

---

---

**THE COMPANIES ACT, 1956**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**Memorandum of Association**  
**&**  
**Articles of Association**  
**OF**  
**TRIVTURF INFRASTRUCTURE PRIVATE LIMITED**

---

---

THE COMPANIES ACT, 1956  
PRIVATE COMPANY LIMITED BY SHARES

***MEMORANDUM OF ASSOCIATION***  
OF

**TRIVTURF INFRASTRUCTURE PRIVATE LIMITED**

- i. The name of the Company is **TRIVTURF INFRASTRUCTURE PRIVATE LIMITED**.
- ii. The Registered Office of the Company will be situated in the State of Jharkhand.
- iii. The object for which the Company is established are:-

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

1. To carry on the business of infrastructure developers, contractors, designers, fabricators, consultants, builders and to purchase, acquire by lease, exchange, hire, hire-purchase, license, inheritance, amalgamation, transfer gift or otherwise and to develop, improve, manage, build, operate, erect, construct, maintain, repair, renovate, replace, pave, alter, pull down, deal in, secure, action, sell, gift, cede, cultivate, let, equip, all lands, properties, estates, buildings, waterways, colonies, townships, houses, flats, residential or commercial structures, hotels, restaurants, café, tavern, dams, canals, reservoirs, roads, pavements, drainages, culverts, hereditaments, hutments, telex and power lines, television installation and any other structure, installation or infrastructure development.

2. To carry on the business of civil, mechanical, electrical and other allied engineering practices and as contractors, architects, designers, fabricators, molders, consultants, technical advisors, builders and contractors of all or any type of infrastructure, construction or engineering activities.
3. To carry on the business of dealers, manufacturers, traders, importers, exporters, distributors, agents in all types of construction items i.e. cement, PVC items, iron cast items, bricks and similar items required in connection with buildings, construction, infrastructure development and erections.

*(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 object 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 subsidize or otherwise assist any such Company.
2. To deal in materials, properties, plants, machineries and equipments belonging to or entrusted to the Company, on hire purchase, installment or on lease basis.
3. To search for and to purchase or otherwise acquire from any Government, State or Authority any license, concessions, grants, decrease 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.
4. To do other things ancillary to main business that may seem to the company capable of being conveniently carried on in connection with the main objects or calculated directly or indirectly to enhance the value of or render profitable any of the companies, property or rights of which it may be advisable to undertake with a view to improving, developing,

rendering valuable or turning to account any property real or personal belonging to the company or in which the company may be interested and to do all or any of the above things, either as principals, agents, trustee, contractors or otherwise and either alone or in conjunction with other and either by through agents, subcontractors trustees or otherwise.

5. To form, incorporate or promote any company or companies, whether in India or elsewhere having amongst its or their objects, the acquisition of all or any of the assets or objects with in the opinion of the company or any other object or objects which could or might directly or indirectly assist the company in the development of its properties or otherwise prove advantageous to the company and to pay all of the cost and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered.
6. To open any account in any bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bill of lading, warrants, debentures and other negotiable or transferable instruments or securities.
7. To pay for properties, rights or privileges acquired by this Company either in shares of the Company or partly in shares and partly in cash or otherwise.
8. 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 possession of property or rights suitable for any of the purposes of the Company.
9. 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 and liabilities of this Company or advancing directly or indirectly the objects thereof.

10. 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 and also the company shall not carry on any chit fund or Nidhi business or Mutual Fund business or Non Banking financial activities.
11. To borrow or raise or secure subject to provisions of the Act and direction's issued by R.B.I. from time to time the payment of money or to receive money on deposit at interest for business purposes of the Company at such time to time and in such manner as may be thought fit and in particular by the issue of debentures convertible into shares of this or any other company or perpetual annuities and in security for any such money so borrowed, raised or received or of any such debentures so issued to mortgage, pledge, or charge the whole or any part of the property, assets or revenues and profits of the company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or entrust and to give the lenders power of the sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, provided that the company shall not carry Banking business, as defined under Banking Regulations Act, 1949 and Non Banking financial activities.
12. 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.
13. Subject to the provisions of Sec. 58 A of the Act and directions of RBI and to receive deposits from persons, firm and companies under any scheme of loans and deposits or 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 laws, provided that the Company will not carry Non Banking Business.

