

**(THE COMPANIES ACT, 2013)**  
**(COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**OVAL PROJECTS ENGINEERING PRIVATE LIMITED**

- I The Name of the Company is **"OVAL PROJECTS ENGINEERING PRIVATE LIMITED"**  
II The Registered Office of the Company will be situated in **TRIPURA**.  
III The Objects for which the Company is established are:

(A) The Main objects of the company are: -

1. To carry on business of infrastructural works, turnkey projects in Oil and Gas & Power Projects.
2. To carry on the business of Civil, Electrical & Instrumentation, Mechanical, Process, Design Engineering, Project Management Consultancy, construction.
3. To transport, treat, process, fractionate, blend, purify and to generally deal in or market in all its forms and fractions including natural gas, liquefied natural gas, and by-products, co products and other kinds of chemicals by-products, and any such substances as may be obtained from treating, processing, fractionating, blending and purifying.
4. To plan, design and construct pipelines for gas, oil and oil products and other related facilities and systems for collection, gathering, treatment, fractionation, processing, blending, purification, distribution, marketing and sale of natural gas, oil and oil products and Manufacturing, fabrication & trading of Plants, equipments & machinery.
5. To generate, accumulate, transmit, distribute, purchase, sell and supply electricity power or any other energy from conventional/ non-conventional energy sources on a commercial basis and to construction, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipment, cables and to undertake or to carry on the business of managing, owing, controlling, erecting, commissioning, operating, running, leasing or transferring to third person/s Power plants based on conventional or non-conventional energy sources, Solar energy Plants, Wind Energy Plants, Mechanical, Electrical, Hydel, Wind, Solar, Civil Engineering Works and similar projects.
6. To lay out, develop, construct, build, erect, demolish, alter, repair or do any other such civil and constructional work in connection with any building or building schemes, roads, highways, sewers, bridges, canals, dam, reservoirs, embankments, irrigations, improvements, sanitary, water electric works and power supply works or any other such structural works related thereto and for such purpose to prepare estimates, designs, plans, specifications or models related thereto.

For OVAL Projects Engineering Pvt. Ltd

*Nagendra Debnath*

Nagendra Debnath

Director

DIN-06665782

For OVAL Projects Engineering Pvt. Ltd.

*Goutam Debnath*

Goutam Debnath  
Chairman & Managing Director  
DIN-06923261

7. To carry on the business of agriculture, horticulture, fishery farming along with hatchery, poultry farming, (breeding, laying and hatchery), dairy farming, animal husbandry, to carry out any processes including production of feed, connected with any one or more of such products, scientifically store farm products, and to purchase, sell or otherwise deal in articles of farm product.
8. To carry on the business of running of taxies, buses, mini buses, trucks and conveyances of all kinds and to transport passengers, goods, commodities, livestock, merchandise and to do the business of transporters, forwarding and transporting agents, stevedore, carmen, whatfingers, cargo superintendents, package handlers and carting contractors and business of leasing out construction equipment and heavy construction machinery and heavy vehicles.
9. To carry on the business of manufacturers, producers, processors, buyers, sellers, distributors, commission agents and dealers in all kinds of cooked, semi cooked, uncooked food, aerated, artificial and mineral waters, soft drinks, carbonated drinks, fruit and vegetable powders and preparations of all kinds, fruit juices, protein foods, instant foods and food stuffs and provision of all kinds, to act as caterers.
10. To carry on all or any of the business usually carried on by dry cleaners, dyers, launderers, washermen, steam, electrical and general laundry and to wash, clean, purify, scour, bleach, wring, dry, iron, colour, dye, disinfect, renovate, dress, sterilise, press, block, polish, glaze, finish and prepare for use all articles and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, materials, chemicals, and articles of all kinds which are capable of being used for any such purposes or any of them, or likely to be required by any of the customers of the company and for that purpose to set up dry cleaning and washing plants, dryers, steam presses and household washing machines.
11. To carry on business of offering solutions in the space of Skill Development including Recruitment, Training, Manpower Outsourcing, Consulting and business of evolving policies programs, Strategies for education, skills development & support services with necessary support structures, to lend or make available the services to such technicians and experts who will be trained by the association and / or others to such establishments, workshop who are or will be in need of services in the discretion of the Association may think fit and proper.
12. To manufacture, process, prepare, preserve, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principals or agents in foods, meats, egg, poultry, vegetables, canned and tinned and processed foods, deep frozen foods including sea foods, deep frozen vegetables, deep frozen cooked and semi cooked varieties of food, preserved fruits, protein, health and instant foods of all kinds including baby and deistic foods, cereals, beverages, cordials, tonics, restoratives and aerated mineral waters and food stuffs and consumable provisions of very description for human or animal consumption and to carry on business in all natural, artificial, synthetic or chemical edible food colour.
13. To transact and carry on business as manufacturers, importers and exporters of all sorts of fruits, food, foodstuffs, canned fruits, chocolates, candies, jams, preserves, jellies, peppermints, juice, syrups, beverages, waters, wines, cordials, restorative and drinks of all kinds and to carry on the business of manufacturers and merchants and dealers and distributors of canned food, packed food, squashes, aerated water, mineral water,

