

No. of Company 708.



Form I.R.

CERTIFICATE OF INCORPORATION

No. 23rd of 1952-53.

I hereby certify that South Eastern Roadways
Private Limited.

Is this day Incorporated under the Companies Act, 1956 (No. 1 of 1956)
and that the Company is Limited.

Given under my hand at Bihar (Dihau)
this 18th day of February
29th Magha
One thousand nine hundred and sixtythree.
One thousand eight hundred and eightyfour,

(R. P. Khandpur) 18/2/53
Registrar of Companies.
D I H A R

J.S.C. I

MFF-1037 JSC-12401-(C-1092)-17-9-57-15000

CERTIFIED TRUE COPY
FOR SER INDUSTRIES LIMITED

Marendra Goel
DIRECTOR



[कंपनी अधिनियम, 1956 की धारा 18 (3)]
[Section 18(3) of Companies Act, 1956]

एक राज्य से दूसरे राज्य में रजिस्ट्रीकृत कार्यालय के अन्तरण की पुष्टि करने वाले न्यायालय के आदेश के रजिस्ट्रीकरण का प्रमाण-पत्र

CERTIFICATE OF REGISTRATION OF THE ORDER
Company Law OF SOUTH CONFIRMING TRANSFER OF THE
Board, Eastern- REGISTERED OFFICE FROM ONE STATE
Region Bench TO ANOTHER
Calcutta. Company No. 4604

द्वारा रजिस्ट्रीकृत कार्यालय का ने विशेष संकल्प
राज्य से राज्य में
अन्तरण करके स्थान की वास्तव संगम-ज्ञापन के उपबंधों में परिवर्तन कर
दिया है और ऐसे परिवर्तन को
तारीख के आदेश द्वारा
पुष्टि कर दी गई है।

The M/s. South Eastern Roadways Private Limited.
special resolution altered the provisions of its Memorandum
of Association with respect to the place of the registered office
by changing it from the state of Bihar and such alteration having
to the state of Karnataka been confirmed by the Board of Directors
bearing date the 15th July 1981.

Company Petition No. 44 of 1980, एतद्वारा प्रमाणित करता है कि उक्त आदेश की प्रमाणित प्रतिलिपि
इस दिन रजिस्ट्रीकृत कर दी गई है।
I hereby certify that a certified copy of the said order
has this day been registered.



मेरे हस्ताक्षर से यह तारीख को दिया गया है।
Given under my hand at Bangalore this Twenty first
and January One thousand nine hundred
and Eighty two.

कंपनियों का रजिस्ट्रार
Registrar of Companies
Karnataka, Bangalore.

CERTIFIED TRUE COPY

FOR SER INDUSTRIES LIMITED

Marendra Goyal
DIRECTOR

Co.No.4604



FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME

कम्पनी के रजिस्ट्रार के कार्यालय में.....
In the Office of the Registrar of Companies, Karnataka, Bangalore.
(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF SOUTH EASTERN ROADWAYS LIMITED

मैं इसका प्रमाणित कर रहा हूँ कि.....
I hereby certify that the above company, which was originally incorporated on 18-2-73, day of
under the Companies Act, 1956, and under the name SOUTH EASTERN ROADWAYS
Limited, pursuant to the resolution in terms of section 21(1)(a)/21(1)(b) of Companies Act, 1956, and the
approval of the Central Government signified in writing having been accorded therein to the Department of Company
Affairs.

संघीय निदेशक के कार्यालय में.....
Given under my hand at.....
the name of the said company is this day change to.....
Limited and this certificate is issued pursuant to section 21(1) of the said Act.

Given under my hand at.....
(Can thousand nine hundred and Ninetyone)



(B.L.SINHA)
Registrar of Companies,
Karnataka, Bangalore.

यह प्रमाणित है कि यह नाम जिसके जो कि कम्पनी से पूर्व था।
This is to certify that the name of the Company as existing prior to the change.
यह प्रमाणित है कि यह नाम जिसके अन्तर्गत कम्पनी का मूलतः रजिस्ट्रार और निम्नलिखित नाम था।
This is to certify that the name of the Company under which the Company was originally registered and incorporated.

