

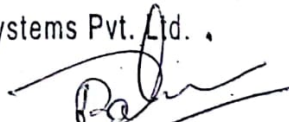
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THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF

DEEVIN SEISMIC SYSTEMS PRIVATE LIMITED

- I. The Name of the Company is: - DEEVIN SEISMIC SYSTEMS PRIVATE LIMITED
- II. The Registered Office of the Company will be situated in the **State of Madhya Pradesh.**
- 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 carry on the business as technical consultants, engineers, architect, planners, surveyors, and alignment surveys for railway lines, transmission lines, canals, water topographical survey and marking of routes, Highways, Bridges, Airports, Water resources, Cadastral Survey, Seismic Survey, Structural design, Construction supervision and feasibility studies, detailed engineering and design traffic studies including volume count, OD survey and axial load surveys calculation of growth rates for various modes of traffic and traffic projections, Geo-technical investigations, material testing, Economic and financial analysis for project evaluation, preliminary design, detailed specification of work and rehabilitation, detailed Project Reports and environmental studies.
 2. To act as design Engineers for various types of projects including Bridges and Buildings and carry on construction, repairs and rehabilitation of Bridges and buildings, designing Expansion joints and bearings for bridges and buildings, deal in Rebar coupler, construction machineries, building materials and construction Chemicals
 3. To carry on the business as Contractors with Central Govt. State Govt. Local authorities, private and international bodies and all other authorities/persons of any type and all descriptions and for the above purpose to apply get registered with all or any of the above authorities or persons.
 4. To carry on the business of manufacturers, founders, fitters, engineers, Erectors, repairers, dealers, importers, exporters and deal in all type of construction machineries such as mixers, vibrators, generators, diesel engines, jaw crushers, radular conveyors, chain elevators, belt elevators, and all other types of related material handling systems and giant hammers

Deevin Seismic Systems Pvt. Ltd.


Director

For DEEVIN SEISMIC SYSTEMS PVT. LTD.


DIRECTOR

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

1. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, Commodities, substances, articles and things necessary or useful for carrying on the main business of the Company.
2. To enter into agreement with any company or persons for obtaining by grant of licence or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
3. To establish, provide, maintain and conduct or otherwise, subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and to award, scholarships, prizes, grants and bursaries to students and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the main business of the Company.
4. To acquire by concession, grant, purchase, licence or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets, d'invention, licences, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop, let on lease or for hire or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.

Deevin Seismic Systems Pvt. Ltd.

Director

Deevin Seismic Systems Pvt. Ltd.

Deevin Seismic Systems Pvt. Ltd.

Director

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5. Subject to section 391 to 394A of the Act, to amalgamate with any other ~~Company having objects altogether or in part~~ similar to those of this Company.
6. To enter into any arrangement with any Government or Authorities Municipal, local or otherwise or any person or company in India or abroad which may seem conducive to the objects of the company or any of them and to obtain from any such Government, Authority persons or company any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith.
7. To apply for and obtain any order of Central/State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
8. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or company carrying on or engaged in any business or transaction which this Company is authorised to carry on.
9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this Company is authorised to carry on or is possessed of rights suitable for the main objects of this Company.
10. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the main objects or any of them.
11. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities

Deevin Seismic Systems Pvt. Ltd.


Director

Deevin Seismic Systems Pvt. Ltd.


Director


Director

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of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.

12. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.

13. Subject to sections 58-A and 292/293, 295 and 372A of the Companies Act, 1956 and the Regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge 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 such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

14. Subject to the provisions of section 77 of the Companies Act, 1956, to invest other than investment in company's own shares and deal with moneys of the Company not immediately required in such shares or upon securities or investments and in such manner as may from time to time, be determined.

15. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to sustain or extend and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may

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Deevin Seismic Systems Pvt. Ltd.

Director

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appear proper or reasonable provided that the Company shall not carry on ~~the business of banking, within the meaning of Banking Regulation Act, 1949.~~

16. To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and terms as the Company may determine.
17. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of section 314 of the Act.
18. To create any depreciation fund, reserve fund, sinking fund, provident fund, super-annuation fund or any special or other such fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company.
19. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or chawls or by grants of money, pensions, allowances, bonus or other such payments or by creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.
20. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
21. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.
22. To adopt such means of making known the business 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, rewards and donations or holding exhibitions.

Deevin Seismic Systems Pvt. Ltd.


Director

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Deevin Seismic Systems Pvt. Ltd.