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syrups, soft drinks, fruit drinks, milk and milk products and beverages of every description.

14. To cultivate, tea, coffee, cinchona, rubber, all kinds of fruits, vegetables, flowers and trees and to carry on the business of tea planters in all its branches, to carry on and work the business of cultivators, winnowers and buyers of every kind of fruits, dried or otherwise vegetables, flowers, mineral to prepare, manufacture and render marketable any such produce and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state and either by wholesale or retail.
15. To acquire, construct, own, operate, run and manage and to carry on the business of running hotels, motels, holiday camps, guest houses, restaurants, rest rooms, resorts, canteens, kitchens, food courts, micro breweries, shops, stores, mobile food counters, eating houses, kiosks, outlets, cafeterias, dine in facility, take away and/or delivery based services, caterers, cafes, taverns, pubs, bars, beer houses, refreshment rooms and lodging or apartments of housekeepers, service apartments, night clubs, casinos, discotheques, swimming pools, health clubs, baths, dressing rooms, licensed victuallers, wine, beer and spirits merchants, exporters, importers, and manufacturers of aerated mineral and artificial water and other drinks, purveyors, caterers of public amusement generally and all business incidental thereto, whether as owners, co-owners, joint ventures, operators, franchisees, franchisers and/or any other business model.
16. To purchase, take on lease hire, erect or otherwise acquire, establish and equip act as collaborators, technicians of any other hotels, motels, holiday camps, restaurants, canteens, cafes, pubs, bars, kitchens, refreshment rooms, casinos etc. in India or in any other part of the world and to carry on the business of consultants to the hotels, restaurants, kitchens, canteens, etc. in existence or to be started and to train chefs, cooks, bearers and other staff for hotel industry.

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN III (A) ARE:**

- 1) To acquire, establish or maintain one or more production facilities, contracting and trading units.
- 2) To acquire by amalgamation, purchase, takeover or otherwise the whole or part of the assets, liabilities and undertakings in India or elsewhere of any other company, body corporate, firm, association or individual carrying on or proposing to carry on any business which the company is authorized to carry on or possessed property suitable for the purpose of the company or which can be carried on in connection therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- 3) To enter into partnership or into any other arrangement for sharing profits or losses or any union of interests, joint ventures, reciprocal concession or co-operation with any person or persons, firms, association of persons, Hindu undivided families or company or companies, institutions, body corporate or corporates carrying on or engaged in or about to carry on or engage in, or being authorized to carry on or engage in and business or transaction which the company is authorized to carry on or engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this company.

