

**INCORPORATED**  
**UNDER THE COMPANIES ACT, 1956**

**(1 OF 1956)**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**ABACUS INFRASTRUCTURES PRIVATE LIMITED**

- I. The name of the Company is **ABACUS INFRASTRUCTURES PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in the State of Andhra Pradesh
- III. The objects for which the Company is established are:

**A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To promote, develop and invest in infrastructure projects within the country or outside in various areas like State and National Highways, Auto Bahns, Flyovers, Elevated Roads, Toll Roads, Expressways, Road Over Roads (ROR) Airport Runways, Light Rail Transit Systems (IRTS), Mass Rapid Transit Systems (MRTS), Railways, Via Ducts, Metro Railways (underground); Sea Ports & Airports; Power Plants (thermal – based on fuel like Coal, Naphtha, Condensate, LNG and other Petro products, mini & major hydel; Pumped storage Schemes and non-conventional energy based); construct Transmission Lines, and take over distribution of power, trading, purchase power from generators and distribute to consumes over the distribution network, own and/or operate Power Plants, Telecommunication systems (basic, cellular, paging, wireless, satellite based and others); Hotels (medium to large); Software technology & industrial parks; Water Supply, Sewerage and Public Health Schemes; Pipeline Projects; underwater/underground tunnels; Irrigation schemes; Railway and Road Over Bridges; Fuel Terminals (like that of Naphtha, LNG, Superior Kerosene, Diesel, Petrol, Aviation Fuel, NG and others); sports stadium; warehouse complexes and any other projects directly or indirectly associated with infrastructural facilities, on Build, Own, Operate (BOD), Build, Own and Transfer (BOT), Build, Own, Operate & Transfer (BOOT), Build, Operate, Lease & Transfer (BOLT), Build, Own, Operate, Share & Transfer (BOOST) or any other similar scheme.
2. To carry on the business of project promotion as related to civil, mechanical, electrical contractors and engineers by identifying the projects, offering consultancy services, including foreign collaborations both for know-how and market tie-up, market surveys and execute the construction/erection of projects on a turnkey

basis or otherwise and to carry on the business of consultancy in civil, mechanical and electrical and construction involving, design, supply, selection, procurement, raising, erection of construction, structures, plants, equipments of whatever nature, description or kind.

3. To enter into contracts, agreements, arrangements, sub-contracts, with Central or State Government, Public or Private Undertakings Organizations, Boards or Authorities, Municipal, Revenue, Local or otherwise for Undertaking of Civil, Electrical, Mechanical including fabrication and manufacturing of all machinery, equipment that may be installed and used in construction activity of all types of Dams, Projects, Bridges, Channels, Tunnels, Canals, Roads, Buildings, Multi-storeyed Complexes and Civil works, Road Making including all types of Earth work, Machinery works, Electrical works, Plumbing and other works.
4. To purchase, sell, develop, take in exchange or on lease, hire or otherwise acquire any lands and buildings and to develop them into plots, apartments, colonies and to sell, lease, exchange or otherwise dispose off the said properties on such terms and conditions as may be deemed fit by, the company both for residential and commercial purpose, and to generate, carry on Real estate business in all its branches.

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

1. To purchase, take on lease or in exchange, hire, or other acquire any immovable or movable property or rights or privileges which, the company may think necessary or convenient for the purpose of its business or, may enhance the value of any other property of the company and in particular, any land, buildings, easements, machinery, plant, or stock-in-trade and either to retain any property so acquired for the purpose of the company's business or to turn the to account as may seem expedient.
2. To build, construct, alter, improve, maintain, enlarge pull down, remove or replace and to develop work, manage, carry out and control any buildings, office, factories, mills, shops, machineries, engines or any roadways, branches or sidings, bridges, wells, reservoirs, water-courses, wharves, warehouses, electric work shops, stores, crawls and other works and conveniences, which may seem to directly or indirectly advance the interests of the improvement maintenance, development, working, management, carrying on or control thereof and to form any organization with any other person or body corporate in doing any of these things.
3. To let on lease or in hire such as systems of to lend or otherwise dispose of any property belonging to the company and to purchase of any article or articles whether made by the company or not by way of loans or by the purchase of any such article or articles and the letting thereof on hire-purchase system or otherwise howsoever.
4. To lease, mortgage or otherwise dispose of all the properties, assets or undertaking of the Company or any part thereof for consideration as the company may think fit and also shares, stocks, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the company.