Director


Director

(C) THE OTHER OBJECTS ARE:-

1. To assist any company or other such enterprise in its dealings with any Government, local, statutory and such other authority whether in India or abroad in the legitimate pursuit of its activities, and to procure capital for any company or enterprise.
2. To carry on the business of manufacturers of, importers, exporters and dealers in men's, women's and children's clothing, wearing apparel, hosiery goods, carpets, durries, mats, rugs, blankets and other similar articles of every kind, nature and description made from cotton, synthetic, wool, worsted materials and/or leather.
3. Subject to the approval of RBI under RBI Act, 1934, as amended by RBI (Amendment) Act, 1997, to carry on the business of investment, finance, hire purchase, and leasing of all movables and immovables.
4. To construct, acquire hold/sell properties, Buildings, Farms, Lands, tenements and such other movable and immovable property and to rent, let on hire and manage them and to act as Real Estate Agents and immovable property dealers.
5. To carry on the business or businesses of manufactures, importers and exporters of and dealers in forgings, press, structural and rolling works of all kinds and in particular (i) bolts and nuts, rivets, washers, wires, nails, screws, hinges, hooks, bolts, tower bolts, dogspikes, and press work of all kinds; (ii) rods, bars, wires, sheets and all kinds of ferrous and non-ferrous rolling works; (iii) hand and machine tools; (iv) sanitary fittings and sanitary pipes; (v) utensils and cutlery of steel or aluminium; (vi) Electrical appliances, gadgets and (vii) cycle parts.
6. To carry on the business or businesses of manufacturers, importers and exporters of brushes of all kinds.
7. To carry on the business of manufacturers and dealers of all kinds of paper and paper products.
8. To guarantee the payment or performance of any contracts or to become surety for any person, firm or company for any purpose and to act as agents for the collection, receipt or payment of money and to act as agents for and renders services to customers and others and to give guarantees

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9. To carry on the business of manufacturers, dealers and fabricators of ~~components, gadgets, accessories and ancillaries, instruments relating to conversion of solar energy into heat and electricity and also relating to conversion of all kinds of renewable sources of energy and also conservation of energy.~~
10. To carry on the business of steam and general laundry and to wash, purify, bleach, wring, dry, iron, colour, dye, disinfect, renovate and prepare for use all articles of wearing apparel, household, domestic and other linen and cotton and woolen goods and clothing and fabrics of all kinds and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, material and articles of all kinds related thereto.
11. To carry on the business of importers and exporters, ship owners, ship builders, charters of ship and such other vessels of all types warehousemen, ships and insurance brokers, forwarding agents and wharfingers.
12. To carry on the business as proprietors and publishers of newspapers, periodicals, journals, books, and such other literary works and undertakings of all types.
13. To carry on the business as manufacturers of and dealers in all kinds of natural and synthetic rubbers, elastomers, synthetic resin, latex and formulations thereof and all types of rubber products and goods.
14. To carry on the business as manufacturers of and dealers in leather and leather goods of all descriptions and of leather dresses, tanners, hides, skins and all things and material connected therewith.
15. To carry on the business as manufacturers of and dealers in all types of plastics and plastic products, furniture, fancy goods, stationery, provisions, drugs, medicines, chemicals, paints, and articles of household use and consumption.
16. To carry on the business of canning and food preservation tinning and bottling of food stuffs, meal, meal products, potted meats, fruits, vegetables, jam, pickles, sausages, tinned vegetables and preserved provisions of all kinds and to establish, own, operate, acquire, run and manage canning and such other factories for the purpose of packing, preserving and canning such articles and products.
17. To carry on the business as manufacturers, processors, producers of and dealers in dairy, farm and garden produce of all kinds, such as milk, cream, butter, ghee, cheese, condensed milk, milk powder, malt, products, milk foods and milk products and milk preparations of all description, vegetables and fruits of all kinds.

Deevin Seismic Systems Pvt. Ltd.


Director

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Deevin Seismic Systems Pvt. Ltd.
 
Director

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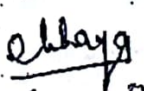
18. To carry on the business as manufacturers and dealers in and sellers of all or any type of electronic components, their raw materials and equipments, audio products, electronic calculators, digital product, micro processor based systems, mini computers, communication equipment and process control equipment, instrumentation and industrial and professional grade electronic equipments.
19. To carry on the business of mechanical engineers, iron founders, manufacturers of surgical and scientific materials and apparatus of all kinds, tool-makers, assemblers, brass founders, metal workers, boiler makers, mill-wrights, iron and steel converters, smiths, metallurgists, tube makers, galvanizers, electro-platers, water works engineers, gas generators and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery implements, rolling stock and hardware of all kinds.
20. To carry on the business of advisors on problems relating to the administration and organisation of industry and business and to advise upon the means and methods for extending, developing and improving all types of business or industries and all systems and processes relating to the production, storage, distribution, marketing and sale of goods and or relating to the rendering of the services.
21. To engage in research in all problems relating to industrial and business management and distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business or industry.
22. To carry on the business of manufacturers and dealers in textiles such as man made fibres, cotton, silk, jute, woolen and synthetics.
23. To carry on the business of manufacturing, rolling and processing of all kinds of steel, ferrous and non-ferrous ingots, billets and of all articles and things used in the manufacture, maintenance and working thereof.
24. To carry on the business of manufacturing and/or processing of oxygen and other gases, chemicals, industrial alcohols, graphite electrodes, and petroleum products, vegetable oils, alcoholic and non-alcoholic drinks and beverages of all kinds and brewers and distillers.
25. To carry on the business of running trucks, trailers, rickshaws, motor cycles, motor taxies and conveyances of all types for carriage of passengers and goods and passengers on such routes as the company may deem fit and to do the business of common carriers.

