



सत्यमेव जयते

प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45309JH2008PTC013019

2007 - 2008

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

ANUMA CONSTRUCTION AND DEVELOPERS 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 इक्कीस जनवरी दो हजार आठ को मेरे हस्ताक्षर से पटना में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U45309JH2008PTC013019

2007 - 2008

I hereby certify that ANUMA CONSTRUCTION AND DEVELOPERS 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 Twenty First day of January Two Thousand Eight.

(KESHAW PRASAD)

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: p

ANUMA CONSTRUCTION AND DEVELOPERS PRIVATE LIMITED

HATIA STATION ROAD, GITIL PIDI, BIRSA ROAD, NEAR OLD GAS GODOWN, HATIA,

RANCHI - 834003.

Jharkhand, INDIA

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ANUMA CONSTRUCTION AND DEVELOPERS PRIVATE LIMITED

- I. The Name of the Company is ANUMA CONSTRUCTION AND DEVELOPERS PRIVATE LIMITED.
- II. The Registered Office of the Company will be situated in the state of Bihar.
- III. The Objects for which the Company is established are :-

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :

To carry on in India or elsewhere the business of builders, contractors, designers, architects, decorators, furniture consultants, financiers & brokers of all types of construction, erection, installation of power and telecommunication towers including laying and commissioning of overhead, under ground jelly fields, optical fibre cable, power cable, houses, flats, apartments, offices, godowns, warehouse, shops, factories, sheds, hospitals, hotels, resorts, and to develop, erect, install, alter, improve, add, establish, renovate, recondition, protect, participate, enlarge, repair, demolish, remove, replace, maintain, manage, buy, sell, lease, let on hire, commercialise, turn to account, fabricate, handle & control, all such buildings & structures, and to purchase, sales or deal in all types of movable or immovable properties for development, investment or for resale and to act as buyer, seller, importer, exporter, agent, distributor, stockiest, or otherwise to deal in all types of raw materials, goods, fittings, parts, accessories, know how, consumables, plants & machineries, tools & tackles used for the foregoing purposes and to do all incidental acts and things necessary for the attainment of the above objects

To purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, manage, control, construct, erect, alter, maintain, develop, demolish, improve, repair, renovate, work, build, plan, lay-out, sell, transfer, mortgage, charge, assign, let-out, hire, sub-let, sub-lease all types of lands, plots, buildings, bungalows, quarters, offices, flats, chawls, warehouses, godowns, shops, stalls, markets, houses, structures, undertaking constructions, estates, assets and properties, movable and immovable freehold or leasehold of whatever nature and description and wherever situated

To carry on in India or elsewhere the business to undertake development of infrastructure work on build, operate and transfer basis as contracted from the central Government, various State Governments, Union Territories, cantonments, local authorities, gram panchayats, autonomous bodies, and other Government departments and to develop, construct, run repair, maintain, decorate, improve, remodel build, manage roads, bridges highways railways, waterways, gaslines, airports, docks, ports, jetties, gardens, public places, buildings, and other structures, developments, utilities etc. and to operate and transfer the same to the Government as per agreement and to do all other acts and things as may be necessary from time to time .

THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS :-

To enter into any arrangement with the authorities, government, municipal, local or otherwise, public or semi - public bodies that may seem conducive to the company's business or any of them and to obtain from any such Government or authority any rights, privileges & concessions which the company may think desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights privileges and concessions .

To appoint any company or any person or firm, foreign or Indian, as collaborators, technical or otherwise, for the purpose of carrying out any of the objectives as provided for in this memorandum and pay any remuneration either in the form of royalty and/or monthly remuneration and/or fully paid up shares of the company and/or any other terms and condition as may be mutually agreed upon between the company and such collaborator/s .

To amalgamate, enter into partnership or into any arrangement for sharing profit, union of interest, co-operation joint venture or reciprocal concession with any person, firm or body corporate, any where in the world engaged in or carrying on any business, which this company is authorised to carry on or engage in or which can be carried on in conjunction therewith with benefit to the company in connection with its business and further to enter into any arrangement or contract with other person, association etc. for technical corroboration, technical know - how and for such other purposes that may seem beneficial and conducive to the main objects of the company .

To draw, make, accept, endorse, discount, execute negotiate, transfer and issue bills of exchange, bills of lading, promissory notes, warrants, debentures and all other negotiable and transferable instruments and securities including letter of intent in connection with the business of the company and others .

