

THE COMPANIES ACT, 1956

Company Limited by Shares

**MEMORANDUM OF ASSOCIATION
OF
ATLANTIC POWER TECHNOLOGY PRIVATE LIMITED**

- I. The Name of the Company is 'ATLANTIC POWER TECHNOLOGY PRIVATE LIMITED'.
- II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Office of the Registrar of Companies, Maharashtra at Mumbai.
- III. The Objects for which the Company is established are:
 - A. **THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :**
 1. To carry on business of General Electric Power Generation, Trading & Supply in all its branches and to construct, lay down, establish, fix and carry out all necessary power stations, cables, wires, lines, accumulations, lamps and works and to generate, transmit, trade, distribute and supply electricity and to light cities, towns, streets, docks, markets, theaters, buildings and places both public and private and to co-generate electricity through conventional or non conventional means from raw material or waste heat or from any other material to continuously invest in research activities for diversifying, improving, production, maintenance and growth of the Company.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE :

2. To purchase, take on lease or exchange, hire or other wise acquire any real and personal property and any right of previous business, which the company may think necessary or convenient for the purposes of its business.
3. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licenses, and concession for or in relation to the main objects of business herein mentioned or any of them and to undertake, execute, carryout, dispose of, or otherwise turn to account the same.
4. To acquire and undertake the whole or any part of the business, property, and liabilities of any person, or company carrying on, proposing to carry on any business where the company authorized to carry on, or possessed of property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
5. To open office, shops, godowns, any branch office at any place in India and abroad, calculated to benefit or advance the companies' interests and objects.
6. To amalgamate, enter into partnership, or into arrangement for sharing profit, Unions of interest, Co-operating, joint venture, reciprocal concession or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engaged in any business or transaction, which the company is authorized to carry on in conduction therewith or which is capable of being conducted so as directly or indirectly benefit to the company.
7. To engage, or enter into contracts, or arrangement with experts, inside the Indian Union and abroad and enter into foreign collaboration agreement with the object of functioning companies business or objects.
8. To enter into any arrangement with any Government or authority whether municipal, local or otherwise or any person that may seem conducive to the company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the company may think it desirable to obtain; and to carry out exercise and comply with any such arrangement, rights, privileges and concessions.
9. To vest any real or personal property, right, or interest acquired by or, belonging to the company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of company.
10. To engage, employ, staff, employees, agents, experts, servants for the company and pay, or otherwise remunerate them including making such provisions, funds and other benefits as may be desirable and not otherwise illegal, calculated or purported to calculate to benefit such servants, their dependents and heirs.
11. Subjects to the provisions of the Companies Act, 1956, to borrow or raise money on deposit or loan at interest or otherwise in such manner as the company may think fit and in particular by the issue of debentures, perpetual or otherwise and convertible into shares of this or any other company, or not and to secure the repayment of any such money borrowed, raised or received or owing by mortgage, pledge, charge or lien upon all or any or the property, assets or revenue of the company both present and future including uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to

purchase, redeem or pay off any such securities and loans by a similar mortgage, share or open to secure and guarantee the performance by the company or any other person, firm or company of any obligation undertaken by the company or any person, firm or company, as the case may be. But the company will not carry on any business under the Banking Company's Regulation Act. 1949.

12. To conduct or undertake experiments and research of all kinds or contribute towards the expenses of carrying out any experimental or research work or otherwise in connection with or for the benefit of or likely to promote or improve any business or process of manufactures carried on or undertaken by the company chamber of commerce, Research center, inside the Indian Union or abroad.
13. To apply for purchase or otherwise acquire or obtain any patents, brevets, inventions, trade name, design, licenses, permissions, concessions, processes, secret processes and the like conforming any exclusive or limited right (either in point of time or otherwise) to use the same or any secret or other information as to any invention which may seem capable of being used for any purpose of the company and use, exercise develop or grant licenses in respect of or otherwise turn to account any such patents, inventions, concessions, permissions and process.
14. To borrow or raise or secure the payment or money in such manner as it shall be thought fit and in particular by the issue of loans, debentures, stocks, notes and other obligations or securities of the company or be mortgage or charge of all or any of the company's property both present and future including capital or in cash other manner as it may be beneficial and to purchase, redeem and pay off any such securities, Banking Companies Act. 1949.
15. To invest and deal with money of the company not immediately required, upon securities and any such manner as may, from time to time, be determined.
16. To pay off any costs, charges and expenses preliminary and incidental to the promotions, formations, established and registration of this company.
17. To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange and other negotiable or transferable instruments, but the company will not do business under Banking companies Act. 1949.
18. To appoint agents, managers and constitute agencies of the company in India or abroad in any other countries whatsoever.
19. To remunerate any person or company and pay commission or brokerage in cash or otherwise for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any items in the company's capital or debentures, or other securities of the company and to adopt, become bound by and carry on effect in agreement an arrangement which may have been entered into for the purpose by any person or company s for on behalf of the company.
20. To establish and support or aid in the establishment or in the support of association, institution funds, trustees and convention calculated to benefit the company, employee or employees of the company or its successors in business or the dependents in connection with such person for the grant of pension and allowances and to make payments towards insurance and to subscribe or grant money for charitable or other relevant and other useful objects.