Deevin Seismic Systems Pvt. Ltd.


Director

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Deevin Seismic Systems Pvt. Ltd.


Director

26. To acquire or sell promote and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shops.

27. To carry on the business of leasing and hire-purchase and to acquire to provide on lease or to provide on hire-purchase basis all types of furniture, appliances, industrial and office plant, equipment, machinery, vehicles, buildings and real estate required for manufacturing, processing, transportation and trading business, to finance industrial enterprises and to promote companies engaged in industrial and trading business.

28. Subject to the approval of RBI under Reserve Bank of India Act, 1934, as amended by RBI (Amendment) Act, 1997, to carry on and undertake business transaction or operation commonly undertaken or carried on by financiers, housing finance, leasing, hire-purchase, underwriters, merchants and agents of all moveable and immovable assets. The Company shall not carry on any business which is banned under the Banking Regulation Act, 1949.

29. To acquire and hold shares, stocks, debentures, bonds, obligations and securities issued or guaranteed by any company, association or undertaking constituted for carrying on business in India or elsewhere, or debentures, bonds, obligations and securities issued or guaranteed by any Government, municipality, public body or other local authority and any such shares, debentures, bonds, obligations or securities acquired by original subscription, tender purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and to enforce all rights and powers conferred by or incidental to the ownership thereof and to sell or otherwise dispose of any such shares, debentures, bonds, obligations or securities.

30. To act as stockists, commission agent, manufacturers, or representatives or agents selling and purchasing agents, indenting agents, distributors, brokers, trustees, attorney, in goods, mentioned in the main objects.

31. To carry on all kinds of business of manufacturers, importers, exporters, dealers and distributors of television films, video films, tapes and video cassettes, equipment, accessories parts, tools, material, apparatus and other articles used in connection herewith or which may hereafter be invented.

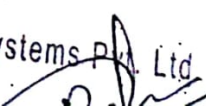
32. To carry on the profession of consultants on management, employment, engineering, industrial and technical matters to industry and business and to act as employment agents and exporters of man-power.

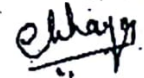
33. To carry on business as manufacturers, dealers, stockists, exporters and importers of hardware items of all types and description.

Deevin Seismic Systems Pvt. Ltd.


Director

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Deevin Seismic Systems Pvt. Ltd.


Director

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34. To carry on business as manufacturers of, dealers in or as stockists, importers and exporters of packing materials, cartons, containers, boxes, and cases of paper, boards, wood, glass, plastic, pulp cellulose, films, polyethylene, rubber, metals, metal foils, gelatin, tin-flexible, treated, laminated or other materials.

35. To engage in the business of tour operators and travel agents and all other services incidental to it.

36. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for the repairs and servicing of automobiles.

37. To carry on the business of manufacturers and dealers of tractors automobiles, automatic and semi-automatic vehicles, earth moving equipment, cycles, mopeds and any other such vehicles of all types.

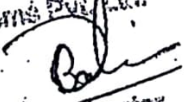
38. To carry on the business of manufacturers and dealers of cement, lime burners and ceramics, sanitary fittings and china-ware.

39. To carry on hotel, motel and catering business.

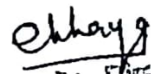
IV. The Liability of the members is Limited.

V. The Authorised Share Capital of the Company is Rs. 5,00,000/- (Rupees Five Lacs) divided into 50,000 (Fifty thousand) Equity Shares of Rs.10/- (Rupees Ten) each.

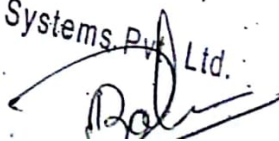
Deevin Seismic Systems Pvt. Ltd.


Director

Deevin Seismic Systems Pvt. Ltd.


Director

Deevin Seismic Systems Pvt. Ltd.



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 Capital of the Company, set opposite our respective names.

Sl. No.	Name, Description, Occupation and Address of Subscribers.	Number of Equity Shares taken by each subscribers	Signature of subscriber	Signature of Witness with address and occupation
1.	DEEPAK BALWANI S/o Pohuchand Balwani 87, 1 st Floor, Ashoka Enclave Main, Faridabad - 121 003 Business	1,000 (Four Thousand)	Sd/-	I witness the signatures of subscribers to Memorandum Sd/- (J. K. GUPTA) FCA M. No. 88217 S/o Sh. R. P. Gupta 2/20, Double Storey, Jang Pura E, New Delhi - 110014
2.	CHHAYA BALWANI D/o Arjun Lal Bhatia 87, First Floor, Ashoka Enclave Main Faridabad - 121 003 Business	6,000 (Six Thousand)	Sd/- <i>Chhaya</i> <i>Balwani</i>	
TOTAL		10,000 (Ten Thousand)		

Deevin Seismic Systems Pvt. Ltd. Dated the 25th day of APRIL, 2008

Balwani
Director

Deevin Seismic Systems Pvt. Ltd.

Balwani
Director

Chhaya
Director