

(THE COMPANIES ACT, 1956)

(PRIVATE COMPANY LIMITED BY SHARES)

MEMORANDUM & ARTICLE OF ASSOCIATION

OF

MELODY REALTORS

PRIVATE LIMITED



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45200JH2010PTC014529

2010 - 2011

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

MELODY REALTORS PRIVATE LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक दो दिसम्बर दो हजार दस को मेरे हस्ताक्षर से पटना में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45200JH2010PTC014529

2010 - 2011

I hereby certify that MELODY REALTORS PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given under my hand at Patna this Second day of December Two Thousand Ten .

(O P SHARMA)

कम्पनी रजिस्ट्रार /Registrar of Companies

बिहार एंड झारखण्ड
Bihar and Jharkhand

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

MELODY REALTORS PRIVATE LIMITED

C/O JULFAN ANSARI, NAYASARAI, P.O. MURMA, P.S. NAGRI,

RANCHI - 835303,

Jharkhand, INDIA

कम्पनी रजिस्ट्रार, बिहार एवं झारखण्ड
Registrar of Companies Bihar & Jharkhand

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

- I. The name of the company is MELODY REALTORS PRIVATE LIMITED.
- II. The Registered Office of the Company will be situated in the state of Jharkhand.
- III. The object which is to be pursued by the Company on its incorporation are :-
- A. The Main objects to be pursued on its incorporation are :-
1. To undertake, co-ordinate, organise, establish, develop and engage in the business of Contractors, builders, engineers, architects, surveyors, estimators, designers in respect of construction of all types of

buildings, storage structure, irrigation canals, dams, water tanks, bridge, flyovers, factory shed, colonies, all type of work related to reclamation, sewerage, drainage, sanitary, water works, waterways, irrigation systems, roadways, electric lighting poles, building yards, pipe line foundries, poultry, hatchery, dairy and supply of materials, goods including machinery and equipment and all allied works required for accomplishment of the aforesaid work on its own or on behalf of the State or the Central Government, or Government undertakings, companies, railways, partnership firms or individual or societies or other body corporate association of persons and generally to carry out, construct, execute, improve work, develop, administer, manage or control work of all kinds, directly or through approved contractors or both or through a group of person or individual as the case may be.

B. The objects incidental or ancillary to the attainment of the above object are :-

1. To apply for tender, quote, negotiate, enter into deal, purchase or otherwise acquire contracts, sub-contracts, licenses, and concessions for and relating to the objects or business herein mentioned or any of them and to be undertaken executed, carryout, dispose of or otherwise turn to account the same.
2. To enter into any contract or arrangement for the more efficient conduct of the business of the company or any part thereof and to make such contracts from time to time upon such terms and conditions as may be thought expedient.
3. To enter into, make and perform contracts of every kind and description, agreements and arrangements with any person, firm or association, corporation, municipality, state body political or colony or dependency thereof for the attainment of the main object of the company.

4. To employ or engage expert, agents Indian or foreign consultants in connection with planning and development of all object of the company
5. To acquire by purchase, lease, exchange or otherwise land buildings and hereditaments of any tenure or description and any estate or interest there in any rights under or over or connected with land, and either to retain the same for the purpose of company's business or to sell the same in one lot or in piece meal basis as may seem expedient
6. To lend moneys on property or mortgage of immovable property or on hypothecation or pledge of immovable property with or without securities to such person on such terms as may be determined and in particular to customers or any persons having dealing with the company but not amounting business as defined under the Banking Regulation Act, 1949
7. To advance money as loan to the companies under the same group of management and also to borrow from the same group of companies or other companies subject to compliance of relevant provision of the Act.
8. To develop and turn to account any land acquired by the company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining fitting up and improving, building lease or building agreement and by advance money to the entering into contracts and arrangements of all kind with builder and others.
9. To enter into an agreement or into any arrangement for sharing profit or losses or into any union or interest or amalgamation, joint venture, reciprocal concession or co-operation or to amalgamate with company or companies carrying on or engage in, or being authorised to carry on or engage in, any business or transaction capable or being conducted so as directly or indirectly to benefit this company.
10. Subject to the provision of section 58A of the Act and direction of Reserve Bank of India to receive , grants, loans , advance or other money or deposit or otherwise from any State or Central Government Bank,

International and National Financing Institution and Development agencies, companies, trust or individuals or with or without interest thereon.

