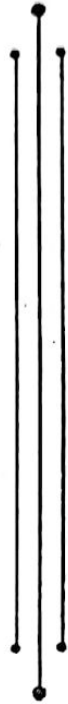


The Companies Act, 1956
[Private Company Limited by Shares]



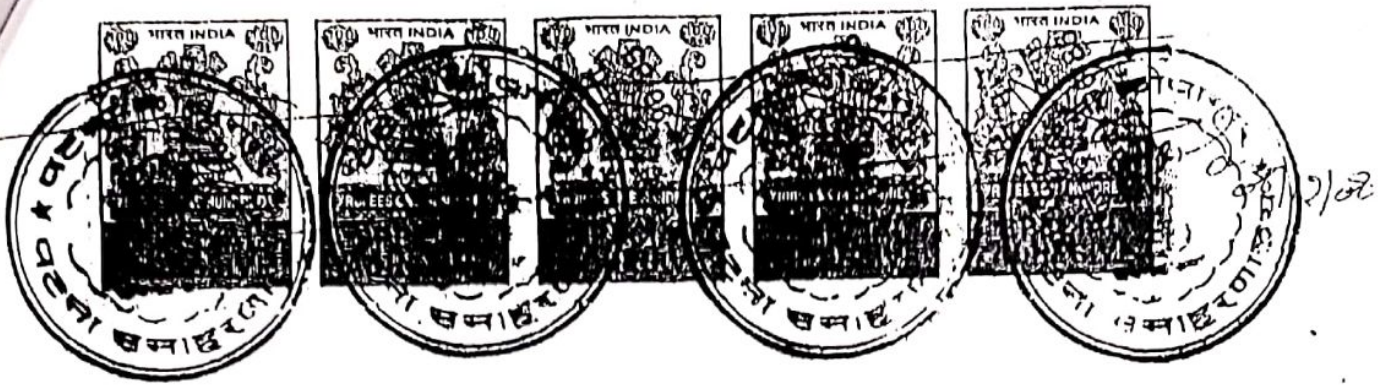
Memorandum of Association

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Articles of Association

of

Super City Builders Private Limited



THE COMPANIES ACT, 1956
(PRIVATE COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
Super City Builders Private Limited

- I. The Name of the Company is **SUPER CITY BUILDERS PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated at Bihar.
- III. The objects for which the Company is established are :
 - (A) The main objects which are to be pursued by the Company on its incorporation :
 1. To carry on in India or elsewhere the business of builders, contractors, designers, architects, decorators, furniture consultants, constructors, financiers, & brokers of all types of buildings and structures including houses, flats, apartments, offices, godowns, warehouses, shops, factories, sheds, hospitals, hostels, holiday resorts, shopping 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, and to purchase, sale, or deal in all types of movable or immovable properties for development, investment, or for resale and to act as buyer, seller, importer, exporter, agent, distributor, stockist, or otherwise to deal in all types of raw materials, goods, fittings parts, accessories, knowhow, consumables, plants & machineries, tools and tackles used for the foregoing purposes and to do all incidental acts and things necessary for the attainment of the above objects.

2. To construct, build, equip, own and maintain and to carry on business of hotel, resort and as keepers of cold storages, storage chambers, ice-plants, godowns, ware houses, refrigerations, freezing homes and room coolers for storing fish, seafoods, marine products and processed fish, sea foods and marine products, meat, eggs, poultry products, protein foods, milk, cream, butter, cheese, bacons, sausages, fruits, roots, vegetables and trading of sports and fitness products or other substances made from all or any of them and canned, tinned and processed food of every description and to act on transportation of aforesaid foods, substances and products.
3. To carry on the business of hotel, resort & manufacture of ice, candys, icecreams, milk, milk shake and products of milk, cordials and soft drinks, fruit canings and distributor-cum-franchisee of sports, fitness and readymade products.
4. To carry on the business of general and government contractors.
5. To carry on the business of manufactures of bricks, tiles, pipes, pottery, earthenware, china and terra-cotta and ceramic waves of all kinds and produce and deal in cement, pre-fabricated materials, lime plaster, bricks, iron steel, tubular structure, industrial chemicals, wood, timber, glass, plastics, iron and steel, products, hume pipe and pvc pipes, metals, concrete, artificial, stone, paving materials of all kinds and to prepare and deal in mineral substances and materials in connection with the business mentioned herein above.

