

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
VISHAL VAIBHAV BUILDCON PRIVATE LIMITED

1.

THE COMPANIES ACT, 1956
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF



VISHAL VAIBHAV BUILDCON PRIVATE LIMITED

The name of the company is **VISHAL VAIBHAV BUILDCON PRIVATE LIMITED**

The registered office of the company will be situated in the state of Bihar

The objects for which the company is established are:

(A) Main objects of the company to be pursued on its incorporation:

To carry on in India or elsewhere, either alone or jointly with one or more persons, government, local or other bodies, the business to construct, build, alter, acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, taste, inspect, locate, modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist, and to act as civil engineer, architectural engineer, interior, decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, subcontractor, turnkey contractor and manager on all types of constructions & developmental work in all its branches such as roads, ways, culverts, dams, bridges, trusses, sheds and godowns, railways, tramways, water tanks, reservoirs, canals, sharves, warehouses, factories, buildings, structures, drainage & sewage works, water distribution & filtration systems, docks, harbours, piers, irrigation works, water proofing works, waterharvesting, and borewell services, foundation works, flyovers, runways, rock drilling, aqueducts, stadiums, hydraulic units, sanitary works, power supply, power station, hotels, hospitals etc.

To carry on in the business as developers of Land, building and real estate properties of every description and generally to carry on the business as builders, civil engineers and contractors, structural engineers, architects, designers, planners, woodworkers, and as constructors erectors and engineers for the construction of all types of buildings, structures, roads, water course, barriers, houses, works, flats, premises, apartments shops ware house and buildings of every type and of wherever description on any land or property and to pull down, re-build, re-construct, alter, amend, erect, renovate and improve existing buildings and premises, build up spaces, structures, houses and housing facilities, office premises, shopping arcade and complexes and as providers of all amenities

Infrastructure facilities like roads, sewerage system, parking places water reservoirs, sanitary installations, water supply, electricity, air conditioners, elevators, heating arrangements, gardens, parks, markets and shop and all other like allied conveniences.

To carry on the business in India or elsewhere, business of manufacturing, producing, constructing, installing, erecting, etching, drawing and designing of reinforced concrete pillars and structures of every kind and description for every use whatsoever and for laying foundation at all types of buildings and structures including high rise and multistoried buildings of every kind and description and to do and carry on all work and works for purposes of stopping, storing and holding back flowing water and as earth diggers, cutters and removers, stone founders, iron and steel founders and workers, grill makers, iron fabricators, wood and timber workers by employing manual labour or mechanical powers and generally to carry on the business as contractors for all other types and kinds of civil works and constructions of every description and as civil, mechanical and electrical engineers.

To purchase, take on lease acquire by means of any agreement or arrangement or by or through any other Lawful modes and construct, re-construct, build, rebuild, remodel renovate, equip, maintain, prepare for market acquire by purchase, lease or otherwise any land or building wholly or in part and to hold the same as stock-in-trade and exploit the same for construction of floors, flats, shops, apartments, premises god owns, garage and other build in space and to sell, lease outcome long or short period, let on hire or give on rent or other wise dispose off the same and to trade and deal in all real properties and estates, including building, shops - floors, flats, apartments, houses, grounds, swimming pools or portions thereof and to carry on and to do all businesses, transactions activities and work or works allies to any of the business and objects specified hereinabove.

To manage superintend and supervise, land, building and other properties as aforesaid whether belonging to the company or not and to collect rent and income and to supply to tenants and occupiers and others benefit and uses of lights, waiting room, reading room, dinning rooms, lavatories and such other advantages as may be considered fit and to supply building material including sanitary fittings and interior furnishing.

To carry on business of Selling & Marketing of General Merchandise, Computer Peripherals, Electronic & Electrical Items.

(B) Objects incidental or ancillary to the attainment of the objects specified in (A)

1. To acquire, take over and undertake the whole or any part of business as a going along with assets, liabilities, license quotas, rights, entitlements etc. from any person company; to enter into partnership or into any arrangements for sharing profits, union interests, CO-operations joint ventures, concessions or otherwise with any person company carrying on or engaged in or about to carry on or engage in any

business or transaction capable of being conducted of or otherwise assist any such person or company and to otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same.

