

NAMAN INFRA TECH PRIVATE LIMITED

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

Naman Infratech Pvt. Ltd.



प्रारूप 1

पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45201JH2012PTC000150

2011 - 2012

मैं एतद्वारा स्थापित करता हूँ कि मैसर्स

NAMAN INFRATECH 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 तेईस जनवरी दो हजार बारह को झारखण्ड में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U45201JH2012PTC000150

2011 - 2012

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

Given at Jharkhand this Twenty Third day of January Two Thousand Twelve

Registrar of Companies, Jharkhand

कम्पनी रजिस्ट्रार, झारखण्ड

*Note: The corresponding form has been approved by Arvind Shukla, Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006. The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:
NAMAN INFRATECH PRIVATE LIMITED

4-A, 4th Floor, Vindhvashni Complex,, Opp. Sidhu Kanhu Park Gate Road, Hatma,
Ranchi - 834008,
Jharkhand, INDIA

Naman Infratech Pvt. Ltd.

Naman Infratech Pvt. Ltd.

Director

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THE COMPANIES ACT, 1956
PRIVATE COMPANY LIMITED BY SHARES
Memorandum of Association
of

NAMAN INFRATECH PRIVATE LIMITED

- i The name of company is **NAMAN INFRATECH PRIVATE LIMITED**
- ii The Registered Office of the Company will be situated in the state of Jharkhand.
- iii The objects for which the company is established are:
 - (A) The main objects to be pursued by the Company on its incorporation are:
 01. To construct, erect, build, repair, remodel, demolish, develop, improve, grades, curve, pave, macadamize, cement, and maintain buildings of hotels, shops, structures, apartments, places of worship, roads, earth-ways bridges, tunnels, Water-ways, seaports, streets, sideways, courts, alleys, pavements and to do other similar construction, leveling or paving work, and for these purpose or otherwise to purchase, sale or work as commission agent of land / properties, take on lease or otherwise acquire and hold any lands and prepare layout thereon or buildings of any tenure description wherever situate, or rights or interests therein or connected directly or indirectly to advance the main objects of the company and to join with or body corporate in doing any of these things therewith in India and or abroad.

Naman Infratech Pvt. Ltd.

- (B) The objects incidental or ancillary to the attainment of the main objects of the company are:
01. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, buildings, structures and to turn the same into account develop the same and dispose of or maintain the same and to build hotels, market or other buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences drainage facility, electric, telephonic, television installations and to deal with the same in any manner whatsoever, and by advancing money to and entering into contracts and arrangement of all kinds with builders tenants and other in India and or abroad.
 02. To investigate on behalf of any company, corporation, body corporate, industries, firm, association or any person and
 - (a) collect information and data and submit reports on feasibility of new projects and/or improvements to and/or expansion of existing projects, and
 - (b) diagnose operational difficulties and weaknesses and suggest remedial measures to improve and modernise existing units
 03. To prepare and submit overall and detailed plans for civil and industrial execution to any company, corporation, body corporate, industries, firm, association or any person with regard to:
 - (a) New projects and/or
 - (b) Improvements and/or expansion of the existing projects.
 04. To enter into any arrangement by way of a turnkey project involving supply of technical, civil, financial, administrative, Plant and merchandise, Information, knowledge and experience and as such, undertake for and on behalf of a client to set up any plant or project in or outside India.
 05. To pay for any properties rights or privileges acquired by the company either in shares of the company or partly in shares and partly in cash or otherwise.
 06. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this company.

Naman Infratech Pvt. Ltd.

Director

- (B) The objects incidental or ancillary to the attainment of the main objects of the company are:
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 06. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this company.

Naman Infratech Pvt. Ltd.

Director

07. To let, mortgage improve, manage, develop, exchange, lease, enfranchise, abandon or sell or otherwise dispose of any property and or rights of the company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise.
08. To sell, mortgage or otherwise to deal with or dispose of the property, assets or undertaking of the company or any part thereof, for such consideration as the company may think fit and in particular for shares, stocks, debentures and other securities of any other company whether or not having objects altogether or in part similar to those of the company.
09. To enter into any arrangement with any government or authorities supreme, municipal, local or otherwise or any person or company that may seem conducive to the company's objects or any of them to obtain from any such Government, authorities, person or company any right, privileges, charters, contracts, licenses and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, Contracts, licenses and concessions.
10. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the company in securities and shares or other movable or immovable property or with or without securities upon such terms and in such manner as may be thought proper and from time to time to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the companies Act.
11. To pay, or satisfy the consideration for any property rights, shares, securities or assets whatsoever which the company is authorised to purchase or otherwise, acquire either by payment in cash or by the issue of shares or other securities of the company or in such other manner as the company may agree or partly in one mode and partly in another or others.
12. To draw make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments.

