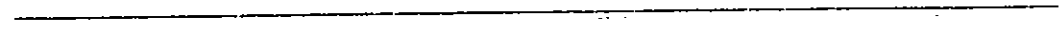
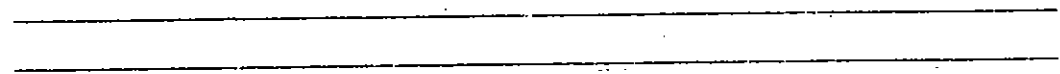


**Memorandum
And
Articles of Association
Of
Bharuch Dahej Railway Company Limited**





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सत्यमेव जयते

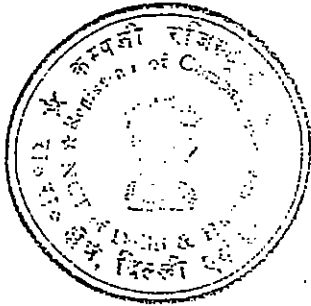
Form 1

Certificate of Incorporation

Corporate Identity Number : U45203DL2006PLC155511 - - 2006 - 2007

I hereby certify that Bharuch Dahej Railway Company 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 Delhi this FIFTEENTH day of NOVEMBER TWO THOUSAND SIX.



1410

(GUPTA KUMAR VARAY)

Registrar of Companies
National Capital Territory of Delhi and
Haryana



1



सत्यमेव जयते

Certificate for Commencement of Business

Pursuant of Section 149(3) of the Companies Act, 1956

Corporate Identity Number : U45203DL2006PLC155511

I hereby certify that the Bharuch Dahej Railway Company Limited which was incorporated under the Companies Act, 1956(No. 1 of 1956) on the FIFTEENTH day of NOVEMBER TWO THOUSAND SIX, and which has this day filed or duly verified declaration in the prescribed form that the conditions of the Section 149(2)(a) to (c) of the said act, have been complied with and is entitled to commence business.

Given under my hand at Delhi this TENTH day of JANUARY TWO THOUSAND SEVEN.

(SAH RAJ KUMAR)

Registrar of Companies
National Capital Territory of Delhi and
Haryana

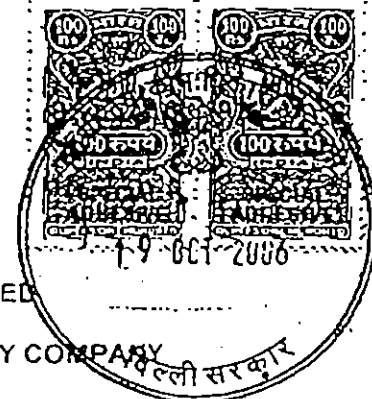


1

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

BHARUCH DAHEJ RAILWAY COMPANY LIMITED



- I. The name of the Company is "BHARUCH DAHEJ RAILWAY COMPANY LIMITED".
- II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.
- III. The objects for which the Company is established are. -

(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of development, establishment, financing, construction, operations, maintenance and management of railway projects and facilities, and in particular for the development, establishment, financing, construction, operations, maintenance and management of the Bharuch-Dahej railway linkage, including without limitation to act as managers, administrators, executors, receivers, operators, custodians, nominees, promoters, developers, agents, attorneys, representatives, counselors, consultants and advisers of railway projects and to carry on such activities, take such steps and actions as may be necessary and/or incidental to achieving the aforesaid objective.
2. To carry on further business of expansion of the Project railway and implementing additional railway lines in the vicinity of the Project, subject to the requisite permissions and approvals being available to it.
3. To mobilise capital from financial institutions, banks and investors and to manage the investment of such funds in railway projects.
4. To promote, establish, manage and carry on any investment scheme, trust scheme or other participation schemes for investment in all kind of assets including any shares, stocks, debenture stocks, bonds, units, loans, obligations, securitised debt, promissory notes, participation certificates, policies, money market investments, securities of the Central or State Government, Company, Corporations, Banks or Financial Institutions Municipal or Local or other Body or Authority or obligations or other securities or investments of any kind or description; and to acquire or enter into or deal in any derivative, option and swap, and to carry on the business of arranging or providing financial assistance, both fund based and non fund based, independently or in association with any person, Government or any other agencies, whether incorporated or not for the purposes of railway infrastructure development work or providing railway infrastructure facility or engaged in activities which shall include work or facility or providing of services in relation to or in connection with setting up, development, construction, operation, maintenance, modernisation, expansion and improvement of any railway project or facility.
5. To promote, assist, advise, render and provide consultative, participative and management services in all matters relating to and all aspects of railway projects

including policy formulation, promotion, development, implementation, construction, operation, maintenance, management and finance thereof.