- I. To apply, approach, purchase, tender, auction, hold protect, prolong, work, use or otherwise to acquire, renew or dispose of in any part of the world any patents, copyrights, trade secrets, secret processes, information, know-how, formulas, inventions, trade marks, monos, designs, licenses, concessions and the like, conferring any absolute, exclusive, non-exclusive, limited, temporary or permanent right to use or work the same or any secret of other information as to any invention which may seem capable of being used for any to the purpose of the company or the acquisition of which may seem beneficial to the company and to use, exercise, develop or grant license in respect of or otherwise turn to account the property, rights, or information so acquired, and to expand, money in experimenting upon, testing or improving of seeking to improve any such patents, inventions, rights, designs or information aforesaid which the company may acquire or propose to acquire.
- II. To amalgamate, absorb or merge with one or more than one company or body corporate, whether or not having similar objects as of this company and to do all such incidental acts, deeds and things as may be necessary to give effect to the amalgamation.
- III. To enter into, execute and fulfill all contracts, agreements and arrangements necessary or useful for any of all of the objects of the company with any government, semi-government and local authorities in India or elsewhere for the purchase, sale import, export and supply of goods, merchandise, stocks, shares, securities, capital goods, movable articles and things and to provide services and consultancy of all types to them on such terms and conditions as the Board of directors deem fit from time to time.
- IV. To establish, settle, promote, form, undertake or to execute any public charitable or welfare trust for the benefit of employees, ex-employees, directors, their dependent and general public or for the development and advancement of any activity in the field of education, healthcare, public welfare, science etc. for their benefit.
- V. To incorporate, float from, constitute and promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this company, or for carrying on any business which this company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit this company.

- VI. To purchase, sale, subscribe underwrite, acquire, invest, exchange, take-up, hold or otherwise to deal in the shares, stocks, bonds, debentures, warrants, entitlements premium notes, obligations or securities issued or guaranteed by the companies corporations, mutual funds, government undertakings, government authorities, banks, financial institutions, foreign institutional investors, foreign companies or by any other body or authority in India or abroad either by original, subscription, tender, conversion, offer, renunciation, purchase or otherwise and to subscribe for the same either conditionally and to guarantee the subscription thereof and to exercise, enforce and enjoy all rights and powers conferred or incident to all ownership thereof
- VII. To tender, make, provide and give advances of such sums of money as may be necessary for purchase of goods, services, raw materials, consumable, stores, plants, machinery's or any other movable or immovable property required for the purpose of the company on such terms and conditions, with or without security as the company may deem fit from time to time provided that the company shall not carry on the business of banking as defined in Banking Regulation Act, 1949, subject to the provisions of companies Act, 1956, and Reserve Bank of India directors.
- VIII. Subject to the provisions of the companies Act, 1956, RBI rules SEBI guidelines as the case may be to borrow, raise, secure, invite, promote, undertake and accept the payment of money as deposit, loan or advance with or without interest, secured or unsecured, conditional or non-conditional on in such other manner as the directors may in their absolute discretion deem fit and in particular by the issue of debentures, bonds, debtor stocks, commercial papers or other securities whether convertible or non-convertible, on mortgage, pledge of charge in the whole or any part of the property, assets, revenue and profits of the company including its UN called capital by special assignment or otherwise and to purchase, redeem, pay off or discharge any such securities.
- IX. To accept, invite, promote, raise, secure, borrow, undertake or otherwise to negotiate loans, underwriting contracts, mortgages, leases, equity participation's, cash credits, letter of credits, granaries, obligations, commitments, overdrafts and other financial facilities from bank, financial institutions, leasing companies, government of semi government bodies, companies, firms, individuals, societies, association, body corporate, and other entities.
- X. Subject to the provisions of Companies Act guidelines & rules of SEBI, or such other rules and regulations as are in force to remunerate any person by way of commission, salary, fees, charges or

otherwise for services rendered, or to be rendered, in placing or procuring or guaranteeing the placing of any of the shares on private placement basis on the company's share capital or for any debentures or other securities issued by the company from time to time.

