

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
**SANVI INFRA PROJECTS PRIVATE
LIMITED**

INCORPORATED
UNDER THE COMPANIES ACT, 1956
(1 of 1956)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SANVI INFRA PROJECTS PRIVATE LIMITED

- I.** The Name of the Company is **SANVI INFRA PROJECTS 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 buy, purchase, take on lease or otherwise acquire land, estate, buildings and to form layout in to sites for residential, industrial and commercial purposes and build apartments, independent houses, develop housing colonies, satellite townships and to sell, lease or otherwise dispose them off and to act as land developers, landscape planners, layout consultants, consultants to developer housing societies, colonies and townships.
2. To carry on the business of Construction Contractors or sub-contractors for the construction of Building of all descriptions, Roads, Bridges, Dams, Earthwork, Sewer tanks, drains of offices, factories, hotels, workshops, channels of Government, Quasi Government, Public and Private Limited Companies and other private works.
3. To construct, execute, carry out, equip, improve, work, develop, administer, manage or control in India and elsewhere infrastructure projects whether in Information Technology, Telecommunication, Civil Works, Hotels, Warehouses, Markets, Public and Private Buildings, Factory Buildings, Apartment Complexes, Public Works, and Convenience of all kinds bridges, canals, roads, reservoirs, sewage, drainage, sanitary, water, gas and all other works, or conveniences of public utility whether in Build Operate Lease Transfer basis or Build Operate maintain Transfer basis or any such mode and to carry on the business of Engineers, Builders, Contractors, Decorators, Suppliers of building and decorative materials either solely or in conjunction or in partnership with any persons, firms, companies, or corporations.
4. To carry on the business of undertaking of all civil, mechanical, technical works, all types of infrastructure facilities on the basis of BOOT (Built, Operate, Own and Transfer)., BOT (Built, Operate and Transfer), BOLT (Built, Operate, Lease and Transfer), BOO (Built, Operate and Own) and to Develop Bus Terminals, Passenger shelters, Bus bays in India or abroad, either on its own or with joint venture with any other Indian or Foreign participant.
5. To lay out, develop, construct, build, erect, demolish re-erect, alter, re-model or do any other work in connection with any building scheme roads, highways, docks, ships sewers, bridges, canals, wells, springs, multistoried buildings, railways, airports, power plants, wharves, ports, reservoirs' embankments, tramways, irrigation improvements, sanitary, water, gas electric light, telephonic and power supply works or any other structural or architectural work of any kind whatsoever and for such purpose to prepare estimates designs, plants specifications, or models and do such other or any act that may be requisite thereof & to purchase, acquire, take on lease, or in exchange or in any other lawful manner any other land, building multi-storied structures and to turn to the same into real estate, account develop

the same and dispose of or maintain the same or to maintain the same and to build or operate recreation centers, multiplexes, cinema halls, theme parks, entertainment centers, such other buildings or complexes suitable for any kind of commercial exploitation, townships, markets, or other building or convenience thereon and to equip the same or any part thereof with all any amenities or conveniences, drainage facility electric telegraphic, telephonic, televisions and to deal with same in any manner whatsoever.

6. To carry on anywhere in India or elsewhere, whether on its own or by entering into agreements, collaborations, and/or contracts with any individual, company, Government Body, all or any of the businesses of acquiring, setting up, constructing, running, operating, maintaining, manufacturing, designing, supplying, hiring/leasing, Research and Development and servicing of, all kinds of thermal, solar, wind, hydro, tidal, wave, geothermal, bio-mass, nuclear power plants, co-generation power plants, energy conservation projects, power houses, transmission and distribution lines and systems, for generation, distribution, transmission and supply of electrical energy, both grid connected and off grid or stand alone including purchase, sale and resale of electric power to any individual, legal person or authority.

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

1. To acquire, undertake the whole or any part of the business and liabilities of the business and liabilities of any company, firm or person carrying on any business, which this company is authorized to carry on or possessed of property suitable for the purpose of this company.
2. To enter into partnership or other arrangement for sharing profits, union of interest co-operation, joint venture or reciprocal concession, with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which this company is authorized to carry on, or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
3. To lend money to, guarantee the contracts of, or otherwise assist any such person or company and to take or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
4. 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 this company.