14. 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.
15. To purchase and otherwise acquire, maintain and hire, motor cars, jeeps, vans, buses, trucks or other vehicles, aircrafts, boats launches, barges and to maintain workshops for their repairs and maintenance.
16. 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 any 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 or any other shares in this Company to such register or registers.
17. 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.
18. To establish and support or aid in the establishment and support of associations, institutions, funds, trust and conveniences for the benefit of the employees or ex-employees or of person 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.

19. To provide for the welfare of employees or ex-employees of the company and the wives, widows and families of the dependents or connections of such persons by building or contributing to the building of houses, dwellings 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 instructions and recreation, hospitals and dispensaries, medicals and other attendance and other assistance as the company shall think fit.
20. 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.
21. 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.
22. 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.
23. 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.

24. To amalgamate with any other company having objects altogether or in part similar of those of the company subject to provisions of the Act.
25. 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 any thing 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.
26. 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.
27. 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 accrued on forfeited shares or from unclaimed dividends.
28. 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 out-standing in such agents or trustees, subject to the provisions of Section 49 of the Act.
29. To carry on any other business which may seem to the Company capable of being conveniently carried on 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 or right.
30. To take agencies or to enter into collaboration or negotiate with any firm, company or companies, within India or abroad, with the same objects and likewise to appoint agents for its own business.



31. To act as agents or brokers and as trustees for any person or company and to undertake and perform subcontracts and to do all or any of the above things in part of the world and as principals, subcontractors or trustees or otherwise and either alone or jointly with others.
32. To train or pay for the training in India or abroad of any of the Company's officers or employees or any candidate in the interest or for furtherance of the Company's objects.

(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, kapocks, cotton, textiles, food grains, oil seeds, oil cakes, pulses and dals, rice, rubber, plastics, latex, colours, whether in raw forms or finished or semi finished forms.
2. To print and publish newspapers, periodicals, books or 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 sections 293 A of the Companies Act, 1956.
3. To manufacture and deals in paints, varnishes, printing inks, white lead, products of white lead, colours, linseeds oil, brushes, glass and all kinds of materials useful to painters, diers, artists, and decorators.
4. To establish, purchase or otherwise acquire, run, conducts and operate a cold storage, warehouses, dry storage, bonded, for the preservation, storage and treatment of merchandise, machinery, food products, farm product and all other articles whether manufactured or not both of foreign or indigenous production of manufactures.

5. To carry on the business of manufactures of and dealers in rubber and plastic tubes and tyres and films and molded containers, tubes wrapping, materials foams rubber and plastic products, transmission bleed, belts and conveyors and similar industrial articles pipes, tubes, house rubber, containers and other rubber productive of finishing lined vessels, tank equipments, pipe sand similar equipment, electrical, products, insulating and all other blown molded formed, clear and dipped goods and articles.
6. To carry on business as manufactures and buyers and sellers of and dealers in wood makers, supplier of all kinds and in wood timbers veneers plywood, molding, wooden and metal goods and products of all kinds, hard board, fiber board, card board, paper staring, rope, shellac, French polish tools of all kinds, grindstones, pins, screws, rings, bolts, fasteners iron monger, hardware and similar goods.
7. To deal in materials, properties plants & machineries, equipments and vehicles on hire purchase, installment or on lease basis.
8. To produce, grow, raise, preserve, purify, refine, import, export, prepare, sell and deal in sugar, sugar candy, sugarcane, gur, molasses, syrups, alcohol and all other by-products and food products, fertilizers and things generally and to maintain refineries, foundries, workshops, distilleries and other works for the purposes of the Company.
9. To carry on the business as travel agents, tourists and cargo carriers by road, air, sea or by other modes of transport and to carry on all allied business and activities pertaining to the travelling and tourist business.
10. To carry on the business of manufactures or processors and/or importers/exporters, buyers, sellers, stockists and distributors of and/or dealers in all kinds of chemicals drugs, pharmaceuticals, plastics, paints, varnishes, paper, tyres, tubes, films and vehicles, all types of watches, time pieces, clocks.
11. To carry on business of manufactures, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, supplier stockists, agents merchants,