5 To obtain loans from government, financial corporations Industrial Development Banks, other financing bodies and financiers, Exim Bank, International finance Corporation on such terms and conditions as may be considered by the Board of Directors .

6 To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and inconveniences for the benefit of the employees or persons dealing with the company or the dependents, relatives or connections with such persons and in particulars friendly and 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 to form and contribute of provident fund and benefit funds for such person .

To provide for the welfare of the employees or ex - employees of the company and the wives, widows and the families or dependents or connections of such persons by building or contributing to such building or house dwelling or by grants of money, pensions by building or contributing to such building or house dwelling or by grants of money , pensions, allowances, bonus or other payments or by creating and form time to time subscribing and contributing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance as the company may think fit

To promote, form and aid in the promotion, formation of any company or companies subsidy or otherwise for the purpose of acquiring all any part of the property, rights, liability of this company or for any purpose which may seem directly or indirectly calculated to benefit the company, and transfer to any such property of the company .

To lend , invest or otherwise employ or deal with money , belongings, not immediately required, upon securities and shares or other movable or immovable properties or without securing upon such terms & in such manner as may be thought proper and from time to time vary such transaction and investment in such manner as the directors may think fit , provided that the company will not carry on Banking business, as defined in Banking regulation Act, 1939.

To pay all costs , charges, and expenses of and incidental to the formation, registration and establishment of the company .

Subject to the provision of the Act , to start agencies , shop and branches, in different , part of India and elsewhere as the Board of Directors may decide for the production, sale and distribution of the products of the Company .

To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or corporation an any business which the company is authorised to carry on or possessed of property suitable for the purpose of the company .

To take or otherwise acquire and hold shares in any other company having objects altogether on in part, similar to those of this company or carrying or any business capable of being conducted so as directly or indirectly to benefit the company .

To amalgamate with or to promote any other company or companies for carrying into effect any of the objects of this company or for the purpose of acquiring all or any of the properties, rights and liabilities of such company or for any other purpose, which may seem directly or indirectly to benefit the Company .

To receive money, deposits on interest or otherwise and to lend money on interest or otherwise and negotiate with or without security to such companies, firms or persons and on such conditions as may seem expedient and to guarantee the performance of contracts by any person, companies

or firms provided that the company shall not carry on the business of banking and subject to the provision of section 58 - A of the companies Act 1956 and as per directives of Reserve Bank of India .

Subject to the provision of the Act, to borrow or raise or secure payment of money in such manner as the company shall think fit and in particular by issue or debentures, charging upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase redeem or pay off any such securities .

To grant pension, allowances, gratuities, and bonus to employees or ex-employees of the company or the dependents of such persons and to support or subscribe or any charitable or other institutions, societies, clubs, funds or objects .

In the event of winding up to distribute any of the assets or properties of the company among the members in specie or kind but so that distribution amounting to a reduction of capital be not made without the sanction of the court where necessary .

OTHER OBJECTS :-

To carry on the business of wholesale, promotion & distribution, clearing & forwarding of all kinds of merchandise .

To carry on the business as caterers and contractors in all its respective branches, bakers, confectioners, tobacconists, butchers, fishmongers, milk sellers, butter sellers, dairymen, grocers, poultry, greengrocers ice merchants and ice - cream manufacturers .

To construct, build, equip, own and maintain and to carry on business as keeper of cold storage, storage chambers, ice plants, godowns, ware - house, refrigerators, freezing house and room coolers and all type of electric and electronics goods .

To carry on business as jewelers, gold and silversmiths, dealers in china, curiosities, articles of virtue, coins, medals, bullion and precious stones and as manufactures of and dealers in gold and silver plated articles, watches, clocks, chronometers and optical and scientific instruments and appliances of every description .

To carry on the business as timber merchants, saw - mill proprietors and timber growers, and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber and wood of all kinds, and to manufacture and deal in articles of all kinds, in the manufacture of which timber or wood is used, and to buy, clear, paint and work timber estate .

To carry on the business of stationers, printers, lithographers, stereotypes, electrotypes, photographic printers, photolithographers, engravers, dyesinkers, envelop manufactures, book binders, account book manufactures, machine rulers, numerical printers, paper makers, paper bag and account book makers, box makers, cardboard manufactures, type foundries, photographers, manufactures of and dealers in playing, visiting, festive, complimentary and fancy cards and valentines; dealers in parchment, dealers in stamps, agents for the payment of stamp and other duties, advertising agents

designers, draughtsmen, ink manufactures and dealers in the materials used in the manufacture of paper .

