



GEETANJALI ESTATE PVT. LTD.

THE COMPANY ACT 1956

(PRIVATE COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

&

ARTICLES OF ASSOCIATION

OF

GEETANJALI ESTATE PRIVATE LIMITED

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, बिहार एंड झारखण्ड

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45200BR2006PTC012753

पैदाश GEETANJALI ESTATE PRIVATE LIMITED.

के अंशधारकों ने दिनांक 15/09/2010 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम, 1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मेरे हस्ताक्षर द्वारा पटना में यह प्रमाण-पत्र, आज दिनांक पांच अक्टूबर दो हजार दस को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Bihar and Jharkhand

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

Corporate Identity Number : U45200BR2006PTC012753

The share holders of M/s GEETANJALI ESTATE PRIVATE LIMITED. having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 15/09/2010 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Patna this Fifth day of October Two Thousand Ten .

(O P SHARMA)

कम्पनी रजिस्ट्रार / Registrar of Companies
बिहार एंड झारखण्ड
Bihar and Jharkhand

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
GEETANJALI ESTATE PRIVATE LIMITED,
PAL MARKET , RAJA BAZAR, BAILEY ROAD,
PATNA - 800014,
Bihar, INDIA

Company Master Data

CIN	U45200BR2006PTC012753
Company / LLP Name	GEETANJALI ESTATE PRIVATE LIMITED.
ROC Code	RoC-Patna
Registration Number	012753
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	5000000
Paid up Capital(Rs)	4120000
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	18/12/2006
Registered Address	PAL MARKET , RAJA BAZAR BAILEY ROAD PATNA BR 800014 IN
Email Id	sinha2610@gmail.com
Whether Listed or not	Unlisted
Date of last AGM	30/09/2017
Date of Balance Sheet	31/03/2017
Company Status(for e filing)	Active

Directors/Signatory Details

DIN/PAN	Name	Begin date	End date
0000632026	DHIRENDRA KUMAR SINGH	18/12/2006	-
0001914624	KUMARI GITA	18/12/2006	-
0003364892	JITENDRA KUMAR SINGH	17/12/2010	-

Memorandum of Association

OF

GEETANJALI ESTATE PRIVATE LIMITED

(A private company limited by shares incorporated under the Companies Act, 1956)

I. The name of the company is **GEETANJALI ESTATE PRIVATE LIMITED**

II. The Registered Office of the company will be situated in the State of BIHAR.

III. The Objects for which the company is established are as under :-

(A) The Main Objects to be pursued by the company on its incorporation are :-

1. To carry on the business of Engineers, builders, contractors, consulting Engineers Architects, and Designers, decorators, furnishers, Fabrication Engineers, Moulders, Mechanical engineers and Electrical engineers, and also to carry on the above in connection with construction of buildings, Factories, Roadways, irrigation projects, Cannals construction, Field channel construction, Spill-way, Dams, Bridges, Thermal projects, power house structure and all such allied jobs, works, and contracts and to acquire by purchase, lease, exchange hire or otherwise develop or operate land any estate or interest therein & to manage land, buildings and other properties whether belonging to the company or not, acquire, take on lease, tenancy or in exchange or in any other lawful manner, any area, land, buildings, structures and to turn the same into account, develop/promote the same and dispose of in piecemeal basis or in its entirety or to maintain the same and to build township, markets.
2. To deal in cement, cement poles, fabricated materials, plaster, bricks, iron, wood, Timber, glass, plastic, iron and steel products, home pipes, p.v.c pipes, A, C, sheets, Metals, concrete, artificial stone, coal, coke, paving materials of all kinds and to prepare and deal in mineral substances and materials.
3. To Carry on the business of carriage, carriage of goods, transportation of goods, Materials, iron, cement, Bricks, Hume pipes, A.C. sheets, any and all other materials and spares required for the above, said business and to carry on business of general and Government order suppliers.

(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, trade marks, technical know-how, drawings, privileges, easements, concessions and any other right/rights and to deal with dispose, mortgage, sell, undertake, 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, equip, maintain, alter fabricate, improve, carry on or develop 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 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, debenture stock or securities or this or 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 of the company and to remunerate any person/persons or company for services rendered or to be rendered in the conduct of its business or introducing any property or business of the company or for any other persons which the company consider proper.
4. Subject to the provision 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. Subject to the banking Regulation Act, 1949 & section 58A of the companies Act, 1956 to receive money on deposit or loan and borrow or raise money in such manner as the company may think fit including by the issue of debenture (pre-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 or from any bank, company, body corporate, Trust, Firm, Person, In

dividua, Government, Share holder, Director, or 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 or body corporate as the case may be in connection with the business of the company subject to the directions of reserve bank of india from time to time.