distributors and concessionaries of and dealers in flour, cakes, pastry, cornflakes, bread, biscuits, chocolates, confectionery, sweets, fruit drops, sugar glucose, chewing gums, milk, cream, ice-cream aerated or mineral waters fruit juices, wines, liquors and other alcoholic drinks and fermentation products, canned fruits and fruit products, milk and malted foods, tobacco, maize products, butter, ghee, cheese and other dairy products, pickles, jams, jellies, sausages, cider, pulses, spice, oils, powder and condensed milk, honey fresh and dehydrated vegetables, coffee, tea, cocoa-seeds, processed seeds, concentrate for cattle or poultry feed, fruits and all kinds of processed food as well as materials required or used for preparation of or being food articles.

12. To carry on business as producers, importers, exporters, processors, manufacturers, buyers, sellers distributors stockist, agents and brokers of coal, coke, charcoal, lignite, petroleum coke, copper iron-ore bauxite, kyanite, fire-clay, china clay, salt, sodium, chloride, calcium, phosphate, nickel, berillium, uranium, zinc, lead, asbestos, tin, alumina, mercury, silicon, sulphur, graphite, brass, aluminum, silica, sand, bentonite, quartz, destrine, magnesite, dolomite, ferro alloys, corundum, manganese, mica, silver, gold, platinum, diamond, sapphire, ruby topaz, garnet, emerald, pearl and act as metal founders, manufactures, agents and dealers of metals, sheets, wires, rods, squares plates, metal foils, pipes, tubes billets, ingots, circle parts, coils, utensils, ornaments, decorative and art materials and jewellery made wholly or party from any one or more of the metals and materials mentioned herein or their derivatives.
13. To manufacture, deal in export, import, assemble, fit, repair, convert, overhaul, alter, maintain and improve all types of electronic components, devices, equipments and appliances and raw materials thereof and to deal in and with stores and other materials used in or in connection with electronic and electrical industries.
14. To manufacture, export, import, buy, sell and deal in containers, cans, boxes, drums, cylinders, bottle-tops, crown corks, packages, packing materials, bags, pressed Netware's, utensils, cutlery, tableware's and articles made all of tin metal aluminium, plates, sheets, glass, fiber paper, board, cloth hessian, leather, plastic or other synthetic compound or materials, timber or plywood and to deal in tinplates, wire, aluminium sheets and to

undertake either on own account or commission basis or otherwise printing, designing enamellings & clutters plating, engraving or otherwise decorating the aforesaid products or any of such products or articles.

15. To carry on the business of manufacturer, importer, exporter, dealer of Machine Tools, Machineries, Mechanical Components, Assemblies and allied items.

16. To carry on the business as importers, exporters, manufacturers of and dealers in all kinds of consumer durables, semi durables, non-durables industrial (Final & Intermediate) and personal products produced in India or elsewhere.

17. To carry on business as hoteliers, hotel proprietors, hotel operators, refreshment contractors and caterers, restaurant keepers, refreshment room operators, milk and snack bar operators, café and tavern proprietors, ice cream merchants, bakers, confectioners, milk manufacturers and merchants, sweetmeat merchants, wine and spirit merchants, blenders and bottlers.