To manufactures, mill, grind, extract, prepare and make marketable e.g. wheat, rice, paddy, oats, barley, maize, seeds, corns and every kind of grains, fruits , vegetable produce .

To carry on the business of Contractors, Engineers, government Contractors and suppliers, Builders, Consulting Engineers, Architects and designers, fabrication Engineers, Models, Mechanical Engineers and Electrical Engineers, Iron masters, Iron founders, iron -workers and blast engineers, manufactures, repairers of and dealers, agents, stockiest, retailers, traders or brokers of all kinds of foundry equipments, forgings, castings, projectiles, plates, boilers, engines, screws, hardwares, nails, sewing machines, machinery, process, implements, gears, tools and engineering products and also to carry on the above in connection with construction of buildings, factories, roadways, irrigation projects, channels construction, field channel construction, Bridges, Thermal projects, Power house structure and all such allied jobs, works, contractors .

To carry on the business of growing , cultivating, buying, selling, treating, making marketable producing, manufacturing and dealing in every kind of vegetable & fruits produce, food products and products of soil, agricultural or trees or shrubs or plant and either in raw , manufacture or prepared state .

To manufactures, buy, sell, exchange, erect, install, repair, alter, remodel let or make on hire or otherwise deal with any plant, machinery, allied materials, article used in any of the business .

To act as general order suppliers and commission agents and to export and import raw and manufactured goods and articles into other market, local and foreign .

To carry on all or any of the business of ware -house depress, owners and letters of spaces, godowns, houses, buildings, depositories, or stores (whether cooling refrigerating , air-conditioning or otherwise .

To carry on the business & profession of hire purchase and of Mercantile & Commission agents, Financial and Industrial agents, Traveling & Insurance agents, Warehouseman, packers, Carriers, Insurer and underwriter, ardhathias, brokers, trustees clearing distributing and forwarding agents, selling agents .

To carry on the business of printers, lithographers, stereotypes, electrotypes, photographic printers, engravers, embossers, distempers, envelop manufactures, machine rulers, stationers, papermakers, paper bags and Cor board manufactures, stiffeners for packets, type founders, photographers, manufacturers of and dealers in playing, visiting railway, festive complementary and fancy cards, parchment, designers, draughtsmen and ink manufactures .

To purchase, sell, exchange, import, export, produce and deal in jute, gunnies, hessians, tea shellac, tobacco, hide skins, kapas, cotton, textiles, food grains, oil seeds, oil cakes, pulses and dals, rice, rubber, plastics, latex, colours, whether in raw forms or finished or semifinished forms .

16. To grow, cultivate, manufacture, treat, blend, process, buy, sell, import, export and deal in Tea or Coffee, whether in bulk, packets concentrated form Cinchona, Cocoa, Rubber, Jute, Cotton, Tea Seed and Clones, Citronella, Palmarose, Timber, Sugarcane, Beetroot, Fruits, Vegetables, etc whether of spontaneous growth or not and to carry on business of planters in all its branches, to manufacture, buy, sell and deal in, or with cultivation, manufacture, processing, transportation for other commercial and industrial service, business of the foregoing items.
 17. To carry on in India or elsewhere the business to as dealer, stockiest, consignment agent, exporter importer, buyer, seller agent, merchant, distributor and packaging of and dealing in Tea, Coffee, Cocoa Tea seed, Tea leaf, Bread, Biscuit, Chocolate, Confectionery, Sweet, Sugar, Glucose, Chewing gum, Milk, Cream, Ice - Cream, Mineral Water, Fruit Juice, Canned fruit and fruit products, Malted foods, Butter, Ghee, Cheese and Other Dairy products, Pickles, Jam, Jellies, Sauces, Spices, Oils, Powder and Condensed Milk, Honey, Fresh and Dehydrated Vegetable or any other similar type of eatable and drinking goods.
 18. To carry on in India or elsewhere the business to as dealer, stockiest, consignment agent, exporter importer, buyer, seller, agent, merchant, distributor and packaging of and dealing in Detergent Powder, Soap, Shampoo, Perfume, Cream, Hair dressing washes, Dyes, Cosmetics, Skin preparation chemicals, Oil, elanginous and vaporaceous, substances, Beauty specification and preparation chemicals, Incense sticks.
 19. To set up steel furnaces and Re - rolling mill plant.
 20. To carry on the business as manufactures and dealers of Chemical, Fertilizer and its products of all kinds.
 21. To carry on the business as manufactures and dealers of paper, packing materials, jute twine, tetra pack and ancillary unit for paper mill plant.
 22. To carry on the business & manufactures of soft drinks, food, fruits & vegetable products, biscuits.
 23. To carry on the business of Raw hide and manufactures and dealers of leather goods.
 24. To carry on the business & manufactures of ceramic & sanitary wares.
 25. To purchase, take on lease or otherwise acquire any mining rights, means and lands believed to contain metallic or mineral ores, stones and to work mines quarries and to find, get, crush, smelt, cut, polish, manufacture or otherwise deal with all types of stones.
- IV. The liability of the members is limited
- V. The Authorised Share Capital of the Company is Rs. 1,00,000/- (Rupees One Lakhs) divided into 1000 (One thousand) equity shares of Rs 100/- (Rupees One hundred) each with power to increase or reduce them as per provisions of the companies Act, 1956.
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We the persons, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names :-