11. To provide any company or companies for the purpose of acquiring an or any of the properties, right and liabilities of this company or for any other purpose which may seem directly or indirectly, calculated to benefit this company or any subsidiary company or companies promoted by the company in similar nature.
12. To establish and maintain agencies, branches, place and local register and procure the company to be recognised and to carry on business in any part of the world subject to the law of land in force.
13. To guarantee the payment of money unsecured or secured by or payable under or in respect or in respect of promissory note bonds, debentures, contracts, mortgages, charge, obligations, instruments and securities of any company or of any authority, municipal local or otherwise, incorporated, or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligation with the business of this company provided that the company shall not do the business of banking as defined in Banking Regulation Act, 1949.
14. To enter into any agreement with any Government or Authority, Central, State, Local or Foreign, or Public Body or person or authority or from any private individual, that may seem conducive to the company's object or any of them and to obtain from any such Government, authority, person or company, any concessions, grant, decrees, right subsidies, loans, indemnities, sanctions protection, charters contract, licenses, power and privilege, whatsoever which the company may think it desirable to obtain in connection with its business and to carry out, exercise and comply with any such arrangements, rights, sanctions, privileges, licenses and concessions.
15. To act as agents of any company or concern and to do and perform all the singular the several duties, services and authorities appertaining to such offices respectively, and to company with and to become bound by all restrictions imitation and conditions appertaining to such offices

respectively or impose by the terms of any agreement or agreements entered into for any of the purpose aforesaid.

16. To apply the assets of the company in any way or in or towards the establishment, maintenance or extension of any association, institutions or fund in any way connected with any particular trade or business or with scientific research industry or commerce generally and particularly with business and activities of the company including any association institution or fund for the protection of interest of masters, owners and employers against loss by bad debts, strikes, combination, per accident or otherwise.
17. To acquire from any person, firm or body corporate whether in India or elsewhere technical information, know-how, processes, engineering and operating data, plans, layouts and blue prints useful for the design construction, fabrication, erection and operation of the building, plant or machinery required for any of the business of the company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
18. To draw, make, accept, endorse, discount execute and issue bill of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instrument or securities, in connection with the business of the company.
19. To undertake and execute any trust, the undertaking of which may seem to the company desirable and gratuitously otherwise in connection with the business of the company.
20. To sell or dispose of the undertaking of the company and all or any of the properties of effect of the company for the case or for stock, shares, or securities of any other company or for such other consideration and the company may think fit.
21. To pay all the costs, charge and expenses, incidental to the promotion, formation, registration and establishment of the company and the issue of its capital, and to remunerate to make donation to (by cash or

other assets or by the allotment of fully or partly paid share or in any other manner whether out of the company's capital or profit or otherwise) any persons or company for service rendered or to be rendered in the conduct of the business of the company or for any other reason which the company may think proper, subject to the provision of the Companies Act, 1956.

22. To provide for the amelioration and welfare of the Directors, ex-Directors, employees, ex-employees of the company, and the wives, families, dependants or connection of such person by purchasing, building or contributing to the building houses, dwellings or quarters or by grants of money, pensions, gratuities, allowance, payment towards insurance, bonus, profit-sharing bonus or benefits or any other payment, or by creating, supporting or from time to time subscribing or contributing or adding in the establishment and support of association, institutions, funds including provident funds and trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospital and dispensaries, medical and other attendance, public health installation transportation services, marketing, shop and stores and other assistance as the company shall think fit, subject to the provision of the company's Act 1956.
23. Subject to the providing Section 58A of the Act to receive money for financing the business of the company on deposit or loan upon such terms as may be thought fit, provided however, that the company shall not do any banking business defined under the banking regulation Act, 1949
24. To borrow for the purpose of the company on mortgage of its properties or otherwise or any part thereof or any bond, obligations, promissory notes debentures, deposits, receipts, or other securities as the directors shall determine and to charge or secure the same on the undertaking of the company or upon any specific property and rights present and future of the company including uncalled capital of otherwise howsoever.

