MEMORANDUM OF ASSOCIATION
OF
POWERTRONIX ENGINEERING
LIMITED

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

POWERTRONIX ENGINEERING LIMITED

I. The Name of the Company is **POWERTRONIX ENGINEERING LIMITED**

II. The Registered office of the company will be situated in the state of West Bengal.

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 acquire and take over the whole of the undertaking and to carry on the whole of the business together with the goodwill, trade name, property rights, whole or part assets, workshops, receipts and liabilities of business registered with different authorities of M/s. POWERTRONIX, having its office at 67 Naskar Para Road, Kolkata-700041, West Bengal, Partnership firm being carried on by Sri Tapan Kumar Dasgupta, Sri Arun Dasgupta and Sri Tarun Dasgupta as partners pursuant to Partnership Deed dated 12.12.2007 with such modifications, alterations, as may be agreed upon, between the above partners.

2. To carry on business of supplying, erection, commissioning and maintenance, advising and to provide consultancy services for control and instrumentation, electrical & mechanical items for core sectors like power generation, transmission & distribution projects, steel plants, fertilizer plants, refineries, petro-chemicals, renewable energy and other process industry and its distribution, conceptual design and engineering, fabrication, repair and maintenance in the field of Mechanical, Electrical, Civil control and instrumentation systems and to manufacture, import export, trading, and dealing with engineering goods, and equipments relating to power plant industry and other allied industries.

3. To arrange for training facility for updating knowledge and experience technically qualified persons to undertake such projects for clients in government organizations, private sector organizations.

(B) The objects incidental or ancilliary to the attainment of the main objects are:

1. To enter into agreements and contracts with Indian or foreign individuals, Companies or other organization for technical, financial or any other collaboration, assistance or obtaining or securing know-how for carrying out, improving developing all or any of the objects of the Company.
2. To hire plant, machinery equipments, apparatus of any kinds, this may appear to be necessary or convenient for or incidental to any business of the Company.
3. To acquire, hold and dispose of or deal with lands, buildings, machinery, personal estates and effects in connection with the business of the Company.
4. To pay for any properties, rights or privileges acquired by the Company either in Shares of the Company or in case of partly in shares and partly in cash or otherwise.
5. To acquire from any person firm or body corporate whether In India or elsewhere, technical information, formula, know-how processes, engineering, chemical, manufacturing and operating data, plans, layouts, blueprints useful for the design, erection and operation of the plant, equipments, apparatus and modernization and smooth running of the business of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.
6. To establish or promote or concur or be interested in establishing or promoting any Company or companies for the purpose of acquiring all or any of the property, rights and liability of the Company or for any other purpose whatsoever and to transfer to any such Company and property of the Company and to underwrite subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other Company and to subsidize or otherwise assist any such other Company.
7. To enter into, make and perform contracts of every kind and description, agreements, and arrangements with any person, firm, association of Persons Corporation, municipality, country, state, body politic or government or colony or dependency thereof.
8. To enter into partnership or any other arrangement for sharing profit, co-operation, joint venture, reciprocal concession, license or otherwise with any person, carrying on or engaged in or about to carry on or engaged in any business or transaction which this Company is authorized to carry on or to engage in any business or transaction capable of being conducted so as to benefit this Company and to give any special right, license and privilege in connection with and in particular the right to nominate one or more person or persons, whether they be shareholder or not, to be Directors of the Company.

9. To subscribe for conditionally or unconditionally, to underwrite, issue on commission or otherwise, take, purchase, obtain over or otherwise acquire, hold, deal in and convert stocks, shares, securities as the Company may think fit.

10. To promote any other Company, society or association for the purpose of acquiring all or any of the properties and liabilities or the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to pay all or part of the expenses of promoting such Company, society or association.