B. The objects Incidental or Ancillary to the attainment of the above main objects are :-

1. To acquire by purchase, lease, exchange, grant or otherwise either absolutely or conditionally and either alone or jointly with others any land, building or any kind of property movable, or immovable and patents, trademarks, technical know-how, drawings, privileges, easements, concessions, and any other right/rights and to deal with, dispose, mortgage, sell, underlet, lease out, realise rents or otherwise turn to account all or any of the properties or rights of the company whether movable or immovable including all or every description of machinery, apparatus or appliances and to hold, use, manage, cultivate, work, make, construct, the undertaking and assets of any kind or any part thereof.
2. To form, incorporate or promote any company or companies, whether in India or elsewhere, for the acquisition of all or any of the assets or control or management of this Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous of the Company and to pay all or any of the costs and expenses incurred in connection therewith and to remunerate person or company for work done in any of such promotion or incorporation.
3. To pay (in cash or otherwise or by allotment of fully or partly paid-up shares or by option of shares, debentures, or securities of this or any other company or in any manner whether out of the company's capital or profits or otherwise) all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the company and to remunerate any person/persons or company for services rendered or to be rendered in the company or for any other persons which the company considers proper.
4. Subject to the provisions of the Act, to place, to reserve, or to distribute as dividends or bonus shares among the members or

otherwise to apply as the company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the company and any money received in respect of dividends accrued on forfeited shares and money arising from the sale by the company of forfeited shares.

5. To obtain, advances finance, loan and borrow receive or raise money in such manner as the company may think fit including by the issue of share and debenture (perpetual or otherwise) bonds (secured/unsecured) as per section 82 and 83 of 1956 from one or more financial institutions including Bihar State Financial Corporation, Bihar State Credit and Investment Corporation, Industrial Development Bank of India, Life Insurance Corporation, Unit Trust of India, S.B.I. Housing Finance and/or from any bank, company, body corporate, trust, firm, person, individual, allottee, member, government, shareholder, directors of from any other source/sources and to secure the repayment of any sum borrowed or raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by similar mortgage charge or lien to secure and guarantee the performance by the company or any other person, company and body corporate as the case may be in connections with the business of the company subject to the directions of Reserve Bank of India from time to time for the deposits, if any accepted as per deposit. Acceptance Rules 1975 or otherwise if any, from its member, Director and its relatives.
6. To open and act on any kind of account in any bank, to draw, make, accept endorse and negotiate cheques, promissory notes, bills of exchange, hundies and other negotiable instruments as per Indian negotiable instruments Act 1882 in connection with the business of the company.
7. Subject to provisions of the Act, to amalgamate with any other company whose objects are similar or which includes object similar to these of this company, whether by sale or purchase or otherwise.
8. To distribute in case of winding up of the company any

property of the company or any proceeds of sale or disposal of any property of the company amongst the members in specie or kind but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.

9. To invest, lend and deal with the money of the company not immediately required upon such securities or investments, to such persons and in such manners as may from time to time be determined but the company shall not do the business of banking.
10. To enter into partnership or into arrangement for sharing profits, any union of interest, joint venture, reciprocal concession or co-operation with any person, firm, company or association carrying on or engaged in or being authorised to carry on or engage in the business or transaction capable of being conducted so as directly or indirectly to benefit this company.
11. To insure with any other company, firm or persons against losses, damages and risks of all kinds which may affect the company provided that nothing herein contained shall empower the company to carry on the insurance, accident assurance, fire assurance, employers liability assurance, industrial assurance, motor assurance or any business of assurance or re-insurance within the meaning of Insurance act, 1938 or any Act amending, extending or re-enacting the same.
12. To establish, provide, maintain and conduct research and other laboratories, workshop, training and other institution for the training, education and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith, and to develop new manufacturing technology technical know-how in the field of food and allied product industry and other activities, the company is authorised to do.
13. To acquire and undertake all or any part of the business, property and liability of any person or company carrying on

or proposing to carry on any business which this company is authorised to carry on or possessed of property suitable for the purpose of the company or which is capable of being conducted so as directly or indirectly to benefit the company.

14. To enter into any arrangement and to take all necessary or proper steps with Government or with other authorities of state, Central, Local, municipal or otherwise of any place including Govt. and semi Govt. statutory or corporate body in which the company may have interests and to carry on any negotiations or operations for the purpose directly or indirectly carrying on the objects of the company or effecting any modification in the constitution of the company or furthering its interest.
15. Subject to the provisions of section 293 A of the companies Act, movement having for its object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotions of industry or trade, provided that the company shall not act as Trade Union.
16. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for exhibitions subject to the provisions of Section 293 A of the companies Act, 1956.
17. To apply for and take out, purchase or otherwise acquire any patents, patent right or inventions, copyright or secret processes, which may be useful for the company's objects and to grant licence to use the same.
18. To establish and maintain branches, receiving offices, distributing centres and to enter into contracts or agency agreement with any other persons, firms, company Association for the establishment and maintenance of such branches receiving offices and distributing centres for the efficient carrying on the business of the Company.
19. To take or otherwise acquire and hold shares, stock and securities in the Company having objects altogether or in part similar to those of this Company, or carrying on any business

capable of being conducted so as directly or indirectly to benefit this Company, and sell, hold, re-issue, with or without guarantee or otherwise deal with the same.