25. To place, to reserve or to distribute as dividend or bonus among the members, or to otherwise apply as the company may from time to time think fit, any money received by way of premium on shares, or debentures issued at a premium by the company and any money received in respect of dividends accrued on forfeited shares and also any money arising from the sale by the company of forfeited shares.
26. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the company or for redemption of debentures of redeemable preference shares or for special dividends or equalising dividends or for any other purpose whatsoever and to transfer any such fund or part thereof to any of the other funds herein mentioned.
27. To let out on hire all or any of the property of the company whether immovable or movable including all and every description of apparatus or appliance.
28. In the event of winding up of the company to distribute any of the property of the company among the members in specie or kind 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.
29. To do all or any of the above things, either as principal agents, trustees, contractors or otherwise and either by or through agents, such contractors, trustee or otherwise and either alone or in conjunction with others.
30. To do all and every things necessary, suitable or proper for the accomplishment of any of the purpose or the attainment of any of the objects of the furtherance of any of the powers herein before set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other acts things or things incidental or pertinent to or growing out of, connected with the aforesaid business or powers or any part or parts thereof provided the same be not inconsistent with laws of the union of India.

C. other objects not included in (A) & (B) above of the company are:-

1. To carry on business as agent, distributors, selling agents and contractors for and on behalf of any person, firm body corporate or Govt. agency for purpose, sales or supply of the goods, materials, things and articles produced or dealt in by this company or any other merchandise and services as may be deemed conducive to the interest of the company
2. To act as stockists, commission agents, manufacturer, representative as agent, selling and purchasing agents, distributors, brokers, trustees for any other company, firm, corporation as persons.
3. To apply for tender, purchase, or otherwise acquire contract, licence and concessions for or relating these object or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
4. To deal in bricks, sand, stone marble, tiles, refractory, china wares, sanitary materials, pipes, tubes, tubular, structures, cement, paints, adhesives, adhesive sheets, roofing's, glass, furniture fittings, electrical goods water supply or storage equipment's, floor polish, door closures, concrete mixers, elevators, paints, hardware, pipe fitting, lubricant oils, building materials, forest products and any other building or decorative materials made of cement stone, clay, timber, teak board, fibre, paper, glass, rubber, plastic or other natural or synthetic substance or chemical.
5. To establish & run in any part of India school including boarding schools where general, scientific, commercial or any other type of education be imported to the students on such terms & conditions as may be laid down by the company from time to time

6. To carry on business as dealers , importers exporters, stockist , agents, contractors , distributors, buyers and sellers of paper and packages, boxes, wrappers, tapes, films, sheets, laminates and other packing materials made of paper, card board, corrugated sheets, cloth, hessian, timber teak, ply-wood, metal plastic, PVC or other synthetic, chemical, fibbers or natural products.
7. To purchase, refine, import, export ,sell and generally deal in cement, portland cement alumina cement, lime and lime stone and by-product thereof, cement pipes, sheet and other building materials, refractories and bricks.
8. To form, incorporate or otherwise establish subsidiary of other companies as may be deemed conducive and helpful for the attainment of the main objects.

IV. The liability of members is limited.

- v. The Authorised share capital of the company is Rs. 5,00,000 (Rupees Five Lacs only) divided into 5,000 (Five Thousand only) Equity Share of Rs.100/- (Rupees Hundred only) each as provided in Article of Association of the Company for the time being, with power to, increase the capital of the company, divide the share or the capital into several classes and to attach thereto respectively, such preferential qualified or special right , privileges or condition as may be determined by or be in accordance with Articles of Association of the Company for the time being and vary, modify or abrogate any rights, privilege or condition in such manner as may be permitted by the Companies Act, 1956 or provided by Article of Association of the Company

We the several persons , whose name and addresses are subscribed below are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of equity share in the capital of the company set opposite our respective names :--

