

THE COMPANIES ACT, 1956

**PRIVATE COMPANY
LIMITED BY SHARES**

MEMORANDUM OF ASSOCIATION

Of

TAKSHSHILA PROJECTS PRIVATE LIMITED

- I. The Name of the Company is **TAKSHSHILA PROJECTS 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 OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION: -**
 1. To carry on the business of and 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 in to account, developing the same and disposing of or maintaining the same and to build townships, markets, 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, electricity, telephone, television installations and to deal with the same in any manner whatsoever, and by entering into contracts and arrangements of all kinds with builders lend lords , tenants and others.

2. To carry on the business of builders, suppliers, turnkey contractors, contractors, town planners services of all kinds, suppliers of all types products/items, contractors for all type of projects in government sector as well as in private sector, and to construct, erect, build, repair, re-model, demolish, develop, improve, grades, curve, pave, macadamize, cement, and maintain buildings, structures, house, apartments, hospitals, schools, places of worship, highways, roads, bridges, tunnels, paths, streets, sideways, courts, alleys, pavements, and to other similar construction, leveling or paving work, and for these purpose to purchases, take on lease, or otherwise acquire and hold any lands and prepare lay-out thereon or buildings of any tenure or description wherever situate, or rights or interests therein .
3. To take over the business of M/s Takshshila Projects a proprietorship firm carrying business of contractors and suppliers which is situated in Patna with all its assets, liabilities and departmental registration along with previous legal obligations of the firm as on date.

(B) OBJECTS INCIDENTALS OR ANCILLARY OBJECTS SPECIFIED NOT IN ABOVE: -

1. To buy, sell, import, refine manipulate and otherwise deal in any article of whatever description including stores and raw materials for all the object of the company.
2. To purchase or otherwise acquire, and undertake the whole or a part of the business, property, right, assets liabilities of any company authorised to carry on or possessed of property or right suitable for any of the purposes of this company.
3. To invest the surplus money of the company in shares, bonds, debentures, obligations or other securities of any government, municipality or other public bodies, companies or associations.
4. To guarantee the payments of the money unsecured or secured by or payable under or in respect of promissory notes, bonds debentures, stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority supreme, municipal local or otherwise of any persons whom sever whether incorporated or not incorporated and generally to gurantee or become sartly for the performance of any contracts or obligations in connection with company's business.
5. To open and operate upon any kind of banking account in any bank and to draw make, accept, discount, assign, negotiate, execute, and issue and to buy, sell promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments and securities in connection with the business of the Company.
6. To establish and maintain agencies, branches, places and local register and procure The Company to be registered or recognised and to carry on business in any part of The world, subject to the law of that country.

7. To purchase, take on lease, hire, exchange or otherwise acquire and to hold and maintain and deal in sell, hire out, let on hire or sell on hire system or otherwise dispose of movable and immovable property or parts thereof and rights or privileges or interest of all kinds and in particulars land, right over or connected with land, estates, concession, mines, plants, machinery, building, factories, collieries, mines, quarries, produce grains, plantation, forest, ships, boats, railway sidings, tramways, roads of other ways, works apparatus, implements, stock-in-trade, patents, inventions, trade mark, copy rights, right and privileges to motors, and other vehicles for use on land, sea, of air, business concerns, undertaking of every descriptions, mortgages, shares, stock debentures, securities, policies, book debt, claims and any interest movable or all of the above or which may be calculated enhance the value of any of the properties or rights of the company or to facilitate the disposition thereof
8. To create any depreciation fund, reserve fund, sinking fund, insurance fund or for repairing, improving, extending or maintaining any of the property of the company or for redemption of debentures or redeemable preference shares or any other purpose whatsoever conducive to the interest of the company.
9. To make donations to such persons or institutions and in such cases and either of Cash or any other assets as may be thought directly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and to subscribe or guarantee money for charitable, benevolent or useful objects and to establish and to support of associations, institutions funds, trusts and conveniences for the benefit of the employees or ex-employees or of persons and in particular friendly or other benefit societies, and to grant pensions, allowance, bonuses, either by way of annual payments or a lump sum, and to make payment towards insurance and to form and contribute to provident and benefit funds to or for such person, subject to the condition that no donation should be made to any political party or for any political purposes.
10. To grant said, scholarships, subsidy, and loans etc. for advance studies in connection with the objects of the Company in or outside India to deserving persons where the company is assured of good returns for the attainment of the objects of the Company.
11. To grants funds, annuities, pensions, allowances, gratuities and bonuses to any employees (including Director and Ex-Directors) of the Company of their relations, connections or debentures of any such person or its predecessor in business and establish or support associations, institutions, clubs, schools, hospitals, dispensaries, canteens, hotel, restaurants, houses, dwelling, chews, funds, scheme and trusts (religious scientific, educational, provident or otherwise) which may be considered calculated to benefit any such persons or the public or otherwise advance the interest of shares in the Company to be held for the benefit of the Company's employees or any of them and to subscribe or guarantee money for charitable or benevolent objects of any exhibitions or for any public, general or useful objects or remark a portion of the profits of the Company or create a fund or funds for any

public general or useful objects or remark a portion of the profits of the company or create a fund or funds for any such objects or purposes, subject to the provisions of the Companies Act, 1956.

