture and/or to deal in automobile parts, spare parts and components of machineries and to act as agents for manufacturers of various parts and components.
12. To cultivate, grow, produce or deal any agriculture, vegetable or fruit product and to carry on all or any of the business of farmers, dairymen, milk, contractors, dairy, farmers, millers, surveyors and vendors milk and milk products, condensed milk and powder milk

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cream, cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds, growers of and dealers in corn, hay, and straw, seeds men, and nurserymen to buy, sell, manufacture and trade in any goods of staple foods and medicinal preparations from milk, vegetable and animal products.

13. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for the repairs and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils, greases, diesel, petrol, lubricant, transformer oils, tires, tubes, milestones.
14. To carry on the business as manufacturers and dealers in all types of rubber, leather, celluloid, bakelite, plastic and all other chemicals, rubber and plastic goods, particularly industrial rolls, rollers, sheets, belting and consumer goods such as tires, tubes, chappals, toys, shoes, medical and surgical goods, and all other kinds of products.
15. To carry on the business as iron founders, makers of scientific, industrial and surgical instruments, mechanical engineers and surgical instruments, mechanical engineers and manufacturers of agricultural implements and other machinery, steel casting and forgings and malleable iron and steel castings, tool maker, brass founders, metal workers, boilers makers, mill wrights, machinists, iron and steel converters, smiths, wood workers, gas makers, farmers, printers, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery implements rolling stock and hardware of all kinds.
16. To carry on the business as machinists, makers of machinery, manufacturers of pressed bowls, mechanical engineers, marine engineers, iron founders, brass founders, iron and steel converters, metallurgists, smiths, and repairers, boiler makers, smithers and blast proprietors, consulting engineers, enamellers, electric and chromium platters, polishers, painters, garage proprietors, black smiths, tin smiths, lock smiths, iron mongers, alloy makers, metal plates, wire weavers and to buy, sell manufacture, repair, alter, convert, let on hire and deal in plant, machinery tools, implements, utensils, rolling stock and hardware of all kinds.
17. To manufacture, buy, and sell machinery, stores, engineering products of all kinds and description and to carry on the business of suppliers and dealers in all types of machinery and in all products intended for use in foundry and treatment of metals.
18. To carry on the business as manufacturers of dealers in wood products, plywood, matches and wooden and metal furniture.
19. To carry on the business as manufacturers of dealers in glass products, including sheet and plate glass, optical glass, wool, and laboratory ware.
20. To carry on the business as manufacturers of dealers in industrial machinery of all types, including bearings, speed reduction units, pumps, machine tools, and agricultural machinery and earth moving machinery including road rollers, bull dozers, dumpers, scrappers, loaders, shovels and drag lines and light engineering goods such as cycles and sewing machines and their components.
21. To carry on business as manufacturers, dealers, stockiest, importers and exporters, of engineering drawing sets, builders, hardware steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools, garage tools, hardware tools, instruments apparatus and other machinery, plant equipment articles, appliances, their component parts, accessories and allied things.

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22. To carry on business as manufacturers, dealers, stockiest, exporters and importers of bolts, nuts, nails, rivets, hinges hooks and all other hard-ware items of all types and description.
23. To carry on business as manufacturers, stockiest, importers, exporters repairers and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switchboards, presses, insulating material and generally electrical plant, appliances and suppliers of every description.
24. To carry on the business as manufacturers, dealers, stockiest, importers, exporters, of buckets, bathtubs, tanks, trunks, metal furniture, safes, chimneys pipes.
25. To carry on business as manufacturers, dealers, Importers, exporters, stockiest of wearable and unwearable fabrics, high density polyethylene and polypropylene, woven sacks, tarpaulins of various qualities and types.
26. To carry on business as dairy farming, dairy products and allied products.
27. To acquire and hold by way of investment share, stocks, debentures, debenture stock bonds, obligations or securities, by original subscription, participation, in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same or to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
28. To carry on the business of dealers of shares, stocks, debenture-stock, bonds, obligations, units, securities and other investments.
29. To acquire, hold or deal in lands, buildings, houses, flats, bungalows, shops, farmlands, farm houses, orchards, fields, etc.
30. To mortgage or take on mortgage, lease, exchange or otherwise deal in lands, buildings, hereditaments of any tenure of free-hold for residential or business purposes.
31. To act as trustees, executors, administrators, attorneys, nominees, and agents, and to undertake and execute trust of all kinds, and (subject to compliance with any statutory conditions) to exercise all the powers of custodians, trustees and trust corporations.
32. To procure or develop and supply patents, inventions, models, designs, scientific or industrial formula or processes.
33. To procure and develop and supply technical know-how for the managements of hotels, processing of goods, materials, or in the installation or erection of machinery or plant of such manufacture or processing, or in the working of mines, oil wells or other sources of mineral deposits, or in search for or discovery or testing of mineral deposits, or in carrying out any operations relating to hotels, agriculture, animal husbandry, dairy or poultry farming, forestry or fishing or rendering services in connection with the provision of such technical know how.
34. To carry on the profession as consultant on management, employment engineering, industrial and technical matters to industry and business and to act as employment agents. To carry on the business of printing and publishing books, magazines, journals and newspapers and to act as agents in connection therewith.

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35. To carry on the business of transportation in all its branches.
36. To carry on the business of interior and exterior decorators.
37. To manufacture produce buy, sell, import or otherwise deal in all types of heavy and light chemicals, chemical elements and compound.
38. To carry on the business as manufacturers of petrochemicals and its byproduct and corresponding products.
39. To manufacture, import, export, buy-sell, distribute or otherwise deal in all types of ferrous and non-ferrous ores, metals and metal alloys.
40. To carry on the business as manufacturers of and dealers in all kinds of electrical goods and appliances.
41. To acquire land and plots for colonization or otherwise sell plots, construct buildings for sale and rent or both on installments or otherwise.
42. To carry on the business as exporters, commission agents, and distributors in connection with leather, agricultural, plastics, electric and electronic goods.
43. To run, manage, control, supervise or in any other way, the computer training and education center's in India and/or abroad and to deal in computers & software and/or act as consultants thereto.

IV. The liability of the members is limited

- V. The Authorized Share Capital of the Company is Rs 2,00,000/- (Rupees Two lacs) divided into 20,000 (Twenty Thousand only) Equity Shares of Rs. 10/- (Rupees ten) each.

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

S.No.	Names, Address and Description of subscribers And signatures	No. of Equity Shares taken Buy each subscriber	Signature	Name & Address & Occupation of Witness
1	DALIP DUA 467, Khurbura Dehradun 248001 occ - Business	5000	Dalip DUA	
2	SONIYA DUA 467, Khurbura Dehradun 248001 - occ - Business	5000	Soniya DUA	
3	Urmit DUA 467, Khurbura Dehradun 248001 occ - Business	5000	Urmit DUA	
4.	O. P. DUA 467, Khurbura Dehradun - 248001 occ - Business.	5000	O. P. DUA	

Total.

20,000 (Equity Shares)

Place - Dehradun
Dated - 8-9-05

कम्पनी नं० 30633
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