6. To carry on the business of negotiating loans and advances of all nature, to formulate schemes for the purpose of mobilisation of resources and to enter into any arrangement with the Government or any other authority or entity for sharing of profits, union of interest, co-operation, concession, lease or otherwise for the development of railway facility.

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

1. To assess, identify, and promote suitable investment opportunities towards development of railway infrastructure ventures.
2. To assess, appraise, evaluate identify and assist the promoters in pooling their resources and in joining their railway infrastructure ventures.
3. To identify assess, appraise, evaluate and otherwise deal with all aspects and matters relating to the railway projects including their technical, environmental, financial management and legal dimensions.
4. To monitor, assist and otherwise indulge in the monitoring and expeditious implementation of the railway projects and also to undertake the extensive due-diligence on the railway projects.
5. To represent, negotiate and otherwise deal with the concerned authorities for availing the necessary approvals, permits, clearances, authorisations for the railway projects.
6. To assess, formulate, devise and otherwise assist in strategic management policies and decisions for the railway projects.
7. To assist, provide services to railway projects inter alia by giving guarantees or such other financial assistance as may be conducive for development of new enterprises, innovative methods of production and development of existing and new technology, to identify, projects, project ideas, to prepare project profiles, project reports, market research, feasibility studies and reports, pre-investment studies and investigation of railway facilities at micro and/or macro level, to undertake appropriate services to identify scope or potential for economic and industrial development in any particular geographical area or location whether in India or abroad; to act as lead managers in respect of project assignments by undertaking follow-up, supervision and co-ordination work at the instance, behest, or on behalf of government or semi-government bodies, banks, financial institution, companies, bodies corporate, local authorities and to monitor the same for the participants, to act as an adviser in the management of railway undertakings, business, enterprises, calling or professions by introducing modern methods and techniques and systems, and render all assistance as may be necessary including by acting as agents for recruitment of personnel, technical, skilled, unskilled, supervisory, managerial or otherwise, and to act as an

adviser in the selection of technical process, economic size, source of plants and machinery and other utilities for railway business entrepreneurs

8. To give advice on or to offer, give, take, circulate and/or otherwise organise, accept or implement any takeover bids, mergers, amalgamations, acquisitions, diversification, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership firm or any other association of persons whether incorporated or not by acquisition of shares or assets and liabilities, and whether as a going concern or as part of the concern or otherwise as may be required having regard to business exigencies, and to promote or procure incorporation, formation or setting up of concerns and undertakings whether as a company, a body corporate partnership or any other association of persons to engage in any industries, commercial or business activities
9. To raise subscription or capital or finance for funds, trusts or bodies designed inter alia for the purpose of investing in and acquiring, holding, managing, or buying or selling of securities en masse for a body or group of members or subscribers or unit holders, to invest in, acquire, hold, manage, buy and sell shares, both equity and preference in the capital of a company or corporate body, stocks, bonds and debentures of every description, secured or unsecured, convertible, fully or partly, or non-convertible securities or promissory notes of the Government of India or of the Government of a state in the India Union or any other government, anywhere in the world or of any local authority or local body or statutory corporation, bills of exchange and promissory notes, certificates of deposits, participation certificates and other financial instruments issued by a scheduled bank or a public financial institution, gold, silver, bullion and other precious metals, including rights to the same, land and every type of construction and all categories of real estate, including rights to the same, mortgage deeds, instruments of pawn, pledge or hypothecation and any other instruments creating or evidencing a charge or lien on the assets of a Company or any body corporate, or any other party, instruments acknowledging a deposit with or loan to, or indebtedness of, a company or any body corporate, or any other person and guaranteed by a third party or entered into jointly with a third party, and all categories of short-term commercial paper and any other securities in which a trustee can invest trust moneys under the Indian Trust Act, 1882 or under any other law for the time being in force in India.
10. To promote the formation and mobilization of savings and capital, to manage capital, savings and investments, to formulate a scheme or schemes under which a person or a body of persons or a company or corporate body, a fund or trust, may acquire and hold any interest in shares or debentures of all kinds or units, bonds, or other securities or any instruments evidencing right or title to any asset or property, goods, commodities or tangible things of any kind and manage such schemes and formulate, operate and manage schemes generally providing a means of participating to persons or bodies of persons or companies or corporate bodies as members, contributories or unit holders in the income profit or gains arising out of the investments in and the buying and selling of any such securities, and to act as trustees of all types of funds including provident funds gratuity funds, pension funds, superannuation funds, charitable funds or consortia or syndicates, to act as nominees or trustees of debenture holders security holders and for any such other purpose.