21. To sell or dispose off 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 other securities of any other company having objects altogether or securities of any other company having objects altogether or any part similar to those of this company or other wise to amalgamate with any other company or corporate bodies or persons having similar or nearly similar to the objects of the company.
22. To distribute among the members in specie any property of the company, or any proceeds of 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.
23. To make donations for charitable and benevolent objects and to receive gift of shares stock and securities, subject to the provisions of the Companies Act, 1956.
24. To purchase, take on lease or in exchange, hire or otherwise any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the company and in particular any land (free hold, lease hold or other tenure) buildings, basements, machinery, plants and stock in trade and on any such structures for the works and purposes of the company and also for the residence and amenity of the employees, staff and other workmen and erect and install machinery or convenient or profitable for the purposes of the company.
25. To invest surplus funds of the company from time to time in such manner and in such assets, properties, securities, estates, land, buildings, shares, bullion or investments or otherwise as may from time to time be determined by the Directors and from time to time to sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
26. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the company and to obtain and justify public confidence and to avert or minimize financial disturbances, which might affect the company.
27. To procure recognition of the company in any country, state or place and to establish and regulate agencies for the purpose of the company's main business.
28. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuating funds for the benefits of employee, to any persons who are or were at any time the Directors of officers of the company and the wives, widows, families and dependants of any such persons and also establish and subsidies and subscribe to any institutions, associations, clubs or funds calculated to benefit or to advance the interest and well being of the company and make payments to or towards the insurance of any such persons as aforesaid and to any of the matters aforesaid subject to the provisions of the Companies Act, 1956.
29. To carry on any business or branch of a business which this company is authorized to carry on by means of or through the agency of subsidiary company or companies, and to enter into any arrangement with any such or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement, which may desirable with reference to any

business or branch so carried on including power at any time either temporarily to close any such business or branch.

30. To act as principals, agents, trustees, contractors, or otherwise and either by or through agents, sub-contractors, trustees or otherwise and either alone or in conjunction with conductive to the attainment of the main objects of the company.
31. To train any person or persons in any of the business of the company in India and to send at the company's costs and expenses any of its employees or any other persons abroad for further training in relation to any business or businesses of the company as may be deemed necessary.
32. To acquire and secure membership or privileges either in the name of the company or its nominee or nominees in and of any associations, exchange, market, club or other institutions in India or any part of the world for furtherance of main business of the company.
33. To take part in the management, supervisions or controls of the business or operation of any company or undertaking and for that purpose to appoint Accountants or other experts or agents and nominate Directors.
34. To agree, to arbitration disputes present or future between the company and other company, firm or individual and to submit the same to an arbitrator in India or abroad and either in accordance with India or any other foreign system of law.

