

**THE COMPANIES ACT, 2013**  
**MEMORANDUM OF ASSOCIATION**

**OF**

**DORSTROYTREST INDIA PRIVATE LIMITED**

**(COMPANY LIMITED BY SHARES)**

- I. The Name of the Company is **DORSTROYTREST INDIA PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in the **Uttar Pradesh**.
- III. **(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
  1. To carry on the business as Infrastructure Development, Constructions, Government Tenders & Projects, Roads & Highway Projects, Turnkey Projects, Power Projects, Consortium Projects, Collaborations & SPV Projects, Civil works, Contractors, Civil, Electrical, Building & Construction Engineering & Technology Consultants.
  2. To provide City and region level urban infrastructure facilities, to lay-out, develop, construct, build, acquire, erect, demolish, re-erect, alter, modify, repair, re-model, or to do any other work in connection with any building or building works, roads, highways, bridges, sewers, canals, wells, dams, power plants, reservoirs, tramways, railways, sanitary, water, gas, electric lights, telephonic and telegraphic works, and such purposes to prepare in designing, estimating, planning, modeling.
  3. To construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression includes roads, railways, and tramways, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and

conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

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

1. To enter into agreements, franchise agreement and contracts with Indian or Foreign persons who include individuals, firms or companies for technical, financial or other assistance or collaboration for carrying on all or any of the objects of the Company.
2. To apply for, purchase or otherwise acquire any trademarks, copy rights, patents, licenses, concessions and the like, concerning any exclusive or non-exclusive or limited rights of any kind which may appear to be necessary or convenient for the business of the Company and to purchase or otherwise acquire any information as to any invention which may seem capable of being used for any of the purposes of the Company.
3. To acquire and take over the whole or any part of the Business, Goodwill, Property and Liabilities of any person or persons, Firm, Corporation or Undertaking, either existing or new engaged in any Business which the Company is authorized to carry on and to pay for the same either in cash or in shares or partly in cash and partly in shares.
4. To amalgamate, enter into partnership or make any arrangements for sharing profits, co-operation, joint venture or reciprocal concession, with any individual person or Company carrying on or engaged in or about to carry on with similar or identical objects.
5. To sell, lease or otherwise dispose of the undertaking of the Company or any part thereof as the Company may deem fit.
6. To purchase, take on lease or in exchange, hire, construct or otherwise acquire any movable or immovable properties or any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.
7. To subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purposes or for any exhibition.
8. To pay out of the Company's funds the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any Company which may be promoted by this Company and to remunerate any person, firm or Company for services rendered in the promotion of the Company or the conduct of its business.

9. To provide for the welfare of the employees (including Directors) or ex-employees of the Company and wives and families or the dependents or relations of such persons by building or contributing to the building of houses, dwellings or quarters or by grant of money, gratuities, pensions, allowances, incentives bonus or any other payments or by creating and subscribing or contributing to provident and other funds, associations, institutions, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries and medical assistance.
10. To invest any money of the Company, not for the time being required, for any of the purposes of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investments subject to the provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
11. To open account or accounts with any bank or banks in the name of the Company and to operate upon the same.
12. To create any depreciation fund, sinking fund, insurance fund, reserve fund or any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining of any of the property of the Company or for any purposes, whatsoever to the interests of the Company.
13. To make, draw, accept, endorse, execute, discount, negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, debentures and other negotiable or transferable instruments subject to the Banking Regulation Act, 1949.
14. To employ or pay experts, foreign consultants, management consultants and others in connection with the prospecting, acquiring, planning, execution, development, delivery and maintenance, training, and consulting, of all or any part of the business which the Company is entitled to carry on.
15. To promote any other Company or companies for the purpose of acquiring all or any of the property of the Company or advancing directly or indirectly the objects or interests thereof and to take or otherwise acquire and hold shares in any such Company or companies.
16. To appoint agent, franchise of the Company subject to the provisions of Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
17. To distribute among members in special or otherwise any property or assets of the Company and particularly the shares, debentures or other securities of any other Company including the Company formed to take over the whole or any part of the assets of this Company, subject to provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