Naman Infratech Pvt. Ltd.

Director

13. To open current, overdraft, loan, Cash-credit or deposit account or accounts with any firm or with any bank or banks or bankers or shroffs and to draw and endorse cheques and to withdraw money from such accounts.
14. To take part in the formation, supervision or control of the business or operations of any company or undertaking and for that purpose to act as in issue House, Registrars and Share Transfer Agents, Secretaries, Financial Advisers, or Technical consultants or in any other capacity and to appoint and remunerate any directors, administrators or accountants or other experts or agents.
15. To acquire and Hold one or more membership in stock/security exchanges, trade associations, commodity exchanges, Clearing houses or associations or otherwise in India or any part of the world, to secure membership privileges there from and to acquire and hold membership in any association of bankers, merchant bankers, insurance companies, brokers, security dealers or commodity dealers or any other membership of which will or is likely, in any way to facilitate the conduct of the company's business.
16. To make and/or receive donations, gifts or income to or from such persons, institutions or trusts and in such cases and whether of cash or any other assets as may be thought to benefit the company or any other aspects of the company or otherwise expedient and also to remunerate any person or corporation introducing or assisting, in any manner the business of the company.
17. To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts and conveniences for the benefit of the employees or ex-employees or of persons having dealings with the company or the dependants, relatives or connection of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way or lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds, to or such persons.
18. To form, subscribe or contribute to or otherwise to assist, aid or guarantee money to public, charitable, benevolent, religious, scientific, national, or other institutions, funds, objects or purposes and to any other institution, funds, objects or purposes which in the opinion of the Board of Directors are likely to promote the interest or the business of the company and/or to further its objects and/or to any other institutions, funds, objects or purposes whatsoever directly relating to the business to the company.

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Director

19. To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves whether for depreciation or for repairing, improving extending or maintaining any of the properties of the company or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the company.
20. To amalgamate with any other company having similar objects.
21. In the event of winding up to distribute any of the property of the company amongst the members in specie or kind subject to the provisions of the Companies Act, 1956:
22. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the company and any money received in respect of forfeited shares and money arising from the sale by the company or forfeited shares, subject to section 78 of the Companies Act 1956.
23. To accumulate capital from the profits of the company for any of the purposes of the company and to use appropriate the same or any of the company's assets either conditionally or unconditionally to specific purposes.
24. To pay of the funds of the company all costs, charges and expenses of and incidental to the promotion, formation, registration, advertisement and establishment of this company and the issue and the subscription of the shares or loan capital including brokerage and/or commission for obtaining application for placing or guaranteeing the placing of shares or any debentures, debenture-stock and attending the issue of any circular or notice and the printing, stamping, and circulating of proxies and forms to be filled up by the members of the company and to remunerate by cash or allotment of fully or partly paid shares to any person, firm or company for services rendered in introducing any property or business to the company or in placing, assisting to place shares, debentures, debenture-stock or other securities of the company or in or about the formation of the company or the acquisition of property by the company or the conduct of its business or for any other reason which the company may think proper.
25. To carry on all type of business for attainment of the main objects of the company with the assistance, aids, supports grants, enfranchise, subsidy, schemes, participation or otherwise of other local authorities, government, Semigovernment company, firms or other persons.

Naman Infratech Pvt. Ltd.

Director

26. To provide for the welfare of Director or employees of the company or its predecessors in business and the wives, widows, and families or the dependents or connections of such persons by buildings or contributing to the building of houses or dwelling or quarters or by grants or money, pension, gratuities, allowances, bonuses, profit-sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, funds, profit-sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction, recreation, hospitals and dispensaries, medical and other attendance and assistance as the company shall think fit
27. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is subsidiary of the company or its allied to or associated with the company or with an such subsidiary company or who are or were at any time Directors or officers of the company or of any such other company as aforesaid and the waives, widows, families and dependents of any such persons, and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interest and wellbeing of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any matters aforesaid either alone or in conjunction with any such other company as aforesaid.
28. To subscribe for take or otherwise acquire and hold shares and or undertake all or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorised to carry on or which can be carried on in conjunction therewith and to subsidise or otherwise and in particular by subscribing for shares, stock debentures, debenture-stock or other securities of such company.
29. To act as market and credit and economic investigators, analysers and informants on macro or micro-level basis including by undertaking the work of credit rating and evaluation or appraisal of any business or commercial organisation or enterprise or of any region, state, province, country or any government or governmental agencies and analysing market trends and economic, commercial and industrial developments and conditions with respect to any such person, region, country or government and to act as consultants, advisers and experts in factoring credit investigation, credit rating and market investigation.