11. To improve manage, cultivate, design, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.

12. To lend and advance money or give credit to such person or firm or body corporate on such terms as may seem expedient and in particular to customers and other having dealings with the Company and give guarantee or provide security for any such person, firm or body corporate for any purpose whatsoever and on any terms as the company may think fit, provided that it shall not carry on any baking business as defined in the Banking Companies Act, 1956.

13. To invest and deal with the moneys of the Company not immediately required, in or upon such securities and / or in such manner as may from time to time be determined by the Company.

14. To sell or sublet any concession or license obtained or contract entered into and generally to sell the whole or any part of the property and business of the Company for cash or for the shares obligations of any person or persons.

15. To amalgamate, lease or sell grant options over or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portion, for such consideration as the Company may think fit and in particular for shares (fully of partly paid), debentures, debenture stocks or securities of any Company or corporation purchasing the same.

16. To agree with any person or persons or Company for the surrender or cancellation by such person or persons or Company of an option to take or acquire immovable or movable property owned by the Company and to pay the consideration for such surrender or cancellation in any such manner as aforesaid.

17. To borrow or raise or secure the payment of money in such manner as the Company shall think fit, without security or on the security of land, buildings, factory, machinery, tools, bills of exchange, Promissory Notes, Bonds, Bills of lading, warrants, stock, shares, debentures, book debts, undertaking of the company and properties of every description or any one or more of them.

18. To create, execute, grant or issue any mortgage, debentures, debenture stock or bonds

either at par, premium or discount and either redeemable or irredeemable, secure upon all or any part of the undertaking, rights and properties of the Company present and future including uncalled capital or the unpaid call of the Company.

19. Subject to the provisions of the Companies Act, 1956 to receive money, securities or valuables on deposit at interest or for custody on such terms as the Company may think fit. But the Company shall not carry on any Chit fund business.

20. To enter into any arrangement with any authorities whether Government, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such authority rights, licenses, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights licenses, privileges and concessions.

21. To purchase, take lease or in exchange hire on otherwise acquiring any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.

22. To distribute among the members of the company in kind and property of the Company and in particular any shares, debentures, debenture stock or securities of other Companies or corporations belonging to this Company or of which this Company may have the power of disposing as permissible under the Companies Act, 1956.

23. To open any kind of account in any bank anywhere, draw, make, accept, endorse, discount, execute, issue Promissory Notes, bill of exchange, Bill of lading, railway receipts, warrants, debentures and other negotiable or transferable instruments.

24. To ensure all or any properties or assets or obligations of the Company or whatsoever nature against any risk whatsoever.

25. To undertake and execute any trust which may be considered to be of benefit to the Company directly or indirectly.

26. To adopt such means for making known the products of the Company as may seem expedient and in particular by all kinds of advertising.

27. To get the Company's branches registered or recognized in any foreign country.

28. To acquire from any person, form or body corporate or not incorporated whether in India or elsewhere technical information and know-how, processing, engineering, manufacturing and operation data, plans, layouts and blue-print required for the business of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.

29. To guarantee the payment of money unsecured or secured by or payable under or in respect of Bonds, Debenture-Stock, Contract, Mortgages, Promissory Notes Charges, obligations and securities of any Company or of any supreme, municipal local or

otherwise or of any person whomsoever whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contract or obligations.

30. To subscribe or to undertake expenditure for securing legislation or change in Government rules or regulations for any purpose whatsoever.

31. To do the foregoing things in any part of the world as principals, agents, contractors, Trustees or otherwise and by or through Trustees, agents, sub-contractors or otherwise and eight alone or in conjunction with other and to establish branches at places in or outside India as the Company may think fit.

32. To amalgamate with any Company or Companies having objects altogether or in part similar to those of this Company, or to sell, exchange lease, under lease, surrender, abandon, amalgamate, sub-divide, mortgage or otherwise deal with, either absolutely, conditionally, or for any limited interests, all or any part of the undertaking, property, rights or privileges of the Company, as a going concern or otherwise, or to with any Public Body, Corporation, Company, Society, or Association, or to any person or persons, for such consideration as the Company may think fit, and in particular for any stock, shares (whether wholly or partly paid), debentures, debenture-stock, securities or property of any other company.