11. To undertake the office of and to act as trustees and discharge duties of trustee, executor, custodian, manager, administrator, attorney or enrolling of, or for any person, company, corporation, association, Central Government, State Government, Foreign Government, Municipal or local body, corporate scheme, trust fund, or any other authority, to undertake generally and perform and discharge any of the trusts, or trust agency business, and any office of confidence and to execute any trust or discretion, which may seem desirable and to distribute amongst the beneficiaries there of any income, capital or annuity whether in money, or specie, in terms of the trust directions, discretion or other obligation or permission, and for the purposes, aforesaid to buy, sell, exchange, mortgage, charge, hold, deal, with, manage, direct (the management of lease) dispose of, or grant any right, interest in or upon any real estate, assets, investments, property of any kind whatsoever and to undertake and carry on any business undertaking or transaction and to buy, sell, exchange, underwrite, invest in, or otherwise acquire and to hold, manage, vary, develop, deal with and turn to account any shares, bonus, stocks, debentures, whether convertible or otherwise any other type of securities, ordinary shares or preference shares whether fully paid or not or any other obligations of the Central Government, or the State Governments of India, a foreign government, Financial institutions, or other authorities, municipal or otherwise, joint stock companies registered in India under the Companies Act, 1956, or any other bodies corporate registered anywhere in the world or any statutory modification or re-enactment thereof, or any other organisation under and in conformity with the provisions of the India Trust Act 1882 and to deposit moneys, exchange, vary and sell such investments as may be permissible under the law as may be applicable and in conformity with the applicable provisions of the Companies Act, 1956, or the Reserve Bank of India Act, 1934 or other statute/s or any statutory modification thereof from time to time, and for that purpose to do all other acts and things which are incidental or ancillary to the aforesaid business.
12. To negotiate loans underwriting contract, mortgages, equity participation, cash credits, overdrafts and other financial facilities from banks, financial institutions, government or semi-government bodies and other, or on behalf of companies, firms, societies, associations and others.
13. To carry on, whether in India or abroad, marketing sales promotion and advertising of the name, business and services of the company and to adopt such means as may be expedient for the purpose.
14. To enter into contract, agreements and arrangement with any other company, firm or person for the carrying out by such other company, firm or person of the objects for which the company is formed
15. To enter into contracts with governments, whether local, provincial or central, in the Union of India or elsewhere in the world for the purchase and sale of goods, machinery, spare parts, securities, share, stocks and debentures.
16. To form, constitute, promote, subsidise, organise and assist or aid in forming constituting, promoting, subsidising, organising and assisting, or aiding any company or companies of all kinds, for the purpose of acquiring all or any of the property, rights and liabilities of this company, or for carrying on any business which this company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit this Company or to promote or advance the

interests of this company. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concern or undertaking and generally of any assets, property or rights.

17. To appoint directors or managers of any subsidiary company or of any other company in which this company is or may be interested.
18. To take part in the management, supervision and control of the business or operations of any company or undertaking.
19. To appoint and remunerate any directors, trustees, accountants, experts or agents.
20. To appoint brokers and commission agents and provide for their remuneration
21. To enter into any agreement with any government or authority, 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, licenses and concessions which the company may think fit and desirable to obtain and to carry out, exercise and comply with.
22. To apply for, promote and obtain any act, charter privilege, concession, license or authorisation of any government, state or municipality, provisional order or license or any authority for enabling the company to carry any of its objects into effect, or for extending any of the powers of the Company, or effecting any modification of the company's constitution or for or any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests
23. To refer, or agree to refer, any claim, demand, dispute or any other question, by or against the Company, or in which the company is interested or concerned and whether between the Company and a member or his or their representatives, or between the company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the award.
24. To pay all preliminary expenses of any company promoted by the Company, or any company in which the Company is, or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
25. To carry out in any part of the world all or any part of the Company's objects as principal, agent, carrier, broker, underwriter, insurer, factor, trustee, contractor, or otherwise, either, alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state or government or colony or dependency thereof.
26. To stand guarantors and be surety or answerable for the debts or defaults of any person, firm or company arising on contracts for payment or repayment of moneys or loans or the fulfillment of any obligation or performance by any such person, firm or company and to enter into contracts of indemnity or guarantee on such terms and conditions as may seem necessary or expedient for effecting the same