5. To amalgamate, enter into any partnership or any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concessions, or for limiting competition, with any person or body corporate carrying on or about to carry on or engage in any business or transactions, which the Company is authorised to carry on or which can be carried on in conjunction therewith or which is capable of being conducted directly or indirectly to benefit the company or to acquire and carry on any other business( whether manufacturing of otherwise) auxiliary to the business of the company or connected therewith or which may seem capable of being conveniently carried on in connection therewith or calculated directly or indirectly to enhance the value of or render more profitable any of the company's property and to give or accept by way of consideration for any of the acts or things aforesaid, or property given or acquired, shares debentures, debenture stocks or securities that may be agreed upon and to hold and retain or sell mortgage and deal with any property, shares, debentures, debenture stock or securities so received.
- 6.To enter contracts, agreements, and arrangements, with any other person, firm or body corporate for carrying out by such other person, firm or body corporate on behalf of the company any of the objects for which the company is formed.
- 7.To repair, alter, remodel, clean, renovate, convert, manipulate, improve and prepare or release any property belonging to the company from time to time.
- 8.To employ experts to investigate and examine into the conditions, prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, property or rights.
- 9.To remunerate any person, firm, association of persons, or body corporate for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of share in the company's capital, or other securities of the company or in or about the formation or promotion of the company or the acquisition of property by the company or the conduct of its business.
10. To acquire and undertake the whole or any part of the business, property and liability of any person, firm or body corporate carrying on or proposing to carry on of possessed or property suitable for the purpose of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly benefit the company.
11. To enter into any arrangement with any Government or other Authority, Local Municipal, or otherwise or with any person, firm or body corporate that may seem conducive to the Company's or any of them and to obtain from any such authority or person any rights, privileges, characters, contracts, licenses and concessions which the company, may think it desirable to obtain and to carry out, exercise and company therewith.
12. To apply for, promote and obtain any order, authority, act character, privilege, concession, licenses or authorization from any Government, state or Municipality, for enabling the company the company to carry on any of its objects or for effecting any modification or the company's constitution or for any other purpose which may seem

expedient and to oppose any proceedings or application which any seem calculated directly or indirectly to prejudice the company's interest.

13. To apply for, purchase or otherwise acquire, or protect or renew in any part of the world any patents, patent rights, brevetted, 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 may invention which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem to directly or indirectly benefit the company, and to use, exercise, develop, sell or grant licenses in respect of, or otherwise turn to account the property, right or information so acquired and to expand money in experimenting upon, testing or improving any such patents, inventions or rights, money in experimenting upon, testing or improving any such patents, inventions or rights.
14. To purchase, acquire or otherwise obtain and to enter into any and all manners of technical, financial and other collaboration agreements with any person, firm, company or body corporate or local body or authority or Government in India ( both Central as well as state) or Government in any other part of the world for the purchase or acquisition of technical knowledge, know-how or any other secret technical or other information for the purpose of carrying on any business whether manufacturing or other wise or ancillary to the business of the company or connected therewith or which any seem to the company capable of being conveniently carried on with the existing business of company or calculated directly or indirectly to benefit the company and to sell, export, import, or otherwise disclose or dispose off and to enter into all manner of technical, financial or other collaboration agreements with any person firm or company or body corporate or local body or authority or Government in India (both Central as well as State) or the Government of any country or any part of the world for the sale, importing, exporting or disclosing technical knowledge, know how or any other secret technical or other information owned and or possessed or intended to be owned or possessed by the Company.
15. To arrange for, or provide, any means of conveyance of conveyance or transport facilities for the officers, employees, workmen, customers, agents, representatives, or associates of the company, or for the storage, transportation or movement of any products, things, stuffs, material goods articles or otherwise and to set up, establish or maintain repair workshops either solely or jointly with any person, firm, company, corporation or body corporate, Government, Municipality or local authority either in India or elsewhere.
16. To establish, provide, maintain, conduct or otherwise subsidises research, and developmental laboratories, pilot plants, power houses an experiments and to promote studies and research, both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, lectures, meetings, exhibitions, or conference and by providing for the remuneration or scientific or technical professors or teachers and by providing for the award or scholarships, prizes and grants to students or otherwise and generally to encourage, any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
17. Subject to the provisions of the Companies Act, 1956 to make donations to such persons or institutions and in such cases, either in cash or by any other assets, as

may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular, remunerate, any person or corporation introducing business to the Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable scientific, religious benevolent, national, public or other institutions, or other objects and to establish and supports such other objects and to establish and support such other objects and to establish and support such other objects and to establish and support of aid in the establishment any support of associations, institutions, funds, trusts, and conveniences for the benefit of the employees, ex-employees, directors or ex-directors of the company or its predecessors in business or of persons having dealings with the company or dependents, relatives or persons connected with such persons and in particular friendly or other benefit societies and to grant persons, allowances gratuities and bonuses either by way of annual payments or a lump-sum and to make payment towards insurance and to form and to contribute to provident and benefit funds or other funds for such persons.