20. To guarantee the performance of any contract or obligations the payment of money and interest on any stock, shares and securities of any company or person in any case in which such guarantee may be considered likely, directly or indirectly to further the objects of the Company or the interest of its shareholders and generally to give guarantees and indemnities.
21. Subjects to the provisions of the Companies Act, to adopt such means of making known the products and activities of the Company as may seem expedient and in particular by advertising in the press, by circulars, hand bills, hoardings, banner, slides, by purchase and exhibition of works of art or interest by the editing and publication of books and periodicals and by granting rewards and donations.
22. To establish and support, or aid in the establishment and support of association, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependent or connection of such persons and to grant pensions, allowances and to make payments towards insurance.
23. To issue any share on securities which the Company has the power to issue by way of security to any person or by way of indemnity to any person whom the Company has agreed or is bound to indemnify against any debt or liability or against any costs, losses, expenses out of the funds of the Company.
24. To institute, contend, compound or abandon any legal proceeding by or against the Company or its officer or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company or to expose to arbitration and observe and perform the awards.
25. To enter into technical and/or financial collaboration with

Indian, foreign companies, institution, firms, body corporate, trusts, governments etc. for the manufacture, erection and installation of electrical and mechanical tools, implements and equipments and for any of the purposes of the Company.

26. To create, execute, grant or issue any mortgage, debenture or bonds, either at par, premium or discount and either redeemable, secured upon all or any part of the undertaking, rights and properties of the company present and future including uncalled capital or the unpaid call of the Company.
27. Subject to the provisions of the Act, to frame, modify, alter, amend or add to its Memorandum of Association and/or Articles of Association and to comply with all legal requirements in that connection.
28. Subject to the Act, to execute and to carry out agreements of selling agency or similar agreements and appoint sub-agents, commission agents, distributing agents and/or brokers in connection with the business of the Company.
29. To buy, sell transact, store, import, export, refine, manipulate and otherwise deal in any articles of whatever description including stores and raw materials for all or any of the objects of the Company.
30. To collect, process, fabricate, dispose of and deal in any or all by products and slag from the main or subsidiary process and manufacturer of the company.
31. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
32. To sell or dispose of the undertaking of the company or any part thereof for such consideration as the Company may think fit.
33. To deal such other thing or things as are incidental or conducive to the attainment of main object of the Company.

C. Other Objects not included in (A) and (B) above for which the Company is established are :-

1. To carry on the business of the proprietors or managers of theatres, places and halls, studios and cinematographic shows and exhibition both silent and talkie, and to permit the company's premises to be used for such other purposes as may seem expedient.
2. To carry on the business of hotel, restaurant, cafe, tavern, beer house restaurant room and lodging house keepers, licensed victuallers, wine, beer and spirit merchants, brewers maltsters, distillers and manufactures of aerated mineral and artificial waters and other drinks, purveyors, caterers for public amusements generally coach, cab, carriage and motor car proprietors, livery, stable and garage keepers, job masters, farmers, dairymen, ice merchants, importers and brokers of food live and dead stock, colonial and foreign produce of all descriptions, hair dressers, perfumers chemists, proprietor of clubs, baths, dressing rooms, laundries reading, witting and newspaper rooms, libraries grounds and places of amusement, recreation, sports, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway and shipping companies and carriers, theatrical and opera-box office proprietors and general agents and any other business which can be conveniently carried on in connection therewith.
3. To establish, purchase, or otherwise acquire, run conduct and operate a cold storage, dry storage, warehouse, bonded warehouses for the preservation, storage and treatment of merchandise, machinery, food products, farm products, and all other articles whether manufactured or not both of foreign or indigenous manufacturers.
4. To manufacture, process, import, export, buy and deal in Vanaspati oils, dehydrated vegetable oils, oils made or processed from seeds, cotton seeds, coconut products, plantations, horticulture, agriculture and forest produce and oil cakes and sops and lubricants made from such oils or as by products thereof.

5. To carry on business as manufacturers, processors, re-rollers, refiners, smelters, converters, producers, exporters, importers, traders, dealers, distributors, stockists, buyers, sellers, agents or merchants in all kinds and forms of steel including mild alloys, ingots, billets bars, joists, rods, squares, structurals, tubes, poles, pipes, partly or iron, steel, alloys and metals required in or used for industrial, agricultural, transport, commercial, domestic, building power transmission and/or construction purposes.
6. To produce manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, portland cement, slag cement, alumina cement, asbestos cement or any other types of cement, lime and lime stone and by products thereof, cement-pipes, sheets and other building materials, refractories, fire bricks, furnace lining bricks, acidic, basic and natural, insulating boards, wall boards, plasters, motor, marble, mosaic & any type of polished stone, stone chips, stone crusher, stone ornaments, tiles and the like.
7. To carry on the business of manufactures, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockist, agents, merchants, distributors and concessionaries of and dealers in flour, cakes, pastry, cornflakes, bread, biscuits, chocolates, confectionery, sweets, fruit drops, sugar, glucose, chewing gums, milk, cream, ice-cream, aerated or mineral waters, fruit, juices, wines, liquors and other alcoholic drinks, and fermentation products, canned fruit products; milk and malted food, cigarettes, cigars, protein foods, maize products, butter, ghee, cheese and other dairy products, pickles, jams, jellies, sausages, cider, poultry and eggs, pulses, spices, oils, powder and condensed milk, honey, fresh and dehydrated vegetables coffee, tea, cocoa seeds, processed seeds, concentrate for cattle or poultry feed, fruits and all kinds of processed foods as well as materials required or used for preparation of food articles.
8. To invest in shares, debentures, bonds, stocks and other


securities of any other company, Government, semi-government and others whether in India or abroad.