27. To appoint trusts to hold securities on behalf of, and to protect the interests of the Company.
28. For all or any of the purpose of the Company to draw, make, accept, endorse, discount, execute, issue, negotiate and sell bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable instruments with or without security and also to draw and endorse promissory notes and negotiate the same and also take and receive advances by discounting or otherwise, with or without security, upon such terms and conditions as the Company deems fit, and also to advance any sum of monies upon materials or other goods or any other things of the Company upon such terms and securities as the Company may deem expedient. However, the Company shall not carry on any Banking business defined under the Banking Regulations Act, 1949.
29. To act as agents of any other person/s or any other Company in the interests of the Company with or without remuneration.
30. To issue debentures, debenture-stock, bonds, obligations and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise, and to charge or secure the same by trust deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future, of the Company including, if thought fit, uncalled capital or otherwise howsoever.
31. To borrow or raise or secure the payment of money or to receive money on deposit at interest or otherwise for any of the purposes of the Company, and at such time or times as may be thought fit, by promissory notes or by taking credit in or opening current accounts with any persons, firm, bank, or Company, and whether with or without any security, or by such other means deemed expedient and in particular, by the issue of debentures or debenture-stock, perpetual or otherwise, and in security for any such debentures or debenture stock to issue a mortgage, pledge or charge over the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital, by special assignment or otherwise, or to transfer or convey the same absolutely or in trust, and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, subject to directive of Reserve Bank of India and Section 58A of the Companies Act, 1956.
32. To invest and deal with moneys and funds belongings or entrusted to the Company, not immediately required in land, buildings, bullion, commodities, shares, debentures, articles, goods, negotiable instruments, advances against ships, vessels, vehicles, aircrafts or such other craft, movable or immovable property other bonds and securities or otherwise deal therewith and in such other investment and in such manner as may from time to time be determined and to vary investments and transactions and to lend moneys on such terms, with or without security as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons and to sell or vary all such investments and to execute all

assignments, transfers, receipts and documents that may be necessary in that behalf.

33. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what is considered to be the social and moral responsibilities of the Company to the public or any section of the public as also any activity which is considered likely to promote national welfare or social, economic or moral uplift of the public or any section of the public without prejudice to the generality of the foregoing, to undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students of other scholars or persons, to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institutions, funds or trusts having any of the aforesaid objects as one of its objects, by giving donations, or otherwise, or in any other manner, and in order to implement any of the above mentioned objects or purposes, transfer without consideration or at fair or concession! values and divest ownership of any property of the Company to or in favour of any public, local body or authority or Central or State Government or any public institution or trust.
34. To promote any company having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of this company or for any other purpose and to place or guarantee the placing or underwrite, subscribe for or otherwise acquire all or any part of the shares and securities of any such company.
35. To become members of any Association or company or members of any Chambers or other body or association of business, trade or industries.
36. To lease, sell, deal in or to otherwise dispose and to purchase, hire or otherwise acquire and maintain suitable buildings, apartments, furniture and other fittings in any country for the establishment of offices, guest houses, show-rooms and export or other agencies for publicity, in regard to exports or imports for the purpose of achieving any of the objects for which the company is established.
37. To conduct market research and market surveys for penetrating and exploiting new avenues to market the business of the company and for that purpose to advertise in the press, public places, theaters, by radio, television, by circulars, by purchase and exhibition of works of art or interest, by publication of books, pamphlets, bulletins, or periodicals, by organising or participating in exhibitions and by granting prizes and rewards and donations.
38. To organise trade fairs, exhibitions, within or outside India for the business of the company.
39. To perform any services or undertake any duties for any other company or companies engaged or concerned or interested in any business which this company is authorised to carry on and either without remuneration or on such terms as to remuneration as may be agreed.

40. To remunerate (by cash or otherwise or in kind or by allotment of fully or partly paid shares or shares credited as fully or partly paid up or in any other manner) any persons, firms, associations, or companies for services, rendered or to be rendered or in rendering technical aid and advice, granting licences or permission for the use of patents, trade secrets, trade marks, processes and acting as trustee for debenture holders or debenture stock-holders of the company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares, debentures or debenture stock, or other securities of the Company or of any company promoted by this company for services rendered in or about the formation or promotion for the company or any company promoted by this Company or in introducing any property or business to the Company or about the conduct of the business of the Company for guaranteeing payments of such debenture-stock or other securities and any interest thereon.
41. To aid any Government, State Municipal Corporation, Company, association or Individual with capital, credit, means or resources for the prosecution of any works, undertakings, projects, or enterprises which are conducive to all or any of the objects of the Company.
42. To employ experts to investigate and examine into the condition, prospects, value, charter and circumstances of any business concerns and undertaking and generally of any assets, property or rights.
43. To identify railway infrastructure projects, planning of projects, preparing project profiles, project reports, market research, feasibility studies, pre-investment studies, sourcing and/or evaluation of technology for railway infrastructure projects and to generally carry out or facilitate the carrying out work relating to railway infrastructure activities both on micro and macro levels.
44. To apply for, receive, accept, administer and manage grants, aids, subsidies, donations etc. from various national and international organisations including World Bank, International Monetary Fund, World Health Organisation, Asian Development Bank and other organisations and agencies.
45. To organise and facilitate foreign participation in railway infrastructure development projects in India.
46. To negotiate and enter into agreements and contracts with companies, firms and individuals both domestic and foreign for technical assistance, know-how and collaboration for achieving all or any of the objects set out in the objects clause of this Memorandum.
47. To promote, establish and support companies for carrying on the business of infrastructure development work or activity and set up, create, float, promote or assist in the promotion of such entities or entities for the management of investments or funds in railway infrastructure projects, in India or abroad.