Naman Infratech Pvt. Ltd.

Director

30. In relation with the business or the company to guarantee the payment of money secured or unsecured by or payable under or in respect of promissory notes, bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or any authority supreme, municipal, local or otherwise or of any person howsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
31. To vest any movable or immovable property, rights or interests acquired by or belonging to the company in any person or company and with or without any declared trust in favour of the company, subject to the provisions of the Act.
32. To pay to promoters such remuneration and fees and otherwise remunerate them for their time and for the services rendered by them.
33. To act as agents brokers and as trustees and to undertake and perform subcontracts and also to act in any of the business of the company through or by means of agents, brokers, subcontractors or others.
34. To borrow or raise money or to receive money from persons, bodies corporate, financial institution, banks and such other lenders and in security of any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the company present or future by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient, by executing negotiable or transferable instrument and deal with all documents mercantile or otherwise in the ordinary course of business subject to the provisions of section 58A and directive of the Reserve Bank of India.
35. To give advice and/or to offer, give, take, circulate and/or otherwise organise, accept or implement any take over bids, mergers, amalgamation, acquisitions, diversification, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership firm, proprietorship firm or any other association of persons whether incorporated or not, by acquisition of shares or assets and liabilities, and whether as a going concern or as a part of the concern, or otherwise as may be required having regard to business exigencies and to promote or procure incorporation, formation or any other association of persons for engaging in any industrials, commercial or business activities.

Naman Infratech Pvt. Ltd.

Director

36. To lend, invest or deal with money either with or without interest or security, including current or deposit account with any bank or banks other person or persons, company, firm and or to receive money on deposit or loan upon such terms and conditions as the company may approve subject to the provisions of the Companies Act.
37. To carry on the business of financing, industrial enterprises whether by way of making loans or advances or otherwise or by subscribing to the capital or industrial enterprises in India.
- (C) The other objects for which the company is established are:
01. To carry on the business of exporters, importers, buyers, sellers, suppliers, dealers, Traders, stockiest, distributors, concessionaires, processors, producers, growers makers, millers, grinders, shippers, underwriters, commission agent, brokers, procurement & selling agents, transport agents, clearing & forwarding agents, advertising agents, and or all other allied activities of goods or merchandise of agricultural, commercial and domestic use in all kinds of agricultural products, food products, rice, wheat, food grains, cereals, oil seeds, oil-cakes, edible oils, seeds, mutton, fishery, eggs, pawing fruits, mango, litchi, banana, apples, vegetables, Mushroom, potato, tomato, onions, cakes, Pastry, corn flakes, 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, sausages, cider, pulses, spices, 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 Soya-long oil, food grade glucose concentrate, rape seed, rapeseed oil, de oiled sal seed cake, castor meal in India or abroad.
02. To carry on the business of exporters, importers, buyers, sellers, suppliers, dealers, traders stockiest, distributors, concessionaries, processors, producers, growers, makers, millers, grinders, shippers, underwriters, commission agent, brokers, procurement & selling agents, transport agents, clearing & forwarding agents, advertising agents, and or all other allied activities of goods or merchandise of agricultural, commercial and domestic use of all kinds of capital goods, consumer durable items, consumer items, home appliance agricultural

Naman Infotech Pvt. Ltd.

Director

products, food products, processed foods, fruits and dry fruits, vegetables, feeder, beverages, whiskey. Rum, gin, brandy, wine, beer. Vodka, agricultural equipment, horticultural product and items, floricultural products and items, flowers aquacultural products and items, marine products, piscicultural products and items, textile yarn and textile dress material, synthetic yarn and synthetic, dress material apparels, handicrafts and painting products, and material, gems & Jewellery, diamond, gold, silver and platinum Jewelry and articles, basic chemicals, chemical & it's allied products, drugs, pharmaceutical, cosmetics, plastic and plastic products, medical equipment, surgical & clinical equipment, pharmaceutical equipment, engineering goods, safety security items, office equipments & stationery, sports items. electronic equipments, electric equipments. computer hardware as well as software electrical products, paper, glass, leather & leather products, automobiles, automobile equipments, tyre, tube, petroleum product, fertilizers cement, pesticides, insecticides in India or abroad.

