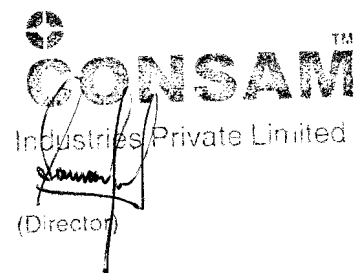
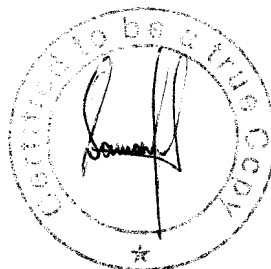

The Companies Act, 1956
Company Limited by Shares
MEMORANDUM of ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
CONSAM INDUSTRIES PRIVATE LIMITED



**The Companies aCT, 1956
Company Limited by Shares**

Memorandum of Association

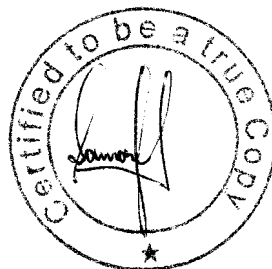
OF

CONSAM INDUSTRIES PRIVATE LIMITED

- I. The name of the Company is CONSAM INDUSTRIES PRIVATE LIMITED.
- II. The Registered Office of the Company will be situated in the State of Bihar.
- III. The objects for which the Company is established are:-

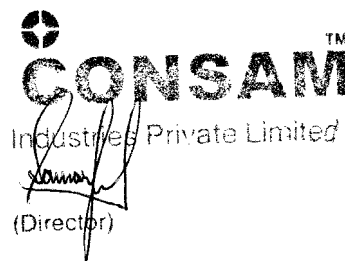
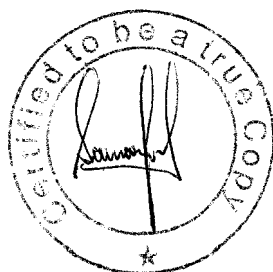
(A) Main objects to be pursued on incorporation:-

1. To carry on in India or elsewhere the business to manufacture, produce, commercialize, clean, develop, finish, crush, extract, grind, grade, mix, disinfect, compound, transport, refine, protect, supply, and to act as buyer, seller, importer, exporter, broker, agent, representative, distributor, stockiest or otherwise to deal in all its branches and to setup and run mills for milling all kinds of grains, cereals, seeds, pulse, spices, and other edible items for manufacturing of rava, maida, atta, besan, suji and other allied products, their by-product residues, ingredients and substances and to do all incidental acts and things necessary for the attainment of foregoing objects.
2. To carry on in India or elsewhere the business to manufacture, process, produce, formulate, mix, disinfect, clean, wash, dilute, concentrate, compound, segregate, pack, repack, and remove heat, grade, freeze, fermentate, reduce, improve, buy, sell, resell, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, market, procure, supply, treat, work and to act as agent, broker, representative, consultant, collaborator, adatia, stockiest liasioner, job worker, or otherwise to deal in all types of gas based, natural or man made organic and inorganic fertilizers and chemicals whether nitrogenous, phosphatic, potash or otherwise such as single super phosphate, triple super phosphate, phosphate rock, sodium silica fluoride, lime rock phosphate, urea, sulphur, gypsum, silicon fluoride, vanadium pentoxide, oleum, sulphuric acid, zinc sulphate, silicon dioxide, phosphoric acid, nitric acid, hydrochloric acid, soda ash, caustic soda, chlorine based chemicals, diammonium, phosphate, monoammonium phosphate, calcium chloride, and other organic salts, by products, derivatives, compounds, residues, waste, whether straight, complex or mixed and whether granulated or otherwise and to do all incidental acts and things necessary for the attainment of the above objects.