9. To own establish, take on hire or lease or otherwise acquire petrol pumps workshops and service stations to deal with petrol, high speed diesel, kerosine oil and every kind of other lubricant and to buy sell supply or otherwise deal in all kinds and varieties of transport vehicle, spares and accessories thereof and other articles required for maintain and running of transport vehicles.
10. To carry on the business of Transporter of Goods and passengers by Road, River, Sea and Air either with its own or to take on hire or lease or otherwise acquire lorries, buses, oil tankers, taxies, cars, ships, air crafts and the like and to run the same on hire and manage transport services.

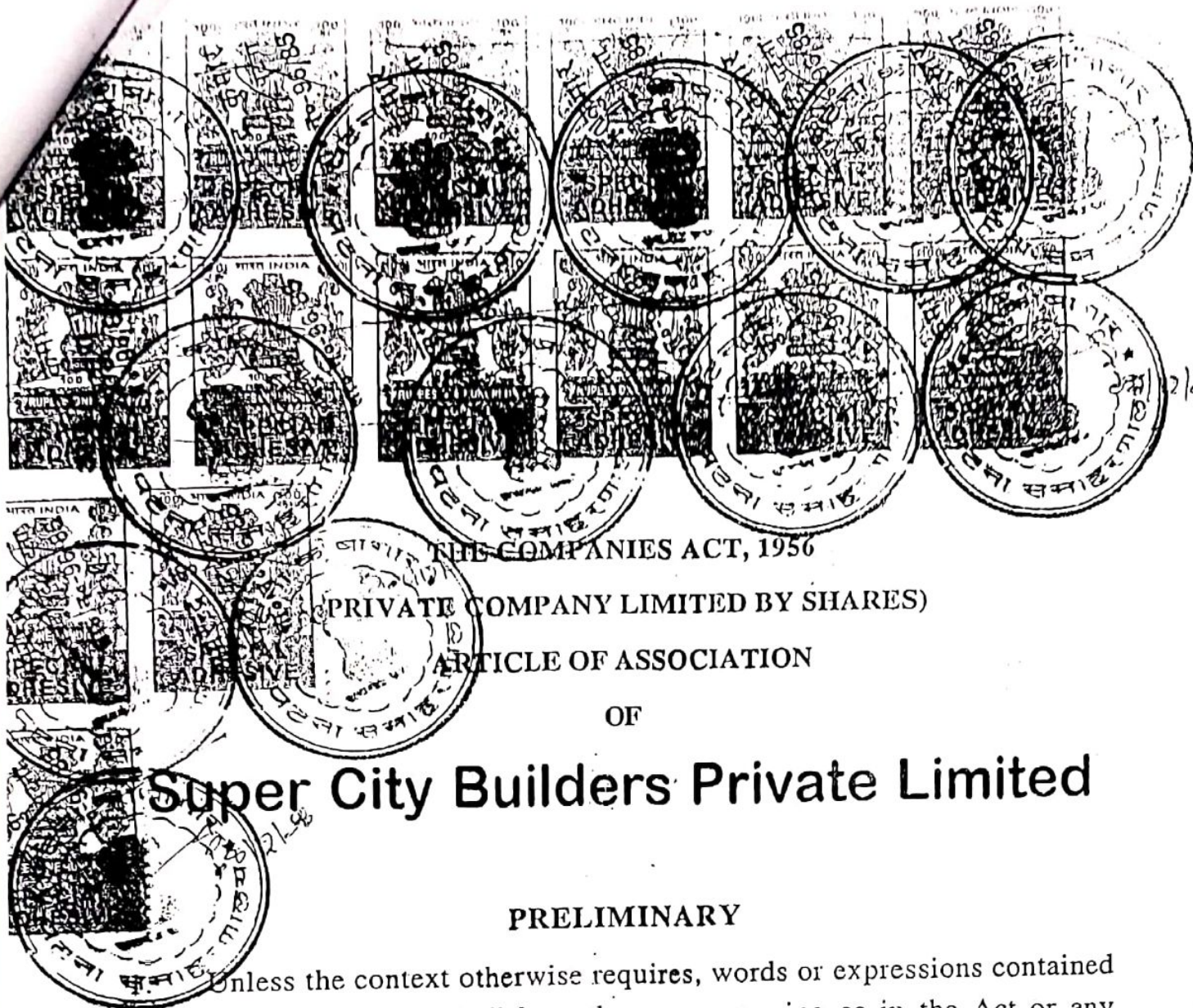
IV. The liability of members is limited.