33. To undertake, promote, sponsor or assist any activity for promotion or growth of national economy and for discharging social and moral responsibility of the Company towards the public or any section thereof.

34. To do all such other things as may be deemed incidental or conclusive to the attainment of the main objects of the Company.

(c) OTHER OBJECTS NOT INCLUDED IN (A) AND (B)

1. To carry on the business on all or any of the business of manufacturing, importing, exporting, designing, distributing, leasing, buying selling and dealing in all type of electrical, mechanical, engineering, electronics instrumentation, hydraulic, chemical and structural equipment and their spare parts accessories and supplies of all kinds

2. To carry on business as constructional and structural engineers, mechanical engineers, electrical engineers, chemical engineers, atomic and nuclear engineers, electronic engineers and foundry engineers.

3. To carry on the business of data processing, with the aid of computer and other processing equipment and render all kinds of services in connection therewith including business, outsourcing, providing communication and software services.

4. To carry on business of, civil engineers, architects, surveyors, designers, planners, estimators, values interior and exterior decorators, general and Govt. civil contractors of

immovable properties including building, highways, roads, bridges, tunnels, waterways, sea-ports in general and under BOT system and all types of structural and pilling engineering work interior designing and graphic.

5. To act as broker, agents, exporters, importers. stockiest, distributors, trustees, merchants and dealers and generally to undertake and carry out agency and work for any other company firm, corporation or person within India and abroad.

6. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land building, structure and to turn the same into account, develop the same and dispose of or maintain the same and to build or construct residential or commercial, resorts, hospital, school, park, place of worship, factories and refectories, roads and to do other similar construction.

(iv) The liability of the members is limited.

(v) The Authorised Share Capital of the Company is Rs. 17,00,00,000/- (Rupees Seventeen Crore Only) divided into 1,70,00,000 (One Crore Seventy Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each, with power to increase and reduce the capital of the company and to divide or subdivide the shares in capital for the time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate of any such rights privileges or conditions in such manner as may be permitted by Act, or provided by the Articles of the Company for the time being.

POWERTRONIX ENGINEERING LIMITED

Managing Director

DIN : 03368598

We the several persons, whose name and Addresses are given hereunder, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of equity shares in the capital of the Company set opposite to our respective names.

Signature, Full Names, Full Address (Details and/with Pincode No.) Father / Husband Name and Occupation of Subscribers	Number of Equity Shares to be taken by each Subscriber	Signature, Full Name, Full Address (Details and/with Pincode No.) Father/ Husband Name and Occupation of Witness
1. **TAPAN KUMAR DASGUPTA** S/o. Late Chitta Ranjan Dasgupta 120/5, Mahatma Gandhi Road, P.S. - Thakurpukur, Kolkata - 700 082 Business	3400 (Three Thousand Four Hundred)	Witness to all the Signature RAJAT NARAYAN GOSWAMI S/o. Late Rupnarayan Goswami Stephen House, 3rd Floor, R. No. 45 4, B. B. D. Bagh (East) Kolkata - 700 001 Company Secretary in practice FCS 1918, C.P. 2267
2. **ARUN DASGUPTA** S/o. Late Chitta Ranjan Dasgupta 120/5, Mahatma Gandhi Road, P.S. - Thakurpukur, Kolkata - 700 082 Business	3300 (Three Thousand Three Hundred)	
3. **TARUN DASGUPTA** S/o. Late Chitta Ranjan Dasgupta 120/5, Mahatma Gandhi Road, P.S. - Thakurpukur, Kolkata - 700 082 Business	3300 (Three Thousand Three Hundred)	
TOTAL	10000 (Ten Thousand)	

Kolkata, Dated the 10th Day of March, 2011

POWERTRONIX ENGINEERING LIMITED

Managing Director

DIN : 03368598