- XI. To adopt such means for making known the business and/or products of this company or any company in which the company is interest as its principal agents, representatives or in any other way by advertisement and publicity in press, periodicals, magazines, through corner slides and films by issue of circulars, posters, calendars, show cards, playing cards, gifts, complementary, hoarding, by radio programmes and T.V programmes. By exhibitions, sponsorship of games, sports activities, cultural or other programmes; by publication of books & periodicals; by granting prizes, rewards and donations or in any interest; by granting prizes, rewards and donations or in any other manner as the board of directors may think fit.
- XII. To apply for, promote, obtain, represent and get implemented from government, state government, foreign government or other similar authorities any order, regulation, enactment, authorisation, charters, rights, immunities, privileges, guarantees, counter guarantees, indemnities, grants, gifts, concessions, licenses, and decrees for enabling the company to carry on its business or any of its objects into effect or for extending its powers of the company for effect in any modification of the constitution which is directly or indirectly beneficial to for the other purposes that may seem expedient and to defend and oppose any proceedings, acts, rules and regulation which may seen directly or indirectly prejudicial to the interest of the company and for this purpose to take help of any expert, lawyer, advocate, solicitor, trade associations, chamber of commerce etc. and to incur necessary expenses.
- XIII. To pay for any property, rights, services or benefits acquired by the company either in cash or by the allotment of fully or partly paid up shares of the company with or without preferential rights in respect of dividend or repayment of capital or otherwise, or by any securities which the company has power to issue of partly in one mode and partly in another on such terms and condition as the company may determine from time to time.
- XIV. To create any type of mortgage or charge on whole or any part of the undertaking, properties stocks, investment, rights, titles etc., of the company both present or future and on any un-called share capital of the company, and to create, issue, make and give debentures, debenture stocks, bonds or other

securities and obligations perpetual or otherwise, with or without any mortgage or charge on all or any part of the items aforesaid.

- XV. To pay, reimburse or give credit for all cost, charges and expenses out of the funds of the company which are incidental to the promotion, formation, registration and establishment of the company as are incurred by the promoters in its preliminary or pre-incorporation stage and alternatively to issue shares against such expenses as may be decided by the Board of Directors from time to time.
- XVI. To insure the company fully or partly against any losses, damages, risks, accidents and liabilities of all kinds which may effect to it whether in respect of its contracts, agreements, advances, securities, undertakings, properties, belongings, goods, articles, guarantees and obligations or in respect of servants or employees of the company either by setting apart funds of the company or by effecting appropriate insurance from time to time.
- XVII. To make donations, charities, and contributions to individuals, firms, companies, trusts, institutions, welfare funds, national relief funds, hospitals, recognised political parties etc. either in cash or in kind such sums as may be allowed be law and in particular to remunerate any person, company, firm, body, association, or corporation introducing business to this company and also to subscribe and contribute to religious, political, benevolent, national, public, cultural, educational or other institutions, funds or trusts established for the benefit of the
employees, ex-employees (including directors) business associated or to their dependent ad relatives or for general public.
- XVIII. To refer, or agree to arbitration the matter related to any claim, demand, dispute, or for any other question raised by or against the company, or in which the company is directly or indirectly interested or concerned, and to do all acts, deeds, matters and things to carry out and enforce the award. The auditor of the company would be the sole arbitrator and award given by arbitrator would be final and binding for all parties no legal proceedings can be lodged against such award.
- XIX. To secure, promote, organise, manage or enter into collaboration agreement in all its branches with any person, firm, company, corporation, authority, body or other entity in India or aboard to acquire technical know how, buy back arrangement, procurement of capital goods, financial assistance, training and development or for any other purpose what so ever and subject to law in force pay such commission, fees, royalty or other charges as may be agreed from time to time.

