

THE COMPANIES ACT, 2013

**(PUBLIC COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
SIMAR INFRASTRUCTURES LIMITED**

- I. The name of the company is "SIMAR INFRASTRUCTURES LIMITED".
- II. The Registered Office of the Company shall be situated in the State of Haryana.
- III. The objects for which the Company is established are :
 - (A) MAIN OBJECTS: which the Company shall pursue on its Incorporation:
 1. To carry on in India or elsewhere the business of Mechanical Construction including Mechanical, Electrical, Civil, and Chemical Engineers and Maintenance and Supervising Contractors and to undertake Turnkey Jobs and Project in these fields.
 2. To carry on in India or elsewhere the business of all types of Mining including Bio Mining business.
 - (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:
 1. To carry on the business of designing, assembling, developing and selling of special purpose machinery, workshop machinery, cement machinery, textile machinery, sugar machinery and machinery used in generation and supply of power.
 2. To acquire by purchase, lease, exchange or otherwise any movable or immovable property, mines, mining rights, quarries metallic ferrous land and interest therein and any rights or privileges which the company may think necessary or convenient for the purpose of its business and either to retain the same or turn the same to a count, as may seem expedient.
 3. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal, concession or cooperation with persons or companies carrying on or engaged in any business or transaction which this company is authorized to carry on.
 4. To import, export, buy, sell, exchange, alter, improve, manipulate prepare for market and otherwise deal in all kinds of plants, machinery apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on any of the above specified business.
 5. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the company in any person or persons or company on behalf or for the benefit of the company and with or without any declared trust in favour of the company.
 6. To purchase or otherwise acquire, construct carry out equip, maintain, alter, improve, develop, manage, works, sell, let on hire, deal in, control and superintendence any factories, plant, ware-house, workshops, sheds, dwellings, offices, shops, stores, stores buildings, telephones, electric and gas works, powerplants, roadways, tramway, bridges, reservoirs, water houses and all kinds of works, machinery, apparatus labor lines and houses, wharves, furnaces, crushing work and other works and conveniences necessary for carrying on any of the above specified business.
 7. To acquire and take over the whole or any part of the business, goodwill, trade-marks, properties and liabilities of any person, or persons, firms, companies or undertakings, either existing or new, engaged in or carrying on or proposing to carry on any business

which this company is authorized to carry on or possessed of any property or rights suitable for the purpose of the company and to pay for the same either in cash or in shares or partly in shares or otherwise.

8. To undertake or promote scientific research relating to any business or class of business in which the Company is interested.
9. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies corporations and other organizations for technical, financial or any other assistance for carrying out all of the objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the objects of the company.
10. To amalgamate with any other company or companies having all or any of their objects of similar to the objects of the company in any manner whether with or without the liquidation of the company.
11. Subject to any law for the time being in force or undertake to take part in the formation, supervision or control of the business or operations of any person, firm, corporate, association undertaking carrying on any business which this Company is authorized to carry on.
12. To apply for, obtain purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, trade secrets, scientific or technical or other assistances Manufacturing process, know-how and other information designs, patents, copyrights, trade marks, licenses, concessions and the like rights or benefits, conferring an exclusive or non exclusive or limited or unlimited rights of use thereof which may seem capable of being used for or in connection with any of the objects of the Company on payment of any fee, royalty or other consideration and to use, exercise or develop the same and manufacture under or grant licenses in respect thereof or sell or otherwise deal with the same and to expand money in experimenting upon, testing or improving any such patents inventions, rights of concessions.
13. To apply for and obtain order under any other Act of Legislature, charter, privilege concession, license, or authorization of any Government, State or other authority for enabling the company to carry any of its objects into effects or for extending any of the powers of the company or for effecting any modification of the constitution of the company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interests of the Company.
14. To enter into any arrangements with any Government or authorities or any persons or companies that may seem conducive to the objects of the Company or any of them and to obtain from any such government, authority person or company any rights, charters, contracts, license and concessions which they may think it desirable to obtain and to carry out and exercise and comply therein.
15. To procure the company to be registered or recognized in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country and business or profession of the Company.
16. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and other negotiable or transferable instrument or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of business.
17. To lend money, either with or without securities, and generally to such persons and upon such terms and conditions as the company may think fit and also to invest and deal with the moneys of the company, not immediately required, in or upon such investments and in such manner as from time to time may be determined, provided that the company shall not carry on the business of banking as provided in the Banking Regulation Act, 1949.
18. Subject to Section 73, 74 and 179 of the Act and the regulation made there under, to receive money on deposit or loan and borrow or raise money in such a manner and at such time or times as the company thinks fit and in particular by the issue of

debentures, debenture stock, perpetual or otherwise and to secure the payment of any money borrowed raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits of the Company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the company or such other persons or company and to give the lenders the power to sale and other powers as may seems expedient and purchase redeem or pay off any such securities.