12. To accept payment for any property rights sold or otherwise disposed of or deal with by the Company, either in cash, by installments or otherwise, or in shares in any Company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or partly in one mode and partly in another and to hold, deal with or dispose of any consideration so received.
13. To be interested in promoting and undertaking the forming and establishment of such institutions, business of Companies, industrial, agricultural, trading, manufacturing or other as may be considered to be conducive to the profit and interest of the Company and to carry on any other business (industrial, agricultural, trading, manufacturing or other) which may seem to the Company capable of conveniently carried on in connection with any of these objects or otherwise calculated, directly or indirectly to render any of the Company's property or rights for the time being profitable and also to acquire, promote, aid, foster, subsidize or acquire interest in any industry or undertaking.
14. To pay for property rights acquired by the company either in cash or by the allotment of fully or partly or partly paid shares of the company with or without preferred rights in respect of dividend or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another and generally on such terms as the company may determine.
15. To provide clean, comfortable and inexpensive dwelling accommodation for workmen and others, and in connection therewith to afford to such persons facilities and conveniences for washing, bathing, cooking, reading, writing and finding employment and for the purchase, sell and consumption of provisions, both liquid and solid, and for the safe custody of goods.
16. To aid peculiarly or otherwise any association, body or movement having for an object the solution, settlement or surmounting of
17. To sell, let, exchange, otherwise deal with or dispose of the undertaking of the company may think fit, and in particular for shares, fully paid debentures (stock-redeemable or perpetual) or securities of any other company having objects all together or in part similar to those of this company, and to distribute any such shares, debenture stock or securities amongst the members, of this company and either by way of dividends, subject to the provisions of the Companies Act, 1956 (section 293)
18. To appoint, engage, employ and dismiss the staff, attorneys and agents whether at remuneration or by commission or otherwise and constitute agencies, sub agencies of the company in India or elsewhere.

19. To apply for purchase or otherwise acquire any patents, trade mark, brevets, invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret in for motions to any invention which may seem to the Company capable of being used for any of the purposes of the Company or the acquisition of which may seem to the Company calculated directly or indirectly to benefit the Company, to use, exercise, develop or grant licences in respect of or otherwise to account the property, right or information so acquired.
20. To establish provide, maintain and conduct, subscribe to or become members of or otherwise subsidise research laboratories, experimental workshops, trainee and research and experiments, and to undertake and carry on with all scientific technical researches, experiments and with all kinds and to promote studies and research both scientific and technical research investigation and invention by providing, subsidising, endowing, or assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing the remunerations of scientific or technical professors or teachers and by providing for the award of exhibition, scholarships, prizes, grants and bursaries to students or independent student or otherwise, and generally to encourage, promote and reward studies, researches, investigation, experiments, tests and invention of any kind that may be considered likely to assist any of the business which the Company authorised to carry on.
21. To make available whether for value or free of charge, the result of its researches or experiments.
22. To hold or carry on demonstration, exhibitions, lectures and other activities to promote, propagate or otherwise advance the objects for this Company is established and sale of its products or services.
23. To act as agents for Government or other authorities or any manufacturers, merchants, and others and to transact and carry on agencies business of every kind of any description.
24. To use trade mark or trade names or brands for the products of the Company or of any Company in which this Company is interested as seen expedient and in particular, by advertising in newspapers, magazines, periodicals, by circulars, by purchase and exhibition of work of art of interest by opening stall and organising exhibitions, by publication of books and periodicals, diaries, calendar and by distributing samples any by granting.
25. To dedicate, present or otherwise dispose of either voluntarily or for value any property of the Company deemed to be of national public or local interest to any national interest, body, museum, corporation or authority or any trustee for or on behalf of any of the same or of the public.
26. To appropriate, use or lay out land belonging to the company for streets, parks, pleasure ground, allotments and other conveniences and to present any such land so

laid out to the public or to any person or Company conditionally as the Company may think fit.

27. To apply for tender, purchase or otherwise acquire any contracts licences and concession for or in relation to the objects or businesses here in mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
28. Subject to the provisions of the Act, and to such approval as may required by the General meeting and of other authorities in that behalf, from time to time to promote, establish, assist, join and to contribute to a pool as member there of with other associate and group concern for the purpose of joint expenditure in connection with and relating to the business and affairs of the Company and from time to time sever connection and disassociate from such common pool as may deemed expedient and beneficial in the interest of the Company.
29. To promote any other Company for the purpose of acquiring all of the property and liabilities of this Company or for any other purpose which may seem, directly or indirectly, calculated this Company, and to pay the costs, charges and expenses, incidental to the promotion, establishment, registration and advertising of any such Company, and the issue of its capital or securities, and to guarantee the payment of any debentures, debentures stocks or other securities issued by and such company and the interest thereon, and the payment of interest or dividends upon the stock and share of any such company, and to take or otherwise acquire and hold shares in any such company.
30. To buy, sell manufacture, refine, manipulate, import, export and deal in all substances, apparatus and things capable of being used in such business as aforesaid or required by any customers of person having dealing with the company either by wholesale or retail.
31. To pay all costs, charge and expenses of and incidental to the promotion, formation, registration and establishment of the company and the issue of its capital and charges in connection there with and to remunerate or make donation to (by cash or other assets or by allotment of fully party paid shares or debentures stocks or securities of this or any company or in any other manner whether out of the company's capital or profits of otherwise) any person, persons or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the share in the company's capital or any debenture stock or other securities of the company or in the conduct or its business or in introducing and property or business to the company or of any other reasons which the company may think proper.
32. To act as principal, agents, contractors, trustees or otherwise and by through trustees, agents or otherwise.