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, with power to increase or reduce the Shares Capital of the Company and to cancel any number of un allotted shares and to divide the shares in the Capital for the time being into different classes and to attach there to respectively such preferential qualified or special rights, privileges or conditions as may be determined in accordance with the regulations of the company and subject provisions of section 80, 100, 106, 107 and other applicable provisions of the Act and the company may alter the condition of its Memorandum relating to share capital in accordance with section 94 of the Companies Act, 1956.

We, the several persons whose names and addresses 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 as set opposite to our respective names.

Names, addresses, description & occupation of the subscribers	No. of equity shares taken by each subscriber	Signature of subscribers	Names, addresses & description of witnesses
<p>SHIPIJ TRIVEDI S/O S. N. TRIVEDI C-5, CENTRAL ASHOKA COLONY, OPP ASHOK NAGAR, ROAD NO-3 RANCHI-834002 JHARKHAND PS: ARGORA</p>	<p>5,000 (Five thousand only)</p>	<p>ShipiJ Trivedi</p>	<p>Witness to both the subscribers: The undersigned C.L.K. Agrawal S/o late Janki Chand 303 Macaulay Colony East Boring Canal Road Pohra - I Chartered Accountant</p>
<p>RISHI CHANDAN S/O S. K. SINGH MIG/D-24, Harmu Housing Colony, Ranchi, JHARKHAND-834002 PS: ARGORA</p>	<p>5,000 (Five thousand only)</p>	<p>@ Chandan</p>	
<p>TOTAL</p>	<p>10000 (Ten thousand)</p>		

Dated 28 March, 2011

THE COMPANIES ACT, 1956  
PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION**  
OF

**TRIVTURF INFRASTRUCTURE PRIVATE LIMITED**

PRELIMINARY

1. In these Articles unless there be something in the subject or context inconsistent therewith :-
  - (a) "The Company" means **TRIVTURF INFRASTRUCTURE PRIVATE LIMITED.**
  - (b) "The Act" means the Companies Act, 1956 and includes any re-enactment or statutory modifications thereof for the time being in force.
  - (c) "The Board" means the Board of Directors of the Company.
  - (d) "The Seal" means the Common Seal of the Company.
  - (e) "The Articles" means the Articles of Association of the Company.
  - (f) "Memorandum" means the Memorandum of Association of the Company.
  
2. The regulations contained in table 'A' in the First Schedule to the Companies Act, 1956, so far as they apply to Private Limited Companies shall apply to the Company, except in so far as the same are inconsistent with or modified by these Articles.

3. Unless the context otherwise requires, words or expressions contained in these Regulations shall bear same meaning as in the Act or any statutory modification thereof in force, at the date at which these Regulations become binding on the Company.

#### **PRIVATE COMPANY**

4. The Company is a Private Company within the meaning of Section 2 (35) and 3 (1)(iii) of the Companies Act, 1956 and accordingly: -
- (a) It has a minimum paid-up Capital of one lac Rupees or such higher paid-up Capital as may be prescribed.
- (b) The right to transfer the shares in the Company shall be restricted in the manner and to the extent herein after provided;
- (c) The numbers of members of the Company shall be limited to fifty not including :-
- i. persons who are in the employment of the Company, and
  - ii. persons who having been formerly in the employment of the Company, were members of the Company while in that employment and have continued to be members after the employment ceased; provided that where two or more persons hold one or more shares, in the Company jointly, they shall be treated at a single member.
- (d) No invitation shall be issued to the public to subscribe for any shares in or debenture of the Company.
- (e) Prohibits any invitation or acceptance of deposits from persons other than members, directors and their relatives.

#### **SHARE CAPITAL**

5. The Authorized Share Capital of the Company is Rs.5,00,000/- (Rupees Five Lacs) divided into 50,000(Fifty Thousand) Equity Shares of Rs.10/- each with power to

increase or reduce the Share Capital of the Company and to cancel any number of unallotted shares and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined in accordance with the regulations of the Company and subject to the applicable provisions of the Act and the Company may alter the conditions of the Memorandum relating to the Share Capital in accordance with Section 94 of the Companies Act, 1956.