Names, Addresses, Occupations & Descriptions of the subscribers and his / her father's / husband's name	Number of Equity Shares taken by each subscribers	Signature of the subscribers	Name, Address, Occupations & Description of the witness and his / her father's / husband's name
1. Uma Shankar Sharan S/o. Grijesh Prasad Yadav Address : Hatia Station Road Gitil Pidil, Birsa Road Near Old Gas Godown P.O.- Hatia, Distt.- Ranchi - 834 003	500/- (Five Hundred)	Sd/ - (Uma Shankar Sharan)	Witness to - All the Signatories Sd/ - SUBIR KUMAR Company Secretaries 35, Adarash Colony S.K. Nagar, Patna - 1.
2. Asha Sharan D/o. Baleshwar Prasad Yadav Address : Hatia Station Road Gitil Pidil, Birsa Road Near Old Gas Godown P.O.- Hatia, Distt - Ranchi - 834 003	500/- (Five Hundred)	Sd/ - (Asha Sharan)	
TOTAL	1000/ (One Thousand)		

DATED : 5th January 2008

PATNA

THE COMPANIES ACT , 1956
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ANUMA CONSTRUCTION AND DEVELOPERS PRIVATE LIMITED

PRELIMINARY

In these Articles unless there be something in the subject or context inconsistent therewith :-

- (a) " The Company " means ANUMA CONSTRUCTION AND DEVELOPERS PRIVATE LIMITED.
- (b) " The Act " means the Companies Act, 1956.
- (c) " The Directors " means includes any person occupying the position of director by whatever name called .
- (d) " The Board " means the Board of Directors of the Company .
- (e) " The Seal " means the Common Seal of the Company .
- (f) " Memorandum " means the Memorandum of Association of the Company .
- (f) " The Articles " means the Articles of Association of the Company .

The regulation contained in Table "A" in Schedule 1 to the Companies Act, 1956 so far as they apply to Private Limited Companies shall apply to this Company except in so far as the same are inconstant with or modified by these Articles .

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

PRIVATE COMPANY

The Company is a Private Company within the meaning of Section 2 (35) and 3 (i) (iii) of the Companies Act , 1956 , which has minimum paid up Capital Rs. 1,00,000 (One Lakh) and accordingly :-

- (a) The right to transfer the shares of the Company shall be restricted in the manner and to the extent hereinafter provided .
- (b) The number 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 as a single member.
- (c) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.
- (d) No deposit shall be accepted or deposited from the persons other than the members, directors of the company or their relatives

SHARE CAPITAL

- 5 The Authorised Share Capital of the Company is Rs.1,00,000 (One Lakhs) divided in to 1000 (One thousand) Equity Share of Rs. 100/- (One hundred) each with power to increase or reduce the share capital of the Company and to cancel any number of unallotted share and to divided the share in the capital for the time being into classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined in accordance with the regulation of the Company and subject to provision of Section 80, 100, 106, 107 and other applicable provisions of the Act and the Company may after the conditions of its memorandum relating to share capital in accordance with Section 94 of the Companies Act, 1956.
- 6. The share 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 to terms as the directors think fit and to issue any shares whether at par, or at premium or at discount and for such considerations as the Board of Directors may think fit subject to provisions of sections 78 & 79 of the Act.
- 7. The Board of Directors may allot and issue share 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
- 8. The Company may pay dividends in proportion to the amount paid on each share where a largest amount is paid upon some shares than on other if so recommended by the Board.