(C) OTHER OBJECTS NOT INCLUDED IN SUB-CLAUSE A AND B ABOVE:

1. To carry on trade or business of cultivating, growing, producing or otherwise generally dealing in any agriculture, horticultural produce like vegetables, fruits and nuts, and to carry on all or any of the business of farming, dairy and dairy by-product and producing and vending milk, poultry, fruits, vegetables, cash crops, growers of and dealers of like kinds, of crops and plants including cotton, linseed, rapeseed, mustard seed, maize, wheat, gram, potatoes, sugarcane, coconut and the deal in hay and straw, seeds, nursery and for that purpose set up purchase or otherwise acquire farms, or otherwise acquire farms, orchards, groves and farm other building for growing storing, curing, processing, warehousing, drying and otherwise dealing with the same and to design, manufacture, produce, fabricate, maintain, repair, hire all plant, machinery equipment and related facilities and to deal in the same and all kinds of manures, chemicals, insecticides, pesticides and instruments and application relating there to and to import, export all such produce, machinery, equipment and related facilities and to carry on research and development in respect of any of the items, produce or machinery, equipment and facilities as aforesaid and all the tools and implements that are generally used for such purposes or are capable of being so used.
2. To carry on the business of dairymen, as shopkeepers and keepers and breeders of all types of mulch and other cattle, gantry, poultry, piggery, farmers and gardeners and manufactures of cheese, milk butter, curd, bacon, sausages, meat pies, confectionery, potted meats, table delicacies, importers and exporters of all such manufacturers and any other goods or things or commodities and do all acts and things incidental to and/or ancillary to the business of dairy producers.
3. To carry on the trade and business to breed, raise buy, sell, import, export and generally deal in all kind of poultry, products and poultry feeds stocks and to establish, maintain, develop breeder houses, eggs producing and distributing canters, poultry, meat packing, poultry farms, vaccines, insecticides and antibiotics and to do all other acts and things which are incidental or ancillary to the carrying on for said business.
4. To carry on trade or business of manufacturing, producing, assembling, engineering, designing, developing, dealing in, importing, exporting, buying, selling and stocking, hiring renting all kinds of earth moving and agricultural machines and equipments and attachments there to and their accessories and components whether mobile or other wise and all other types of agricultural machineries of every description which is generally used in agricultural machinery of every description which is generally used in agricultural including water pump tube well equipment or which is capable of being so used in agricultural and all stores and spares parts and for that purpose to set, erect, purchase of otherwise acquire, factories, workshops and other related facilities for the manufacture production, assembly of all the above and the like machinery and equipment to buy, sell import and export and generally deal in the same, to do all things which are incidental and ancillary to the carrying on the aforesaid business.

5. To carry on trade or to manufacture produce, process, fabricate, assemble buy, sell, import, export and generally deal in all types of cold storages, refrigeration and air-conditioning plants and machinery and equipment and accessories there to and all there allied produce and to undertake to construct, install, erect in India or elsewhere all such cold storage, refrigeration and air-conditioning plant, to act as engineers, contractors, designers for all such plants and machinery and equipment and to act as a consultant and advisers for all such plants, machinery, equipment and all allied matters and to set up, install all plants machinery, equipment and related facilities for the production, manufacture, fabrication, maintenance, repairs of all the above.
6. To carry on trade or business of manufactures and dealers in ice, ice-cream in all its branches and for that purpose to set up, install, purchase of otherwise acquire all buildings, structures, plants, machinery, equipment and related facilities for manufacture of ice and ice creams as aforesaid and to open, manage, hire, rent ice-cream parlours for sale of ice creams and fast foods and for provisions of video games and other related entertainment facilities which are generally associated with ice-cream par lour and/or are capable of being combined profitably and to do all other act and things which are incidental or ancillary thereto.
7. To buy, sell, grow, prepare for market, manipulate, import, export and deal in wool all kind and to manufacture and deal in articles of all kinds in the manufacture of which wood of any by-product of wood is used.
8. To manufacture, process, prepare, preserve, can refine, bottle, buy, sell and deal whether as wholesaler or retailers or as exporters or importers or as principals or agents in foods, protein, health and instant foods of all kinds including baby and dietetic foods, cereals beverages, cordials, tonics, restoratives and aerated mineral water and food stuffs and consumable provisions of every description for human or animal consumption.
9. To carry on the business of brewers and maltsters in all its branches.
10. To carry on the business of millers in all its branches and to set up mills for milling wheat, grow, other grains and cereals, dal, basin, maida, suji and other allied products, and to manufacture food products such as biscuit, flacks, dalia and confectionery from flours of all kinds and description and to set up factories.
11. To carry on the business of the manufacture of and dealers in bricks and tiles of every description and kinds, other building materials and poultry of every kind and description.
12. To carry on the business of saw and manufacturers of and dealers in all kinds and classes of composite, organic and inorganic manures, fertilizer, chemical in or manufacture any other articles or things of a charter similar or analogous to the foregoing or any them or connected therewith.