V. The Authorised Share Capital of the Company is Rs. 10,00,000/- (Rs. Ten Lacs) divided into 2,500 (two thousand five hundred) equity shares of Rs. 100/- (Rupees one hundred) each and 7,500 (Seven Thousand Five Hundred) preferential shares of Rs. 100/- (Rupees one hundred) each with power to increase or reduce the same and to divide the shares in the capital of the Company for the time being into several classes and to attach thereto such preferential qualified and specified privileges and/or conditions as may be determined by or in accordance with the regulation of the Company and vary, modify and/or abrogate any such right privilege or condition in such manner as may for the time being be provided by the regulation of the Company and subject to the provisions of the Companies Act, 1956.

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

Name, Address description and occupation of subscribers and his/her father's/husband's name	Number of Equity shares taken by each subscriber	Signature of the subscribers	Name, Addresses Occupation and Description of Witnesses and his/her father's/husband's name
1. Anil Kumar S/o Sudha Shah House no - 221/A. Sri Krishna puri Patna - 800001. Occupation :- Business.	1000 (one thousand)		
2. Anju Devi S/o Baidyanath Prasad House No:- 221/A Sri Krishna puri Patna - 800001. Occupation - Business.	1000 (One thousand)	Anju Devi	Witness all signed for me Sd/- (S.K. Prasad & Co.) Chartered Accountant. Shree Krishna Prasad S/O Baidyanath Prasad Srivastava Road, Sonitong-Ranchi Tribh. Patna - 800001
TOTAL	2000 (Two thousand) only		

Place : Patna
 Date : 17-12-08



THE COMPANIES ACT, 1956
(PRIVATE COMPANY LIMITED BY SHARES)
ARTICLE OF ASSOCIATION
OF
Super City Builders Private Limited

PRELIMINARY

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications there of for the time being in force at the date at which these Articles become binding on the Company.

In these presents, unless there be something in the subject or context inconsistent therewith:

'The Act' means **THE COMPANIES ACT, 1956** and includes re-enactment or statutory modifications thereof for the time being in force.

'The Articles', 'These Presents' or 'Regulations' means these Articles of Association as originally framed or altered from time to time and includes the Memorandum where the context so requires.

'The Board of Directors' or the 'Board' means meeting of the Directors for the time being of the Company duly called, constituted

or as the case may be the Directors for the time being of the Company as a collective body by whatsoever name called.

'The company' means **Super City Builders Private Limited**

'Chairman' means the Chairman for the time being of the Company

'Dividend' includes bonus.

'Managing Director' means the Managing Directors for the time being of the Company.

'Month' means calendar month.

'Offices' means the Registered office of the Company .

'Persons' include Corporation, firm and as well as individual.

'Proxy' includes Attorney duly constituted under a power of Attorney.

'Register' means the Register of Members of the Company to be kept pursuant to section 150 of the Act.

'Seal' means the common seal for the time being of the Company.

In writing and 'Written' include printing, lithography and other modes of representing or reproducing words in a visible form.

Words importing the singular number shall include the plural number and vice versa and words importing the masculine gender shall include feminine.

2. The regulations contained in table 'A' in the first schedule of the companies Act, 1956 shall apply with respect to such provisions as are applicable to Private limited companies and so far only as are not negatived or modified by or not contained in the following Articles any other articles that may from time to time be framed by the company.
3. The company is a private company within the meaning of Section 2(35) and 3(I) (iii) of the Companies Act, 1956 and accordingly-
 - (a) restricts the right to transfer its shares as hereinafter provided.
 - (b) limits the number of its members to FIFTY not including :

- (i) persons who are in employment of Company, and
 - (ii) persons who having been formely 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.
- (c) prohibits any invitation 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.

Provided that where two or more persons hold one or more shares in the Company jointly, they shall, for the purposes of this definition be treated as a single member

SHARES

4. The Authorised Share Capital of the Company is Rs. 10,00,000/- (Rs. Ten Lacs) divided into 2,500 (Two thousand five hundred) equity shares of Rs. 100/- (Rupees one hundred) each and 7,500 (Seven thousand five hundred) preferential shares of Rs. 100/- (Rupees one hundred) each with power to increase or reduce the same.
5. Subject to the provisions of these Articles the shares shall be under the control of the Board, who may allot or otherwise dispose of the same on such terms and conditions, at such time, either at par or at premium and for such consideration as the Board thinks fit.

CALLS ON SHARES

6. The Board of Directors may subject to the provision of section 91 of the Act, from time to time, makes calls as they fit upon the members in respect of all moneys unpaid on the 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. No call shall exceed one fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last proceeding call.

7. The directors shall be entitled to accept from members willing to advance the whole of the nominal amount of the shares in advance.
8. A call shall be deemed to have been made at time when the resolution of the Board authorising such call was passed. A call may be made payable by instalment.
9. Fourteen clear day's notice of any call shall be given to every member at his registered address specifying the date, time and place of payment.
10. The joint holders of any share shall be jointly and as well as severally are liable to pay all calls or instalments due in respect thereof.