प्रमाणित - 380-10 अनन्त मुद्रा/76-77-प्रमाणित - (सी-4-7) - 70-10-71-10,000.
[Stamp: 380-10 Cash, Adm, 76-77-TC-(1-187)-20-76-10,000]

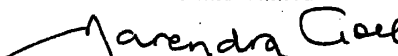
CERTIFIED TRUE COPY
FOR SER INDUSTRIES LIMITED

Narendra Gell
DIRECTOR

MEMORANDUM OF ASSOCIATION
OF
SER INDUSTRIES LIMITED
PUBLIC COMPANY LIMITED BY SHARES
(INCORPORATED UNDER THE COMPANIES ACT, 1956)

1. The name of the Company shall be SER INDUSTRIES Limited.
2. The registered office of the Company will be situated in the state of Karnataka.
3. The objects for which the Company is established, are the following:-
 - (a) To carry on all or any of the business of transport, cartage and haulage contractors, garage proprietors, owners and charterers, of road vehicles, aircraft and ship tugs, barges and boats of every description, lightermen and carriers of goods and passengers by road, rail, water or air, carmen, carriage contractors and agents, forwarding, transport and commission agents, stevedores, wharfingers, cargo superintendents, packers, hauliers, warehousemen, storekeepers, engineers, electricians and jobmasters.
 - (b) To carry on the business of running motor omnibuses of all kinds and on such lines as the company may think fit, and to transport passengers and goods, and generally to carry on the business of common carriers.
 - (c) To carry on the business of manufacturers of motor omni-buses, and generally of all kinds of omnibuses and vehicles for the transport of persons and goods, whether propelled or moved by electricity, steam, oil, vapour, or other motive or mechanical power.
 - (d) To carry on the business of mechanical engineers and carriage builders in all their respective branches.
 - (e) To carry on all or any one or more of the following businesses, namely, the buying, selling, letting on hire purchase or easy payment system of, manufacturing and contractors of and dealers in household or office furniture and domestic or business appliances, installation fittings, machinery, motorcars, taxicabs, automobiles, motor lorries and wagons, and motor vehicles of all kinds whatsoever, whether moved, propelled or drawn by motor, steam, oil, petrol, electricity, or any mechanical or other power or device, agricultural implements and machinery of all sorts airships, aeroplanes, balloons, and all other machines, vehicles, or devices now or hereafter used for travelling by air, and all motors, machinery, mechanical and other parts, tools, plan implements, utensils, appliances, apparatus, requisites and accessories for all the classes of the above mentioned vehicles or any parts thereof, furniture, wireless and television receivers, telephone or other apparatus, and all other things of whatsoever nature or description capable of being used therewith or in the manufacture, maintenance and working thereof.
 - (f) To buy, sell, alter, repair, exchange, deal in and finance the sale of furniture, apparatus, machinery, materials, goods and articles of every description, to hire out or sell any of the same on the hire purchase system and to carry out by contract or otherwise any work connected therewith.
 - (g) To carry on business as financiers, except banking business as prohibited by the Banking Companies Act, 1949, concessionaries, and merchants, and to undertake and carry on, and execute

CERTIFIED TRUE COPY
FOR SER INDUSTRIES LIMITED


DIRECTOR

all kinds of financial, commercial, trading, and other operations, and carry on any other business (except the issuing of policies of assurance of human life) which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated, directly or indirectly to enhance the value of or facilitate the realisation of, or render profitable any of the property or rights of the Company.

- (h) To buy, sell, export, barter, exchange, pledge, make advances upon and otherwise deal in gold, bullion, shares, securities and debentures of joint stock Companies and other commodities, goods, articles and merchandise.
- (i) To carry on business and to work as merchants, traders, commission agents, underwriters, brokers, banias, managing agents, secretaries and treasurers of joint stock Companies, financiers, contractors, order suppliers, selling agents, engineers, mechanics and ship owners.
- (j) To erect, construct, establish, carry and maintain a factory or factories, workshop or workshops for the purpose of the Company.
- (k) To carry on any other business whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable to any of the Company's property or rights.
- (l) To acquire and undertake the whole or any part of the business, property and liabilities of any person or Company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.
- (m) To apply for, purchase or otherwise acquire, protect and renew any patents, patent rights, brevets, inventions, trade marks, designs, licenses, concessions and like, conferring an exclusive or non-exclusive or limited right to use on any secret or other information as to any of the inventions which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem directly or indirectly to benefit the Company and to sue, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- (n) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise or for limiting competition 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 authorised to carry on or engage in or which can be carried on in conjunction therewith or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to lend money, to guarantee the contracts of or otherwise assist any such person or Company and to take or otherwise acquire shares of 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 same.
- (o) To subscribe for, take or otherwise acquire, and hold shares, stock, debentures or other securities in any other Company or Companies and also to enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, or any person or Company that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority, person or Company any rights, privileges, charters, contracts, licenses, and concessions which the Company thinks it desirable to obtain and to carry out, exercise and comply therewith.
- (p) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances, and to make

payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

- (q) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purposes which may seem directly or indirectly to benefit this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
- (r) Generally to purchase, take on lease or in exchange, hire or otherwise acquire, any real and personal property rights and liabilities of this Company, for any other purpose which may seem directly or indirectly calculated to benefit this Company, or convenient for the purpose of its business.
- (s) To construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company.
- (t) To construct, improve, maintain, develop, work, manage, carry out, or control any roadway, tramways, railways branches or sidings, bridges, reservoirs, watercourses, wharves, manufactories, warehouses, electric works, shops, stores and other works and conveniences, which may seem directly or indirectly to advance the Company's interests and to contribute to subdivide, or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out, or control thereof.
- (u) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (v) To lend and advance money or give credit to such persons or Companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contract or obligation and the payment of or by any such persons or Companies, and generally to give guarantees and indemnities.
- (w) To receive money on deposit or loan and borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock, (Perpetual or otherwise) and to secure the repayment of any money borrowed raised or owing, by mortgage charge or lien upon all or any of the Company's property or assets 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 of any obligation undertaken by the Company as the case may be and to purchase, redeem or pay off any such securities. The Company will not carry on any Banking business as prohibited by the Banking Companies Act, 1949.
- (x) To pay for any rights or property acquired by the Company to remunerate any person or Company by cash payment or by allotment of shares, debentures, or other securities of the Company allotted as paid up in full or in part or otherwise offer services rendered or to be rendered, in placing or assisting to place, or guaranteeing the placing or assisting to place, or guaranteeing the placing of any of the 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.
- (y) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (z) To adopt such means of making known the products of the company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, reward and donation.

- (aa) To apply for, promote and obtain any charter, privilege, concession, license or authorisation of any government, state or municipality, provisional order or license of the Government or other authority for enabling the Company to carry any of its object into effect 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 or for any other oppose any proceedings or applications which may seem directly or indirectly to prejudice the interests of the Company.
- (bb) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commission for obtaining, applications for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (cc) To pay for any rights or property acquired by the Company to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (dd) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise, deal with all or any part of the property, rights, assets or undertakings as the Company may think fit, and in particular for shares, stock debentures or other securities of any other Company whether or not having object altogether or in part similar to those of the Company.
- (ee) To amalgamate with any other Company having objects altogether or in part similar to those of this Company.
- (ff) To distribute among the members the property of the Company in specie or any proceeds of sale or disposal of any such property.
- (gg) From time to time to subscribe or contribute to any religious, benevolent, political, charitable, or useful objects of public character.
- (hh) To carry on the business of couriers, distributors and carriers for delivering articles, communication from one place to another and from one person to another and store, protect, collect, assemble and manufacture articles and things of all sorts and to carry the same by means of vehicles, power or hand or mechanical driven from factories, shops, institutions to the place of destination and to charge such cartage, freight, fare, agency or distributorship commission, handling charges or any other fee as may be feasible or commensurate with the work or service performed in relation thereto.
- (ii) To carry on the business of leasing, sub-leasing either by acquiring or by taking on lease or hire any Machinery including generators and compressors, equipments, trucks, trailers, motor vehicles, land, flat, buildings, godowns, Data Processing Units, electrical and electric appliances be acquired for the purpose of leasing to any industrial undertaking, statutory bodies, companies, firms and individuals and to vary the terms of leasing from one to another.
- (jj) To build, construct, manufacture and fabricate, chassis, body, spare parts, wheels, tyres and other accessories of motor vehicles including retreading of tyres for two wheelers, aeroplane, helicopter, motorship or any other mechanical driven vehicles and to buy or sell or otherwise deal in such equipments.
- (kk) To carry on the business of advertising agents and contractors both outdoor and in newspapers, magazines, books, screens, walls, buses, railway carriage etc., and to prepare, advise, devise, manufacture and construct advertising devices and designs and to publish or advertise the same through any media whatsoever.