48. To promote and facilitate securitisation of the loan portfolio of companies and other entities engaged in the development and financing of railway infrastructure work or projects and to create and develop a secondary market for the securitised receivables including by way of acting as an intermediary.
49. To obtain from any person, firm, government authority, agency, company or body corporate, whether in India or elsewhere, technical information, formulations, know-how, processes, layout, blue prints and expert advice or financial accommodation for railway infrastructure development work or projects and to pay to or to the order of such person, government authority, agency or body corporate, any fee, royalty, bonus, remuneration or issue shares in lieu thereof or otherwise compensate them in any other manner for the services rendered by them.
50. To acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, land patents, options, grants, concessions, franchises, water, tenancy and other rights, privileges, easements, estates, interests, properties, assets and reserves of every kind and description, buildings, flats, machinery, plants, vehicles, stock in trade, furniture, fixtures and whatsoever which the Company may deem necessary or appropriate in connection with the conduct of any business enumerated in this Memorandum of Association, or of any other business in which the Company may lawfully engage or which may enhance the value of any other property of the Company and to own, hold, operate, improve, exploit, reorganise, manage, grant, lease, sell, exchange or otherwise dispose of the whole or any part thereof.
51. To undertake and carry on the business of equipment leasing, leasing of immovable and movable properties of all kinds and description and right, title and interest therein and leasing of all kinds of goods and articles (including plants, machinery, vehicles, ships, vessels, air-crafts, apparatuses and computers) whether required for consumption or for commercial, industrial or business use.
52. To act as advisers and consultants in any manner or capacity in the management of undertakings, business, enterprises, offices, trade, occupations, calling or professions and render all assistance as may be necessary for the same including by acting as advisers in the selection of technical process, economic size, sources of plant and machinery, sources of finance and all other utilities for infrastructural development work or activities.
53. To form, promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising or aiding companies, syndicates and partnerships of all kinds for the purpose of acquiring and undertaking any properties and liabilities of the Company or for advancing directly the objects which the Company may think expedient.
54. To obtain any order, regulation, privilege, concession, license or authorisation of any Government, State, local or other Authority empowered to grant, to enable the

Company to carry out its objects and to oppose any proceedings, applications or process which may seem calculated directly or indirectly to prejudice the Company's interest.

55. To acquire or issue and use, deal in and pledge, deposit, mortgage, transfer, assign, sell or negotiate mercantile documents of every kind and description and without prejudice to this generality to draw, make, accept, endorse, discount, execute, issue, negotiate and assign cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading, letters of credit, railway receipts and other negotiable or transferable instruments or securities and to purchase, sell, endorse and surrender or renew any promissory notes or other securities in the course of the business or operations of the Company.
56. Subject to the provisions of the Companies Act, 1956, including any amendment or modification thereto or any statutory replacement thereof (the Act), to receive money as deposit or loan and borrow or raise money in such manner as the Company shall think fit including by promissory notes, bills of exchange, hundies, and other negotiable or transferable instruments or by issue of debentures and to secure the repayment of any money borrowed, raised or owing by mortgage, assignment, charge, hypothecation, pledge of, and/or charge or lien upon all or any of the Company's assets, rights and benefits including its uncalled capital upon such terms as the directors may deemed be necessary or expedient and also by a similar mortgage, assignment, hypothecation, pledge, charge or lien to secure and guarantee the performance by the Company or any other person of any obligation undertaken by the Company or such other person.
57. To lend and advance money or give credit to such persons or companies and on such terms and conditions as may seem expedient, and in particular to customers and others having dealings with the Company in the ordinary course of business, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities.
58. To open, maintain, operate, and close account or accounts with any bank or banks or other Financial Institutions in India or abroad and to pay or earn interest and to withdraw money from such account or accounts and to make, draw, co-accept, endorse, execute, discount or negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, warrants, debentures and other negotiable or transferable instruments.
59. To pay out of the funds of the Company all expenses incurred/properly incurred in connection with the formation and registration of the Company or the issue of its capital, including brokerage and commissions for securing applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures, or other securities of the Company.
60. Upon and for the purpose of any issue of shares, debentures or any other securities of the Company, to enter into agreement with intermediaries including brokers, managers of issue, commission agents and underwriters and to provide for the remuneration of such persons for their services by way of payment in cash or issue

of shares, debentures or other securities of the Company or by granting options to take the same or in any other manner permitted by law.