Names, Addresses, Description & occupations of subscribers	Signature Of Subscriber	Number of shares taken by each subscriber	Name, Address, Description & occupation of witness
<p>JULFAN ANSARI S/O ISLAM ANSARI NAYASARAI, P. O. - MURMU, P.S.- NAGRI, DIST. - RANCHI, JHARKHAND</p> <p>BUSINESS</p>	Sd /-	<p>600 (Six Hundred)</p>	<p>WITNESS TO ALL THE SIGNATORIES</p> <p>Sd /- SWATI MUKHERJEE CHARTERED ACCOUNTANT W/O SUSHANT MUKHERJEE "SHRISTI COMPLEX" 6, H. B. ROAD, RANCHI - 834001</p>
<p>ISLAM ANSARI S/O RAHMAN ANSARI, NAYASARAI, P. O. - MURMU, P.S.- NAGRI, DIST. - RANCHI, JHARKHAND</p> <p>BUSINESS</p>	Sd /-	<p>400 (Four Hundred)</p>	
		<p>1,000 (One Thousand)</p>	

Dated : 23RD NOVEMBER 2010

Place : RANCHI

(THE COMPANIES ACT, 1956)
(PRIVATE COMPANY LIMITED BY SHARES)
ARTICLE OF ASSOCIATION
OF
MELODY REALTORS PRIVATE LIMITED

1. Unless the context otherwise requires word or expressions contained in this regulation, shall bear the same meaning as in Companies Act, 1956 or any statutory modification thereof in force at the date at which these regulation become or binding on the Company.
2. Subject to as provided hereinafter , the regulation contained in table "A" in the first schedule to the Companies Act, 1956 hereinafter referred so as table "A" shall apply to the Company except those regulation as do not apply to the private companies.

PRIVATE COMPANY

3. The Company is a private company within the meaning of section 2(35) and 3(i) (iii) of the Companies Act, 1956 and accordingly :-
 - [a] The Company shall not issue any invitation to the public to subscribe for any shares or debenture of the Company.
 - [b] The right to transfer the shares in Company is restricted in the manner and to extent hereinafter provided.

[c] The number of member of Company excluding persons who are in the employment of the Company and person who have been formerly in the employment of the Company, were member of the Company while in that employment and having continued to be member after the employment ceased] is limited to fifty, provided that the purpose of this provision where two or more person jointly hold one or more share in the company, they shall be treated for the purpose of this clauses as a single member.

[d] The company shall not issue any invitation or acceptance of deposit from persons other than its members, directors or their relatives.

[e] The company shall have a minimum paid up capital of Rs.1 lakh or such higher paid up capital as may be prescribed by the articles.

CAPITAL

4. The Authorised share capital of the company is Rs. 5,00,000 (Rupees Five Lacs only) divided into 5,000 (Five Thousand only) Equity Share of Rs.100/- (Rupees Hundred only) each with power to increase in accordance with the Companies Act, 1956 subdivide , diminish or to repay the same or to divide the same into several classes and to attach thereto any right and consolidate or reorganised the shares and to vary such right and to alter the conditions of Memorandum of Association.

TRANSFER & TRANSMISSION OF SHARES

- [i] Any of the share certificate containing any number of shares cannot be transferred into two names.
- [ii] The executors, legal heirs or administrators of a deceased share holder shall be entitled to be recognised by the company as having title to the shares of the deceased share holder upon satisfactory proof of their title, by producing probates or a letter of administration or will or certificate of succession or any legal document entitling the transferee for the shares.

[iii] Any share can be transferred at any time by the member to his father, mother, wife, husband, brother, sister, son, daughter, son-in-law, grand son, grand daughter with the written permission from the Board of Directors and Board may refuse to register any transfer without assigning any reason.

[iv] No share of the company shall be transferred to any person who is not the member of the company as long as any member is willing to purchase the same at the fair value which shall be determined by the Directors on the report submitted by the Auditors from to time and transfer under this clause either to members or non members shall be as provided for hereinafter.

5. A [i] If any member, his/her legal representatives or heir is willing to transfer his share, he/she shall give notice of his/her intention to do so to the company specifying the number of the shares he desires to transfer or sell to any member relating to share capital as may be determined in accordance with the regulation of the company and subject to provisions of the Act.