5. To purchase, take on lease or in exchange, hire or otherwise acquire, any movable or immovable property, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any lands, buildings, easements, machinery, plant and stock-in trade.
6. To construct, maintain or alter any buildings, factories, warehouses, godowns, shops or other structures or works necessary, convenient or expedient for the purpose of the Company.
7. To make, undertake, or encourage, experiments, research or invention in connection with the business of the company or otherwise.
8. To employ or otherwise acquire technical experts, engineers, mechanics, foremen and skilled and unskilled labour for any of the purposes or business of the company.
9. To sell, improve, manage, develop, exchange lease mortgage, enfranchise, dispose of, turn to account, or otherwise deal with, all or any part of type property and rights of the Company.
10. To apply for, purchase or otherwise acquire any patents, brevets invention, licenses, concessions and the like, conferring any exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of then company, or the acquisition of which may seem calculated directly to benefit the company in connection with its business and to use, exercise develop or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired.
11. To enter into arrangements with any Government or authorities supreme, municipal, otherwise may seem conducive to the company's objects, or any of them and to obtain from any such government or authority, any rights, privileges and concession which the Company may think it desirable to obtain, in connection with its business and to carry out, exercise any such arrangements, rights, privileges and concessions.
12. To apply for tender, purchase or otherwise acquire contracts, sub-contracts, licenses and concessions for all or any of the objects of the company and to undertake, execute, carry out contracts from time to time and upon such terms and considerations as may be thought expedient.

13. To pay for any business, property, or rights acquired or agreed to be acquired or agreed to be acquired by this company, and generally to satisfy and obligation of this Company, by the issue of shares of this company credited as fully or partly paid up, or debentures or other securities of this Company.
14. To accept payment for any property or rights sold or otherwise disposed of or dealt with by this Company, either in cash, by installments or otherwise, or in shares of any company with or without preferred rights in respect of dividends or payment of capital or otherwise, or in debentures or debenture-stock or other securities of any company of corporation, or by mortgage, or partly, in one mode and partly in another and generally on such terms as the company may determine, and to hold, deal with or dispose of any consideration so received.
15. To pay, satisfy or compromise any claims made against the Company, which it may seem expedient to pay, satisfy or compromise.
16. Subject to the provisions of Section 58A of the Companies Act, 1956 and the Rules made there under and also the Reserve Bank's directions in this behalf, to borrow and secure the payment of money in such manner and on such terms as the Directors may deem expedient and to mortgage or charge the undertaking and all or any part of the property and rights of the company, present or future, including uncalled capital.
17. To open an account, or accounts with any person or company or with any bank or bankers or shroffs and to pay into and withdraw moneys from such account or accounts whether they be in credit or otherwise.
18. To draw, make accept, endorse, discount, execute and issue, negotiate, assign, buy and sell or otherwise deal in cheques, drafts, promissory notes, bills of exchange, hundies, bonds, bills of lading, railway receipts, warrants and coupons and other negotiable and transferable securities, instruments and documents, connected with the business of the company subject to Banking Companies (Regulation) Act 1949.
19. To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any other shares in the Company's capital, or any debentures, debenture-stock or other securities of the Company, or in or about the formation or promotion of the company, or the conduct of its business.
20. To adopt such means for making known the business of this company or any company in which this company is interested as its agents or representative by advertisements in papers, periodicals, magazines, through cine slides and films by issue or circulars posters, calendars,

show cards, playing cards, hoardings, by radio programs, exhibiting, by publication of books, periodicals and granting prizes regards and donations.

21. To provide for the welfare of the directors, officers, employees and ex-directors, ex-officers and ex-employees of the Company and the Wives, widows and families or the dependents or connections of such persons by building or contributing to the building or houses, dwelling, or chawls, or by grants of money persons, allowances bonus, or their payments or by creating and from time to time subscribing or contributing to provident or other associations, institutions, funds or trusts and by providing or subscribing contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable benevolent, religious, scientific, national, public or other institutions and objects which shall have any moral other claim to support or aid by the company either by reason of locality of operation or of public and general utility or otherwise, subject to provisions of the companies Act, 1956.
22. To train or to pay for the training in India or abroad of any apprentice, technical or professional, skilled or unskilled labour, any other person, either in the present or likely to be employment of, or engaged or its customers, which training in the opinion of the company is likely to benefit the company in its day - to - day working, knowledge, management, administration, including research either in the field or in the laboratories.
23. To create any depreciation fund, reserve fund, or any other special fund whether for repairing, improving, extending or maintaining any property of the company or for any other purpose conducive to the interest of the Company.
24. To procure the registration or of other recognition of this Company in any Country, state or place and to establish and regulate agencies for the purpose of the Company's business. To sell or dispose of the undertaking of the company or any part thereof for such considerations the company may think fit, and in particular for shares, debentures, of securities, of any other company having objects altogether or impart similar to those of this company.
25. To amalgamate with any other company having objects altogether or input similar to those of this company.
26. To distribute any of the property of the company among members in specie or in kind in the event of winding up.