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- 4) To enter into agreements and memorandum of understanding to form consortium with other business organizations (either Indian or Foreign) in the best interest of the company.
- 5) To acquire and take over either the whole or any part of business, good-will, trade marks, patents and property, assets and liabilities of any person or persons, firm or corporation carrying on any business which the company is authorised to carry on.
- 6) To procure the incorporation or recognition of the company in any place outside India.
- 7) To have branches all over India, to appoint branch managers and branch staff and to send out agents, officers and employees all over such branches.
- 8) To open current or deposit accounts with any Bank or Bankers and to pay into, and draw moneys from such accounts and operate on such accounts. To pay all the preliminary expenses of any kind and incidental to the formation and incorporation of the company out of the funds of the company.
- 9) To appoint agents and co-agents, factors, brokers, auctioneers for carrying on the business of the company.
- 10) To process, acquire, purchase, transfer, sell or apply for any patents, copy rights, mechanical devices, projects, trade marks, trade names, licences, concessions or any secret or other information as to any invention or device which may seem capable of being used for the purpose of the company or the acquisition of which the sale of which as the case may be seem to benefit to the company.
- 11) To amalgamate with any other company having objects altogether or in part similar to those of this company.
- 12) To invest the surplus funds and moneys of the company in any shares, stocks, debentures, debenture stocks, bonds, obligations and/or securities issued or guaranteed by any corporation, company or lawfully constituted body, government department, municipality, public body or authority and/or invest the funds and the moneys of the company in any immovable property, land or buildings or in any right to or interest in any immovable property, land or buildings and to vary such investments in such manner as the directors of the company may from time to time determine.
- 13) To enter into arrangements with any authorities, central, municipal, local or otherwise that may seem conducive to the company's objects or any of them and to acquire by grant, purchase or otherwise from any authority any rights, licences, grants, privileges and concessions of property or otherwise which the company may think fit and desirable to obtain and to carryout, exercise and comply with any such arrangements, licences, rights, privileges and concessions.
- 14) To draw, make, accept, endorse, discount, issue, negotiate and otherwise deal in negotiable instrument, including bills of exchange, promissory notes, bills of lading and warrants.
- 15) To remunerate any person or company for service rendered or to be rendered in acting as trustee for debentures or debenture stockholders or in pledging or assisting to pledge or guaranteeing the pledging of any of the shares of 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 or for guaranteeing payment of such debentures or debenture stock and interest.
- 16) To appoint attorneys and agents whether on commission or otherwise and constitute agencies and sub agencies of the company in India or elsewhere.

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- 17) To borrow or raise money with or without security and/or to receive money or deposit subject to section 73 of the Companies Act, 2013 either with or without security and issue debenture of all kinds and conditions, simple or with a mortgage or charge fixed or floating perpetual or redeemable at a discount or at par or at premium as may be thought fit by the directors in their discretion and to charge the undertaking or any of the assets present or future of the company, including the uncalled capital of the company, but not on the reserved share capital, provided the company shall not carry on the banking business within the meaning of the Banking Regulation Act, 1949.
- 18) To lend money with or without security and/or to advance or deposit with or without security money's, securities, properties, assets of the company to or with such companies, firms, corporations, business or trade organizations, persons or persons and on such terms and conditions, as the directors may in their discretion think fit, proper or expedient.
- 19) Subject to the provisions of the Companies Act, 2013, in the event of winding up of the company to distribute among the members any properties or assets of the company or any proceeds of sale or transfer or disposal of any property of the company, but not so as to cause any unauthorized reduction of share capital.
- 20) To pay for any property, rights or privileges acquired by the company or for services rendered or to be rendered in connection with formation of or the business of the company, or to acquire any property for the company, or otherwise either wholly or partially in cash or in shares, bonds, debentures, or other securities of the company and to issue any such shares either as fully paid or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the company.
- 21) To promote any other company for the purpose of acquiring all or any part of the property rights and liabilities of the company or any other purpose which may seem directly or indirectly calculated to benefit this company.
- 22) To receive money on deposit and interest or otherwise and / or advance money (not amounting to banking) on mortgage of immovable property or on hypothecation or pledge of movable property or without security to such persons or companies and on such terms as may seem expedient and in particular to customers and persons having dealings with the company to guarantee the performance of contracts by any such person or company. The company shall not carry on banking business as defined under Banking Regulation Act, 1949.
- 23) To advertise, give publicity to the business of the company in all legitimate and proper ways.
- 24) To enter into such contracts for the purpose of the business of the company and to enter into such arrangements, schemes, as may be found necessary or expedient.
- 25) To capitalize such portion of the company as are not distributed among shareholders of the company in the form of dividend as the Directors of the company think fit, subject to the consent of the shareholders in general meeting and with the sanction of the general meeting of the shareholders to issue bonus shares, as fully paid up in favour of the shareholders.
- 26) To grant pensions, allowances, bonus, gratuities to employees, ex-employees of the company and to officers and ex-officers of the company or its predecessors in business or to the dependents of such employees or ex-employees or officers and to take over,

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 Nagesh Deb Nath  
 Director  
 DIN-06665782

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 Goutam Deb Nath  
 Chairman & Managing Director  
 DIN-06923261