6. The shares shall be under the control of the Board of Directors who may allot or otherwise dispose of the same to such persons including allotment in joint names on such terms as the Directors think fit and to give any persons any shares whether at par, at premium or at discount and for such consideration as the Board of Directors may think fit, subject to the provisions of Section 78 and 79 of the Act.

7. The Board of Directors may allot and issue shares in the capital of the Company as payment or part payment for any property, goods or machinery supplied sold, or transferred or for services rendered to the Company.

#### **TRANSFER AND TRANSMISSION OF SHARES**

8. No transfer of shares shall be made or registered except when the transfer is made by any member of the Company to another member or to the member's spouse, children, sister, brother, son-in-law or parents.

9. In case any member desires to sell or transfer his shares to a person or persons other than specified in Article 8 above, he must notify his intention to the Board of Directors for transfer of the number of shares, the fair value and the name of the proposed transferee and the Board must offer, to the other share holders the number of shares offered at the fair value and if the offer is accepted, the shares shall be transferred to the acceptor and of the shares or any of them are not so accepted within one month from the date of notice to the Board, the proposing transferor shall at any time within three months



afterwards, be at liberty. To sell and transfer the shares to any person at the same or at a higher price. In case of any dispute regarding the fair value of the shares, it shall be decided and fixed by the Company's Auditors whose decision shall be final.

10. The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares, or (2) where the shares are not fully paid-up.

#### **GENERAL MEETING**

11. All general meetings other than annual general meetings shall be called extra-ordinary general meeting.
12. (i) The Board may, subject to the applicable provisions of the Act, call the Annual General Meeting or an extra-ordinary general meeting, whenever it may think fit subject to the provisions of Sections 166, 210 & 219 of the Companies Act, 1956.  
(ii) If at any time there are not within India, Directors capable of acting who are sufficient in number to form a quorum, any director or any two members of the Company may call an extra-ordinary general meeting, in the same manner, as possible, as that in which such a meeting may be called by the Board, subject to the provisions of Section 169 of the Act.

#### **PROCEEDINGS AT GENERAL MEETINGS**

13. (i) No business shall be transacted at any General Meeting unless a quorum of members is present, at the time, when meeting proceeds to business.  
(ii) Subject to the provisions of the Act, one third of the total strength shall constitute a quorum.
14. The members present at the meeting shall elect one of their members to be Chairman of the meeting.

15. (i) The Chairman may, with the consent of the meeting at which a quorum is present if so directed by the meeting, adjourn the meeting from time to time and from place to place in the same city, town or village.
  - (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
  - (iv) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of business to be transacted an adjourned meeting.
16. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.
17. In case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the poll is taken shall be entitled to a second or casting vote.
18. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

#### **DIRECTORS**

19. Until otherwise determined by special resolution number of Directors shall not be less than two and more than seven.
20. a) The first directors shall be :-

1. SHIPUJ TRIVEDI
2. RISHI CHANDAN

One third of the total number of directors shall retire by rotation at each annual general meeting of the Company except the first directors who shall hold office for life unless he/they himself/themselves resign (s) voluntarily or is/are removed by the board or ceases to be a director or otherwise becomes incapacitated to act as such.