3. To carry on the business of buyers, sellers, traders, dealers, stockiest, suppliers, order supplier distributors. marketing agents, licensing agents, marketing consultants, market counselors, manufacturer, brokers, agent, commission agents, clearing & forwarding agents, product promoters, coordinators, distributors, whole sellers, linkers, contractors, freight contractors, importers, exporters, licensees, franchisees, exchangers, processors, canners, preservers bottlers, packers, refiners. Distillers, brewers. fermenters in consumers products & items, consumer durable products & items, industrial product and items, office & household appliances domestic appliances and instrument, cosmetics detergents. soaps, oils. ayurvedic medicines basic drugs & medicines, asbestos, hardware. Sanitary items, agricultural products and items, eatable product and item and or other product and items in India or abroad.
4. To carry on the business of advertising agents, advisers, agents, consultants in all kinds and descriptions to promote the sales, public issue of shares and debentures, mobilization of deposits, new product launch or any other interest of its clients, including government authority, and for that purpose printing, publishing, circulating, designing, creating and producing or otherwise dealing in any daily, weekly, fortnightly or monthly newspaper or newspapers, magazines, periodicals, journals, souvenirs or other publication, advertisement materials, hoardings, neon signs and other display devices, purchase and sell advertising time or space on any radio stations or television centres or television channels both government owned or privately run channels through satellite or any other media, or any other kind or media currently in vogue.

Naman Infratech Pvt. Ltd.

Director

5. To carry on business as advisers and or consultants on matters and problem relating to the industries, administration, man power problem, costing, financial, marketing import, export, commercial or economic activities labour statistical, organization, methods, techniques, systems, quality, production, plants and machineries, storage, distribution, sale and purchase. of goods, property and other activities of and in relation to any business, trade commerce, industry, mine, agriculture, housing or real estate and upon the means, methods and procedures for the establishment, construction. development improvement and expansion of business trade, commerce. industry agriculture. business, real estates matters to any person firm, company, trust, association, institution, society, body corporate. government departments, public or local authority or any other organization what soever and to act as intermediaries in the introduction or collaborators; sellers, purchasers, partners, tenants, agents, consumers and employees.
6. To produced, buy, sell import export or otherwise deal in Cinematographic films, television films, documentary films video films, video cassetts and audio cassetts and to establish purchase, take on lease or hire or otherwise acquire, maintain sell. give-on lease or hire studios, laboratories, cinemas, picture places, halls theatres etc. for production, processing and printing of films and to carry on the business of exhibiting and distributing cinematographic films, television films. video films and acquiring or selling rights thereon.
7. To carry on business of printers, publisher, circulators. lithographers, stereotypers, electrotypers, offset printers, computer printers, photographic printers, art printers, photographers, chromolithographers, engravers, embossers die-sinkers, die-stampers, envelop manufacturers, machine board manufacturers and other things in communication business of the company.
8. To carry on the business of tourist and travel agents transport agents, booking agents and contractors, arrange and operate tours, provide facilities for tourists and travelers, and representatives of airlines, ropeways, roadways, steamship lines, railways and other carriers whether in India or abroad by booking tickets and reservations for tourists and traveling public or for goods and live-stocks for travel or carriage and make arrangement with airline, Shipping or other concerns engaged in carriage or transport of passengers live-stocks or goods in any manner and to arrange for boarding, lodging, guides, cares and other transport carriers and various facilities needs by tourists, traveling public, passengers and other person and concerns engaged in or desiring transport of goods live-stocks or passengers

9. To cultivate, grow, exploit, convert, season tree manufacture store trade, transport, buy, sale, export, import export produce, processes preserve, formulate, use, distribute and to carry on business of cultivator, planter, grower, manufacturer seller and dealer in all types of plant of forest agricultural horticulture and sericulture base and all other allied products and by-product and to buy, sale and prepare for market and to deal in all kind of tree, timber wood plywood, veneer board and their product and by-product by establishing, operating manufacturing and running of saw mills, veneer & plywood milts oil mills chemical mills, paper and katha mills and cutch mills and to run & produce furnitures on machinery of any type to be used in wood products and furnitures and others.
10. To acquire any shares, stocks, debentures debenture-stocks, bonds, mortgage, obligations and other securities by original subscriptions, tender, purchase, exchange or otherwise out of the funds of the company obtained either by subscription of capital or borrowings or by receipt of income from any trust which may be discretionary or otherwise or by gift of money by the Company from any person and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof.
11. To layout, develop, construct, build erect demolish re-erect, alter, repair, remodel or do any other work in connection with any buildings or building scheme, roads, highways docks, sewers, bridges, canals, wells, seals, dams, wharves ports reservoirs, embankment, tramways, railways, irrigations, reclamations, improvement, sanitary, watery, gas, electric light, telephonic, telegraphic, and power supply works, or any other structural or architectural work of any kind and for such purpose to prepare estimates, designs plans specification or models therefore.
12. To assist the transport undertakings with long or medium term loans or subscribe to their share capital, equity or preference, debenture, or assist in other ways within the restrictions imposed by the Reserve Bank of India, or by any other authority under the law in force from time to time.
13. To act as an import and export house and to perform all the functions and undertake all activities connected therewith including obtaining and dealing in licenses, quotas certificates and other rights.
14. To assist any company, firm, association, society in transfer of any technology whether from India or outside and to render services pertaining to foreign collaboration, project formulation and to act as representative/agents of any domestic or foreign company for the purpose of such technology transfer.