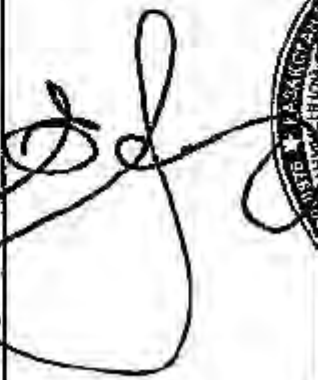

18. To borrow or raise moneys, from commercial banks/financial institutions and/or other companies, or to receive it on deposit at interest or otherwise, and to secure the payment of such money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, stocks, bonds, obligations, notes and securities of all kinds, to mortgage, pledge, guarantee, hypothecate or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled paid capital, by special assignment or otherwise, or to transfer or convert the same absolutely or any interest therein and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
19. To advance, deposit or lend with or without security money, securities, assets and property to or with such person, companies or corporations and on such terms as may seem expedient, to negotiate loans, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable security or documents.
20. To enter into any arrangements with the Government of India or with any states, with any authorities, municipal, local or otherwise or with any other persons, that may seem conducive to the Company's objects or any other and to apply for and obtain and to purchase or otherwise acquire from any such Government, State, authorities or persons, any rights, powers, privileges, decrees, licenses, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carryout exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.
21. To grant licenses or concessions over or in respect of any property or rights of the Company.
22. To accept any payment for any property or rights sold or otherwise disposed off or dealt with by the Company either in cash, by installments or otherwise or in fully or partly paid-up shares of any Company or corporation with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or in debentures, debenture stocks or other securities of any Company or corporation or partly in one mode and partly in other and generally on such terms as the Company may adopt.
23. To institute, conduct and defend all actions and legal proceedings, against the Company and its officers and to refer any claim or demand by or against the Company and its officers to arbitration and to perform or challenge the awards if necessary.
24. To insure the whole or any part of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect , either fully or partially and also to insure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise.

25. 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 India and in any or all states, territories, possessions and dependencies thereof 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.
26. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any, parts thereof, provided the same be not inconsistent of the Union of India.

**iv. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**

**v. The Share Capital of the Company is INR 1,00,00,000/- (Indian Rupees One Crore Only) divided into 10,00,000 (Ten Lakh) Equity shares of INR. 10/- (Indian Rupees Ten) each.**


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.

Sr. No	Name, Address, Occupation and Description of each Subscriber	No. of Equity Shares taken by each Subscriber	Signature of each Subscriber	Signature of Witness with Name, Address, Occupation and Description
1.	<p>Dorstroytrest Limited Liability Partnership            (Business Identification Number: 041240010876)            Registered office:            Republic of Kazakhstan,            010000, Astana City, Almaty District, South-East Housing Area (Right Side), Yer-Tatgyn Street, 9            Through its Authorised Representative, Authorised Agent &amp; Authorised Signatory            Mr. Yerden Nurabayev            S/o Mr. Nurabayev Murat Koishybayevich            R/o Republic of Kazakhstan, 010000, Astana City, Almaty district, Muspor Street, 6/4, Apartment 21            Occupation: business</p>	<p>49,999            (Forty NINE thousand NINE Hundred and NINE NINE)</p>		 <p>In terms of Rule 13(5)(b) of the Companies (Incorporation) Rules, 2014, Signature and Address of the Subscriber to Memorandum of Association and proof of identity being notarized before the Notary (Public) of the country of his origin (Kazakhstan) and duly apostilled as per Hague Apostille Convention, 1961.</p>

Dated: 05.09.18.  
 Place: Astana



Мы, несколько человек, чьи имена и адреса подписаны ниже, желаем сформировать Компанию в соответствии с настоящим Меморандумом об ассоциации, и мы соответственно соглашаемся взять количество долей в уставном фонде Компании, установленные напротив наших соответствующих имен.

ФИО, адрес, род деятельности и описание каждого участника	Объем долей каждого участника	Подпись участника	Подпись свидетеля, ФИО, Адрес, род деятельности и описание
<p>1</p> <p>ТОО, Дорстроймест            БИК 041240010875            зарегистрирован:            Республика Казахстан            010000, г. Астана, р-н Алматинский            ул. Юго-Восток, Ер-Тархан 9.</p> <p>Уполномоченный представи-            тель, Уполномоченный            агент, Уполномоченная под-            пись.</p> <p>Г-н. Ердек Нурабаев            сын г-на Нурабаева            Мурата Койшимбаевича            Республика Казахстан            010000, г. Астана            р-н. Алматинский ул. Мусре-            това, 6/4, кв. 2.</p>	<p>49999            (сорок            девять            тысяч            девять            сот девять)</p>		<p>In terms of Rule 13(5)(b) of the Companies (Incorporation) Rules, 2014, Signature and Address of the Subscriber to Memorandum of Association and proof of identity being notarized before the Notary (Public) of the country of his origin (Kazakhstan) and duly apostilled as per Hague Apostille Convention, 1961.</p>

Дата: 05.09.18.  
 Место: Астана





Седьмого сентября две тысячи  
восемнадцатого года  
город Астана Республики Казахстан

Я, Султанбаева Гульнара Калменовна,  
нотариус города Астана, государственная  
лицензия №0000043 выдана 13 мая 2005  
года Комитетом по организации правовой  
помощи и оказанию юридических услуг  
населению Министерства юстиции  
Республики Казахстан, свидетельствую  
подлинность подписи переводчика  
Мукушкиной Мадины Маратовны.  
Личность переводчика установлена,  
дееспособность и полномочия проверены.