- found, establish, develop endow or contribute plans, schemes, arrangements or found for welfare fund such as superannuation, sickness, provident, accident fund or scheme and to support or contribute to any charitable or other useful institutions, societies, clubs, originations, associations or funds and to subscribe or guarantee money for or towards and national, charitable, benevolent or other useful purpose, object, scheme, plan, fund or for any exhibition.
- 27) To sell or dispose of the undertaking of the company or any part thereof for such considerations as the directors may think fit and in particular wholly or in part for shares(fully paid or otherwise) debenture or securities of any other company having objects altogether or in part similar to those of this company.
- 28) Subject to the provisions of the Companies Act, to sell, transfer, exchange, lease, sub-lease, mortgage or charge rights, privilege or to mortgage, charge or pledge any of the properties of the company as the directors may think fit and to improve and make more efficient or productive the business of the company.
- 29) To buy such property or properties for and on behalf of the company, as the directors of the company may think fit.
- 30) To appoint legal and technical advisors as the directors may think fit and to appoint bankers, auditors and such other persons as employees, officers or agents or advisors of the company as the directors may think fit and to pay out of the funds of the company the necessary expenses for the same.
- 31) To undertake and execute trusts, the undertaking where as may seen desirable ether gratuitously or otherwise, to advance the interest of the company.
- 32) To subscribe or contribute to any charitable institutions or any benevolent funds at the direction of the directors, subject to the provisions of the Companies Act, 2013.
- 33) Subject to the provisions of the Companies Act, 2013, to give guarantees or become surety or furnish security for any persons, firms or company and in particular persons having dealings with the company and to guarantee the payment of moneys secured by or under or in respect of debentures, mortgages, charges, securities of any company or person, to guarantee the performance of any contract or obligation of any person or any companies.
- 34) To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repair, maintenance, improvement or extension of any property of the company or for any other purpose conducive to the interest of the company.
- 35) To undertake, promote, assist or engage in all kinds of research and development work and to set up laboratories, purchase and acquire any instruments required for the same and / or give endowments, scholarships or otherwise any other assistance either monetary or otherwise to whomsoever for the purpose.
- 36) To acquire by concessions, grant, purchase, amalgamation, barter, lease, license or otherwise, either absolutely or conditionally and either solely or jointly with others any tract or tracts of country, lands, houses, estates, farms, forests, plantations, quarries, mines, minerals, rights, water rights way leaves and other works easement rights, privileges and hereditaments and any machinery, plant, utensils, trademarks and other movable or immovable property of any description whatsoever at any place or places in India or in any foreign country and together with such rights as may be agreed upon and to spend such money as may be deemed requisite and advisable in the exploration, working, surveying, cultivation and development thereof.

For OVAL Projects Engineering Pvt. Ltd



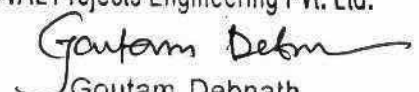
Nagendra Debnath

Director

DIN-06665782

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For OVAL Projects Engineering Pvt. Ltd.



Goutam Debnath  
Chairman & Managing Director  
DIN-06923261



- 37) To purchase, take on lease, or in exchange or otherwise acquire, erect, maintain equipment, construct, re-construct, repair, renovate or adopt, movable or immovable property including buildings, residential bungalows, quarters, offices, chawls, warehouses, godowns, structures, erections, workshops, mills, factories, foundries or places for manufacturing, plants, machinery, accessories, implements, appliances, apparatus and other things found necessary or convenient for the purpose of the company and also to extend the business of the company by purchasing, acquiring, getting transferred, adding to, altering and enlarging all or any of the buildings, mills, factories, premises, places being the property of the company or on all of the lands for the time being the property or in possession of the company and by expending from time to time such sum or sums of money as may be necessary or expedient for improving, adding to, altering, repairing and maintaining the buildings, structures, machinery, plants and property for the time being of the company and to sell or mortgage or let out on hire all or any portion of the same as may be thought desirable.
- 38) To provide for the welfare of employees or ex - employees of the company and wives and families, or the dependents or connections of such persons by building or contributing to the building of the houses or by grants of money, pensions, allowances, compensation or other payments or creating and subscribing or contributing to provident funds or other funds, institutions or trust and by providing or subscribing or contribution towards places of instructions and recreation, hospitals and dispensaries, medical and other assistance as the company shall think fit.
- 39) To adopt such means of making known business and the services of the company as may seem expedient and in particular advertising in the press, by circulars, by purchase or by exhibition of works of art or interest by publication of books and periodicals and by granting prizes, rewards and donations.
- 40) To subscribe, contribute, or grant money to any charitable, benevolent, rural development, religious, social, scientific, national or other fund's institutions, and objects and to any individual or body unless otherwise prohibited by law.
- 41) To employ or engage experts, agents, Indian or foreign consultants in connection with the planning of all or any of the objects of the company.
- 42) To form and maintain networks and make by-laws to regulate such networks.
- 43) To act as management for technical, industrial, financial, commercial and investment consultants, personnel and labour advisors, legal and taxations consultants, consulting engineer operations, research consultants, staff and management recruitment consultants, computer service bureau and advisors, market surveyors, project engineers, quality control and efficiency experts, expert and marketing services and / or consultants in sophisticated management techniques to establish and render all or any consultancy and other services of professional or technical nature to industry, firm, associations, entrepreneurs, institutions, body corporate or corporate and to undertake assignments, job and appointment and to enter into contract thereof and to develop and run project divisions and to undertake techno-economic feasibility and promotion, planning and implementation of new projects and to act as registered share transfer agents and management consultants.