Naman Infratech Pvt. Ltd.

15. To render consultancy, advisory and liaisoning services in respect of matters related to objects export/ import to any company, corporation, body corporate, industry, firm, association, body of individuals, institution, concern, government, public or local authority, trust, research and development centre or any other person.
16. To acquire, establish and maintain hospital(s) to provide medical relief to public in general in all branches of medical sciences by all available means.
17. To carry on the business of transporter of goods and passengers by road, river, sea and air either with its own or to take on hire or lease or otherwise acquire lorries, buses, oil tankers, taxis, cars, ship aircrafts and to run the same on hire and manage transport services.
18. To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the aforesaid things in any part of the world, and either as principals agents trustees contractors or otherwise, and either alone or jointly with others and either by or through agents, sub-contracts of trustees or otherwise.
19. To establish and run in any part of India colleges or schools where general, scientific, technical, professional or any other type of education be imparted to the students orally or through post on such term and conditions as may be laid down by the company from time to time.
20. To carry on the business as hoteliers, hotel proprietors, hotel managers and operators refreshment contractors and caterers restaurant keepers, refreshment room proprietors, milk and snack bar proprietors, cafe and tavern proprietors, lodging house proprietor, ice-cream merchants, sweetmeat merchants, milk manufacturers and merchants bankers, confectioneries, professional merchants, licensed victuallers beer, wine and spirit merchants blenders and hottlers.
21. To purchase sell develop, take in exchange or on lease hire or otherwise acquire whether for investment or sale of working the same any real or personal estate including lands, mines, business buildings, factories, mill, houses, cottages, shops, depots, warehouses, machinery, plan, stock in trade, mineral right, concessions, privileges, licenses, easement or interest in or with respect to any property or

Naman Infratech Pvt. Ltd.

Director

interest in or with respect to any property whatsoever for the purpose of the company in consideration for a gross or rent or partly in the other or for any other consideration and to carry on business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the convenience commonly provided in flats suites and residential and business quarters.

22. To manufacture prestressed concrete product, structure, beams, pillars, girders and structural material and to do the business of structural engineers, buildings and structural contractors and to carry out on contract or otherwise the construction of bridges, roads, tunnels, workshops, godowns, dams, water, warts courses and reservoirs and other work in the construction of which the pre-stressed concrete products are used.
23. To build, take on lease, purchase or acquire in any manner whatsoever any apartments, houses, flats, bungalows, raw houses, rooms & huts or other accommodation for residential use and to let or dispose of the same of any system on payment basis, rent, purchase basis, or outright sale whether by private treaty or in any other mode of disposition all or any integral part thereof.
24. To provide long term finance to any person or cooperative society or association of person or body of individuals either at interest or without and or with or without any security for construction, purchase, enlarge or repair of any houses flats raw houses, bungalows, rooms, huts used for residential purposes either in total or part thereof or to purchase any free hold or leasehold lands, estate or interest any property to be used for residential purpose, subject to provisions of Housing Finance Companies (NHF) directions 1989.
25. To promote, establish, manage, organize handle operate or float an asset management company, to manage all types and kinds of assets of Mutual Funds in India or abroad in all its branches whether open ended or close ended or other schemes as may be approved by the Securities and Exchange Board of India or other authorities from time to time under the prevailing laws, rules regulations and guidelines.

Naman Infrotech Pvt. Ltd.