[ii] The Board of Directors of the company may from time to time determine the amount payable on issue or shares and may also make calls upon member in respect of the money unpaid on their shares of such amount and payable at such time and place, as they may from time to time decide.

[iii] The shares shall be under the control of the Board of Directors who may allot the same as they deem fit and do give any persons any shares whether at par or at a premium and for such consideration as the directors may think fit subject to the provisions of the Act

[iv] The Board of Directors may allot, issue shares in the capital of the company as payment or part payment for any property or goods supplied, machinery sold or transferred or for services rendered or for goodwill or right transferred to the company.

[v] Every person whose name is entered as a member in the Register of members shall be entitled to receive within three months of the date of allotment of the share certificate under common seal of the company. The mode and number of certificates to be issued to the shares holders will be decided by the Directors of the company.

6. The Board of Directors can in the best interest of the company if they think fit, refuse registration of any application for the transfer without assigning any reason for doing so and they shall give notice of refusal in all such cases within two months.

GENERAL MEETING

7.[A] All general meeting other than Annual General Meeting shall be called extraordinary general meeting may be called by giving 21 days notice and first Annual General meeting of the company shall be held within eighteen months from the date of incorporation of the company and the next Annual General Meeting of the company shall be held within six months after the expiry of each financial year but so that not more than fifteen months shall elapse between the date of one Annual General Meeting and the next subject to the provisions of sections 166 of the Act. Annual General Meeting shall be called for a time during business hours on a day that is not public holiday and shall be held either at the Registered Office of the company or at some other places within the city or town in which Registered office of the company is situated and notice calling the meeting shall specify the place, the day and hours of meeting and in case of special business, the General nature of the business shall be given in manner hereinafter mentioned as under Act.

[B] The company within 30 days of the receipt of the notice from such a member to sale or transfer his shares issue notice to the remaining member of shares which the director have fixed for the same giving time to the members not exceeding 30 days to consider the offer. If any one or more members accept the offer within the prescribed time the company shall within 10 days of the receipt of acceptances from the acceptance of the retiring members shall be bound to transfer the shares to the members as directly by the company. If more than one member desires to purchase the shares, the company shall arrange for distribution of the shares to purchase the shares, the company shall arrange for distribution of the shares to those member in pro rata basis on the date of the sale or transfer.

[C] If no member is willing to purchase the shares offered within prescribed time or 60 days from the date of receipt of notice from the seller, can sell or transfer the shares to any third person at a price not less than that determined by the Board of Directors at the fair value. In case of any dispute regarding the fair value of the shares it shall be referred to the company's Auditors who will act as expert and the decision of the Board shall then be based on the Auditor's Report shall be final and accordingly the provisions of Arbitration Act shall not apply.

[D] **Quorum :**

No business shall be transacted at any general meeting unless two members at least are present in person at the time when meeting proceeds to business.

BOARD OF DIRECTORS

8. Unless otherwise determined by the special Resolution, number of Directors shall not be less than two and more than ten, The number of Directors within the maximum limit will be increased and reduced by the company as and when required. The Director will not be required to hold any qualification shares.
9. The first Directors of the company shall be :-
 1. JULFAN ANSARI
 2. ISLAM ANSARI
- 10.a) The management and control of the business and affairs of the company shall be determined in the Board of Directors .
b) Subject to the provisions of the Companies Act, the Managing Directors and other whole time Director or Directors (when there is more than one) shall exercise such power as are conferred upon and delegated to him by the Board of Directors from time to time.
11. The Board of Directors shall have power to appoint additional Director or Directors and fill up any casual vacancy in the Board and such appointment be subject to the provisions as contained in Section 260 of the Act and maximum limit as laid down in Clause 8 above.
- 12.a) Subject to the provisions of the section 314 of the Companies Act 1956 the Directors including whole time Director or Directors , if any , shall be entitled to and be paid out of the fund of the company, such remunerations may be determined by the Board from time to time.
b) All travelling and other expenses incurred by the Director in attending meeting of the Board and its committees or attending to the business of the company shall be reimbursed to him out of the funds of the company determined by the Board of Directors.
13. The Directors shall not be liable to retire from the office by rotation unless otherwise decided by the General Meeting.