21. The Board may appoint any person or persons as additional directors and/or alternate directors, subject to the provisions of Sections 260 & 313 of the Act.
22. A Director shall not be required to hold any qualification share.
23. A person shall not be capable of being appointed a director of the Company, if –
  - (a) he has been found to be of unsound mind by a court of competent jurisdiction and the finding is in forces;
  - (b) he is an undischarged insolvent;
  - (c) he has applied to be adjudicated as an insolvent and his application is pending;
  - (d) he has been convicted by a court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;
  - (e) he has not paid any call in respect of shares of the Company, held by him whether alone or jointly with others and six months have elapsed from the last day fixed for the payment of the call;
  - (f) an order disqualifying him for appointment as director has been passed by a court in pursuance of Section 203 of the Act and is in force, unless leave of the court has been obtained for his appointment in pursuance of that section.
24. Each Director shall receive out of the Company by way of remuneration for his services a sum not exceeding Rs.1500/- for every meeting of the Board attended by him, as may from time to time be determined by the Board of Directors. The Directors shall also be paid traveling and other expenses and any other expenses properly incurred by them in connection with the business of the Company.

25. If any Director, being willing shall be called upon to perform extra services for the Company, the Company shall remunerate such director by a fixed sum or percentage of profit, or otherwise, as may either in addition to or in substitution for his remuneration above provided, subject to the provision of Section 314 of the Act.
26. (a) The Board of Directors shall have power to appoint one or more of their body to the office of Managing Director/Directors and/or whole time Director/Directors and/or Finance Director/Directors to hold office for such term and at such remuneration as may be determined by the Board from time to time subject to Section 314 and other applicable provisions of the Act.
- (b) The Managing Director / Directors, the whole time Director/Directors and/or the Finance Director/Directors may be removed from the office by the majority of the Board of Directors even before the expiry of the period, if it thinks fit in the interest of the Company after observing all the formalities as per term of appointment/contract.
27. (i) The office of a director shall ipso facto be vacated, if –
- (a) he fails to obtain within time specified in Section 270 (1) of the Act, or at any time thereafter ceased to hold, the share qualification in necessary for his appointment, or
- (b) he is found to be of unsound mind by a Court of competent jurisdiction; or
- (c) he is adjudged an insolvent; or
- (d) he is convicted by a Court in India of any offence involving moral turpitude and in sentenced in respect of imprisonment for not less than six months; or
- (e) he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the calls; or
- (f) he absents himself from three consecutive meetings of the Board or from all meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board; or
- (g) he acts in contravention of Section 299 of the Act; or
- (h) he becomes disqualified by an order of the Court, or
- (i) he is removed from the office in pursuance of Section 284 of the Act, or

1,00
.00

- (j) by notice in writing to the Company he resigns his office and resignation is accepted by the Board, or
- (k) any office or place of profit under the Company or under any subsidiary of the Company is held in contravention of Section 314 of the Act and by operation of that Section he is deemed to vacate office.
- (ii) Notwithstanding any matter or thing in sub-clause (c) and (d) of clause (1) above the disqualification referred to in those sub-clauses shall not take effect:
  - (a) for thirty days from the date of adjudication, sentence or order, or
  - (b) where an appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence, or order until the expiry of seven days from the date on which such appeal or petition is disposed of, or
  - (c) where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.
- 28. Subject to the provisions of Section 285, 286 & 287 of the Act, the directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business and the place and manner in which the meeting shall be called. One third of the total strength of the Board or two directors, whichever is more shall form a quorum. Subject to the provisions of the Act, questions arising at any meeting shall be decided by a majority of votes and in case of any equality of votes, the Chairman shall have a second or casting vote.
- 29. Subject to the provisions of Section 286 of the Act, the Managing Director may and on the request of a Director at anytime, shall summon a meeting of the Board of Directors.
- 30. (a) The Board of Directors, may if it think fit, appoint a Chairman and Vice-Chairman on such terms and conditions and for such period as may be agreed upon.
  - (b) Subject to the provisions of the Act, the Chairman will have (i) the authority to decide all questions which will arise at the meeting, (ii) power of a casting vote, (iii) to

preserve order and conduct the proceedings regularly and take care that the sense of the meeting is properly ascertained with regard to the question placed before it and (iv) power to exercise an absolute discretion for non-inclusion of anything in the minute which is his opinion. :

- (a) is or could reasonably be regarded as defamatory of any person;
- (b) is irrelevant or immaterial to the proceedings; or
- (c) is detrimental to the interest of the Company.