TRANSFER & TRANSMISSION OF SHARES

- 9. 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 members spouse, children, sister, son - in - law or parents or any other persons whom the Board of Directors shall approved of.
- 10. In case any member desires to sell or transfer any of his shares to person other than specified in Articles 10 above, he must notify his intention to the Board of directors 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 other is accepted the share shall be transferred to the acceptor or acceptors and if the share or any of

them are not so accepted within one month from the date of notice to the Board, the proposing transfer shall at any time within three months afterwards be at liberty to sell and transfer the share 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.

11. The Director may refuse to register any transfer of shares, where the company has a lien on the shares, or where the shares are not fully paid up shares.

GENERAL MEETING

12. All General meeting other than annual general meetings shall be called extra-ordinary General meeting.
13.
 - (i) The Board may whenever it thinks fit, call the Annual General Meeting or an extraordinary general meeting subject to the provisions of section 166 and 169 of the Companies Act, 1956 by giving ten days notice.
 - (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 nearly 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 MEETING

14. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
 - (i) One-third of the total number of the share holders or two members present in person, whichever ever is more shall be quorum.
15. The Chairman, if any, of the Board and in his absence Vice-Chairman if any, shall preside as Chairman at every general meeting of the Company.
16. If there is no such Chairman or Vice-Chairman or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their member to be Chairman of the meeting.
17. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairman of the meeting.
 - (i) The Chairman may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place.
 - (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 any adjournment or of the business to be transacted at an adjourned meeting.

19. 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 or had exercised any right of lien.
20. In the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
21. Any business other than upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

DIRECTORS

22. Until otherwise determined by the Company in general Meeting, the number of Directors shall not be less than two and not more than nine.
23. The Following persons shall become the first Directors of the Company.
 01. UMA SHANKAR SHARAN
 02. ASHA SHARAN
24. The Board shall have power to appoint the directors generally and to appoint additional directors to fill any casual vacancy.
25. Directors shall not be required to hold any qualification shares.
26. Directors shall not be liable to retire from office by rotation.
27. The Board may appoint any person to act as alternate Director to act for a Director during his absence for a period of not less than three months from the State in which meeting of the Board are ordinarily held and such alternate director shall ipso facto vacate office if and when the absentee director returns to the State or vacates his office as Director.
28. In the event of the Company borrowing any money from and while such money remains due, any financial corporation, institution, government, government body, bank, collaborator, person or any other loan giving agency or source shall have, if the terms of agreement so provide, power and may exercise such power to appoint one or more directors of the company and any director so appointed by any person by the appointing authority, provided such appointment or removal shall be in writing signed by the appointee and served to the Company.

The Company may, by ordinary resolution of which special notice has been given in accordance with section 190 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim, such Director may have for damages or for breach of any contract of service between him and Company.

10. The Company may, subject to the provisions of Section 284, appoint another person in place of a Director removed from office under the immediately preceding Article in the same meeting and may in general meeting appoint any person as a Director provided special notice has been given to the Company of the intention to provide special notice has been given to the Company if the intention to propose him together with a notice in writing by the intended director of his willingness to do elected.

11. In addition to the grounds mentioned in Section 283 of the Act, the office of a Director would be vacated if any director resigns his office by notice in writing to the Company.

12. The management of the business of the Company shall be vested in the board of Director and the Board of Directors may exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise, authorised to exercise or do and as are not hereby or by statute directed or required to be exercised or done by the Company in general meeting but subject, nevertheless, to the provisions of these presents, provided that no such regulations shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Subject to the provisions of the Act, the Directors may from time to time at their discretion, raise or borrow from any Director, member, person, firm Company or Bank any sums of money at such interest and upon such security and conditions in all respects as they think fit or expedient and in particular by the issue of debentures, debenture-stock or bonds of the company and by mortgage, charge or other security or all or any properties of the company or any part including its uncalled capital for the time being.

The Board of Directors shall have the power to delegate any of the powers or authorities vested in them, except such as are not here by or by statute directed or required to be expressly exercised or done by the Directors in a Board Meeting, to the Managing Director (s), wholetime Director(s), Director (s) - in - Charge or any other person(s) as they think fit and proper.