14. If any of the Directors having full time charge in the capacity of Managing Director/Technical Director/Commercial Director/Financial Director and Executive Director is not found devoted and sincere in discharging his responsibility he will be removed from his post by the Board subject to section 284 of the act.
15. If any Director fails to attend consequently three meetings without any notice to the Board of his doing so his director ship is liable to be terminated. The decision of the board in this regard will be final and binding.
16. Any point of difference or dispute arising any time in the company among the directors or its member will be decided by a majority of decision of the board only. If directors favouring any agenda or point exceeds by one number, this will be considered as a majority of Directors on any point or agenda divided equally, the chairman's vote in opinion will be balancing factor to decided the majority and the decision of the chairman of the Board in this regard will be final.
17. The Board of Directors will elect a chairman from the Board who will continue as chairman till next Board meeting.
18. The Directors, Managing Directors, Technical Directors, Whole - time Directors, Finance Directors, Commercial Directors, Executive Directors having employment shall not be entitled to compensation for loss of his office by way of removal, retirement or resignation or for any reason whatsoever unless the Board decide pay them such loss of office.
19. The office of a director shall ipso-facto, be vacated if
 - a] he fails to obtain within time specified in sub-section. (1) of Section 270 of the Act or at any time thereafter ceases to hold , the shares qualification , if necessary for his appointment
 - b] He is found to be of unsound mind by a court of law.
 - c] He is adjudged an insolvent or,
 - d] He absents himself from three consecutive meeting of the board
 - e] He acts in contravention of section 299 of the Act.
 - f] He becomes disqualified by an order of court under section 203 of the act.

MANAGING DIRECTOR

- 16.i] Subject to the supervision and control of the Board of Directors the Business and day to day transactions of the Company shall be managed and carried on by the Managing Director and out of the above first directors of the company, Mr. Julfan Ansari be and hereby appointed as the Managing Director of the company for life or until he voluntarily resigns from such office of the Managing Director or becomes incapable to act as such by virtue of any law of the land.
- ii] Subject to the control & supervision of the board of directors, the managing director shall have the power to do all acts, matters and things deemed necessary, proper & expedient for carrying on the business of the company including the powers to make such investments of the funds of the company as shall be thought proper and to make and sign all contracts on behalf of the company and to make, sign, accept, endorse, discount, negotiate and transfer on behalf of the company all bills of exchange, bill of lading, cheques, drafts, hundies, government promissory notes and all other negotiable & transferable instruments.
- iii] That in addition to usual remuneration of an ordinary Director, the remuneration of the Managing Director and/or whole time functional Directors shall be fixed by the Board and may be by way of fixed salary and perquisites or commission or participation in profit or partly in one way and partly in another or otherwise subject to the provision of section 314 of the Companies Act, 1956 Beside this, the Managing Director and or whole time Director shall be reimbursed all the travelling , hotel, entertainment and other out of pocket expenses reasonably incurred by him/them in course of promoting or carrying on the business of the Company or in any manner approved by the Board of Directors from time to time.
- iv] The Board of Directors may from time to time , subject to the provision of section 292 of the Companies Act, entrust to and confer upon the Managing Director/Directors or such of them power exercisable by the Board and Directors as they think fit and may confer such powers upon such terms and conditions and with such restrictions as they may think expedient and such power either collateral with or to the exclusion of or to the substitution of all, they may confer any of the power of the Directors in their behalf.

MEETING OF BOARD

17. The Board of Directors may meet for the despatch of business, adjourn or otherwise regulate its meeting as it think fit , provided however that every three calendar month and at least four such meeting will be held in every year.
18. The **quorum** for a meeting of the board of Directors of the company shall be one third of its total strength (any fraction contain in that one third being rounded of as one) or two directors, whichever is higher.