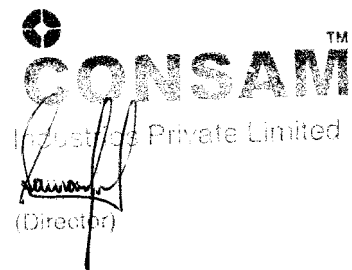
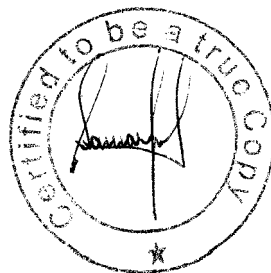


(B) The objects incidental or ancillary to the attainment of the above main objects of the company are:-

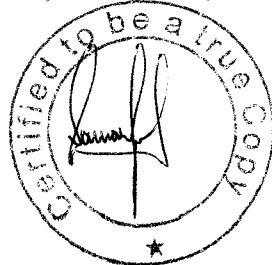
1. To promote and form and to be interested in and take, hold and dispose off shares in other companies having for its objects all or any of the objects mentioned in this Memorandum and to transfer to any such company any property of this company and to take or otherwise acquire, hold and dispose off shares, debentures and other securities in or for any such company and to subsidiaries or otherwise assist any such company.
2. To search for and to purchase or otherwise acquire from any Government, State or Authority, any license, concessions, grants, decrees rights; power and privileges whatsoever which may seem to the Company capable of being turned to account in connection with its business and to work, develop, carry out, exercise and turn to account the same.
3. To acquire, contract, maintain, carry out, improve work, alter, control and manage any work, factories, warehouses and other works and conveniences which the Company thinks conducive to any of its objects, to contribute to and take part in constructing, maintaining, carrying on, improving, working, controlling and managing or any such works or conveniences.
4. To purchase or by any other means acquire and prolong and renew whether in India or elsewhere any patents, Patent rights, brevets d'invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company in connection with its business and to use and turn to account and manufacture under to grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and in improving or seeking to improve any such patents, inventions, or right which the company may acquire or propose to acquire.
5. To pay for properties, rights to privileges acquired by this Company either in shares of the Company or partly in shares or partly in cash or otherwise.
6. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, partnership firm or company carrying on any business which this Company is authorized to carry on or possessed of property or rights suitable for any of the purposes of the company.
7. To enter into partnership or into any arrangements for sharing profits, union of interest, reciprocal concession or cooperation with any person, partnership or company having objects similar to those of this company and to promote and aid in promoting, constitute, form, organize companies, syndicates or partnership for the purposes of acquiring and undertaking any property liabilities of this Company or advancing directly or indirectly the objects thereof.
8. To lend, invest or otherwise employ or deal with moneys belonging to or entrusted to the Company, not immediately required, upon securities and shares or other movable or immovable property or without security upon such terms and in such manner as may be thought proper and from time to time vary such transaction and investments in such manner as the Directors may think fit, provided that the Company will not carry on banking business, as defined under the Banking Regulation Act, 1949.
9. To obtain loans and finance from Government, financial corporations, Industrial Development Bank, Commercial Banks, other financing bodies and financiers, on such terms and conditions, as may be considered expedient by the Board of Directors.



10. Subject to the provisions of Section 58A of the Act and directions of RBI and to receive deposits from persons, firms and companies under any scheme of loans and deposits otherwise on such terms and conditions as may be decided by the Board of Directors from time to time, and as may be permissible under law, provided that the Company will not carry on Banking business, as defined under Banking Regulation Act, 1949.
11. To draw, make accept, endorse, execute and issue cheques, bills of exchange, hundies, promissory notes, bills of lading, warrants, debentures, bonds and other negotiable or transferable instruments or securities whatsoever.
12. To apply or join in applying to any Government, local or Improvement trust or other authority or body, Municipal, Local or otherwise in India or foreign countries and to obtain or in any way assist in obtaining any state Government order or and Act of Government's laws, decrees concessions, orders, rights or privileges or advantages that may seem conducive to the object of this or any other company or for enabling this or any other company's constitution to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of this or any other Company, to prove this or any other Company to be legalized if necessary in accordance with the laws of any other country, state or place in which it may propose to carry on, to establish and maintain any agencies of the Company and to open and keep a colonial or a foreign register or registers of this or any other Company in India or foreign register subject to the provisions of Companies Act, 1956 and to allocate any number of these of any other shares in this Company to such register or registers.
13. To make donations to such persons or institutions and in such cases and either to each or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and particular to remunerate any person or corporation introducing business to this Company, subject to provisions of section 293A of the Companies Act, 1956.
14. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees of ex-employees or of having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or by way of lump-sum and to make payments towards insurance and a form and contribute to provident and benefit funds, to or for such persons.
15. To provide for the welfare of employees or ex-employees of the company and the wives, widows and families of the dependents or connection of such persons by building or contributing to the building of houses, dwelling or chawls or by grants of money pensions, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of institutions and recreation, hospitals and dispensaries and other attendance and other assistance as the Company shall think fit.
16. To subscribe to otherwise aid, benevolent, charitable, national or other institutions or objects of a public character, or which have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise and to make donations to such persons and in such cases as may seem expedient subject to provisions of the Companies Act, 1956.