27. Subject to the provisions of the companies Act, 1956, to place to reserve or to distribute as dividends or bonus among the members or otherwise to apply, as the company may from time to time think fit, any moneys received by way of premium by the company and any moneys received in respect of dividends accrued on forfeited share and moneys arising from the sale by the company of forfeited shares.
28. To do all or any of the above things in any part of the world and either as principals, agents trustees, contractors or otherwise, and either alone or in conjunction with others to do all such other things as or incidental or conducive in the opinion of the, Board of Directors to the above objects or any of them.

(C) OTHER OBJECTS FOR WHICH THE COMPANY IS INCORPORATED:

1. To grow, take on lease, acquire, develop, timber, wood, plywood, and all kinds of wood and to make products where in wood is a constituent part and to design, develop, fabricate any products involving the substantial use of wood.
2. To carry on the business of consultants, advisers experts and technical collaborators in any business and to employ and appoint experts, economists, financially analysis, managers brokers, canvassers, agents and other persons to investigate and examine into the conditions, prospects, value character and circumstances for the purpose of the or any other business, concern or undertaking or of any assets, properties or rights and to carry on the business of auctioneers, valuers, surveyors, and appraisers of all kinds of properties, goods and claims.
3. To engage in the business of operating computers systems for software for software development and data distribution, for telecom networking and user services in the field of wired and wireless, land-based and satellite based telecommunications, and to engage in the business of owning / leasing satellite and other channel for computer networking, data transmission, audio and video signal transmission, and offering all connected user services to India and foreign customers, and to engage in the business of owing/renting/leasing to customers, computers, computer time, terminals and terminal time as well as training and data processing services to various customers both within and outside the export processing zones.
4. To undertake and execute any contract involving computerized information systems, feasibility studies, turnkey projects, know-how, research and development training recruitment, system development, soft and hardware development, market research, surveying and survey data analysis, re-organization of management, financial management, operations research and real time applications, time sharing business applications, industrial engineering applications, process and process control.

5. To carry on the business as purchaser, processors, acquirer, seller, re-seller, agent, merchants, developers, consultants and dealers in mines, mining rights, mineral rights, lands, water rights and either absolutely or conditionally and either jointly or singly.
6. To explore, treat, refine, ores and minerals, and to process ores and minerals by crushing, quarrying, refining or carrying metallurgical operations.

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

V. The Authorized share Capital of the Company is Rs.15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and with the rights, privileges and conditions attached thereto with power to vary, modify or abrogate such rights, privileges and conditions as may be provided in the Regulations of the company for the time being. The Company has power to increase and reduce the capital and to divide the share in the Capital for the time being into several classes and attach there to respectively such preferential, differed, qualified and special rights, privileges and connections as may be determined by or in accordance with the Regulations of the company and or vary modify or abrogate any such rights, privileges or conditions in such manner as may for the time being to be provided by the Regulations of the Company.

VI. We, the several persons, whose names and addresses are subscribed, have unto 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 to our respective names.