13. To carry on the business of saw-mill proprietors, dealers in all kind of timber for building or other purposes, manufactures of goods and articles made, out of timbers or plywood or other types of wooden or other mixture of ingredients for production of any type of goods or articles and importers and exporters of all types of timber and like goods.
14. To carry on the business as oil merchants, oil mill proprietors, oil seed growers and to manufacture of which oil is limited.
15. To purchase, manufacture, produce oil, refine, prepare import, sell and generally to deal in sugar, sugar-candy, jiggery sugar-beet, sugarcane molasses, syrups, maida, alcohol, sprits, and all sugar products such as confectionery, gkycisem, sugar-candy, canned fruit golden syrup and aerated water and/or products such as biogases boards, paper pulp, paper, butyl alcohol, acetone, carbondixoide, hydrogen, potash was and fertilizers and food products generally and in connection there with to require, construct, operate factories for the manufacture of sugar or any of its products or by-products and acquire or any of manufacture machinery for any of the above.
16. To carry on all or any of the business of jute, flakes and bump, spinners, cotton spinners and doublers, linemen and cloth manufacture, jute, flakes, hemp, cotton and wool merchants, wool combers, worsted spinners, woolen spinners, yarn merchants worsted stuff manufactures.
17. To carry on the business of plantation of all types of trees, plants and to develop, run, maintain, project forestry, orchards, gardens, nurseries, agriculture, lands and to do all job for research and development of its fertility, usefulness and to carry on the business of production, preparation, processing, assemble, finishing, packing, distribution and to buy, sell export, import, transact, deal and trade in all types of need, rap lings, woods, wooden products, agricultural and such other products.
18. To carry on the business of cultivators, growers, manufactures millers, grinder's processors, cold stores, canners and preservers and dealers of food grains and other agricultural dairy horticulture and poultry products, fruits, vegetables, herbs, medicines, flowers, drinks, fluids, gas and preferable products.
19. To carry on all kind of business of automobile, transport and vehicles, by-bying, selling, exporting, importing, trading, manufacturing, repairing, servicing, marketing, storing, distributing and building to deal in spare parts, tires, tubes, lamps, metallic and non-metallic sheets, tools, instruments, pipes, rods and so on.
20. To carry on the business of and purchase, acquire, taken on lease or in exchange or in any other, lawful manner any area, land, building, structures and to turn the same into account, develop the same and dispose of or maintain the same and to buildings residential and commercial, or conveniences thereof and to equip the same or part thereof which all or any amenities conveniences, drainage facilities, electric

telesales in any manner whatsoever, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

21. To carry on the business of and build, take on lease, purchase for acquire in any manner whatsoever and land, apartments, house, flats, bungalows, raw houses, rooms & huts or other accommodation for residential use and to let or dispose of the same or any system of installment payment basis, rent, purchase basis or by outright sale whether by private treaty or in any other mode of disposition all or integral part thereof.

22. To construct, build, equip, own and maintain and to carry on business as keepers of cold storages, storage chambers, ice-plants, godowns, warehouses, refrigerators, freezing houses and room coolers for storing fish, seafood's, marine products and processed fish, seafood's and marine products, meat, eggs, poultry products, protein foods, milk, cream, butter, cheese, bacons, sausages, fruits, roots, vegetables or other substances made from all or any of them and canned, tanned and processed foods of every description and to act as transporters of aforesaid foods, substances and products.

IV. The liability of the member is limited.

V. The authorized share capital of the company is Rs.30,00,000.00 (Rupees Thirty Lac) divided into 3,00,000 (Three Lac) equity shares of Rs.10/- each with the power to increase or reduce the share capital of the company and to cancel any numbers of unallotted shares and to divide the shares in the capital for the time being into different classes and to attachments respectively such preferential qualified or special rights privileges or conditions as may be determined in accordance with the regulations of the company.

We, the several persons, whose names, address and description are subscribed, hereunder, are desirous of being formed into a Company pursuant of these Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite of our respective names.