- XX. To let out on rent, on hire, lease, license or otherwise dispose of any property, rights, way works, privileges, titles, license hereditament, plants, machinery, trade mark, etc., of the company absolutely or conditionally on daily, weekly, monthly, yearly or on perpetual period basis in India or elsewhere and to receive rent, charges, royalties, fees, discounted value, lump sum, deposits, commuted value or other consideration there against as may be agreed by the Board of Directors of the Company from time to time.
- XXI. To issue fully paid up bonus shares to members and shareholders of the company by way of capitalisation out of the balancing standing to the credit of share premium account, general reserve, revaluation reserve or such other reserve subject to such consents and approvals as may be necessary as per laws, rules and regulation prevailing in the country from time to time
- XXII. To apply for, approach & obtain status of export house, star rating house etc. to act as such and for the purpose to act as buyer, seller, Importer, exporter, broker, representative, market man, distributor, stockiest or otherwise to deal in all sorts of goods, articles, items commodities, merchandise, chattels & products whether manufactured or processed by the company or otherwise.
- XXIII. The objects incidental or ancillary to the attainment of the main objects of the company as aforesaid shall also be incidental or ancillary to the attainment of the other objects if of the company herein mentioned.

Other objects not included in sub-clauses (A) and (B) above:

To carry on in India or abroad the business of advertising & publicity agents and contractors and for this purpose to purchase, sell, sponsor, hire, charter, manage, acquire, undertake, hold, provide, and promote, publicity or advertising time space or opportunity on any radio, station, broadcasting centre, television centre, video cassettes, audio cassettes, hoarding, neon sign, electronic display board, cinema, cable network, newspapers, magazines souvenirs and all other present and future media or display devices and to do all incidental acts and things necessary for the attainment of objects under these presents.

To carry on the business to manufacture, maintain, install prepare, produce, fabricate, alter paint, convert, finish, buy, sale, import and export all kinds of advertising and publicity materials such as slides, cassettes, pamphlets, calendars, posters, hoarding, cut-outs etc. and to act as agent, broker, vendor, owner, franchiser, organizer, promoter, sponsor, or manager of

advertising and publicity business and to do all incidental acts and things necessary under these presents.

To carry on in India or abroad the business to manufacture, repair, produce, maintain, fabricate, assemble, buy, sell, import, export develop, design, recondition, remodel, renovate, turn to account, hire, let on hire, lease, charter, tender, provide or otherwise to deal in all varieties, descriptions, specification, capacities, strength & applications of air crafts used for transportation of goods, passengers, animals or for defence, security, rescue operations, including aeroplanes, supersonics, airbus, helicopters, hover crafts, training planes, bombers and their components, parts, accessories, fittings, equipment, instrument, tools, systems, devices, consumable, and other allied products thereof.

To carry on in India or aboard the business as travel agents, flight couriers, freight & passenger ticket booking agents, aircraft players, and to undertake any contract or assignment from government, semi-government, or other authorities to operate any air taxi route in world and to buy, sell, import, export, store or otherwise to deal in all goods, articles and things connected to the foregoing activities and to do all such incidental acts and things necessary for the attainment of foregoing objects.

To carry on the business in India or elsewhere to manufacture, fabricate, assemble, alter convert, extrude, design, develop, research, export, import, handle, job, work, modify, machine, prepare, produce, finish, anodise, purchase, sell resale, project mould, remold, melt and to act as stockists, distributor, agent, broker, representative, consultant, advisor, supplier, contractor, subcontractor, or otherwise to deal in all shapes, sixes, gauge, thickness, dimensions and varieties of hexagons, tubes, packing, materials, springs, plates, circles, coils, powder their parts, accessories, equipment, plants, machinery's, tools, tackles, components, raw materials, stores, consumable and other ingredients thereof used in industrial, commercial, domestic, business, public utilities, transport, aviation, shipping, building, power, railway, agriculture and other areas and to do all such incidental acts and things necessary for the attainment of foregoing objects.