C. OTHER OBJECTS :

35. To render complete engineering services including feasibility studies investigations appraisals estimates and reports, research, design calculations, drawings, specifications contract documents, materials and equipment evaluation and procurement expediting and fabrication, inspection and testing construction supervisions, cost and efficiency control operating and or production procedures and job management in all or any of the related fields of consulting engineering either from own resources or in collaboration with others both in India and abroad.
36. To carry on the business as manufacturers, designers consultants, experts, buyers, sellers, hirers, renters, repairers, exporters, importers, distributors, subcontractors agents and dealers of electrical appliances installation, medical instruments, machinery and fittings, households and domestic appliances labour saving contrivances and similar articles.
37. To carry on the business of wholesale and retail ironmongers, dealers on building materials, timber, household utensils, hard ware, china, glass, household fittings, tools, electrical appliances, wiring and materials plumbing and central heating materials and tools, paints, cleaning materials, polishes, ladders, gardening tools and equipment, fertilizers and insecticides and garden furniture's and such other goods as may conveniently be sold with the above goods at are capable of being used with them or in their maintenance, repair of manufacture.
38. To acquire mining leases of various minerals and to carry on the business of extracting, digging, excavation of minerals from mines and other natural resources and any other business relating to the mining and working of minerals and to search for, get, work, raise, manufacture, produce, buy, sell and deal in coal, coke, minerals, oil, iron ore, lime stone, graphite, carbon, organic chemicals, inorganic chemicals, petro-chemicals, hydrocarbons, mica and other metals, minerals, iron ore, pig iron, sponge iron, steel, alloy steel, iron ore, all ferrous and non ferrous

metals, casting, scraps, skull, boring, billets, rods, wires, springs, pipes, tubes, bars, deformed bars, cold twisted bars, angles, plates, sheets, hoops, strips, engineering, industrial and consumer products and goods machines, machine tools, agricultural and industrial tools, equipment and accessories and all raw materials, machinery and stores required in connection therewith and substances and their products, by-products and ancillary products and to manufacture and sell patent fuels, to work mines, mining right in, under or upon the land and properties for the time being belonging to the company and to mine quarry, crush, wash, smelt reduce or otherwise.

39. To carry on the business of developers, builders, masonry and General Construction Contractors, Estate Agents, Erectors, Constructors of buildings, houses, apartments, structures, shelters, whether upon or otherwise, civil engineering and or residential, office, industrial, institutional or commercial or developer of co-operative housing societies, developers of townships, holiday resorts, hotels, motels and to equip the same or part thereof with asll or any amenities or conveniences, drainage facility, electric, and to deal with the same in any manner whatsoever.
40. To acquire landed properties, building, multi-storeyed building, groups housing scheme, bungalows, quarters, offices, flats, chawls, warehouse, godowns, shops, stalls, markets, supermarkets, houses, structures, undertakings, roads, bridges, forests, estates and land by way of purchase, take on lease or otherwise own, hold, occupy, manage, control, construct, alter, develop, pull down, improve, repair, renovate, decorate, work, build, plan, lay out and to sell, let out, transfer, mortgage, charge, assign, hire sub-lease, or otherwise dispose off the same as may be expedient specially under ownership flats scheme or some other schemes.
41. To invest in and acquire, sell, transfer, subscribe, hold, dispose off and otherwise deal in shares, stocks, debenture stocks, bonds, obligations and securities issued or guarantees by any company constituted or carrying on business in India or elsewhere and debentures, debenture stocks, bonds, obligations securities issued by any Government, state, domination, sovereign-ruler, commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or consultants.
42. To carry on the business of consultants and adviser to public issue of share and to provide and tender all types of services rendered by management consultant's registrar to issue investments consultants.
43. To manufacture, import, assemble, develop, invent and otherwise deal in Audio/Video Systems, electronic typewriters, computers software, floppy diskettes, printers ribbon, paper, magnetic tapes, cassettes and other allied materials, computer printers, computer publication systems, computer peripherals, accessories and their components.
44. To establish provide perform systems, engineering services, related technical consultancy services, import technical know-how in the field of computers, develop technical expertise for providing technological & technical know-how.
45. To carry on the business of manufacturing, buying, selling, importing, exporting all kind of wine beer, juice, aerated water, syrups etc.
46. To carry on the business of floriculture, horticulture, and to buy, sell, deal export, import & process all such produce of floriculturing and horticulturing.