Director

26. To carry on the business of vacation of acting as advisers and consultants on all matters and problems relating to the technical industries, civil, administration, finance and organization, management or commencement of industry, purchasing techniques and business (including construction of plants and buildings), production, purchase, sales, material and cost control, marketing, advertisement publicity, personnel, export and import to and for institutions, concerns, bodies, association, (incorporated or unincorporated), departments and services of the Government, public or local authorities, trusts scientific research and development centres and to be appointed as technical, financial, industrial administration, civil consultants.
27. To carry on the business of manufacture, develop, run, manage, maintain, service, sale, purchase, stockists distributors, agents, exchangers, import, export, improve, research and development, training institution and consultancy or otherwise deal in field of electronic and computer components, computer and their inputs, computer hardware and software, computer stationery computer assemblies and sub assemblies, computer and micro processor based system, printed circuit board, mother board, computerized magnetic tapes, magnet drums, magnetic discs, magnetic card, magnetic core, magnetic tools, computer programs and assessors including security diagnosis and all other allied items in India and or abroad.
28. To accept and or give franchises, rights to use of technologies from and or to other persons or parties and pay and or receive royalties, fees considerations for the same related to computers, computer components and microprocessors based system and or computer centres in India and or abroad.
29. To establish, run and manage computer training and data processing centres or offer consultancy and data processing and other services that are normally offered by computer training and data processing centres to individuals, industrial, business and other types of users & customers and to impart training on electronic data processing computer software and hardware to users, customers and others.
30. To build purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, building, structures, apartments, houses, flats, rooms, huts or other accommodation and to turn the same into account, develop the same, to lease, to let or dispose of the same in full or in part of on installment basis, hire purchase basis, or by outright sale or by any other mode of disposition and to build township markets, cinemas, other buildings and conveniences thereon and to equip the same or any part thereof with all or any amenities or conveniences, drainage, electric telegraphic, telephonic, television installation, satellite receivers, Dish antenna cable TV and other amenities of all kinds and to dispose of and deal with the same in any manner.

Naman Infratech Pvt. Ltd.




Director

- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the company is Rs. 10,00,000/= (ten lakhs) only divided into 1,00,000 (one lakh) Equity Shares of Rs.10/-(Rupees ten) only each with power to increase or decrease the Share Capital and to divide the shares for the time being of the company into several class and attach thereto such preferential special rights to privileges and conditions as may be determined by or in accordance with Articles of the company and to vary, modify or abrogate such rights, privileges and or conditions in such manner as may be for the time being be provided by the provisions of the Company Act 1956.

Naman Infrotech Pvt. Ltd.

Director

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

Names, Addresses, Description and Occupations of Subscribers.	Number of equity shares taken by each Subscriber	Signature of subscriber	Name address Description & occupation of the witnesses
Anandra Shekhar Singh Late - Bal Mukund Singh Mr. Surendra Prasad Singh Kastri Nagar Road No-2 Mandri Chowk Road Ke Road Ranchi 834008 Jharkhand Occupation - Business	10000 (Ten Thousand)		Witness of all Subscribers Brajesh Kumar Choudhary S/O LATE RAJNE KANT CHOUHARY 404, Girdhar Plaza, Haryana Road, Ranchi - 834001 Occupation - Advocate
Nithilesh Kumar Shri-Balেশwar Singh No-6-2 South point Apartment, South office 2a Daranda Ranchi 834002, Jharkhand Occupation - Business	10000 (Ten Thousand)		
UJJWAL SINGH RATHOUR Late Bal Mukund Singh 4th Floor, Vindhya Sini Complex, Hatma near Siderkhanh Gate Ranchi 834008 JHARKHAND Occupation - Business	10000 (Ten Thousand)		
TOTAL -	30000 (Thirty Thousand)		

Place Ranchi Dated this 4th Day of January 2012

Naman Infratech Pvt. Ltd.

Director

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
NAMAN INFRATECH PRIVATE LIMITED

1. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof for the time being in force
2. Interpretation
"The Company" means NAMAN INFRATECH PRIVATE LIMITED

"The Act" Means the Companies Act, 1956 and Includes any re-enactment or statutory modification thereof for the time being in force.

"Office" means the registered office of the company for the time being.

"The Board" means meeting of the directors duly called and constituted or as the case may be the directors by whatever name called.

"Managing Director" means the managing director of the company for the time being.

"Seal" means the common seal for the time being of the company.
3. Table 'A' the regulations contained in Table 'A' in the first schedule to the Companies Act, 1956, shall not apply to the company, except in so far as they are embodied in the following Articles" which shall be the regulations for the management of the company.

Naman Infratech Pvt. Ltd.