To buy sell, import, export, consign, store, clean, recondition and develop or otherwise deal in all types of intermediates, chemicals, instruments, equipment, apparatus, accessories, filling, goods, articles, or things which are required for the attainment of the above objects,

To initiate, promote Educational Infrastructure development Programmes, Socio-scientific research, collaboration and Awards programme, Archaeological and Archives, cultural development, Tourism and Tourism engineering, Alternative health research and development programmes, Alternative energy generation, transmission and conservation programmes, Alternative appropriate technologies research and development programme, Genetic research and resources development programmes, Statistical information research and development, Advanced technologies R & D programme for Agriculture, Veterinary, Diagnosis, and Agricultural Engineering Technologies,

To carry on in India or elsewhere the business to establish, form, promote, manage, organise, handle, sponsor, operate, supervise, or to float an asset management company to manage all sorts of assets of mutual funds through a duly constituted trust under the Indian Trust Act in all its branches whether open ended, close ended, or other scheme as may be approved by securities and exchange board of India or other authorities from time to time under prevailing laws, rules and guidelines, and to charge such management and advisory fees and incidental expenses from mutual funds floated by it and to do all such acts and things necessary for the attainment of foregoing objects.

To carry on in India or abroad programme of Small & Rural Technologies Promotion and Development, Food and nutrition Disaster Management, Human rights, Customer education & protection, Computer and Information Technologies Research and Management, Added - Value Programmes.

To carry on in India or abroad project of Development, Employment creation and opportunities Development, Leadership development, legal aid & Protection, Antipoverty, Refugees, Public Health, Micro Enterprises Development, Techno-Enterprenuership development, Slum community development, Social Welfare, Street Children, Labour Children, Prisoner's education.

To conduct in India or abroad Vocational Education Guidance, Training and Skill Development Programmes, Conversion of traditional Indian languages in multinational languages and according Software Development, Water Shed & wasteland /other unutilised resources Management, Communication, Electronic and printing technologies development and utilities, Vocational education, research training and development programmes.

To carry on in India or elsewhere the business to promote, establish, organise, conduct, undertake, manage in India or abroad the business of auctioneers, surveyors, loss assessors and appraisers of all kinds of movable of immovable assets, goods merchandise, chattels and to do all necessary of all kinds of movable of immovable of above objects.

To promote, encourage, establish, provide, maintain, conduct, operate, organise, subsidies, and run health clubs, beauty parlours, yoga centres, massage centres, swimming pools, gymnasiums and to run the business as beauticians, manicurists, hairdressers, hair dyers, makers and suppliers of all kinds of wigs and to conduct classes, seminars, demonstration, education and training programmes for betterment of body and beauty care and to do all incidental acts and things necessary for the attainment of foregoing objects.

To carry on in India or elsewhere the business of builders, contracts, designer, architects, decorators, furniture, consultants, constructors, financier, & brokers of all types of buildings and structures including houses, flats, apartments, offices, godowns, warehouses, shops, factories, sheds, hospitals, hotels, holiday resorts, hopping cum residential complexes 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, and control all such buildings and structures an to purchase , sale or deal in all types of movable or immovable properties for distributor, stockists, or otherwise to deal in all types of raw material , goods, fitting, parts, accessories, know how, consumable, plants and machinery's, tools and tackles used for the foregoing purpose and to do all incidental acts and things necessary for the attainment of the objects.

To carry on in India or elsewhere as body builders of all means of transports, including, buses coaches, trucks, minimises, ambulances, special purpose vans, tankers, cars utility vans, trawlers and to produce, manufacture, maintain, repair, install, build, construct, fabricate, equip, assemble, alter, remove, job work, convert, finish, buy, sell, import, export, recondition, turn to account, acquire,

undertake and act as agent broker, collaborator, consultant, contractor, subcontractor, metal workers, welders, machinists, wood

workers, enamelled, hirer, wholesaler, retailer, or otherwise to deal in all such fixture, fittings, accessories, consumable, tools, jugs, dies, equipment, instruments, components, parts, goods, articles and things which are necessary for the foregoing purpose and to do all incidental acts and things necessary for the attainment of the above objects.

4. The liability of the members is limited.

5. The authorised share capital of the company is Rs5,00,000/- (Rupee Five Lakh Only) divided in to 5,000 (Five thousand) equity shares of Rs. 100/- (Rupee hundred only) each with power to increase the share capital as per provisions of the companies Act, 1956.

INDEMNITY

10. Every director, officer or agent for the time being of the company shall be indemnified out of the funds of the company, against any liability incurred by him in the normal course of business of the company or for any purpose of the business of the company subject to the provisions of section 201 of the companies act.