- 61 To apply for and acquire, hold, sublet and transfer or surrender permits, licenses, certificates and quota rights for import or export of plants, equipments and spare parts and such other machinery, raw materials, intermediates, finished products and processing materials required for the business and operation of the Company.
62. To obtain orders or certificates from any authority to carry on any of its objects into effect or for effecting any modifications to the Company's Memorandum of Association or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly, to prejudice the Company's interest.
63. To acquire and take over all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or body corporate carrying on a business which the Company is authorised to carry on, or possess property suitable for any purpose of the Company, and to pay for the same in cash, shares, stocks, debenture or bonds of the Company, or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or any part of any such acquisitions and to exercise all the powers necessary or convenient in and about the conduct and management thereof.
- 64 Subject to the provisions of the Act in force for the time being to merge, consolidate and amalgamate or enter into any arrangement for sharing profits, union of interest, co-operation, joint ventures or reciprocal concessions, or enter into partnership with any person or firm carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted, so as to directly or indirectly benefit the Company.
- 65 Subject to the provisions of the Act for the time being in this behalf, to acquire by purchase, subscription, exchange or otherwise and to own, hold for investment or otherwise, and to sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of shares and/or bonds, mortgages, securities and evidences of indebtedness, and other obligations, issued or created by any company, corporate body, government or government authority in India or abroad and while the holder or owner thereof, to exercise all the rights, powers and privileges of ownership and to issue in exchange thereof, in the manner permitted by law, shares, bonds or other obligations of the Company, or to make payment there for by any other lawful means whatsoever.
- 66 To apply for, obtain, register, purchase, lease, take license or otherwise to own, hold, protect, use, renew, exercise, develop, operate, introduce, sell, assign, grant licenses or territorial rights in respect of, or otherwise turn to account or dispose of in any part of the world, any copyrights, trade marks, trade names, brands, labels, patents, patent rights, brevets invention, designs or inventions, improvements or processes used in connection with or secured under any applicable laws in relation to any of the purposes of the Company; and to acquire, use, exercise or otherwise

turn to gain licenses in respect of any such trade marks, trade names, brands, labels, patents, inventions, processes and the like or any such rights, and to expend moneys in experimenting upon, testing or improving any such patents, inventions or rights.

67. Subject to the provisions of the Act, to aid by loan, guarantee, subsidy or in any other manner whatsoever, any corporate body or association, domestic or foreign in which, or in the welfare of which, the Company shall have any interest; to do any acts or things designed to protect, preserve, improve or enhance the value of any shares, bonds or other securities or evidences of indebtedness or the property of the Company and in connection with any such purpose to guarantee or become surety for the performance of any obligation or undertaking of such corporate body or association and to do any and all such further acts and things as may be designed to accomplish any such purpose.
68. To insure any of the persons, properties, undertakings, contracts, guarantees or obligations or profits of every nature of the Company and kind in any manner whatsoever, with any person, firm, association or company.
69. To act as agents, trustees for any person or company and to undertake and perform contracts and to do all or part of the above things in any part of the world either as principals, agents, trustees, contractors or otherwise, either alone or jointly with others, either by or through agents, sub-contractors, trustees or otherwise.
70. To alter, manage, develop, exchange, lease, mortgage, sublet, sell, give, deliver or otherwise dispose of, improve or deal with the land, property, assets and rights and resources and the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the Company.
71. To act as buying and selling agents and to do and perform the several duties, services and to undertake and to become bound by conditions of any agreement entered into for any purpose, in furtherance of the object of the Company.
72. To carry on, whether in India or anywhere else in the world any business or branch of a business which this Company is authorised to carry on by means, or through the agency or any subsidiary company or companies and to enter in to any arrangement with such subsidiary company for sharing the profits and bearing the losses, if any, of the business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on, including power at any time to either temporarily or permanently to close any such branch or business and to adopt such means of making known and advertising the facilities and services provided or offered by the Company as may be expedient.
73. Subject to the provisions of the Act, to make contributions to such persons or institutions which in the opinion of the directors of the Company is likely to be either directly or indirectly conducive to any of the Company's objects or otherwise

expedient and also to subscribe, contribute, or otherwise assist or guarantee money for institutions/organisations having scientific, benevolent, national, cultural, philanthropic or educational objects or objects of general public utility.