S. No	Name, address, Occupation And Descriptions of the Subscribers with Signatures	No. of Equity Shares by Each Subscribers	Name, Occupation, Addresses, Description of witness with Signature
1.	Sd/- G.V.S.K. RAJU S/o. G.K. RAJU Address: Plot No. 166, Flat No. 502, Manasa Sarovar Apartments, Kalyan Nagar -1, Hyderabad - 500 038 DOB: 09.07.1969 Occupation : Business	4,000 (Four Thousand Only)	Sd/- Lakshmana Swamy CNV Chartered Accountant S/O. C. Kanaka Lingeswara Gupta 401, Megasri Classics, Punjagutta, Hyderabad - 500 082.
2.	Sd/- Indukuri Venkata Rama Raju S/O. I. Anjaneya Raju Address: Flat No. 501, M.Ranga Raju Residency, Yousufguda Main Road, P.O. Madhura Nagar, Hyderabad-500 038 DOB: 25.05.1977 Occupation : Business	6,000 (Six Thousand Only)	
	Total Number of Equity Shares Taken	10,000 (Ten Thousand)	

PLACE: HYDERABAD

DATE: 28-12-2006

INCORPORATED
UNDER THE COMPANIES ACT, 1956
(1 OF 1956)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
SANVI INFRA PROJECTS PRIVATE LIMITED

1. The Regulations contained in Table 'A' of the Companies Act, 1956 shall be the Articles of Association of this Company in so far as they are applicable to Private Limited Company subject to the modifications mentioned hereunder.

INTERPRETATION

2. The Act", means "The Companies Act, 1956".
 - a) The Company" means "**SANVI INFRA PROJECTS PRIVATE LIMITED**".
 - b) The Seal means "The Common Seal of the Company".
 - c) Unless the context otherwise requires, words or expressions contained in these regulations shall have the same meaning as in the Act or statutory modifications thereof in force at the date at which these Regulations become binding on the Company.

PRIVATE COMPANY

3. The company is a Private Limited Company as defined in Sub Clause (iii) of Sub-section (1) of Section 3 of the Companies Act, 1956 and accordingly
- a) The right of transfer the Shares of the company is restricted.
 - b) The number of members of the company is limited to fifty not including:
 - i) Persons who are in employment of the company.
 - ii) Persons who having been formerly in the employment of the company were members of the company while in that employment and have continued to be members after the employment have ceased.
 - iii) If two or more persons hold one or more shares in the company jointly they shall for the purpose of this clause be treated as a single member.
 - c) No invitation shall be issued to the public to subscribe for any shares in or debentures of the company.
 - d) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.
 - e) The minimum Paid-up Share Capital of the Company is Rs. 1,00,000/- (Rupees One Lakh only) divided into 10,000 (Ten Thousand only) shares of Rs. 10/- each. (Rupees Ten only).

CAPITAL

- 4. The Authorised Share Capital of the Company shall be same as appearing in the **Clause V** of the Memorandum of Association of the Company.
- 5. The Shares shall be under the control of Directors, who may issue or allot or otherwise dispose the same.
- 6. No transfer of any share shall be made or registered unless it is as between the joint shareholders inter-se without the previous sanction of the Directors, who may in their discretion and without assigning any reason decline to give such sanction. The Directors shall decline to give sanction for registration of any transfer shares, the effect of which would be to increase the number of members of the company above fifty.
- 7. Regulation 40 and 41 of the Table 'A' in Schedule 1 of the Act shall not apply to the Company.

DIRECTORS

- 8. a) The number of Directors shall not be less than two and not more than ten, including all kinds of Directors.
- b) The following persons shall be the first directors of the company. And they shall hold such office for life or till they cease to hold office under Section 283 of the Act.
 - 1. **GADIRAJU VENKATA SATYANARAYANA KISHORE RAJU**
 - 2. **INDUKURI VENKATA RAMA RAJU**
- 9. The Directors need not hold any qualification shares in the Company for appointment as Directors.

10. The remuneration of each Director shall be a sum not exceeding Rs. 250/- for each meeting of the Board of Directors attended by them (plus his traveling, hotel and other expenses) as shall be determined by the Board from time to time, additional remuneration may be paid to one or more of the Directors for any extra services rendered subject to the relevant provision of the Act.
11. The Union Government, State Government, Public Financial Institutions specified in Section 4-A of the Act or State Finance Corporations, State Industrial Development Corporation (hereinafter each of which is referred to as "THE CORPORATION") granting loans to Company and/or debentures in the Company shall be entitled to nominate and from time to time substitute in the place of such nominees one or more individuals as Directors on the Board of the Company as long as any money remain owing by the Company to the Corporation, or so long as the Corporation hold shares and/or debentures in the Company and while holding, such office nominees shall not be liable to retirement on rotation.
12. The Board may from time to time appoint one or more of their body to the office of Managing Director or Manager for such terms and on such remuneration whether by way of salary or commission or partly in one and partly in another as they may think. Board of Directors so appointed shall be subjected to determination IPSO FACTO, if he ceases for any cause to be a Director.