FORFEITURE AND LIEN

11. If any member fails to pay any call or instalment of a call on or before the day appointed for the payment of the same, the Board of directors may at any time thereafter during such time as the call or instalment remains unpaid serve a notice on the member requiring him to pay the same together with any interest that may have accrued and any expenses that may have been incurred by the company reason of such non-payment.
12. The notice as aforesaid shall name a day (which shall not be less than 14 days from the date of the notice) and a place or place on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also that in the event of payment on or before the time and at the place appointed, the share in respect of which such call was made or instalment is payable will be liable to be forfeited.
13. If the requisition of any such notice as aforesaid be not complied with, any share in respect of which such notice has given may at any time thereafter before payment of all calls or instalments, interest and expenses due in respect thereof be forfeited by a resolution of the Board of directors to that effect. Such forfeiture shall include all dividends declares in respect of the forfeited share and not actually paid before the forfeiture.

14. 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 but so that no forfeiture shall in any manner be invalidated by any commission or neglect to give such notice or to make such entry as aforesaid.
15. Any share so forfeited shall be deemed to be the property of the company and the Board of directors may sell, re-allot or otherwise dispose of the same in such manner as they may think fit. The Board of directors may at any time before any share so forfeited shall have been sold, reallocated or otherwise disposed of annul the forfeiture thereof upon such term and conditions as it thinks fit.
16. A person whose shares 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 instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment 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 shall not be under any obligation to do so.
17. A duly verified declaration in writing that the declarant is a director of the company and that certain shares in the company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares and such declaration and the receipts of the company for the consideration, if any, given for the shares on the sale or disposition thereof shall constitute a good title to such shares and the person to whom any such share is sold shall be registered as a member in respect of such share and shall not be bound to see the application of the purchase money nor shall his title to such shares be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.

18. The company shall have a first and paramount lien upon every share registered in the name of each member (whether solely or jointly with others) 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 and no equitable interest in share shall be created except upon the footing and condition in these articles to have full effect. 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 share shall operate as a waiver of the company's lien, if any, on such share.
19. For the purpose of enforcing such lien the Board of Directors may sell the share subject thereto in such manner as thinks fit, but no sale shall be made until such time for payment as aforesaid shall have actually arrived and until notice in writing of the intention to sell shall have been served on such member, his executor or administrator or his committee, curator bonds or other legal representative as the case may be and default shall have been made by him or them in the payment of the money called or payable at a fixed date in respect of such shares for seven days after the date of such notice.
20. The net proceeds of the sale shall be received by the company and applied in or towards payment of such part of the amount in respect of which the lien exists as presently payable and the residue, if any, shall subject to a like lien for sum not presently payable as existed upon the shares before the sale be paid to the person entitled to the share at the date of the sale.
21. Upon any sale made after forfeiture or for enforcing a lien in purported exercise of the power hereinbefore given, the Board may, appoint some person to execute an instrument of transfer of the share sold and cause the purchaser's name to be entered in the Register in respect of the share sold, and the purchaser shall not be bound to see to the regularity of the proceedings nor to the application of the purchase money and after his name has been entered in the Register of members in respect of such shares the validity of the sale shall not

be impeached by any person and the remedy of any person aggrieved by the sale be in damages only and against the company exclusively.

ALTERNATION OF CAPITAL

22. The Company may, from time to time by ordinary resolution in general meeting increase the share capital of the Company by such sum, to be divided into shares of such amount, as may be specified in the resolution.
23. The Company may, by special resolution, reduce, in any manner subject to provisions of the Act:
 - (i) its share capital
 - (ii) any capital redemption reserve account or
 - (iii) any share premium account.
24. The Company may by ordinary resolution:-
 - (a) Consolidate and divide all or any of its share capital into shares of larger amount than the existing shares.
 - (b) Sub-divide existing shares or any of them into shares of smaller amount than what is fixed by Memorandum subject nevertheless to the provisions of clause(d) of sub-section (1) of section 84.
 - (c) Cancel any shares, which at the date of passing of the resolution have not been taken by any person, and diminish the amount of its share capital by the amount of shares so cancelled.

TRANSFER AND TRANSMISSION OF SHARES

25. A member shall not transfer any share held by him to any person, other than any other member of the Company or any one of his relatives where he transfers all his shares to such relative, except with the sanction of the Board of Directors.
26. In case of death of a member, the shares shall pass on to his heirs, administrators or executors and any person becoming entitled to share in consequence of death of any member, may upon producing such evidence of title as the Directors may require, register himself

as holder of the shares or subject to provision of transfer here-in-contained, transfer the same to some other persons.

BORROWINGS

27. To receive money on loan, advance borrow or raise money in such manner as the Company may think fit including by the issue of debenture or debenture stock (perpetual or otherwise) convertible Bonds from one or more Financial Institutions including Bihar State Financial Corporation, Bihar State Credit and Investment Corporation, Industrial Development Bank of India, Life Insurance Corporation, Unit Trust of India and/or from any Bank, Company, Body Corporate, Trust, Firm, person, Individual, Members and allottees, Government, Shareholder, Director or from any other source/sources
28. The Board of Directors may from time to time raise or secure the payment or repayment of such money in such manner and upon such terms and conditions in all respects as they may think fit and in particular by the issue of debentures or by the creation of the debenture stock or by making drawing endorsing on behalf of the Company cheques, promissory notes, bills of exchange and other negotiable instruments or giving or issuing any other securities of the Company by mortgage of all or any part of the property and book debts of the Company both present and future including its uncalled capital and the Directors of the Company may on behalf of the Company guarantee the whole or any part of the loans or debts incurred by the Company with power to them to secure guarantors against liabilities in respect of such loans by means of mortgage or charge of the Company's property movable, immovable or otherwise.
29. Any debentures, bonds or other securities may be issued at discount, premium or otherwise and with special privileges as to the redemption, surrender, drawing and allotment of shares.