31. In appropriate circumstances a resolution in writing signed by the majority of Directors shall be as effective for all purposes as a resolution passed at a meeting of the Board duly convened and held subject to provisions of Section 289 and 292 of the Act.

#### **POWERS OF DIRECTORS**

32. The Board of Directors shall have the power to open Bank Accounts and to authorize any person or persons to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies, bills etc.

#### **REMOVAL OF A DIRECTOR**

33. The Company may by ordinary resolution remove a director (not being a director appointed by the Central Government in pursuance of Section 408 of the Act), before expiry of his period of office.

#### **ACCOUNT**

34. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company or any of them, shall be open to the inspection of members, not being directors.

- (ii) No member (not being a Director) shall have any right of inspecting any account book or document of the Company except as conferred by law or authorized by the Board or by the Company in general meeting.
- 35. Once at least every year the books of account of the Company shall be examined by one or more auditor or auditors.
- 36. The Company at each Annual General Meeting shall appoint an auditor or auditors to hold office until the next Annual General Meeting and their appointment, remuneration, rights and duties shall be regulated by Section 224 to 227 of the Act.
- 37. All notices and other communications relating to any general meeting of the Company is entitled to have sent to him shall also be forwarded to the auditor of the Company and the auditor shall be entitled to attend Annual General Meeting and to be heard at any general meeting which he attends on any part of the business which concerns him as auditor.

#### **DIVIDEND**

- 38. The Company in general meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may subject to the provisions of Section 207 of the Act fix the time for payment.
- 39. No larger dividend shall be declared than is recommended by the Board. The Company in General Meeting may declare a smaller dividend.
- 40. No dividend shall be payable except out of the profits of the Company or out of the money provided by the Central or State Government and no unpaid dividend shall carry interest against the Company and shall be dealt with subject to the provisions of Section 205 A of the Act.

## SECRECY

41. Every Director, Manager, Auditor, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall if so required by the Directors before entering upon his duties sign declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any meeting of the Company or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

## INDEMNITY

42. The Directors, Auditors, Managing Director and other officers for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs, executors, administrators shall be indemnified out of the assets and funds of the Company from or against all suits, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duties in their respective offices except those done through their willful neglect or default, any such officer or trustee shall not be answerable for acts, omissions, neglects or defaults or any other officer or trustee, subject to the provisions of Section 201 of Companies Act, 1956.
43. Every officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by the court.



THE SEAL

44. (i) The Board shall provide for the safe custody of the seal.
- (ii) The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf and except in the presence of at least one director and that director shall sign every instrument to which the seal of the Company is so affixed in his presence, subject to the provisions of the Companies (Issue of Share Certificates) Rules, 1960.

WINDING UP

2020

if
75,000.00
75,000.00

45. (i) If the Company shall be wound-up, the liquidator may with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefit of the contributories as the liquidator with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

/(RRDA)

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

Names, addresses, description & occupation of the subscribers	No. of equity shares taken by each subscriber	Signature of subscribers	Names, addresses & description of witnesses
SHIPY TRIVEDI S/O S.N. TRIVEDI C-5, CENTRAL ASHOKA COLONY OPP. ASHOK NAGAR ROAD No-3 RANCHI - 834002 JHARKHAND PS - ARGORA	5,000 (Five thousand only)	Shipy Trivedi	Witness to both the signatories: Chartered Accountant C.L.K. Agrawal S/o Late Swast Choudhary 303 Naga Shikole Complex East Boring Canal Road Patna - 1
RISHI CHANDAN S/O - S.K. SINGH MIG/D-24, Harmu Housing Colony, Ranchi, JHARKHAND - 834002 PS: ARGORA	5,000 (Five thousand only)	Chandan	Chartered Accountant
Total	10000 (Ten thousand)		

Dated: 28 March, 2011