

MEMORANDUM OF UNDERSTANDING

MEMORANDUM dated 23rd May, 2012 between:

Ministry of Housing & Public Works, Government of the People's Republic of Bangladesh (hereinafter referred to as "MOHPW") represented by the concerned department for respective projects and cooperation

And

SAHARA INDIA PARIWAR, having its command office at Sahara India Bhawan, 1 Kapoorthala Complex, Aliganj, Lucknow – 226024, Uttar Pradesh, India, hereinafter referred to as SIP, which expression shall, unless repugnant to the context or meaning thereof, include its successors, executors, administrators, representatives and permitted assignees.

WHEREAS

- a. Sahara India Pariwar, is a major group in India having diversified business interests that includes Infrastructure & Housing, Financial Services, Media & Entertainment, Commodity Sales with Services and Retail Chain, Consumer Products, Manufacturing and Information Technology etc.
- b. Group companies of Sahara India Pariwar are engaged in evolving townships and related infrastructure, amenities and facilities across India (briefly known as Infrastructure & Housing Projects), and is expanding its activities outside India. Sahara India Pariwar, has construction and architectural design agencies within and outside India, for design and execution of the Projects.
- c. MOHPW is desirous of decongesting the capital city of Dhaka by creating Satellite Townships and New Cities, adjoining Dhaka. In this context MOHPW is seeking to identify suitable promoters / partners to help MOHPW to achieve the above objectives.
- d. Sahara India Pariwar, with its experience and expertise has capability to carry out the Projects envisaged by MOHPW, and in case MOHPW jointly develops the Projects, Sahara India Pariwar is in the process of establishing a company in Bangladesh (hereinafter referred to as the "Sahara Matribhumi Unnayan Corporation Limited"), through its relevant subsidiaries, related companies or third parties nominated by Sahara India Pariwar, to invest in Bangladesh for various Infrastructure, Housing and Commercial Projects.
- e. Sahara India Pariwar, objectives are consistent with the MOHPW's strategic vision of Infrastructure Development in the country, which will boost economic growth, employment generation, and poverty reduction and meet the growing demand for housing.

MEMORANDUM OF UNDERSTANDING

MEMORANDUM dated 23rd May, 2012 between:

Ministry of Housing & Public Works, Government of the People's Republic of Bangladesh (hereinafter referred to as "MOHPW") represented by the concerned department for respective projects and cooperation

And

SAHARA INDIA PARIWAR, having its command office at Sahara India Bhawan, 1 Kapoorthala Complex, Aliganj, Lucknow – 226024, Uttar Pradesh, India, hereinafter referred to as SIP, which expression shall, unless repugnant to the context or meaning thereof, include its successors, executors, administrators, representatives and permitted assignees.

WHEREAS

- a. Sahara India Pariwar, is a major group in India having diversified business interests that includes Infrastructure & Housing, Financial Services, Media & Entertainment, Commodity Sales with Services and Retail Chain, Consumer Products, Manufacturing and Information Technology etc.
- b. Group companies of Sahara India Pariwar are engaged in evolving townships and related infrastructure, amenities and facilities across India (briefly known as Infrastructure & Housing Projects), and is expanding its activities outside India. Sahara India Pariwar, has construction and architectural design agencies within and outside India, for design and execution of the Projects.
- c. MOHPW is desirous of decongesting the capital city of Dhaka by creating Satellite Townships and New Cities, adjoining Dhaka. In this context MOHPW is seeking to identify suitable promoters / partners to help MOHPW to achieve the above objectives.
- d. Sahara India Pariwar, with its experience and expertise has capability to carry out the Projects envisaged by MOHPW, and in case MOHPW jointly develops the Projects, Sahara India Pariwar is in the process of establishing a company in Bangladesh (hereinafter referred to as the "Sahara Matribhumi Unnayan Corporation Limited"), through its relevant subsidiaries, related companies or third parties nominated by Sahara India Pariwar, to invest in Bangladesh for various Infrastructure, Housing and Commercial Projects.
- e. Sahara India Pariwar, objectives are consistent with the MOHPW's strategic vision of Infrastructure Development in the country, which will boost economic growth, employment generation, and poverty reduction and meet the growing demand for housing.

f. MOHPW and Sahara Matribhumi Unnayan Corporation Limited consider cooperating in the following projects and prospects as listed below, which lists only indicative projects and not exhaustive, and in which further projects and prospects can be added or revised.

- Conceptual Design and Planning of a new city near Dhaka i.e. Notun Dhaka (New Dhaka)
- Affordable Housing for low income groups with financing or guarantor support for majority applicants.
- Conceptual Design and Planning for various Integrated Township Projects under the Ministry of Housing and Public Works.

g. The purpose of this Memorandum is to set out the possible steps which could lead to the negotiation and execution of a Cooperation Agreement between MOHPW and Sahara Matribhumi Unnayan Corporation Limited in respect of aforesaid Projects.

Now this MEMORANDUM OF UNDERSTANDING witnesses as follows:

1. Project Objectives and Proposed Timing

a) After execution of this Memorandum each of MOHPW and Sahara Matribhumi Unnayan Corporation Limited shall discuss the main aspects of their future possible cooperation, in particular :

- I. The Projects' Objectives;
- II. Respective Roles and Responsibilities with respect to the Projects;
- III. Mode of Executing the Projects;
- IV. External assistance which may be needed as the case may be, identification of such external consultant(s), main terms of reference, project costs etc.;
- V. Proposed budgets, project financials and contribution of respective parties and stakeholders; and
- VI. Proposed timing for Project Implementation.

b) Assuming that the parties have been able to reach a general understanding on the above matters and decide to proceed with the above projects and prospects, the Bangladeshi Company will prepare and submit respective proposal to MOHPW, followed by a draft agreement containing the main terms and conditions governing the parties' relationships in respect of the projects and prospects.

c) After the draft agreement has been finalized and found acceptable by the parties, the parties will make necessary arrangements to have it authorized and executed as promptly as practicable.



d) Once the draft agreement has been executed and signed and the Initial Proposal submitted to MOHPW, the right to first refusal would lie with Sahara Matribumi Unnayan Corporation Limited.

2. No Commitment

The parties hereby acknowledge and agree that this Memorandum is not legally binding. Nothing herein shall be construed as creating, legal rights and obligations or any commitments whatsoever. Each party shall have the rights with one month written notice to terminate any discussions regarding the projects and prospects or this Memorandum.

3. Period of Memorandum

If no definitive agreement is arrived within 36 months effective from 23rd May, 2012, this MEMORANDUM OF UNDERSTANDING shall come to an end. Respective parties shall restore to each other the assets and liabilities, if any, created during the process and the period of the MEMORANDUM OF UNDERSTANDING.

IN WITNESS this MEMORANDUM OF UNDERSTANDING signed on this day of 23rd May, 2012.

For and on behalf of Ministry of Housing and Public Works, Government of the People's Republic of Bangladesh and Rajdhani Unnayan Kartripakkha (RAJUK)

by the hands of Engr Md Nurul Huda, Chairman, Rajdhani Unnayan Kartripakka (RAJUK)

In Witness of Mr.


23/5/2012

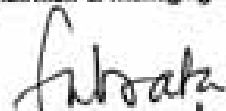

24/05/2012

For and on behalf of SAHARA INDIA PARIWAR,

by the hands of Shri Subrata Roy Sahara, Honourable Chairman & Managing Worker, Sahara India Parwar

In Witness of Mr.


(SUBRAN BHATTACHARYA)


23/5/2012