PROCEEDING AT GENERAL MEETING

30. A general meeting of the Company may be called by giving not less than seven days notice in writing but as provided in Section 171 (2)

of the Act a General Meeting may be called by giving shorter notice than seven days.

31. Subject to Article 17, two members present in person shall be a quorum for all purposes at any General Meeting.
32. All business to be transacted at any General Meeting shall be special except the business relating to declaring a dividend, the consideration of the accounts, the balance sheet and the report of the Directors and Auditors, the appointment of the Directors in the place of those retiring and the appointment of and fixation of remuneration of the auditors to be transacted at an Annual General Meeting.
33. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved but in any other case it shall stand adjourned to the day in the next week, at same time and place or to such other day and at such other time and place as the Directors may determine and if at adjourned meeting a quorum is not present within half an hour appointed for the meeting, the members present shall be a quorum.
34. The Chairman of the Board shall preside as Chairman at every General Meeting of the Company or in his absence any Director authorised by him in writing to act as Chairman in case he is absent and no person authorised by him is present, the Directors present after waiting for one hour after the appointed time for holding of the meeting shall elect one of themselves to be the chairman of the meeting only, if at any general meeting no Director is willing to act as the chairman or no Director is present within one hour after the appointed time for holding the meeting the member present shall choose one of their members to be the Chairman of the meeting on a show of hand. If a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provision of the Act and these Articles. The Chairman elected on a show of

hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected Chairman as a result of the poll he shall be the Chairman for the rest meeting.

DIRECTORS

35. Until otherwise determined by the Company in General meeting, the number of the Directors shall not be less than two or more than eleven.
36. The persons hereinafter named shall become the first Directors of the Company and shall hold office upto the conclusion of the Annual General Meeting of the Company and shall be liable to retirement by rotation and they may be reappointed. All other directors will be appointed by the Company in General Meeting and will be subject to retirement at every Annual General Meeting of the Company. A retiring director shall be eligible for re-election and shall act as a director throughout the meeting at which he retires.
 1. Anil Kumar
 2. Anju Devi
37. Subject to the provisions of the Companies Act, 1956, the financial institution or bank or any other lender providing the major term loan to the Company may enter into an agreement with the Company to appoint any of their Officer/Officers a Director/Directors of the Company who will hold the office of the Company as per the terms of the agreement. The Board of Directors shall have power to appoint any person or persons to be Director or Directors from time to time and at any time, but so that the total number of Directors shall not exceed the maximum number fixed as per Article 35 and they will be subject to retirement at every Annual General Meeting. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.
38. The Board of Directors may appoint any one or more Directors as Managing Director / Managing Directors, Governing Directors, Technical Director/ Directors, Finance Director, whole time Directors

or to such other office and fix the terms and conditions and rights and duties and remuneration, in respect of such appointment and may vary and/or annul any of the terms from time to time, subject to the provisions of Section 314 and other applicable provision of the Act.

39. Mr. Anil Kumar will be the first Managing Director of the Company and who shall hold the office until he voluntarily resigns
40. The remuneration of the Managing Director shall be decided by the Board from time to time subject to the provisions of Section 314 of the Act, wherever applicable.
41. The Board of Director may, subject to the provisions of Section 292A of the Act, from time to time entrust to and confer upon the Managing Director for the time being such of the powers exercisable under these presents by the Directors as they think fit, and may confer such powers for such time and to be exercised for such objects and purpose, and upon such terms and conditions, and with such restrictions as they think expedient and they may confer power either collaterally with or to the exclusion of and in substitution for all or any of powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such power.
42. It will not be necessary for any Directors to hold any share in the Company as qualification for his eligibility as Director.
43. Each Director may receive out of the funds of the company for his services a sum not exceeding Rs. 250/- for every meeting of the Board attended by him or any lesser sum as may from time to time be determined by the Directors. The Directors may also be paid travelling and other expenses for attending and returning from meeting of the Board (including hotel expenses, and any other expenses properly incurred by them in connection with the business of the Company). The Directors may suspend this rule for any time in the general interest of the Company.
44. Subject to the provisions of Section 314 of the Act. if any Director being willing, shall be called upon by the company to perform extra

services or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may subject to the provisions of the Act, remunerate the Directors so doing either by fixed sum or by percentage of profits, or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration above provided.