Name, address, description & Occupations of the Subscribers and his/her father's / husband's name	Number of Equity Shares taken by each subscriber	Signature of the subscribers	Names, Addresses, Occupaton & Description of witness and his/her father's / husband's
Raj Kumar Singh S o Kamta Singh 404. Rameshwar Apartment Phase -2 Kankarbagh Main Road Near NMCH Panta Pin -800020 Occupation-Business	5000 (Five thousand)	Sd/-	Witnesses For all signatures Sd/- (Krishna Mahan Gandhi) Advocate
Rajni Kumari D o Vijay Singh 404. Rameshwar Apartment Phase -2. Kankarbagh Main Road Near NMCH Patna 800020 Occupation- House wife	5000 (Five thousand)	Sd/-	S/o Sri Rajnish Gandhi Collactariate Bar Association Sadar. Patna Reg No. 5826/96
TOTAL:	10000	(Ten thousand)	

Place: Patna,
Date: 08th day of August, 2011

THE COMPANIES ACT, 1956

**PRIVATE COMPANY
LIMITED BY SHARES**

ARTICLES OF ASSOCIATION

OF

TAKSHSHILA PROJECTS PRIVATE LIMITED

PRELIMINARY AND INTERPRETATION

1. In these articles, unless there be something in subject or context inconsistent therewith:
- a. "The Company" means **TAKSHSHILA PROJECTS PRIVATE LIMITED**
 - b. "The Act" means the companies Act, 1956.
 - c. "The Directors" means the board of Directors of company.
 - d. "Board" means the board of Directors of company.
 - e. "Memorandum" means the memorandum of Association of the company.
 - f. "The Articles" means the Articles of Association of the company.
 - g. "The seal" means the common seal of the company.
 - h. "Table" means the table 'A' in the first schedule to the Company Act, 1956.

2. The regulation contained in Table 'A' in the first schedule to the companies Act,1956 so far as they apply to private limited companies shall apply to this company. In addition to the aforesaid regulation the article here in after mentioned shall also form part of the article of the company

PRIVATE COMPANY

3.The Company is a Private Company within the meaning of Section 3, 2(35) & 1 (iii) of the Companies Act , 1956 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) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.
- (d) The minimum paid up capital of the company is Rs.100000.00 (One Lac)

SHARE CAPITAL

- 4. The Authorized Share Capital of the Company is Rs.30,00,000/- (Rupees Thirty Lacs) divided into 3,00,000 (Three Lac) Equity Share of Rs. 10/- (Rupees Ten) each with power to increase and/or reduce its capital of the time being into shares of different classes and to attach to any such rights, privileges or conditions in such manner as may for the time being be provided by the regulation of the company in accordance with the provision of the Act.
- 5. The share shall be under the control of the Board of Directors who may allot and dispose of the same to such persons, on such terms and in such manner as they think fit and shares may be issued at par, at discount or at a premium subject to the provisions of sections 78 and 79 of the Act .
- 6. Shares may be allotted to one or more persons jointly and the joint holders shall jointly as well as severally, be liable for the payment of all calls or installment due in respect of such share or shares.

7 If two or more persons are registered as joint holders of any share or shares any of such person may give actual receipts for all dividends in respect of such share or shares.

8 Save as herein otherwise provided, the company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction or as statute required to recognize equitable or other claim to or interest in such share or shares on the part of any other person.

CALLS ON SHARES

9 The Directors may from time to time, make such calls as they may think fit, upon the members in respect to all money unpaid on shares held by them respectively and each member shall pay the amount of every call so made on him by the company at the date, time and place appointed by the directors.

10 A call may be revoked or postpone at the discretion of the directors.

11 The company may accept from any member the whole or a part of amount remaining unpaid on any shares held by him, although no part of that amount has been called up.

12 If a sum called, in respect of a share or shares is not paid before or on the date appointed for the payment thereof, the members from whom the sum is due shall pay to the company interest thereon from the day appointed for the payment thereof to the date of actual payment at the rate of 6% per annum or at such lower rate as the directors agree.

CERTIFICATE OF SHARES

13 The certificate of title to the shares shall be issued under the seal of the company signed by two Directors or some other person appointed by the companies the purpose.

14 The certificate of title to shares and duplicate thereof when necessary shall be issued under the seal of the company and in the manner as provided in the companies(Issued of share Certificate) rule,1960.

15 Every person whose name is entered as a member in the Register of Members shall be entitled to receive within three month after allotment of registration of transfer one certificate specifying the number of shares hold by him and the amount paid up thereon for all his shares free of cost.

16 Several certificates each for one or more of his shares may be issued upon payment of Rs.2/- for every such certificate after the first one. The Directors, however if they think fit may waive the payment of such additional fee.

17 If the certificate is worn out, defaced, lost or destroyed, then on payment of Rs.2/-a new certificate may be issued subject to rule 6 of the companies (Issue of share Certificate) Rules, 1960 and on such terms, if any, as to evidence and indemnity and on payment of out of pocket expenses incurred by the company in investigating evidence as the Directors in their discretion shall think fit.

18. The Certificate of title of shares Registered in the name of two or more persons shall be delivered to the persons first named in Register of member, which shall be sufficient delivery to all such persons. The company shall be not bound to issue more than one names of two or more persons.