18. To refer or agree to refer any claim, demand, dispute or any question, by or against the company, or in which the company is interested or concerned and whether between the company and member of members or for his or their representatives of between the company and third parties to arbitration in India or any place outside India, and to do all acts, matters and things and to carry our or enforce the awards.
19. To pay out of the funds of the Company all the expenses which the company lawfully pay with respect to the promotion, and registration of the company or the issue of its capital including brokerage and commission for obtaining application for taking, placing or underwriting of shares or other securities of the Company.
20. To pay all preliminary expenses or this or any company promoted by the company, or any company in which the company is or may contemplate being interested, including such preliminary expenses, all or any par of the costs and expenses of owners of any business or property acquired by the Company.
21. To adopt such means of making known the business of the company as may seem expedient, and in particular, by advertising in the press, radio or television, or by purchase and exhibition of works of art or interest, by publication of books and periodicals and by introducing schemes with prizes, rewards, awards, and donations.
22. To pay for rights or property acquired by the company and to remunrise any person or company for the conduct of the business, whether by cash payment or by allotment of shares or other securities of the company, credited as paid up in full or in part or otherwise.
23. To receive money on deposit or loan and to borrow or raise money in such manner as the company may think fit subject to the provisions of Section 58A and rules made there under and to secure the re-payment of any money borrowed, raised or owed by mortgage, hypothecation, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by company or any other person or company as the case may be.

24. To invest or deal with the surplus funds of the Company in such manner and upon such securities like shares, debentures etc., in any company or companies and in any Government securities, bonds etc., as shall from time to time be thought necessary for the benefit of the company and to create any reserve fund, depreciation and fund, provident fund or any otherwise.
25. To undertake and execute any trusts, the undertaking of which may seem to the company desirable, either gratuitously or otherwise.
26. To draw, make accept, endorse, discount, execute, and issue bills of exchange, cheques, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities, subject to the Banking Regulation Act, 1949.
27. To lend and advance monies or give credit to such persons or firms or associations, bodies corporate, and on such terms as may seem expedient and in particular, to customers/members and other having dealings with the company and to guarantee the performance of any contract or obligation and the payment of monies of or by any such person, firm, association of body corporate and generally to give guarantees and indemnities.
28. To improve, manage, develop, exchange, lease, mortgage, and dispose of turn to account or otherwise deal with all or any part of the property and rights of the company for the time being.
29. To establish and maintain or procure and establishment and maintenance of any contributory non-contributory pension or provident fund or super-annuation fund or other for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the company or who are were at any time Directors or officers of the Company and the dependents of such persons and also to establish and subsidies and subscribe to any associations, clubs or funds calculated to be for the benefit of or to advance the interests of the Company and to make payments to or towards the insurance of any such person.
30. To insure the whole or any part of the property of the company either fully or partially, to protect and indemnify the company from liability or loss in any respect either fully or partially, and also to ensure and to protect and indemnity and part or portion thereof either on natural principal or otherwise.
31. To take in any part of the world all or any part of the company's object as principals, agents, factors, trustee contractors or otherwise, either alone or in conjunction with any other person, firm, association, corporate body, municipality, state, body politic of Government or colony or dependency there-of.
32. To establish branches or appoint agents or attorneys in or outside India for or in connection, with any of the objects of the company and in particular, in relation to the investment of money, the sale or purchase of property and the collection and receipt of money or other matters connected with the company, or for looking after the interest of the Company.

33. To exercise all or any corporate powers rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states territories possessions, colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
34. To procure the registration or recognition of the company in any part of the world.
35. To train or depute for any purpose or to pay for the training or deputation for any purpose in India or abroad of any apprentice, technical or professional hand, skilled or unskilled Labour or any other person either in the present or likely to be in the employment of, or, engaged or likely to be engaged in rendering any services to the Company, its customers or associates, likely to benefit the company in its working , knowledge management, administration, including research either in the office or filed or in the laboratories or in the manufacturing units.
36. To institute, conduct, defend, compromise, or abandon any legal proceedings, by or against the company or its officers or otherwise concerning the officers of the company and also to compound or compromise or allow time for payment in satisfaction of the any debts due and of any claim by or against the company and to refer any claims or demands by or against the company to arbitration and to observe or carry out or enforce the terms of the award.
37. To subscribe for, or purchase, undertake, or guarantee the subscription of, or concur or assist in the issue of, placing underwriting, guaranteeing the securities, of shares, stocks, debentures stocks, bonds, obligations, loans, and securities of any Government, municipality or other public authority, whether in India or elsewhere, or of any corporation, association, trust undertaking or body corporate at such time and upon such terms and conditions as to remunerations or otherwise as may be agreed upon