45. Subject to the provisions of Section 314 of the Act any Director or other person referred to in Section 314 of the Act may be appointed to or hold any office or place of profit under the Company.
46. Subject to the provisions of the Act no Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract in which any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contracts or arrangement by reason of such Director holding that office or of the fiduciary relations thereby established.
47. In case of vacancy, the Board may elect a chairman of its meetings and determine the period for which he is to hold office. If no such chairman is elected or at any meeting the chairman is not present within the fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the chairman of the meeting.
48. The Company may in a general meeting appoint any person or persons to be permanent director who shall not be liable for retirement by rotation, but the total number of Directors shall not exceed the maximum number fixed as per Article 35 mentioned above.

CHAIRMAN

49. The Board of Directors shall elect one amongst them as Chairman of the Board of Directors to preside over the meetings of the Board, who may be paid remuneration for his services in any manner determined by the Board.

PROCEEDING OF DIRECTORS

50. Subject to the provision of Section 285 of the Companies Act, 1956 the Board of Directors shall meet at least once in every three months and at least four times in every year. They may adjourn and otherwise regulate their meeting and proceedings as they may think fit. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the chairman shall have a second or casting vote.
51. A three days notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India and at his usual address in India and to every other Director.
52. The quorum for the meeting of the Board of Directors shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher.
53. The Chairman shall preside at the meetings of the Board. If at any meeting of the Board the Chairman is absent then other directors present at the meeting shall appoint one of them to be the Chairman of that meeting only.
54. Save as otherwise expressly provided by the Act a resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board of Directors shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and held.

MINUTES

55. (i) The Board of Directors shall cause minutes of all proceedings of the Board of Directors meeting or of the committees of the Board, to be entered in books kept for the purpose.
- (ii) The minutes of each meeting shall contain fair and correct summary of the proceedings thereof.
- (iii) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- (iv) In the case of a meeting of the Board or Directors or of a

committee of the Board, the minutes shall also contain:

- (a) The names of the Directors present at the meeting, and
- (b) In the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from or not concurring in the resolution.

THE SEAL

56. The Board of Directors shall provide a common seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Directors shall provide for the safe custody of the seal for the time being and the seal shall never be used except by the authority of the Board of Directors previously given. Every deed or other document or instrument to which the seal of the Company is required to be affixed, shall unless the same is executed by a duly constituted attorney for the Company, be signed by at least one director.

DIVIDENDS AND RESERVES

57. The Company in General Meeting may declare dividends but no individual shall exceed the amount recommend by the Board of Directors. Directors may from time to time pay to the members such interim dividends as appear to them to be justified out of the profits of the Company. The Board may recommend to pay dividends in proportion to the amount paid-up on each share where a larger amount paid-up on some shares than others.
58. Subject to the provisions of section 205 of the Act the dividend shall be declared or paid only out of the profit of Company.
59. The declaration of the Board of Directors as to the amount of the net profit of the Company shall be conclusive, subject to the provision of the Act.
60. Subject to the provision of section 205 of the Act, the dividend shall be paid in cash only. Provided that the Company may capitalise its profit or reserves for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of the Company. Any dividend payable

in cash may be paid by cheque or warrant sent through the post directed to the registered address of shareholders entitled to the payment of the dividend or in the case of joint shareholders to the registered address of that of the joint-shareholders which is first named on the register of members or to such person and to such address as the shareholders or the joint shareholder may in writing direct.

61. Subject to the provisions of Section 205 (2A) of the Act, the Board of Director may before recommending any dividend set aside, out of profit of the Company such sum as they think proper as reserve or reserves which shall at the discretion of the Directors be applicable for any propose to which the profit of the company may be properly applied including provision for meeting contingencies or for equalising dividends and pending such application may at the like discretion whether be employed in the business of the Company or be invested in such investments other than shares of the Company as the Directors may from time to time think fit. The Board of Directors may also carry forward any profit which they may think prudent not to divide without setting them aside as reserve.


INDEMNITY

62. Subject to the provisions of Section 201 of the Act every Director, Auditor, Secretary and other officers or servant of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceeding, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by the court.

WINDING-UP

63. 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 shares and the excess, if any, shall be distributed amongst the members in proportion to the number of shares held by them respectively at the commencement of the winding-up.

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

Name, Address description and occupation of subscribers and his/her father's/husband's name	Number of Equity shares taken by each subscriber	Signature of the subscribers	Name, Addresses Occupation and Description of Witnesses and his/her father's/husband's name
1. Anil Kumar Shri Sushu Shah. House No:- 221/A Sri Krishna Purj Patna - 800001. Occupation:- Business.	1000 (one thousand)		
2. Anju Davi Shri Baidyanath Prasad House No. 221/A Sri Krishna Purj Patna - 800001. Occupation - Business.	1000 (one thousand)	Anju Davi	Witnesses full signatures. (S.K. Prasad & Co.) Shri Krishna Prasad Shri L. Babu Ramchandra Prasad Shri L. Babu Ramchandra Prasad Shri L. Babu Ramchandra Prasad Patna 800001
TOTAL	2000 (Two thousand) only		

Place : Patna
 Date : 17-12-08