Зарегистрировано в реестре № 3844  
Взыскано: согласно ст.30-1 Закона  
Республики Казахстан «О нотариате»

Нотариус:  
Notary Public:



The 7<sup>th</sup> of September, two thousand eight

Astana Republic of Kazakhstan

I, Sultanbayeva Gulnara Kalmenovna, a notary  
public of the city of Astana acting under the  
state license #0000043 dated May 13, 2005,  
issued by the Committee of legal assistance and  
legal services of the Ministry of Justice of the  
Republic of Kazakhstan, hereby attest the  
authenticity of the signature affixed by  
Mukushkina Madina Maratovna, a translator  
known by me. The personality of the translator  
is identified, legal capacity is proved.

Registered under # 3844

Amount due to the notary as per article 30-1  
of the Law of the Republic of Kazakhstan "On  
Notary"

на 3 (три) листах  
Нотариус



/Round seals/

Translation of the round seals: Republic of Kazakhstan, the license #0000043 dated May 13,  
2005, issued by the Committee of legal assistance and legal services of the Ministry of Justice  
of RK, the notary public of Astana City, Gulnara Kalmenovna Sultanbayeva

Продлено и пронумеровано

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# APOSTILLE

( Convention de la Haye du 5 octobre 1961 )

1. Ел: Қазақстан Республикасы  
Pays, Country

Осы ресми Құжатқа,  
Le present acte public, This public document

2. Сұлтанбаева Г.К. қол қойды  
a ete signe par, has been signed by

3. жекеше нотариус ретінде  
agissant en qualite de, acting in the capacity of

4. Астана қаласы жекеше нотариус  
мәрімен/ мәртаңбасымен бекітілді  
est revetu du sceau/timbre de, bears the seal/stamp of  
Куәландырылды, Atteste,  
Certified

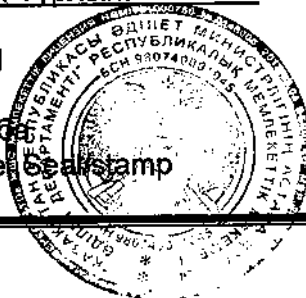
5. Астана қаласында  
a, at

6. 2018 ж. 10 қыркүйек күні  
le, the

7. кіммен Астана қаласы Әділет департаменті басшысының  
орынбасары Г. Тұрлыхановамен


8. sous № 4511

9. Мөр/мәртаңба  
Sceau/timbre Seal/stamp



10. Қолы  
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.

Sr. No.	Name, Address, Occupation and Description of each Subscriber	No. of Equity Shares taken by each Subscriber	Signature of each Subscriber	Signature of Witness with Name, Address, Occupation and Description
2.	<p>Rajeev Mehndiratta                      S/o Mr. Harish                      Chandra Mehndiratta                      P/o . 50/8A Bhagirathi                      Enclave, Balbir Road                      Dehradun. Uttarakhand.                      248001                      Occupation:                      Engineering                      Consultant                      (Nominee and                      Trustee of                      Dorobagrest                      Limited Liability                      Partnership)</p>	<p>1                      ONE</p>		<p>I witness to Subscriber who has subscribed Rs 50000 in my presence on 08/09/2018 at New Delhi. Further I have verified his Identity details for his identification &amp; satisfied myself of his particulars filled in. S. Lalwanshu Gupta                      S/o Mr. B. B. Gupta's                      311, Agrawal Chamber-2, 30-31, Near                      Square Block, Saket Park, Delhi-11002</p>
	<p>TOTAL</p>	<p>50,000                      (FIFTY THOUSAND)</p>		

Dated: 08/09/2018  
 Place: New Delhi

SUDHAKAR CHANDRA  
 Chartered Secretary  
 C.P. House  
 311, Agrawal Chamber-2, 30-31, Near  
 Square Block, Saket Park, Delhi-11002  
 Company Secretary CP No. 4620