47. To carry on the business of import, export, process and melting of gold, silver & their ornaments.
48. To carry on the business of import, export, manufacture diamonds and any other precious stone minerals & ornaments made of it.
49. To carry on business as manufacturers and dealers of radios, television sets, teleprinters, telecommunication and electronic equipment, radar, business machines and their components including valves transistors, resistors, condensers and coils, T.V. picture tubes, videos and accessories.
50. To carry on the business of trading, manufacturing, distilling extracting purifying, drawing, refining or in any other manner dealing in all types of detergents, spirituous preparations, deodorants, other products of washing soaps and in oils oleaginous and saponaceous substances and in soaps of all kinds including bath soaps liquid soaps and detergents powder.
51. To purchase, manufacture, produce, refine, prepare, import, export, sell and to deal in sugar, sugar-beets, sugar-cane, molasses, syrups, jaggery, melada and all products or by-products, thereof and food products, and in connecting therewith to acquire, construct and operate sugar or other refineries, building, mills, factories and other works.
52. To carry on the trade, industry, business, occupation and profession of architects, engineers, builders, contractors, electrical, sanitary and plumbing engineers, and contractors, flooring contractors, contractors all its branches.
53. To carry on the business as manufacturers and dealers in hardware, iron and structural good of all kind and in particular, T-irons, beams, angles, washers, railings, collapsible gates, stairs, columns, metal doors and windows and other building material including all kind of ferrous and non-ferrous metal products, machinery parts and parts and stores of any description required for building constructions.
54. To carry business as manufacturers of and dealers in any manner and all types of raw materials and produce of plastics, thermoplastics, nylon, polythene, laminating materials, laminating paper and board.
55. To carry on business as general, commercial, colour, craft and process printers, painters, lithographers, engravers, die-markers, publishers of newspaper, books, magazines, art and musical productions, plan and chart printer, press and advertising agents, contractors, ink, dye, colour and chemicals manufacturer of metal and other signs, manufacturers, and dealers of containers and components and machinery manufacturers and dealers in printing machinery, types and all printers, supplies, book binders and stationers and dealers in all kinds of supplies and equipment for mercantile and other uses.
56. To carry the business as importers, exporters, manufacturers and distributors of, agents for and dealers in salt and salt based chemicals, petrochemicals, organic, inorganic and orga-metallic chemicals including rubber chemicals, leather chemical, synthetic product of every nature and descriptions.
57. To act as consultants and to provide management, financial, technical, engineering, industrial, administrative, advisory, commercial, accounting, quality control, legal, taxation, electronic data processing, computer and other consultancy services. To undertake and execute design engineering and technical work for projects, to prepare and implement project & feasibility report and to take up

contracts and jobs on Turnkey basis or otherwise. To act as brokers, negotiators with Bank, financial institution and other for arranging loans and underwriting of shares and debentures and to undertaking and carry out promotion and formation of companies, firms, associations, trust and run and manage them for others and on own account and to assist in selection, recruitment and hiring of personnel.

IV. The liabilities of members are limited.

- V. a) The Authorised Share Capital of the Company shall be Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten only) each.
- b) The minimum paid up capital of the company shall be Rs. 1,00,000/- (Rupees One Lakh Only)".

* (Clause No. V has been substituted by Special Resolution passed in EGM held on 05.06.2007.)

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

Names, Addresses and Description of Subscribers	No. of Equity Shares taken by each Subscriber	Signature of Subscribers	Names, Addresses and Description of Witness
1. Riyaz Shaikh S/o Nisar Shaikh 603, Mitha Tower, Plot No. 41, Sector 17, Vashi, New Mumbai - 400703. Occ. Service	2000 (Two Thousand only)	Sd/-	
2. Prashant K. Puri S/o Kundlik L. Puri B-202, Chitamani CHS R-3, Sudershen Nagar Dombivili (E) Dist. Thane Pin. 421 201. Occ. Service	2000 (Two Thousand only)	Sd/-	Witness for 1 To 3 Sd/- Swati Sharma W/o. Shri Abhishek Sharma Bldg.No.1A, Flat No.704, Neighbourhood Aptm. Lokhandwala, Kandivili (E) Mumbai, Maharashtra.
3. Shrinath Tiwari S/o. Late Chetan Das Tiwari 502, Rajnigandha Poonam Complex, Opp. Thakur Polytech, Kandivli (E), Mumbai - 400 101. Occ. Service	2000 (Two Thousand only)	Sd/-	
4. H. Padmanbhan S/o. P. Hariharan D/3, 205, Bansuri Lokpuram Off Pokharan Road No.2 Thane (W) 400 610 Occ. Service	2000 (Two Thousand only)	Sd/-	
5. Jose Mathews Late. Joseph Mathews 19 Prasanna. Nesbit Road, Mazgaon Mumbai 400 010. Occ. Service	2000 (Two Thousand only)	Sd/-	
TOTAL	10000 (Ten Thousand only)		

PLACE : MUMBAI
DATED : 26-12-2006