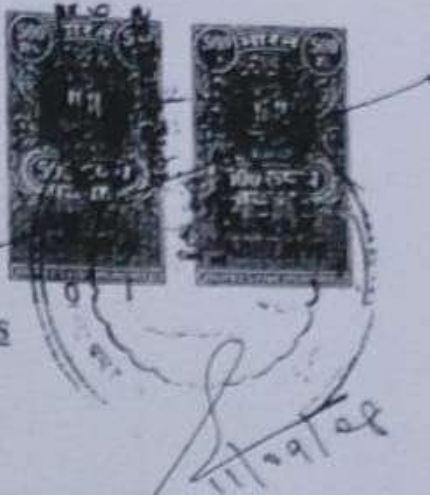
We the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of these Articles, and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names :-

Names, Addresses, Descriptions and occupations of subscribers	No. of shares taken by each subscriber	Signature of Subscribers	Names, Addresses, Descriptions and occupations of Witnesses
<p>SACHIDA HAND S/o - SRI RADHA RAMAN PRASAD GUPTA AT - L.C.T. GHAT MAINPURA BAGI-CHA POST - C.P.O DIST - PATNA PIN - No. - 800001</p>	<p>1000/ (one thousand)</p>	<p>Sachida Hand</p>	<p>Sachin Sujeev Kumar Sinha S/o Sri Baleshwar Pal. Sinha 325 A, Adison Arcade Frasar Road, Patna - I</p>
<p>RANDHIR KUMAR S/o LATE. SHEO - BACHAN SINGH 216. NEHRU NAGAR PATNA (BINAR) PIN - 800013</p>	<p>1000 -/ (ONE THOUSAND)</p>	<p>Randhir Kumar</p>	

Place: Patna 2000 (Two thousand)
Date: - 12/09/08

1.

THE COMPANIES ACT, 1956
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
VISHAL VAIBHAV BUILDCON PRIVATE LIMITED



1. Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the act or any statutory modification thereof for the time being in force interpretation:-

"The company" Means **VISHAL VAIBHAV BUILDCON PRIVATE LIMITED**

"The Act" means the companies act, 1956, and includes any re-enactment or statutory modification thereof for the time being in force.

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

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

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

"Seal" means the common seal for the time being of the company.

- (a) Table-'A'-The regulations contained in Table 'A' in the first schedule to the companies Act, 1956, shall not apply to the company, except in so far as they are embodied in the following articles which shall be the regulations for the management of the company.
- (b) The company is a private limited company within the meaning of section 3(I)(iii) of companies Act, 1956 and accordingly, which has a minimum paid up capital of one lakh rupees or such higher paid up capital as may be prescribed
- (i) The right of transfer of the share of the Co. is restricted in the manner and to the extent here in after applying
 - (ii) The number of members of company shall be limited to fifty but not including persons specified in sec 3 (1) (iii).
 - (iii) No invitation shall be issued to the public to subscribe any share or debenture of the company.
 - (iv) Prohibited any invitation or acceptance of deposits from persons other than its members, directors, or their relatives.

SHARES

2. The authorised shares capital of the company is Rs. 5,00,000/- (Rupee Five lakhs only) divided into 5,000/- (Five thousand only) equity shares of Rs. 100/- each with power to increase or decrease the share capital as per provisions of the companies Act, 1956.
3. Provisions of clauses 2 to 6 of Table "A" Shall apply.

CERTIFICATE

4. Provisions of clauses 7 & 8 of Table 'A' shall apply.

ALTERATION OF SHARE CAPITAL

5. Provisions of clauses 44,45 and 46 of Table 'A' shall apply.

TRANSFER AND TRANSMISSION OF SHARES

6. Any member desiring to sell any of his shares must notify the Board of Directors of the Number of shares, the fair value thereof and the name of the proposed transferee and the Board Must offer to the other members the number of shares offered at the said fair price and if the offer is accepted, the shares shall be transferred to the acceptor or acceptors and if the shares or any of them are not so accepted within one month from the date of notice to the Board the holder may sell or transfer them or any of them at the same or higher price to third party. In case of any dispute regarding the fair price of the shares, it shall be decided and fixed by the company's auditor, whose decision shall be final.
7. No transfer of any shares shall be made or registered without the previous sanction of the directors except when the transfer is made by one member to another or to a members spouse or child or children of his/hers and the directors may decline to give such sanction without assigning any reasons and shall so decline to case of transfer the registration of which shall involve a contravention of clause 6 of these Articles.