**(C) THE OTHER OBJECTS NOT INCLUDED IN (A) & (B) ABOVE**

1. To generate, harness, develop, purchase, accumulate, trade, distribute and supply electricity by setting up hydro and thermal power plants using liquid, gaseous or solid fuels like water, gas, air, naphtha, coal, diesel oil & other petroleum products, or through renewable energy sources such as solar, photo voltaic, wind mill or through any other means and to supply such power either directly or through transmission lines and such other facilities of Central or State Governments or Private Companies or Electricity Boards to Industries and to Central/State Government, Electricity Boards and other consumers and to achieve the objectives referred to above either singly or in joint venture with partners, Indian or foreign, or through third parties, whether Indian or foreign on a turnkey basis to transmit, distribute, supply and sell power to Central/State Government, Electricity Boards, Industry and other consumers, whether within the State or otherwise of electricity including those for captive consumption.
2. To carryon, undertake, continue the business as manufacturers, producers, fabricators, erectors, contractors in all kinds of materials, products, equipment, machinery and to acquire, takeover, manage, companies firm and other entities

carrying on or undertaking manufacturing or production activity of any kind and description.

3. To take up turnkey contracts, with in the country and outside and maintenance of such turnkey projects after completion and/or projects completed by other contractors for any utility companies or other process industries or projects.
4. To carry on the business of millers, cake and corn merchants, meal manufacturers, grain and seed merchants, flax and cotton merchants of manufacturers, of Industrial tallow flour merchants, bakers, biscuit makers, oil merchants, manufacturers of cattle feed and feeding and fattening preparation of every description.
5. To carry on the business of any electricity producing equipment and by names, motors fans, stoves, batteries, refrigerators, cells and other electrical goods and to carry on all sorts of electric installation work including installation of telephones, radios.
6. To carry on all or any of the business of manufacture, representative, dealers, traders, importers, exporters, packers, processors, factors, mercantile agents, and/or otherwise deal in machineries, machinery parts , polyhouses, farm equipment and tools relating to the floriculture, horticulture and all other agricultural related industries.
7. To carry on the business of management consulting, information technology management, improving, designing, marketing, selling & licensing programs, conduct training facilities, providing market research & content management services in Agriculture related fields and To carry on the business of manufacturers of and dealers in chemicals, chemical compounds (organic and inorganic) in all forms, and chemical products of any nature and kind whatsoever, and all by-products and joint products thereof.
8. To buy, sell, design, manufacture, assemble, produce, repair, procure, market, import, export, hire or let on hire or otherwise deal in computer, computer software, computer peripherals and To buy, sell, deal in, import, export, and carry on research and development work, to design, develop system software, application software and other software in India and abroad.

IV. The liability of the members of the Company is limited.

V. The authorized Share Capital of the Company shall be Rs. 1,00,000/- ( Rupees One Lakh only) divided into 10,000 (Ten Thousand Only) equity shares of Rs. 10/- each (Rupees Ten each Only), with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by, or in accordance with the Articles of Association of the Company for the time being and to vary, modify of or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or provided by the Articles of Association of the Company for the time being.”

VI. We the several persons, whose, names and address are subscribed hereto are desirous of being formed into a company in pursuance of the Memorandum of Association and respectively agree to take the number of shares in the capital of the company set opposite to our respective names.

Sl. No	Names, Addresses, Descriptions, Occupations and signatures of the Subscribers	No. of equity shares taken by each subscriber	Signature of the members	Names, Addresses, Descriptions, Occupations, signature of the Witness
01	<p><u>Ashok Kumar Soni</u>            ASHOK KUMAR SONI            RAMA DHAR SONI            02 JUNE 1966 - DOB            ENGINEER - OCC            704 KRISHNA GARDEN            OPPOSITE POLICE STATION            BEGUMPET, HYDERABAD            AP 500016</p>	5,000 (Five thousand only)	<u>Ashok Kumar Soni</u>	<p>Signed before me at Hyderabad  <u>M. Sambhar Prasad</u>            M. Sambhar Prasad            S/o M. Subrahmanya Sastry.            Plot no. 68, Saibaba Colony,            Seetharampur, Old Bowenpally,            Secunderabad - 500 011.            DOB - 29/08/1980            OCC - Service.</p>
02	<p><u>Monica Soni</u>            MONICA SONI            D P SONI            DOB 01 JUL 75            DOCTOR            B43 AVASVIKAS COLONY            NANDAN PURA            JHANSI (UP)            (IN CAMP)            AT HYDERABAD</p>	5,000 (Five thousand only)	<u>Monica Soni</u>	<p># Subscriber No. 01            has visited the witness            address given in            column and signed            before me.  <u>M. Sambhar Prasad</u></p>
PLACE: HYDERABAD DATE: 16/09/2011		TOTAL →	10,000	

Ten Thousand only