The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors to be attorney or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit and any power of attorney may contain such provisions and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise such attorney to delegate all or any of the powers, authorities and discretions vested in him.

The remuneration of directors shall from time to time, be determined by the Board and the same may be in the form of a monthly allowance or in any other manner and may be equal or varying in the case of each director.

37. Each director shall be entitled to be paid up of the funds of the company for attending meetings of the Board or a committee thereof including adjourned meetings such sum as sitting fees as shall be determined from time to time by the Directors but not exceeding their limits as prescribed in Section 310 of the Act.
38. 1) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.
- 2) In addition to the remuneration payable to them in pursuance of the Act or the Articles, the directors may be paid all travelling, hotel and other expenses incurred by them.
- (a) In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company including the adjourned meetings or
- (b) In execution of their duties as directors of the company or in connection with the business of the company.
39. If any director, being willing, shall be called upon to perform extra services in going or residing from his place of residence for any of the purposes of the company or to give special attention to the business as a member or committee of directors or to hold any office in company or to make any special exertions for any of the purposes of the company, the company may subject to the provisions of the Act, remunerate such director by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors and such remuneration may either be in addition to or in substitution for any other remuneration to which he may otherwise be entitled.
40. Any director may hold any other office in the company in conjunction with the office of Director on such terms as to remuneration and otherwise as may be fixed by the board, subject of the provisions of Section 314 of the Act.
- The company may, subject to the provisions of these Articles and the Act, pay a commission on the net profits of the company to its Directors whether in whole or part-time employment of the company or not.
- The quorum for a meeting of the Board shall be two third of its total strength, any fraction contained in that two-third being rounded off as one or two directors, whichever is higher and if a quorum is not present within fifteen minutes from the time appointed for the meeting, it shall be adjourned until such date and time as the Chairman of the Board Shall appoint.
- A resolution circulated amongst the Directors and signed by all the members of Board or committee thereof, then in India or by majority of such of them as entitled to vote on the resolution, shall be as valid and effectual as if had been passed at a meeting of the board or a committee duly convened and held.
- Subject to the provisions of Section 297 of the Act, a Director shall not be disqualified from contracting with the company either as vendor, purchaser or otherwise, for goods, materials or services or any such contract entered into by or on behalf of the company with a relative of such director or firm in which such director or relative is partner or with other partner in such

firms or a private company of which such director is member or director so interested be liable to account to the company for any profit realised by such contract by reason of such director holding that office or of fiduciary relation, thereby established.

45. Regulations 67 to 70 to 80 of Table 'A' shall apply.

PROCEEDINGS OF DIRECTORS

46. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit and determine the quorum necessary for the transaction of business and the place and manner in which the meetings 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 provision of the Act, questions arising at any meeting shall be divided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote.
47. The Managing Director may, and on the request of Director, the Secretary shall at any time, summon a meeting of the Board of Directors. A Directors who is not in India shall not be entitled to a notice of a meeting of the Board.
48. The Board of Directors may from time to time elect a Chairman and Vice-Chairman, who shall preside at the meeting of the Director and determine the period for which he is to hold office, but if no such Chairman and Vice-Chairman be elected or if at any time the Chairman and Vice-Chairman be not present within fifteen minutes after the time appointed for holding the same, the Director present shall choose one of their member to be Chairman of such meeting. The Board may fix remuneration for the Chairman and / of Vice-Chairman, subject to provisions of section 314 of the Act.

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

POWERS OF DIRECTORS

Subject to the provisions of Section 292 of the Companies Act, 1956, the Board shall have the right to delegate all or any of their powers to such Managing Director, Managers, Agents, Committee, Sub-committee or other persons as they may deem fit and may at its own discretion revoke such powers.

The Board of Directors shall have the power from time to time at their discretion to borrow, raise or secure the payment of any sum of money or to receive money on deposit for the purposes of the company from any person, firm, Company, Bank, Commercial Bank, other financing bodies and financiers, in such manner and upon such terms and conditions in all respects, as they think fit and in particular by the issue of debentures or bonds of the Company (or by mortgage charged upon all or any of the properties of the Company) both present and future including its uncalled capital for time being.