FORFEITURE OF SHARES

19. If any member fails to pay call or installment of a call, on the day appointment for the payment thereof the Board may at any time thereafter during such time as the call or installment remains unpaid serve a notice on such member requiring him to pay the same together with any interest that may have accrued and all such, expenses they may have been incurred by the company by the reason of such non payment.
20. The notice aforesaid shall name a day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the even of non-payment on or before the time and the place appointed the share in respect of which such call was made or installment is payable will be liable to be forfeited.
21. If the requirement of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter before the payment of all calls installments, interest and expenses required by the notice has been made, be forfeited by resolution of the Board to that effect.
22. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the register of Members but non forfeiture shall in any manner be invalidate by any commission or neglect to give such notice to or to make such entry as aforesaid.
23. Such forfeiture shall include all the dividends declared in respect of forfeited share and not actually paid before forfeiture.
24. Any share so forfeited shall be deemed to be the property of the company and the Board of Directors may dispose of the same on such terms and in such manner as the think fit.
25. A person whose share have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding remain liable to pay and shall forthwith pay to the company all calls or installments interest and expenses wing upon him in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payments at six percent per annum and the Board of Directors may enforce the payment thereof or any part thereof without any deduction or allowance for the value of the shares at the time of forfeiture but such not be under any obligation to do so.

LIEN

17. The company shall have a first and paramount lien upon every share registered in the name of each member (whether solely or jointly with other(s) and upon the proceeds of sale thereof for moneys called or payable at a fixed time in respect of such shares whether the time for the payment thereof shall have actually arrived or not. Such lien shall extend to all dividends from time to time declared in respect of such shares unless otherwise agreed. the registration of a transfer of a share shall operate as a waiver of the company's lien, if any such shares.

TRANSFER AND TRANSMISSION SHARES

18. Shares held by a member may be transferred to his legal heir, father, mother, son, daughter, spouse, brother, son in law, daughter in law or any other existing share holder of the company but shall not be transferred to any person other than these as aforesaid, except with the sanction of the board of Directors embodied in a resolution obtained before the transfer upon written application submitted by the member concerned stating full particulars of the purpose transfer giving the fair value and the name of the proposed transferee and the Board must offer to the other share holders the number of shares offered at the fair value and if the offer is accepted the share shall be transferred to the acceptor or acceptors and if the shares or any of them are not so accepted within two months from the receipt of application or the board do not approve of the transferee and at the same time do not name any person who would be willing to accept the shares for reasonable consideration, the member desiring to transfer the shares may transfer them to any person of his liking within three months after the expiry of the period of two months referred to above.
19. In case of difference arises in coming to a settlement as to the fair value of the shares to be transferred, the auditors of the company shall, on application of either party, certify in writing the fair value of the shares which will be binding on both the parties and in so certifying, the auditors shall be considered to be acting as an expert and not as an arbitrator.
20. Save as provided in Section 108 of the Act transfer of share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the company together with certificate or if no such certificate is in existence, the letter of allotment of the share. The instrument to transfer of any share shall specify the name, address and occupation (if any) both of the transferor and of the transferee be entered in the register of members in respect thereof each signature to such transfer shall be duly attested by the signature of one credible witness who shall state his address and occupation.
21. The Board of directors may, subject to the provisions of Section 111 of the Act, in their absolute discretion, refuse to register the transfer of any share to any person who is considered in their opinion to be undesirable.
22. In case of death of a member, the shares shall pass to his heirs administrators or executors and any persons becoming entitled to a share in consequence of death of any member and the Board of Directors upon producing such evidence of title as they may

require register him as holder of the shares or subject to the provision of transfer here in contained, transfer the same other person.

BORROWING POWERS

31 Subject to provision of section 292 & 370 of the Act, the Board of directors shall have to power to borrow from any person, firm, company, Bank, government or other body any secure the payment of any sum of money for the purposes of the company or in such manner and upon such terms and conditions in all respects as thought fit and in particular by creation of any mortgage or charge on the whole or any part of the property of the company, present or future or by issue of bonds perpetual and redeemable, debenture of the company, present or future including its uncalled share capital and the Board of Directors may from time to time at their discretion exercise his power and may themselves lead to his company on security or otherwise.

GENERAL MEETING

33 The first annual general meeting of the company shall be within 18 month from the date of incorporation of the company.

34 Annual General Meeting other than the first Annual General Meeting shall be held once at least in every year at such time, after the closing of the financial year of the company and at such place with the city town or village where the registered office of the company is situated as the Board of Directors think fit, subject to and in and in accordance with the provisions of Section 166 of the Companies Act,1956.

35 A general Meeting may be called by giving not less than twenty one days notice in writing or after giving such shorter notice as provided in Section 171(2) of the Companies Act,1956 or any Statutory modification thereof and subject to any restriction under the Act in this regard.

36 All General Meeting other than the Annual general Meeting of the company shall be called extra ordinary general Meeting and the Board of Directors may whenever it thinks fit shall call an extra ordinary general Meeting of the Company may be called or held on requisition as provided in section 169 of the Companies Act,1956.

37 The quorum for general Meeting shall be two members to be present in person or 70% of the total member of Directors of the Board.

38 The ordinary business of an Annual General Meeting shall be to receive and consider the Profit & Loss Account, the balance sheet and the report of the director of the auditors, to appoint auditors and fix their remuneration, to appoint ed for holding the member's present shall elect one of their member to be the chairman of meeting.