GENERAL MEETINGS

13. The provisions of Section 173 of the Act, shall not apply to this Company. Any business to be transacted at any general meeting shall be ordinary business.
14. The provisions of Section 176(2) shall not apply to this Company. One-week notice is sufficient.

QUORUM

15. The Quorum for Directors meeting shall be Two Directors or one third of its total strength whichever is higher.

INDEMNITY

16. Subject to the provisions of Section 201 of the Act and so far as such provisions permit every Director, Manager, Secretary, Auditor and other officer or servant of the Company shall be indemnified by the Company against any liability etc., incurred by him and it shall be the duty of the Directors to pay out of the fund of the Company all costs, losses and expenses which any such Director, Officer or servant may incur or become liable to by any reason of any contract entered into or act or thing done by him as such director, officer or servant or in any way in the discharge of his duties including travelling expenses and the amount for which indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between members over all other claims.
17. The Company may indemnify any Director or Officer of the Company or any person employed by the Company or Auditor against any liability incurred by him defending any proceedings whether Civil or Criminal, in which judgment is given in his favor or in which he is acquitted or discharged or in connection with any application under section 633 in which relief is granted to him by the court.

SEAL

18. a) The Board shall provide for the purpose of the Company a SEAL and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and the Board shall provide for the safe custody of the seal for the time being.
- b) The seal shall not be affixed to any instrument except by authority of a Resolution of the Board or Committee and unless the Board otherwise determines every deed or other instrument to which the seal is required to be affixed shall unless the same is executed by a duly constituted attorney for the Company, be signed by at least one Director in whose presence the SEAL shall have been affixed, provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity in affixture thereof.

ARBITRATION

19. Whenever any difference or dispute arises between the Company on one hand, any of the members or their heirs, executors, administrators, assigns on the other hand, or between the members intense touching the true intent or construction of the incidents or consequences of these presents or the statutes or touching anything done or then after done executed, omitted or suffered in pursuance of these presents or of the statutes or touching any breach or otherwise relating to the promises or to there presents or to any statute affecting the Company or to any of the officers of the Company, every such difference or dispute shall be referred to the decision of an arbitrator to be appointed by the parties to the dispute or in difference or if they can't agree upon a single arbitrator, to the decision of two arbitrators of whom one shall be appointed by each of the parties to the dispute or difference. The laws will govern such arbitration for the time being in force.

WINDING UP

20. If the Company shall be would up whether voluntarily or otherwise, the liquidator may with the sanction of special resolution, divide among the contributories in species or in kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidator with the like sanction shall think fit.

SECRECY

21. No member shall be entitled to inspect the Company's books without the permission of the Directors or to require discovery of any information respecting any details of the Company's trading or any matter which may relate to conduct of the business of the Company and which in the opinion of the Directors, it wall not be expedient in the interest of the member of the Company to communicate to the public. The officers and the authorised nominees of any Financial Institution granting loan or any other form of financial assistance are however authorised to inspect the factory records, documents, registers, books of account and other relevant statutory books and obtain copies and extracts of the same, during all normal working hours.

S. No.	Name, Address, Description and Occupation of Subscribers with signatures	Name, Address, Description and Occupation of Witness with signature
1.	Sd/- G.V.S.K. RAJU S/o. G.K. RAJU Address: Plot No. 166, Flat No. 502, Manasa Sarovar Apartments, Kalyan Nagar -1, Hyderabad - 500 038 DOB: 09.07.1969 Occupation : Business	
2.	Sd/- Indukuri Venkata Rama Raju S/O. I. Anjaneya Raju Address: Flat No. 501, M.Ranga Raju Residency, Yousufguda Main Road, P.O. Madhura Nagar, Hyderabad-500 038 DOB: 25.05.1977 Occupation : Business	Sd/- Lakshmana Swamy CNV Chartered Accountant S/O. C. Kanaka Lingeswara Gupta 401, Megasri Classics, Punjagutta, Hyderabad - 500 082.

PLACE: HYDERABAD
DATE : 28-12-2006