The Board of Directors shall have the power to open Bank Account and to authorise any person or persons to sign cheques on behalf of the Company to operate all banking accounts of the Company and to receive payments, make endorsement, draw and accept negotiable instrument, hundies, bills etc or may authorise any other person or persons to exercise such power as may be decided by the Board.

ACCOUNTS

3. (i) The Board shall from time to time determine whether and to what extent and at what time 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, both 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 authorised by the Board or by the Company in general meeting.

CAPITALISATION OF PROFITS

- (i) The Company in general meeting may, upon the recommendation of the Board, resolve -
 - (a) that is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause(2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) either in or towards -
 - (a) Paying up an amounts for the time being unpaid on any shares held by such members respectively.
 - (b) Paying up in full, unissued shares or debentures of the company to allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid ; or
 - (c) Partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii) .
- (iii) A share premium amount and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.
- (iv) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
- (v) Whenever such a resolution as aforesaid shall have been passed, the Board shall -
 - (a) Make all appropriation and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid bonus shares or debentures, if any and
 - (b) generally, do all acts and things required to give effect thereto.

(ii) The Board shall have full power -

- (a) to make such provision, by the issue of fractional certificates or by payment in cash, or otherwise as it thinks fit, for the case of shares or debentures becoming distributable in fractions and also
- (b) to authorise any person to enter, on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation; or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, or the amounts or any part of the amounts remaining unpaid on their exiting shares

(iii) Any agreement made under such authority shall be effective and binding on all such member.

SECRECY

36 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 transaction of the company with its Customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration 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 or by a Court of law and except so far as may be necessary in order to comply with any of the provision in these present contained

INDEMNITY

7 The Chairman, 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 any the affairs of the Company and their heirs, executors, administrators, shall be indemnified out of the assets and funds of the Company for 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 Commissions, neglects or defaults of any other officer or trustee subject to the provisions of section 201 of the Companies Act, 1956

WINDING UP

(i) If the Company shall be wound-up, the liquidator may with the sanction of 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 of 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 trusts of the benefit for 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.

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 proceeding, 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 in which relief is granted to him by the court.

THE SEAL

(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 authorised by it in that behalf and except in the presence of at least two directors and that director shall sign every instrument to which the seal of the Company is so affixed in his presence, subject to provision of Companies (issue of Share Certificate) Rules, 1960.

.....

We the persons, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a Company in pursuance of this Article 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, Occupations & Descriptions of the subscribers and his / her father's / husband's name	Number of Equity Shares taken by each subscribers	Signature of the subscribers	Name , Address , Occupations & Description of the witness and his / her father's / husband's name
<p>Uma Shankar Sharan S/o. Grijesh Prasad Yadav Address : Hatia Station Road Gitil Pidil, Birsa Road Near Old Gas Godown P.O.- Hatia, Distt.- Ranchi - 834 003</p>	<p>500/- (Five Hundred)</p>	<p>Sd/ - (Uma Shankar Sharan)</p>	<p>Witness to - All the Signatories Sd/ -</p>
<p>Asha Sharan D/o. Baleshwar Prasad Yadav Address : Hatia Station Road Gitil Pidil, Birsa Road Near Old Gas Godown P.O.- Hatia, Distt.- Ranchi - 834 003</p>	<p>500/- (Five Hundred)</p>	<p>Sd/ - (Asha Sharan)</p>	<p>SUBIR KUMAR Company Secretaries 35, Adarash Colony S.K. Nagar, Patna - 1.</p>
TOTAL	<p>1000/ (One Thousand)</p>		

DATE: 5th January 2008

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ABSTRACT OF BOARD RESOLUTION DATED 16th June 2008

RESOLVED THAT the Board of Directors do hereby appoint Mr. Uma Shankar Sharan as Managing Director of the Company and Director Mr. Uma Shankar Sharan and Mrs. Asha Sharan is hereby authorized to represent the Company and to take necessary actions. **The said business will be operated either by the Signature of Director Mr. Uma Shankar Sharan and Asha Sharan**, and he is hereby authorized to sign the necessary forms and documents therefore.

Resolved that Mr. Uma Shankar Sharan and Mrs. Asha Sharan, Director of the Company and such signature shall be sufficient authority to bind the Company in all transactions and is hereby authorized to acknowledge all types of debts on behalf of the Company.

Mr. Uma Shankar Sharan
(Director)

Mrs. Asha Sharan
(Director)

Uma Shankar Sharan
16/06/2008

Asha Sharan