39 The ordinary business of an Annual General Meeting shall be to receive and consider the profit & loss Account, the balance sheet and thereof the director of the auditor to appoint auditors and fix their remuneration, to appoint directors in place of those who retires or resigns and to declare dividends. All other business transacted at an annual

general meeting and all business transacted at an extra ordinary general meeting shall be deemed special.

40. Every question submitted to meeting shall be decided in the first instance by a show of hands and in case of an equality of votes, both on a show of hand on a poll the chairman of the meeting shall have a casting vote in addition to the vote to which he may be entitled as member.

VOTE OF MEMBERS

41. On a show of hands every member present in person or by proxy, subject to the provision of Section 87 of the Act shall one vote for every share held by him.
42. On a poll votes may be given either personally or proxy and in the case of body corporate by a representative duly authorized in that behalf as prescribed.
43. The instrument appointing a proxy shall be in writing under the hands of the appointer or of his attorney duly authorized in writing or if such appointer is a body corporate shall be under its common seal or under the hands of its officer or attorneys duly authorized. A person may be appointed a proxy even though he is not a member of the Company.
44. A vote giving in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of insanity of the principal or revocation of the instrument of transfer of the shares in respect of which the vote is giving provided that no intimation in writing of the death, insanity, revocation or transfer of the shares shall have been received by the company at the registered office before the vote is given provided never the less that the chairman of any meeting shall be entitled to require such evidence as he may in his direction think fit to the due of execution of an instrument of proxy and that the same has not been revoked.

DIRECTORS

45. The number of the directors of the company shall not be less than two and until otherwise determine by the company in General Meeting it shall not more than nine.
46. The first directors of the company shall be:
1. Mr. Raj Kumar Singh
 2. Smt. Rajni Kumari
- 47.(i) The remuneration of each Director for his service for each meeting of the Board or committee of the Board attended by him shall be such sum not exceeding Rs.250/- as may be determined by the Board from time to time. Subject to the provision of Section 314 of the Act, such reasonable additional remuneration as may be fixed by Board may be paid to any one or more of the Directors for service rendered by him or them in signing share Certificates in respect of the company's capital or any debentures issued by the company. The Directors shall be paid such further remuneration if any as the

company in General Meeting shall from time to time determine for the Services rendered to the company.

- (ii) The Board of Directors may allow and pay to any Directors who is not a bonafide resident of the place where the meetings of the Board are held and who shall come to the place for the purpose of meeting such sum as the Board may consider fair compensation for his travelling, boarding, lodging and other expenses in addition to his fee for attending such meetings as above specified.
 - (iii) Subject to the limitations provided by the Act and these Articles if any Director shall be called upon to go or reside out of his usual place of residence on the company's business or otherwise perform extra service outside the scope of his ordinary duties the Board may arrange with such Director for such special remuneration for such sum of money as they shall think fit, in addition to or in substitution of his remuneration above provided and all the Directors shall be entitled to be paid or reimbursed or repaid any travelling or other expenses incurred or to be incurred in connection with the business of the Company provided however the provisions of Section 314 of the Act shall be copied with in determining such remuneration.
- 48. The Board of Directors shall have power to appoint additional Directors as well as alternate Directors but in doing so the provision of sections 260 and 313 of the Companies Act,1956 or any other statutory modification thereof shall be complied with.
 - 49. A Director shall not be required to hold any qualification shares and a person may be appointed as a Director not with standing that he hold no shares in the company.
 - 50. Subject to section 292 and 297 a resolution in writing approved and signed by the majority of directors shall be as valid and effective for all purposes as resolution passed at a meeting of the Board duly called and held.
 - 51. The Directors subject to provisions of Section 285 of the Act shall meet together as Board for the dispatch of the business from time and shall so meet at least once in every three months. The Board of directors may adjourn and otherwise regulate their meeting and proceeding as they may think fit.
 - 52. The Chairman of the Board of Directors, the meeting Director or any Director or Secretary of the Company may at any time convene a meeting of directors. The Board of Directors may appoint one of their members as the Chairman of the Board and fix the period for which he is to hold office of Chairman.
 - 53. Notice of every meeting of the Board shall given in writing to every director for the time being at his usual address. The accidental omission to given the notice to or non-receipt of such notice by director shall not invalidate any resolution passed in any such meeting in which a quorum as stated hereunder is present.
 - 54. The quorum for a meeting of the Board of Directors shall be one third of total strength of the Board of Directors as defined in section 287(1)(a) of the Act (any fraction contained in that one-third being rounded of as one) or two directors; whichever is higher.