74. 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 interest, all or any part of the undertaking, property rights or privileges of the Company, as a going concern or otherwise, 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, debentures-stock, securities or property of any other company.
75. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereby and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
76. To organise and facilitate organising of educational programmes, training, and development programmes, seminars and symposia on matters relating to railway infrastructure development and to provide technical and administrative assistance to railway infrastructure development Institutions.
77. To aid pecuniary or otherwise, any association, body or movement having as its object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
78. To purchase and acquire secret processes, methods and formulae in connection with any of the objects of the Company and specifications and designs for the apparatus and equipment related thereto and to pay for the same by the allotment of fully paid shares of the Company or otherwise.
79. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake scientific and technical researches, experiments and tests of all kinds and to promote studies and researches, both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings, exhibitions and conferences and by providing for the remuneration of scientists, technicians, scientific or technical professors or teachers and by providing for the award of scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, of any kind that may be considered likely to further the objects of the Company in particular and the port sector, industry, trade and commerce in India in general.

80. To distribute among the equity shareholders of the Company in specie any property of the Company or any proceeds of the sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law
81. To establish and support funds and institutions for the benefit of employees or ex-employees of the Company or the dependents of such employees, and to grant pensions and allowances.
82. To lay out and prepare any lands for any kind of sports, amusement or entertainment and to construct stands and other buildings and conveniences for use in connection therewith.
83. To train or pay for training in India or abroad any of the Company's employees or officers or any other person in the interest of or furtherance of the Company's objects.
84. To do all or any of the above things in any part of the world, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
85. To indemnify officers, directors, promoters and servants of the Company against any proceedings, costs, damages, claims and demands in respect of anything done, or ordered to be done, for and in the interests of the Company or for any loss or damages or misfortune whatever which happens in execution of the duties of their office or in relation thereto.
86. To carry on the main and incidental objects also by way of aiding and supporting institutions, bodies corporate (whether or not incorporated), firms, associations, authorities, bodies, trusts, agencies, societies or any other person or persons engaged in or pursuing all or any of the objects of the Company.

C. OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN (A) AND (B) ABOVE -

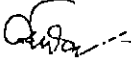

NIL

- IV. The liability of the Members is limited.
- V. The Authorized share capital of the company is Rs. 165,00,00,000/- (Rupees One hundred and sixty five crore only) divided into 16,50,00,000 (Sixteen crore fifty lakhs equity share of Rs 10/- (Rupees Ten each)

For Bharuch Dahej Railway Company Limited


(V. N. Mathur)
Managing Director

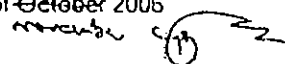
We the several persons, whose names and addresses are subscribed below, are desirous of being formed into a company, in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names: -

1 Sl. No.	2 Name, address, description and occupation of each Subscriber	3 Number of Equity shares taken by each Subscriber	4 Signature of Subscriber	5 Signature, name, address, description and occupation of witness to the signature of the Subscriber
	<p>DULAL CHANDRA MITRA Managing Director, Rail Vikas Nigam Ltd S/O LATE, NIRODE BEHARI MITRA T-5/12, SAN MARTIN MARG. CHANKYAPURI NEW-DELHI - 110021 (SERVICE) A nominee of Rail Vikas Nigam Ltd</p>	<p>1 (ONE)</p>		<p>I witness the signature of above subscriber.  Mr. Chait K. Agrawal, FCA S/O Late Sh. S. M. Agrawal 4015-B, Pocket-5, Mangla Vihar Ph-III, Delhi-96 M.No. 92917</p>


Place: New Delhi

Dated: 7th day of October 2006

15

We the several persons, whose names and addresses 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 our respective names: -

1 Sl. No.	2 Name, address, description and occupation of each Subscriber	3 Number of Equity shares taken by each Subscriber	4 Signature of Subscriber	5 Signature, name, address, description and occupation of witness to the signature of the Subscriber
	<p>Adani Petroret (Dahel) Port Pvt Ltd through its nominee Sh. Mohinder Paul Shukla s/o Late Sh. Tarlochan Das Shukla A-7 North View Co-op Housing Society St. Xavier College Road Nawrangpura Ahmedabad 380 009</p>	<p>25000 (Twenty five thousand)</p>		<p>J.K. Shah Managing Director Adani Petroret (Dahel) Port P. Ltd - c/o Greenpark Soc. Bhamburda 382 002</p>


Place New Delhi

Dated: 7th day of October 2006

16.