SHARES

- 4 (a) The Authorised Share Capital of the company is Rs. 10,00,000/- (Rupees ten lakhs) only divided into 1,00,000 Nos (one lakh) only Equity Shares of Rs.10/- (ten) each with power to increase or decrease the Share Capital and to divide the shares for the time being of the company into several class and attach thereto such preferential special rights to privileges and conditions as may be determined by or in accordance with Articles of the company and to vary, modify or abrogate such rights, privileges and or conditions in such manner as may be for the time being provided by the provisions of the Companies act 1956.
- (b) The company is a Private Limited Company, within the meaning of Section 2 (35) and 3 (1) (iii) of the Companies Act, 1956 and accordingly, which has a minimum paid up capital of Rs 1 Lac (Rupees One Lac) or such higher paid up capital as may be prescribed.
- (i) The right to transfer the shares of the company shall be restricted in the manner and to the extend hereinafter provided.
 - (ii) Limit the number of its members to fifty not including Persons who are in the employment of the company and 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.
 - (iii) Prohibits any invitations to public to subscribe for any shares, in or debentures of the company.
 - (iv) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.
 - (v) Provided, that where two or more persons hold one or more shares in the company Jointly they shall for the purposes, of this definition be treated as a single member.
5. Provisions of the Clauses 2 to 6 of Table 'A shall apply.

Naman Infotech Pvt. Ltd.
Director

CERTIFICATE

6. Provisions of Clauses 7 and 8 Table 'A' shall apply.

ALTERATION OF SHARE CAPITAL

7. Provisions of Clauses 44, 45 and 46 of Table "A" shall apply.

TRANSFER AND TRANSMISSION OF SHARES

8. Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value thereof and the name of the proposed transferee and the Board must offer to the other members the number of shares offered at the said fair price and if the offer is accepted the shares shall be transferred to the acceptor or acceptors and if the shares or any of them are not so accepted within one month from the date of notice to the Board the holder may sell or transfer them or any of them at the same or higher price to third party. In case of any dispute regarding the fair price of the share, it shall be decided and fixed by the company's auditor, whose decision shall be final.
9. No transfer of any shares shall be made or registered without the previous sanction of the directors except when the transfer is made by one member to another or to a member's spouse or child or children of his/ her's and the directors may decline to give such sanction without assigning any reasons and shall so decline in case of transfer the registration of which shall involve a contravention of Clause 8 of these Articles.
10. On the death of a member the survivor or survivors where the member was joint holder and his legal representative where he was a sole holder shall be the only persons recognised by the Company as having any title to his interest in the shares.
11. Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time property be required by the board and subject as herein after provided elect either:
- (a) To be registered himself as holder of the shares or
 - (b) To make such transfer of the shares as the deceased or insolvent members could have made.

Naman Infratech Pvt. Ltd.

01/03/2018

12. The directors shall in either case have the same rights to decline or suspend registration as they would have had if the deceased or insolvent member had transferred the shares before the death or insolvency
13. If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the company a notice in writing by him stating that he so elect.
14. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share.
15. All the limitation restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
16. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of share except that he shall not before being registered a member in respect of it to exercise any right conferred membership in relation to meetings of the company.

LIEN, FORFEITURE AND CALLS OF SHARES

17. Provisions of clauses 9 to 18 and 29 to 35 of Table 'A' shall apply.
18. Provisions of clauses 84 of Table 'A' shall apply

DIRECTORS

19. (a) Until otherwise determined by a General Meeting the number of directors shall not be less than two and not more than eleven.
- (b) 1. UJJWAL SINGH RATHOUR
2. MITHILESH KUMAR
3. CHANDRA SHEKHAR SINGH
shall be the first directors of the Company.

Naman Infratech Pvt. Ltd.

Director

20. The Board of Directors shall have power to fill up casual vacancies in the Board of Directors and also to appoint additional directors who shall hold office up to the next Annual General Meeting of the company provided that the total number of directors shall not at any time exceed the maximum number fixed above.
21. The Directors shall not be liable to retire from office by rotation.
22. The directors shall not be required to hold any qualification share in the share capital of the company.
23. The ordinary remuneration of a director shall be a fee of Rs.250/ for every meeting of the Board of Directors attended by him together with a reasonable travelling and other expenses which he may have to actually incur for attending and returning from meeting of the Board of Directors or any committee thereof or in connection with the business of the company.
24. The Board of Directors may meet for the dispatch of business adjourn or otherwise regulate its meeting as if it thinks fit provided however that the Board of Directors shall meet once at least in every three months in accordance with the provisions of Section 285 of the Companies Act.
25. A director or any officer of the company authorised by the directors on that behalf, may at any time, summon a meeting of the board of directors giving at least three days notice in writing. A meeting of the Board of Directors may however be called at shorter notice provided all the directors entitled to attend the meeting agree to such shorter notice.
26. Two directors or one-third of the total strength of the Board whichever is higher presenting person shall form a quorum for the purpose of transacting any business in a meeting of the Board of Directors subject to Section 287 of the Companies Act.
27. The continuing directors may act notwithstanding any vacancy in the Board. But if and so long as their number is reduced below the quorum fixed for a meeting of the Board of Directors, the continuing directors may act only for the purpose of increasing the number of directors to that, fixed for the quorum.
28. No resolution shall be deemed to have been duly passed by circulation by the Board of Directors unless the resolution has been circulated in draft together with necessary papers, if any, to all the directors then in India, not being less than the quorum fixed for a meeting of the Board of directors and to all other directors at their usual address in India and has been approved by such of the directors as are in India or by a majority of such of them as are entitled to vote on the resolution.