For OVAL Projects Engineering Pvt. Ltd

*Nagendra Debnath*

Nagendra Debnath

Director

DIN-06665782

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For OVAL Projects Engineering Pvt. Ltd.

*Goutam Debnath*

Goutam Debnath  
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- IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorized Share Capital of the company is Rs. 50,00,000/- (Rupees Fifty Lacs only) divided into 5,00,000 (five lacs) Equity Shares of Rupees 10/- (Rupees Ten) each only.

For OVAL Projects Engineering Pvt. Ltd.  
*Nagendra Debnath*  
Nagendra Debnath  
Director  
DIN-06665782

For OVAL Projects Engineering Pvt. Ltd.  
*Goutam Debnath*  
Goutam Debnath  
Chairman & Managing Director  
DIN-06923261



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

Sl No.	Name, Address, Description and occupation of each subscriber	No. of equity shares taken by each subscribers	Signature of Subscriber	Signature of witness with address, description and occupation
1.	SAIKANT PANDEY S/O SRIPAT PANDEY R/O H.NO.-206 ASHOKA ENCLAVE PART-1 SECTOR-34, FARIDABAD SALARIED EMPLOYEE	16667 1667		
2.	Sutipa for D/O Harve Kaurishma 31 Station Road Dhakurda KOL KATA-31 BUSINESS	1667 16667 \$us		
3.	Ratan Debnath S/O:- Lt. Jatinendra Ch. Debnath R/O:- East Dhaleswari Chandrapur PO:- East Agartala Tripura- 789007 Business.	1667		
TOTAL				

I witness the signatures of All the Six Subscribers

TARUN KAPOOR CHARTERED ACCOUNTANT  
S/O JAGDISH CHANDER KAPOOR  
B-7 HAND BHAWAN, BAHADUR SHAH ZAFAR MARG  
NEW DELHI 110002

Place: FARIDABAD

Dated 16-09-2013

Certified to be true copy  
For OVAL Projects Engineering Pvt. Ltd.  
No general  
Authorised Signatory

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

Sl No.	Name, Address, Description and occupation of each subscriber	No. of equity shares taken by each subscribers	Signature of Subscriber	Signature of witness with address, description and occupation
	<p>Dhimesh Chandra Sarker S/o of Achhadi Mohan Sarker R/O 44, Cheshimari Post:- Cheshimari Business</p> <p>Suchandra Deb. 8/0 Birendrach Dars. R/O 173 North Banamalipure, East Agartala Sadar, west Tripura. Business.</p> <p>Nagendra Deb Nath 40 Road, Pomeria 40-48, Jai Ashram Road Sadar, Agartala west Tripura Business</p>	<p>1666</p> <p>1666</p> <p>1667</p>	<p>Dhimesh</p> <p>Suchandra Deb.</p> <p>Nagendra Deb Nath</p>	<p>I witness the signatures of All the six subscribers</p> <p>Tarun Kapor. MN095949 TARUN KAPOOR, CHARTERED ACCOUNTANTS S/O JAGDISH CHANDER KAPOOR 8-7, HANS BHAWAN, BHADOL SHAH ZAKAR MARG NEW DELHI 110002</p>
TOTAL		10000	TEN THOUSAND	

Place FARIDABAD

Dated 16-09-2013

Certified to be true copy  
For OVAL Projects Engineering Pvt. Ltd.  
Nagendra Deb Nath  
Authorised Signatory