8. On the death of a member the survivor or survivors where the member was joint holder and his legal representative where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares.
9. Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the board and subject as herein after provided, elect, either.
10. (a) To be registered himself as holder of the shares; or
(b) To make such transfer of the shares as the deceased or insolvent members could have made.
11. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing by him stating that he so elects.
12. The directors, shall, in either case, have the same rights to decline or suspend registration as they would have had, if the deceased or insolvent member had transferred the shares before the death or insolvency.
13. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
14. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
15. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled, if he were the registered holder of share, except that he shall not before being registered a member in respect of it to exercise any right conferred by membership in relation to meetings of the company.

LIEN, FORFEITURE AND CALLS OF SHARES

16. Provision of clauses 9 to 18 and 29 to 35 of Table "A" shall apply.

SEAL

17. Provision of clause 84 of Table 'A' shall apply.
18. Until otherwise determined by a General Meeting, the number of Directors shall not be less than two and not more than eleven.

1. Mr. SCHITANAND

2. Mr. R. NDIRR KUMAR

Shall be the first directors of the company.

4.

19. The Board of directors shall have power to fill up casual vacancies in the Board of Directors and also to appoint additional directors who shall hold office up to the next annual general meeting of the company provided that the total number of directors shall not at any time exceed the maximum number fixed above.
20. The following non-rotational directors may be appointed and act as such, while any money remain due from the company under or by virtue of any mortgage, hypothecation, pledge or otherwise executed by the company in favour of any financial institution and for any other corporation sponsored by any govt. central or state, or so long as the guarantee by the said corporation shall be entitled to appoint, if so agreed from time to time any person or persons to be their nominees as non-rotational directors of the company but so that not more than two persons shall hold office at the pleasure of the said corporation, who shall have full power to remove any his or their place as and when they shall deem necessary.
21. The directors shall not be required to hold any qualification share in the share capital of the company.
22. The ordinary remuneration of a director shall be a fee of Rs. 250/- for every meeting of the Board of Directors attended by him together with a reasonable travelling and other expenses which he may have to actually incur for attending and returning from meeting of the Board of Directors of any committee thereof or in connection with the business of the company.
23. The Board of directors may meet for the dispatch of business, adjourn or otherwise regulate, its meeting as it thinks fit provided however that the Board of Directors shall meet once at least in every three months in accordance with provision of section 285 of the Companies Act.
24. A director or any officer of the company authorised by the directors on that behalf, may at any time, summon a meeting of the board of directors giving at least three day's notice in writing. A meeting of the board of directors may however be called at shorter notice provided all the directors entitled to attend the meeting agree to such shorter notice.
25. Two directors or one third of the total strength of the board whichever is higher, present in person shall form a quorum for the purpose of transacting any business in a meeting of the board of directors, subject to section 287 of the Companies Act.
26. The continuing directors may act notwithstanding any vacancy in the board. But if any so long as their number is reduced below the quorum fixed for a meeting of the Board of Directors, the continuing directors may act only for the purpose of increasing the number of directors to that, fixed for the quorum.

27. No resolution shall be deemed to have been duly passed by circulation by the board of directors unless the resolution has been circulated in draft together with necessary papers, if any, to all the directors then in India, not being less than the quorum fixed for a meeting of the Board of Directors and to all other director at their usual addresses in India and has been approved by such of the directors as are in India or by a majority of such of them as are entitled to vote on the resolution.
28. The Board shall have the power to appoint a person as alternate director during the absence of a director for a period of three months or more from the state in which the meeting of the board are ordinarily held. An alternate director so appointed shall vacate office if any when the original director returns to the state and if the terms of office of the original director is determined before his return to the state. Any provision for the automatic re-appointment of the returning director in default of appointment of any body else in his place shall apply to the original and not the alternate director.
29. The board shall be entitled to exercise all such powers and do all such acts and things as the company is authorised to exercise.