Naman Infrotech Pvt. Ltd.

Director

29. The Board shall have the power to appoint a person as alternate director during the absence of a director for a period of three months or more from the State in which the meetings of the Board are ordinarily hold. An alternate director so appointed shall vacate office it and when the original director returns to the State and if the terms of office of the original director is determined before his return to the State. Any provision for the automatic re-appointment of the returning director in default of appointment of any body else in his place shall apply to the original and not to the alternate director.
30. The Board shall be entitled to exercise all such powers and do all such acts and things as the company is authorised to exercise. Provided that the Board shall not exercise any power or do any act or thing which is directed or required by the Companies Act or any provision of law or by the Memorandum and Articles of Association of the company to be exercised or done by the company in General Meeting. Provided further that in exercising any power or doing any act or things, the Board shall be subject to the provisions contained in that behalf in the company or these Articles or in any regulation not inconsistent therewith and duly made hereunder including regulations made by the company in General Meeting. Provided further that the Board may delegate to any committee, Chairman of the Board Managing Director Executive Director or Officer or staff such of its powers as are not required by statutes or by these Articles to be exercised by the Board.
31. The Board shall exercise the following powers on behalf of the company only by means of resolutions passed at a meeting of the Board and in accordance with the provisions of section 262,292,293,316,372,386 and 489 of the Companies Act
- (a) to make calls on share holder in respect of money unpaid on the shares.
 - (b) to issue debentures.
 - (c) to borrow money otherwise than on debentures.
 - (d) to Invest funds of the company.
 - (e) to sanction and or accept loans.
 - (f) to fill up casual vacancy in the Board of Directors.
 - (g) to sanction contracts in which directors are interested.
 - (h) to appoint Chairman, Managing Director Executive Director or Manager complying with the provisions of the Companies Act.
 - (i) to sanction purchases by the company of Shares of other companies in the same group,
 - (j) to declare solvency in case of members voluntarily winding up.
 - (k) to fix up the remuneration of Chairman, Managing Director, Executive Director or Manager complying with the provisions of the Companies Act.
 - (l) to open current, overdraft, loan, cash credit account or accounts with any nationalised, private and or Co-operative bank or banks and to operate the account through its directors or any body authorised by its director.

Naman Infratech Pvt. Ltd.

Director

GENERAL MEETING

32. Provisions of Clauses no. 47 to 55 of Table 'A' shall apply.

VOTE OF MEMBERS

33. Provisions of Clauses no. 56 to 63 of Table 'A' shall apply.

BORROWING POWERS

34. Subject to the provisions of Section 58A and 292 of the Act and of these Articles the Board of Directors may from time to time at or its discretion by resolution passed at meeting of the Board raise or borrow and secure payments of any sum or sums for the company. Provided however, where the money to be borrowed together with moneys already borrowed (apart from temporary loans obtained from the company's bankers in ordinary course of business) will exceed the aggregate of the paid up capital of the company and its free reserves not set apart for any specific purposes in that case the Board shall borrow without the consent of the company.
35. The Board of Directors may raise or secure repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by mortgage or other security or undertaking of the whole or any part of the property of the company both present and future including its uncalled capital for the time being or by giving accepting or endorsing on behalf of the company any promissory notes, bill of exchange or other negotiable instruments.

DIVIDENDS AND RESERVES

36. Provisions of clauses 85 to 94 table 'A' shall apply.

CAPITALISATION OF PROFIT

37. Provisions of Clauses 96 and 97 of Table 'A' shall apply.

Naman Infratech Pvt. Ltd.

Director

ACCOUNTS

38. Provisions of clauses 95 of Table 'A' shall apply.

39. The directors from time to time, in accordance with the provisions of Section 210, 212, 217 and 219 of the companies Act cause to be prepared and to be laid before the company in Annual General Meeting such profit and loss account Balance Sheet. Group Accounts (if any) and reports as are referred to in these sections.

WINDING UP

40. Regulation 98 of Table 'A' shall apply.

INDEMNITY

41. Every director, officer or agent for the time being of the company shall be indemnified out of the funds of the company against any liability incurred by him in the normal course of business of the company subject to the provisions of Section 201 of the Companies Act.

Naman Infrotech Pvt. Ltd.

Director