- (ll) To carry on the business of agency and manufacturer's representative and to undertake to sell or purchase or keep in deposit or under any other terms, goods, articles, merchandise or properties of any kind and to dispose of the same according to the directions of the customer or according to the usage of the trade.
- (mm) To carry on the business of dairy farming & poultry farming and to market the products thereof and to carry on the business of breeders of horses, ponies and all kinds of other cattle and to purchase, acquire, keep, maintain, breed, sell or otherwise dispose of all kinds of cattle, cows, buffaloes, pigs, poultry, game and live or dead stock of all description.
- (nn) To carry on the business of brewers, distillers, malters, manufacturers and merchants in all aspects thereof, and to manufacture jars, flasks, corks, bottle-stoppers, aerated and other mineral water, liquors of all kinds, whether intoxicating or not, ice, bricks, sugar, plastics, celluloid goods or other requisites for the company.
- (oo) To carry on the business of grinding corn and other products and milling and manufacturing business in the preparation of grain, cereals, produce solvent extraction and bye-products therefrom to and establish, instal and run flour mills and oil presses, solvent extraction plants and store, sell, buy or deal in grains of all kinds, rice, oil, seeds.
- (pp) To carry on the business of jewellers, bullion merchants, goldsmiths, silversmiths, gem and stone merchants and to deal in precious stones, diamonds, pearls, jewellery, watches, clocks, chronometers, gold and silver plate, electroplate, cutlery, presents and gifts, coins, cups, medals, shields, curios, articles of virtue, art and antiques, dressing bags, hand bags, bronzes etc.
- (qq) To carry on the business of providing boarding and lodging houses, hotels, taverns, beerhouses and licensed victuallers, wine, beer and spirit merchants, proprietors, purveyors, caterers for public amusements, proprietors of motor and other vehicles, garage proprietors, jobmasters, organisers of sport, entertainment and instruction of all kinds, travel and booking agents and carriers, proprietors of theatrical and opera entrepreneurs and general agents, and any other business that can be conveniently carried on in connection therewith.
- (rr) To manufacture sugar and allied products from beetroot, sugarcane, gur and any other substance or produce or chemicals whatsoever and to establish, erect, build, operate, manage and run factories for manufacture of sugar and bye-products and to purchase, produce, grow, raise, preserve, purify, refine, import, export, prepare, sell and deal in sugar candy, sugarcane, gur, molasses, alcohol and all other bye-products and food products, fertilizers and things generally and to maintain refineries, foundries, factories, workshops, distilleries and other works for purpose of the company.
- (ss) To grow, raise, tend and cultivate tea, coffee, cinchona, rubber and other produce and to carry on the business of tea and planters in all its branches, winnowers and buyers of every kind of vegetable, mineral or other produce of the soil, to prepare, manufacture and render marketable such produce, and to sell, dispose of and deal in any produce, either in its prepared, manufactured or raw state, and either by wholesale or retail.
- (tt) To manufacture computer hardware, spare parts, accessories and other components indigenously or with foreign collaboration and to develop package and customised software, computer aided designing and drafting and to export hardware and software and distribution inland and abroad and project consultancy both in hardware and software.
- (uu) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

- (vv) To buy take on lease or under a licence, concession, grant or otherwise acquire mines or quarries or any other area, land, buildings, and structures, mining or quarrying rights in any land or other place and metalliferous land and any interest there in and to mine, quarry, explore, work, export, develop or process any marble, granite or other minerals situate therein or carry out any other work related thereto, and to deal with the same in any other manner whatsoever.
- (ww) To crush, win, get, quarry, smelt, calcine, refine, cut, polish, abrade, dress, amalgamate, process, manipulate, buy, sell manufacture, prepare for market and deal in granite blocks and slabs, marble blocks and slabs, ore, iron, stone, bricks, earth, mica, lead, tin, copper, graphite, asbestos, metal and mineral substances of all other kinds, coal, wood, plant and machinery, implements, appliances, conveniences, provisions and things capable of being used in connection with or for the purpose of mining and quarrying operations, and to carry on any other allied operations.
- (xx) To establish units, including 100% Export Oriented Units, for the purpose of manufacturing, processing, exporting and acting as agents therefor, of raw granite blocks, processed granite slabs, blocks, tiles and other finished or semi-finished granite products, raw marble blocks or slabs, processed marble slabs, blocks, tiles or other finished or semi-finished marble products, other stone & ceramic products, machinery, merchandise and other articles manufactured, produce of all kinds, and to transport the same and for this purpose to import mining & processing machinery, raw materials, tools, accessories and other implements.
- (yy) To act as auctioneers, commission agents, merchants and representatives of producers, manufacturers, dealers, sellers & carriers for the purposes of sale or export of any machinery, chemical goods, chemical preparations, granite, marbles and other stones, earth, graphite & other ores or mineral substances, garments, leather, cloth, wool, rexin, plastic or any other substance."
- X (zz) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or in the name of the Company and that none of such paragraphs or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first paragraph of this clause by the Company shall have full power to exercise all or any of the powers conferred by any part of this clause.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is Rs. 6,00,00,000/- (Rupees Six crores) divided into 60,00,000 (Sixty lakhs) Equity shares of Rs 10/- (Rupees Ten) each.

We, the several persons, whose names and address are subscribed hereunto, 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.

Name, Address and Description of Subscribers	Number of shares taken by each Subscribers	Signature	Names, Address and descriptions of Witness
1) Vedprakash Goyal S/o Chabildas Goyal P.1 C.I.T. Road, Scheme L II, Calcutta-14, Merchant.	100 One hundred Only	Sd/-	V.H.Sharma, Business Executive, Road Transport Corporation, Exhibition Road, Patna
2) Basudeo Agarwal, S/o Ramchander Agarwal, P. 4 C.I.T. Road, Calcutta-14.	100 One hundred Only	Sd/-	
	200 Two hundred Only		

Dated this 11th day of February 1983