MANAGING DIRECTOR & WHOLE TIME DIRECTORS

55. The Board of Directors may appoint one or more their body to the Managing Director or Managing Directors or whole time Director or whole time Director of the Company either for a fixed term or without any limitation as to the period for which he or they is or are to held such office on such terms as they may deem proper and may from time to time subject to the provisions of any contract between the company and him or them, remove or dismiss him or them from office and appoint another or others in his or their place or places. **Mr. Raj Kumar Singh** shall be the first Managing Director of the Company.
56. The remuneration of the Managing Director or Managing Directors or whole time Director whole time Directors subject to the provisions of any contract between the company and him or them, be from to time fixed by the Directors and may be by way of fixed salary or commission and/or in any other mode and may be in addition to the remuneration for attendance at the Board meeting and any other remuneration which may provided under other clause.
57. The Director may from time to time subject to the provisions of the Act entrust to or confer upon the Managing Director or Managing Directors or whole time Director or whole time Directors for the time being such of the powers exercisable by the Directors under these presents or by law, may think fit and confer such powers for such time and to be exercised for such object and purposes and with restrictions as they may think expedient and they may confer such powers either collaterally with or to the exclusion or of in the substituting for of the powers of the Director in that behalf and may from time to time revoke, withdraw, after or vary all or such powers.

COMMON SEAL

58. The Company shall have a common Seal, the safe custody of which shall be provided by the Managing Director or by any other person decided by the Board.
59. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or a committee of Directors and at least one Director shall sign every instrument to which the seal is affixed and every such instrument shall be counter signed by the Managing Director of the company.

DIVIDENDS AND RESERVES

60. **The Company in general meeting** may declare dividend keeping in view the provisions of Section 205 of the Companies Act, 1956 but no dividend shall exceed the amount the recommended by the Board of Directors.
61. The Board of Directors may time to time the members such interim dividends as appear to the Board to be justified by the profits of the company.
62. The Board of Directors may deduct from any dividend payable to any member all sums of money, If any presently payable by him to the company on account of calls, or otherwise in relation to the Company.

63. The Board of Directors may set aside, before recommending and dividend out of the profits of the Company, such as they may think fit as reserve or reserve to which shall at discretion of the Board of Directors be applicable for any purpose to which the profits of the company may be properly applied.
64. The Board of directors may carry forward and profit which it think prudent to divide before setting them aside as reserves.

CAPITALISATION OF PROFIT AND RESERVES

65. (i) The Company in general Meeting may, upon the recommendation of Board resolve:
- (a) That it is desirables to capitalizes any part the amount for the time being standing to the credit of any the company's reserve account, or to the credit of profit & loss Account or otherwise available for distribution, and
- (b) That such sum is accordingly set free for distribution in the manner specified in Clause (1) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in such but shall be applied subject to the provisions contained in clause (3) either in or towards.
- (i) Paying up any amounts for the time being unpaid on any shares held by such members respectively.
- (ii) Paying up in full, unissued shares or debentures of the company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportions aforesaid ;or
- (iii) Party in the way specified in Sub-Clause (1) and party the way specified in Sub-Clause (II).
- (3) A Share premium account and a capital redemption reserve fund, may, for the purpose 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.
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

AUDIT & ACCOUNT

66. The Managing Director or whole time Director shall cause true accounts to be kept:
- (i) of the assets and liabilities of the company and
- (ii) all sums of money's received and paid by the Company and the matters in respect of which such receipt and expenditures take place, and

- (iii) of all sales and purchases of goods by the Company.
- 67. The books of account shall be kept at the Registered Office of the Company and shall be open for the inspection of the directors at all times during usual business hours.
- 68. Auditors shall be appointed and their duties and powers shall be regulated in accordance with the provisions of Sections 224 to 230 or other Sections of the Act.

INDEMNITY

- 69. 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 the normal course of business of the Company, Subject to provisions of the Act.

WINDING UP

- 70. If the Company shall be wound up either voluntarily or otherwise, the surplus assets if any, shall be applied first in repayment of the capital paid up on the shares and the excess, if any shall be distributed amongst the members in proportion to their number of shares held by them respectively at the commencement of the winding up. If the assets available for distribution shall be insufficient to repay the whole of the paid up capital then, such, assets shall be distributed in such a way so that of nearly of may, the losses shall be borne by the members in proportion to their capital paid up or ought to have been paid up at the commencement of winding up on the share held by them respectively.

* * * * *

We, the several persons, whose names, address and description are subscribed, hereunder are desirous of being formed into a Company pursuant of these Articles of Association and we respectively agree to take the number of shares in the capital of the Company set opposite of our respective names.

Name, address, description & Occupations of the Subscribers and his/her father's/ husband's name	Number of Equity Shares taken by each subscriber	Signature of the subscribers	Names, Addresses, Occupations & Description of witness and his/her father's/ husband's
Raj Kumar Singh S/o Kamta Singh 404, Rameshwar Apartment Phase -2 Kankarbagh Main Road Near NMCH Panta Pin -800020 Occupation-Business	5000 (Five thousand)	Sd/-	Witnesses For all signatures
Rajni Kumari D/o Vijay Singh 404, Rameshwar Apartment Phase -2, Kankarbagh Main Road Near NMCH Patna 800020 Occupation- House wife	5000 (Five thousand)	Sd/-	Sd/- (Krishna Mahan Gandhi) Advocate S/o Sri Rajnish Gandhi Collactariate Bar Association Sadar, Patna Reg No. 5826/96
TOTAL:	10000	(Ten thousand)	

Place: Patna,
Date: 08th day of August, 2011