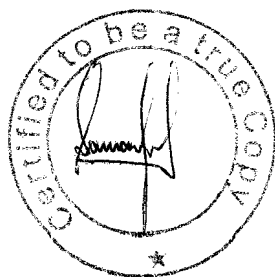
17. To remunerate any person, firm, company, for services rendered or to be rendered in placing or assisting to place or guaranteeing of placing of any of the shares in the Company's capital or any debentures or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
18. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any other special fund whether for depreciation or for repairing, improving extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the company.
19. To procure the company to be recognized in any part of the world in accordance with the laws for the time being at such place.
20. To amalgamate, absorb or merge with one or more than one company or body corporate, whether or not having similar objects as of this company and to do all such incidental acts, deeds and things as may be necessary to give effect to the amalgamation, absorption or merger.
21. Subject to provisions of section 201 of the Companies Act, 1956 to indemnify members, officers, directors, agents and servants of the Company against proceeding, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in interest of the Company or any loss damage or misfortune whatever which shall happen in the execution of the duties of their offices or in relation thereto.
22. To distribute any of the property of the Company amongst the members in specie or in kind, in the event of winding up subject to provisions of the Companies Act, 1956.
23. To place to reserve or to distribute, subject to the provisions of Section 205 of the Companies Act, 1956 bonus shares amongst the member or otherwise to apply as the company may from time to time think fit, any money received by way of premium of shares or received, in respect of dividends occurred on forfeited shares or from unclaimed dividends.
24. To do all or any of the above things in any part of the world either as principals, agents, contractors, trustees or otherwise and either by or in conjunction with others and to allow any property to remain outstanding in such agents or trustees, subject to the provisions of Section 49 of the Act.
25. To carry on any other business which may seem to the Company capable of being conveniently carried or in connection with the main business or any of them or calculate directly or indirectly to enhance the value of or render profitable any of the Company's property of right.
26. To take agencies or any firm, company or companies within India or abroad, with the same objects and likewise to appoint agents for its own business.
27. To act as agents or brokers and as trustees for any person or company and to undertake and perform subcontracts and to all or any of the above things in part of the world and as principals, subcontractors or trustees or otherwise and by or through agents, Sub-contractors or trustees or otherwise and either alone or jointly with others.
28. To arrange, manage, promote, motivate, subsidies and organize training programmes for the employees, trainees & apprentices at all levels as may be conducive to the interest of the company and for the purpose to establish training centre, to organize and hold seminars, conferences, work shops, study meetings, group discussions, written tests, lectures, practical


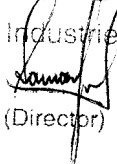


training, demonstrations and other devices in India or elsewhere in the world and for the purpose to incur recurring & non-recurring expenses as may be necessary from time to time.

(C) Other Objects not indicated in (A) & (B) above:

1. To purchase, sell, exchange, import, export, produce and deal in jute, gunnies, hessians, tea shellac, tobacco, hide skins, kapoks, cotton, textiles, food grains, oil seeds, oil cakes, pilses and dals, rice, rubber, plastics, latex, colors, whether in raw forms or finished or semi-finished forms.
2. To print and publish newspapers, periodicals, books of leaflets that the company may think desirable for the promotion of its objects and to adopt such means of making know the business and products of the Company or deal with by the company as may seem expedient and in particular by advertising in press by circular, by purchase and exhibitions of work of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations subject to Section 293A of the Company's Act, 1956.
3. To establish, purchase, or otherwise acquire, run, conduct and operate a cold storage, warehouse, dry storage warehouses, bonded, warehouses for the preservation, storage and treatment of merchandise, machinery, food products, farm products and all other articles whether manufactures or not both of foreign or indigenous production of manufactures.
4. To carry on the business as civil and military contractors and engineers, planners, architects, designers and construction of building, road, canal, dams, bridge, water supply, plumbing, tubewell, electronics, electrical and sanitary marine, telegraph and telephone engineers, builders and contractors and to manufacture, fabricate, produce or otherwise, acquire all kinds of building materials, fittings appliances, equipments and the like and make other material which may be required in connection with the company's business or the contract work under taken and to be carried out and import, export, buy, sell, supply on turnkey basis or otherwise deal in all such things and materials.
5. To deal in materials, properties, plants and machineries, equipments and vehicles on hire purchase, installment or on lease basis.
6. To purchase or otherwise acquire any land, building or premises and to turn into account develop, improve, alter demolish of let out for the purpose of carrying on the business of hotel, restaurant, coffee tavern, lodging, house-keepers and to carry the business of wine, spirit and liquor merchants, importers, exporters and manufactures of aerated, mineral and artificial waters and other drinks whether intoxicating or not or caterers for public amusement or entertainment, proprietors of motor and other vehicles, garage proprietors, job-masters, refreshment-room keepers, farmers, dairymen, and ice-merchants, victuallers, live and dead-stock and colonial and foreign produce of all descriptions, hire dressers, perfumers, chemists, proprietors of clubs, baths, dressing-room, museum, reading writing and newspaper room, library, play-grounds, indoor and outdoor game, sport, recreation, exhibition, entertainment of all kinds, tobacco and cigarettes, theatrical, cinemas and opera-box and any other business which can be conveniently or use fully carried or in connection with the aforesaid objects of the company.
7. To carry on the business as travel agents, tourists and cargo carriers by road, air, sea or by other model of transport and to carry on all allied business and activities pertaining to the traveling and tourist business.

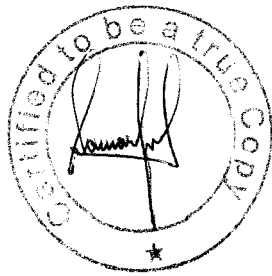



CONSAMTM
Industries Private Limited

(Director)

8. To purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, manage, control, construct, erect, alter, maintain, develop, pull down, improve, repair, renovate, work, build, plan, lay-out, sell, transfer, mortgage, charge, assign, let out, hire, sublet, sub-lease all types of lands, plots, buildings, hereditaments bungalows, quarters, offices, flats, chawls, warehouse, godowns, shops, stalls, market, house structures, undertakings, constructions, tenements, roads, bridges, forest, estates, assets and properties, movable or immovable freehold or lease-hold of whatever nature and description and whatever situated.

IV. The liability of the members is limited.


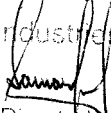
V. The Authorised Shares Capital of the Company is Rs.3,10,00,000/- (Three crores ten lacs only) divided into 31,00,000 (Thirty one lac) Equity Shares of Rs.10/- each with power to increase or reduce the Shares Capital and to divide the shares in the capital for the time being into several class and to attach thereto respectively such preferential rights or privileges or conditions including the power to create preference shares subject to the provisions of Companies, Act.



We, the several persons, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Names, Addresses, Description and Occupation of subscribers.	No. of Equity Shares taken by each subscribers	Signature of the Subscribers	Names, Addresses, Description and Occupation of Witness to the Signatories of the Subscribers
Shambhu Goel D.D. Road, Forbesganj, Dist. - Araria Business	2,500	Sd/- Shambhu Goel	Witness to the above Signatories Sd/- Sunil Kumar Chhapolia S/O Late Om Prakash Chhapolia, 320, Ashoka Place, Exhibition Road, Patna
Kamini Goel D.D. Road, Forbesganj, Dist. - Araria Business	2,500	Sd/- Kamini Goel	
O.M. Agrawal D.D. Road, Forbesganj, Dist. - Araria Business	2,500	Sd/- O.M. Agrawal	
Shanti Devi Agrawal D.D. Road, Forbesganj, Dist. - Araria Business	2,500	Sd/- Shanti Devi Agrawal	
Total:			

Dated the 2nd day of February 2007


CONSAMTM
Industries Private Limited

(Director)