19. To undertake and executive trusts the undertaking of which may seem to the company desirable either gratuitously or otherwise.
20. To establish and promote or concur in establishing or promoting any company for the purpose of acquiring all or any other properties, rights, and liabilities of the company.
21. To sell, lease, mortgage, exchange, grant licenses and other rights improve, manage, develop and turn to account and in any other manner deal with or dispose of undertaking, investment, properties, assets, and effects of the company or any part thereof for such consideration as may be thought fit and in particular for any shares, stocks, debentures or other securities of any other company having objects altogether or in part similar to those of the company.
22. To distribute among the members in special or otherwise any property of the company or any proceeds of sale or disposal of any property of the company in the event of winding up.
23. To distribute as dividend or bonus among the members or to place to reserve or otherwise to apply as the company may from time to time think fit, any moneys received by way of premium or debentures, issued at a premium by the company and any moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the company of forfeited shares, subject to the provisions of the Company Act, 2013.
24. To employ agents or experts to investigate and examine into the conditions, prospects, value character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the company proposes to acquire.
25. To accept gifts, bequests, devises of donations of any movable or immovable property or any rights or interests therein from members or others.
26. To create reserve fund, sinking fund, insurance funds, or any other special funds whether for depreciation, repairing, improving research, extending or maintaining any of the properties of the Company or for another purpose conducive to the interests of the company.
27. Subject to the provisions of section 182 of the Companies Act, 2013, to subscribe contribute gift or donate any money, rights, or assets for any national, education, religious, charitable, scientific, public, general or useful objects or to make gifts or donations of money or other assets to any institution, clubs, societies, associations, trusts scientific research associations funds, universities colleges or any individual, body of individuals or bodies corporate.
28. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donation, gratuities, pensions, allowances bonuses or emoluments to any company which is a subsidiary of the company or allied to or associated with the company or with any such subsidiary company or who are or were at any time Directors or officers of the company or with any other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidies and subscribe to any institution, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons as aforesaid.
29. To establish for any of the objects of the company, branches or to establish any form or firms at places in or outside India as the company may think fit.

30. To pay for any property or rights acquired by or for any service rendered to the company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly paid up shares with or without preferred rights in respects of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine.
31. To pay out the funds of the Company all costs, charges and expenses of an incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
32. To sent out to foreign countries, its directors, employees or any other persons or persons for investigating possibilities of any business or trade for procuring any buying any machinery or establishing trade connections for of promoting the interests of the company and to pay all expenses incurred in this connection.
33. To compensate for loss of office any Managing Director or Directors or other officers of the company within the limitations prescribed under the Companies Act, 2013 or other statue or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the company is engaged.
34. To agree to refer to arbitration and to refer to arbitration any dispute, present or future, between the company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
35. To appoint agents, sub-agents, dealers, managers, convassers, sales representatives or salesman for transacting all or any kind of business which this company is authorized to carry on and to constitute agencies of the company in India or in any other country whatsoever and to establish depots and agencies in different parts of the world and to take agencies of any firm or firms, company or companies within or outside India.
36. To guarantee the performance of contracts undertaken by persons, firms or companies carrying on or authorized to carry on any business or businesses which this company is authorized to carry on and to guarantee the payment of liabilities of any such person, firms or companies.
37. To establish, own, acquire, run superintend manage or control laboratories, research stations, factories and other works, herbal plantations, other establishment and ancillaries for raw materials and facilities for and in connection with its manufacturing projects.

IV The liability of the members is limited

V The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lac) Equity Shares of Rs.10/- (Rupees Ten) each.

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

Name, Address & Description and occupation of subscribers	Number of equity shares taken by each Subscriber	Signature of the Subscribers	Signature & Address of the Witness
JASWINDER SINGH S/O BANTA SINGH H. NO. 208, VIRAT NAGAR MODEL TOWN PANIPAT-132 103, HARYANA (INDIA) OCCUPATION :BUSINESS AGE : 54 YEARS	10000 (TEN THOUSAND) EQUITY SHARES	-sd-	<p style="text-align: center;">I WITNESS THE SIGNATURES OF ALL SUBSCRIBERS WHO HAVE SIGNED IN MY PRESENCE</p> <p style="text-align: center;">-sd-</p> <p style="text-align: center;">(DINESH KUMAR GUPTA) S/O SH. RAM GOPAL GUPTA COMPANY SECRETARY M. NO. FCS 4726 HOUSE NO. 930, SECTOR-12 HUDA, PANIPAT-132 103 (HARYANA)</p>
MOHAR SINGH KASWAN S/O RAMESHWAR LAL KASWAN H. NO. 707-L, MODEL TOWN, PANIPAT-132 103, HARYANA (INDIA) OCCUPATION : BUSINESS AGE : 37 YEARS	10000 (TEN THOUSAND) EQUITY SHARES	-sd-	
HARSIMRAN SINGH S/O JASWINDER SINGH H. NO. 208, VIRAT NAGAR, MODEL TOWN, PANIPAT-132 103, HARYANA (INDIA) OCCUPATION : BUSINESS AGE : 24 YEARS	10000 (TEN THOUSAND) EQUITY SHARES	-sd-	
AMAN DEEP SINGH S/O JASWINDER SINGH H. NO. 208, VIRAT NAGAR, MODEL TOWN, PANIPAT-132 103, HARYANA (INDIA) OCCUPATION : BUSINESS AGE : 22 YEARS	10000 (TEN THOUSAND) EQUITY SHARES	-sd-	
GURBACHAN KAUR W/O JASWINDER SINGH H. NO. 208, VIRAT NAGAR, MODEL TOWN, PANIPAT-132 103, HARYANA (INDIA) OCCUPATION : BUSINESS AGE : 51 YEARS	10000 (TEN THOUSAND) EQUITY SHARES	-sd-	
TEEJO KASWAN W/O MOHAR SINGH KASWAN H. NO. 707-L, MODEL TOWN, PANIPAT-132 103, HARYANA (INDIA) OCCUPATION : BUSINESS AGE : 32 YEARS	10000 (TEN THOUSAND) EQUITY SHARES	-sd-	
RANBIR SINGH S/O RAM SARUP 673-L, MODEL TOWN, PANIPAT-132 103, HARYANA (INDIA) OCCUPATION : BUSINESS AGE : 49 YEARS	10000 (TEN THOUSAND) EQUITY SHARES	-sd-	
	70000 (SEVENTY THOUSAND) EQUITY SHARES		

PLACE: PANIPAT
Dated: 04.09.2009