We the several persons, whose names and addresses 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 our respective names: -

1 Sl. No.	2 Name, address, description and occupation of each Subscriber	3 Number of Equity shares taken by each Subscriber	4 Signature of Subscriber	5 Signature, name, address, description and occupation of witness to the signature of the Subscriber
	<p>Adani Petroleum (Dahj) Port Pvt Ltd through its nominee Sh. Mohinder Paul Shukla s/o Late Sh. Taslochan Das Shukla A-7 North View Co-op Housing Society St. Xavier College Road, Navrangpura Ahmedabad 380 009</p>	<p>25000 (Twenty five thousand)</p>		<p>J.K. Shah Managing Director Adani Petroleum (Dahj) Port P. Ltd - Co. Greenpark Soc. Branch 392 002</p>

Place New Delhi

Dated: 7th day of October 2006

16.

Witness




We the several persons, whose names and addresses 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 our respective names. -

1 Sl. No.	2 Name, address, description and occupation of each Subscriber	3 Number of Equity shares taken by each Subscriber	4 Signature of Subscriber	5 Signature, name, address, description and occupation of witness to the signature of the Subscriber
	<p>Shri Mohit Sinha s/o Late Shri. Rajeshwari Prasad Sinha, A-403, Mayurdhwaj Apartments, Plot 60, I.P. Extension, Patparganj, Delhi - 110092 (Service) A nominee of Rail Vikas Nigam Limited</p>	<p>1 (one)</p>	<p>Mohit Sinha</p>	<p>I witness the signature of above subscriber. M. Mohit Sinha, FCA s/o Late Shri. S. M. Agrawal Plot 15-B, Project II, Delhi-86 M. No. 92817</p>

Place: New Delhi

Dated: 7th day of October 2006

18.

Signature




We the several persons, whose names and addresses 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 our respective names: -

1 Sl. No.	2 Name, address, description and occupation of each Subscriber	3 Number of Equity shares taken by each Subscriber	4 Signature of Subscriber	5 Signature, name, address, description and occupation of witness to the signature of the Subscriber
	<p>SHRI RABINDRA NATH KALITA S/o SHRI CHANDRA KUMAR KALITA 24, SHIVALIK APARTMENTS ALAKNANDA NEW DELHI - 110019 (SERVICE) A NOMINEE OF RAIL VIKAS NIGAM LIMITED</p>	<p>1 (ONE)</p>	<p><i>[Signature]</i></p>	<p><i>I witness the signature of above subscriber.</i> <i>[Signature]</i> Attest: K. Aggarwal, Post Mahesh St., T. M. Aggarwal No. 15-B, Rowat-5 Mayapuri Vikas P. III, Delhi-96 M.No. 92817</p>

Place, New Delhi

Dated: 7th day of October 2006

19.

[Signature]

[Signature]

We the several persons, whose names and addresses 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 our respective names: -

1 Sl. No.	2 Name, address, description and occupation of each Subscriber	3 Number of Equity shares taken by each Subscriber	4 Signature of Subscriber	5 Signature, name, address, description and occupation of witness to the signature of the Subscriber
	<p>Shri Balvinder Singh Kalri S/o Shri Dalip Singh 22-C, Railway Colony Sardar Patel Marg Chanakya Puri New Delhi - 110021 (Service) A nominee of Rail Vikas Nigam Ltd</p>	<p>1 (one)</p>	<p><i>Bali</i></p>	<p>I witness the signature of above Subscriber, <i>ajb</i> Mahesh H. Aggarwal FCA 8/0 Gole St. F.M. Aggarwal No 15-B Bazaar - 5 Mangla Wihar Ph III Delhi 16 V.No. 92817</p>

Place New Delhi

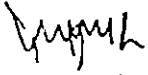
Dated: 7th day of October 2006

20.

November
ajb

ajb

We the several persons, whose names and addresses 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 our respective names: -

1 Sl. No.	2 Name, address, description and occupation of each Subscriber.	3 Number of Equity shares taken by each Subscriber	4 Signature of Subscriber	5 Signature, name, address, description and occupation of witness to the signature of the Subscriber
	<p>Pushp Raj Singh s/o Shri Ram Singh P/o 304/11-B, Railway Colony, Chelmsford Road, New Delhi - 110055. Occupation: Service A nominee of Rail Vikas Nigam Limited</p>	<p>1 (One)</p>		<p>I witness the signatures of above subscribers</p> <p>all Mohan K. Agrawal, FCA 210 Ganga St. P.O. Agrawal P/o 15-B, Convent - Mayapuri, New Delhi-96 M.No. 92817</p>
	<p>TOTAL</p>	<p>50000 Fifty thousand</p>		

Place: New Delhi

Dated: 7th day of October 2006

21.

November