Provided that the board shall not exercise any power or do any act or thing which is directed or required by the companies act or any provision of law or by the memorandum and articles of association of the company to be exercised or done by the company in general meeting.

Provided further that in exercising any power or doing any act or thing, the board shall be subject to the provisions contained in that behalf in the company or these articles or in any regulation not inconsistent therewith and duly made hereunder including regulations made by the company in general meeting.

Provided further that the Board may delegate to any committee, chairman of the Board, managing director, or officer or staff such of its powers as are not required by statutes or by these articles to be exercised by the board only.

30. The board shall exercise the following powers on behalf of the company only by means of resolutions passed at a meeting of the board and in accordance with the provisions of section 262, 292, 293, 316, 372, 386, and 488 of the company act.

- To make calls on share holders in respect of money unpaid on the shares.
- To issue debentures.
- To borrow money otherwise than on debentures.
- To invest funds of the company.
- To sanction loans.
- To fill up casual vacancy in the board of directors.
- To sanction contracts in which directors are interest.

- To appoint managing director, or manager complying with the provisions of the companies act.
- To sanction purchases by the company of shares of other companies in the same group.
- To declare solvency in case of members voluntarily winding up.

GENERAL MEETING

31. Provisions of clauses no. 47 to 55 of Table 'A' shall apply.

VOTE OF MEMBERS

32. Provisions of clauses no. 56 to 63 of Table 'A' shall apply.

BORROWING POWERS

33. Subject to the provisions of section 58 A and 292 of the act and of these articles the board of directors may from time to time at its discretion by resolution passed at meeting of the board, raise or borrow and secure payments of any sum or sums for the company. Provided however, where the money already borrowed (apart from temporary loans obtained from the company's bankers in ordinary course of business) exceed the aggregate of the paid up capital of the company and its reverse not set apart for any specific purpose in that case the board shall borrow without the consent of the company.
34. The board of director may raise or secure repayment of such sum or sums in such manner and up on such terms and conditions in all respects as it thinks fit and in particulars by mortgage or other security or undertaking of the whole or any part of the property of the company, both present and future, including its uncalled capital for the time being or by giving, accepting or endorsing on behalf of the company any promissory notes, bills of exchange or other negotiable instruments.

DIVIDENDS AND RESERVES

35. Provisions of clauses 85 to 95 of table 'A' shall apply.

CAPITALISATION OF PROFIT

36. Provisions of clauses 96 to 97 of Table 'A' shall apply.

ACCOUNTS

37. Provision of clauses 95 of Table 'A' shall apply.
38. The directors from time to time, in accordance with the provisions of sections 210, 212, 217 and 219 of the companies act, clause to be prepared and to be laid before the company in annual general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in these sections.

WINDING UP

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

INDEMNITY

40. Every director, officer or agent for the time being of the company shall be indemnified out of the funds of the company, against any liability incurred by him in the normal course of business of the company or for any purpose of the business of the company subject to the provisions of section 201 of the companies act.

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

Names, Addresses, Descriptions and occupations of subscribers	No. of shares taken by each subscriber	Signature of Subscribers	Names, Addresses, Descriptions and occupations of Witnesses
SACHIDA NAND SRI RADHARAMAN PRASAD GUPTA AT- L.C.T. GHAT MAINPURA BAGI- CHA POST- G.P.O DIST- PATNA PIN No. 800002	1000 (One thousand)	Sachida NAND	Saijeev Kumar Sinha Sri Sai Baleshwar Pr. Sinha Sri Sai Anishan Arcade 325 A, Fraser Road, Patna 1.
RANDHIR KUMAR S/O- LATE SHEO BACHAN SENGM 216, NEHRU - NAGAR PATNA (BIHAR) PIN- 800013	1000-1 (ONE THOUSAND)	Randhir Kumar	
Place Patna Date! - 11/09/08.	2000 (Two thousand)		