ACCOUNT

19. The Board shall cause true account to be kept
 - a] of the assets and the liabilities of the company and
 - b] of all sums received, expenses made by the company and the matter in respect of which such receipts and expenditure take place and
 - c] of all sales and purchases of goods of the company.
20. The books of accounts shall be kept at the Registered office as determined by the Board of Directors and shall always be open to the inspection of the Directors.

BORROWING POWERS

21. The Board of Directors shall have power from time to time at their discretion to borrow, raise or secure the payments of any sum for money of the purpose of the company in such manner.
 - (i) He may obtain loans and advances from Financial Institution, Banks, Companies, Other bodies, Firm and Persons for the purpose and in connection with the affairs of the company and may give any security and create charge upon the existing and future assets of the company.
 - (ii) He may open and operate Bank accounts and pledge and hypothecate the assets of the company
 - (iii) He may give loans and advance on behalf of the company.
 - (iv) He may inspect and make enquiries and institute legal proceedings and cases and also withdraw and compromise cases and for on behalf of the company.

- (v) He may enter into agreement and contract on behalf of the company and may modify and revoke or cancel any such arrangement.
- (vi) That if any when any financial contingency of crisis may arise he may, place the requirement of funds before the Board and Board shall arrange for the funds as required and deemed proper for purpose of the company.

BANKERS

22. The managing director shall have the powers to open or close to his discretion one or more banking account with any branch of any scheduled commercial bank or any other bank in the name of the company, shall be authorised to sign or accept all cheques, bills of exchange, promissory notes, and other orders drawn by. All bills accepted on behalf of the company whether such account be in credit or overdrawn, and to accept or credit to the account of the company all money deposited with the bank or any account or accounts, at any time or times kept or to be kept in the name of the company and the amount of all such cheques, notes, bills, other negotiable instruments, orders or receipts provided they are endorsed / signed by the managing director on behalf of the company in all transactions between the bank and the company including those specifically referred to herein. The managing director shall have the powers to authorise and assign any or all of these jobs to any person and the bank shall be instructed to honour all such act of such authorised person..

AUDIT

23. Once at least in every year the accounts of the company shall be examined by the Auditors as appointed by the company in accordance with the provisions of section 224 to 233 of the Companies Act. 1956.

INDEMNITY

24. Subject to the Provision of Section 201 of Companies Act, the Chairman, Directors, Auditors, Managing Director and other officers for the time being of the company in the affairs of the company and their heirs executors shall be indemnified out of the company from or against all suits, proceeding cost, charges, losses, damages and expenses which they or any of them shall 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 these done through their full neglect or default any such officer or trustee shall not be answerable for acts commissions, neglects or defaults of any other officer or trustee.

25. Every officer or agent, for the time being, of the company against any liability incurred by him in the best interest of the company 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

- 26.(i) The Board shall provide a common seal for the safe custody of the company.
- (ii) The seal shall not be affixed to any instrument except by the authority of resolution of the board or from a committee of the board authorised by it in the presence of at least TWO directors, subject to the provisions of the act and companies (issue of share certificate) Rules, 1960.

We the several persons , whose name and addresses are subscribed below are desirous of being formed into a company in pursuance of this Article of Association and we respectively agree to take the number of equity share in the capital of the company set opposite our respective names :--

Names, Addresses, Description & occupations of subscribers	Signature Of Subscriber	Number of shares taken by each subscriber	Name, Address, Description & occupation of witness
JULFAN ANSARI S/O ISLAM ANSARI NAYASARAI, P. O. - MURMU, P.S.- NAGRI, DIST. - RANCHI, JHARKHAND BUSINESS	Sd /-	600 (Six Hundred)	WITNESS TO ALL THE SIGNATORIES Sd /- SWATI MUKHERJEE CHARTERED ACCOUNTANT W/O SUSHANT MUKHERJEE "SHRISTI COMPLEX" 6, H. B. ROAD, RANCHI - 834001
ISLAM ANSARI S/O RAHMAN ANSARI, NAYASARAI, P. O. - MURMU, P.S.- NAGRI, DIST. - RANCHI, JHARKHAND BUSINESS	Sd /-	400 (Four Hundred)	
		1,000 (One Thousand)	

Dated : 23RD NOVEMBER 2010

Place : RANCHI