6. To open any kind of account in any bank, to draw, make, accept , endores and negotiate cheques, promissory, notes, bills of exchange, hundies and other negotiate instrument in connection with the business of the company.
7. Subject to the provision of the Act, to amalgamate with any other company whose objects are similar or which includes objects similar to those of this company whether by sale or purchase or otherwise.
8. To distribute in the case of the company any property of the company winding up 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 investment to such persons and in such manner as may from time to time 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 an/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 or any business of assurance, industrial assurance, motor assurance or any business of assurance or re-insurance within the meeting of insurance Act, 1938 or any Act amending, extending or reenacting the same.
12. To establish, provide, maintain and conduct research and other laboratories, workshop, training colleges, schools and other institutions 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 paper 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 supreme, national, local, municipal or otherwise of any place in which the company may have interest and to carry on any negotiations or operations for the purposes of directly or indirectly carrying on the objects of the company of effecting any modification in the constitution of the company or furthering its interest.
15. Subject to the provisions of section 293A of the company Act, 1956 to aid pecuniarily or otherwise, any association body or movement having for its object the solution settlement or labour problem or troubles or the promotion 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 293A 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 license to use the same.
18. 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.
19. To guarantee the performance of any contract or obligations of land, the payment of money and interest on any stock, shares or 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 & generally to give guarantees and indemnities.
20. Subject 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 particulars by advertising in the press, by circulars, 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.

21. 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 dependents or connections of such persons and to grant pensions, allowances and to make payments towards insurance.
22. To issue any shares on securities which the company has 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.
23. To institute, depend, compound or abandon any legal proceeding by or against the company or its officers 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 to arbitration and observe and perform the awards.
24. To enter into technical and/or financial collaboration with indian, foreign companies, institutions, firms, body corporate, trusts, government etc. for the manufacture erection and installation of electrical and mechanical machines, tools , implements and equipment's and for any of the purposes of the company.
25. To create, execute, grant or issue any mortgage, debenture or bonds, either at par premium or discount and either redeemable or irredeemable, secured upon all or any part of the undertakings, rights, and properties of the company present and future including uncalled capital or the unpaid call of the company.
26. Subject to the Act, to execute and to carry out agreement of sole selling agency or similar agreements and appoint sub- agents or distributing agents in connection with the business of the company.
27. To buy, sell, 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.
28. To collect, process, fabricate, dispose of and deal in all by products and slag from the main or subsidiary process and manufacture of the company.
29. To apply for tender purchase or otherwise acquire any contracts sub-contracts licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carryout, dispose of otherwise trun to account the same.

30. To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit.
31. To deal such other 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 hotel, restaurant, café, tavern, beer house, restaurant room and lodging house keepers, licensed victuallers, wine, beer and spirit merchant, brewers, maltsters, distillers and manufacture of aerated mineral and artificial waters and other drinks, purveyors, caterers for public amusements generally coach, cab, carriage and motor car proprietors, lively stable and garage keepers, jobmasters, farmers, dairymen, ice, merchants, importers and brokers of food live and deed stock, colonial and foreign produce of all descriptions, hair dressers, perfumers, chemists, proprietors of club baths, dressing room, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sports, entertainment, and instructions of all kinds, tobacco & 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.
2. To buy, sell, import, export, manufacture, process, convert, grind, treat and deal in merchandise commodities and articles of all kinds and to carry on business as traders, importers, exporters and to act as purchasing, selling or commission agents, C, & F agency work, or Any other business
3. To carry on the business of manufactures of and dealers in all kinds and classes of paper, board, paper, products and pulp.
4. To carry on the business as producers, manufactures, processors, converters, refiners, makers, bottlers, stockists, dealers, imports, exports, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia, nitrogen, hydrogen, helium and other types and kinds of gases required for or used in industries, agriculture clinics, hospitals, refrigeration, aviation, transport, vehicles, space rockets and crafts, communication, objects and media, power plants, domestic or public lighting, heating, cooling, or cooking purposes, lighters, plants, producing water, chemicals. Pesticide, defence or warfare establishments horticulture, forest or plant protection and growth and other allied purposes and to service, repair, manufacture, market or deal in machinery plants, spares, cylinders, containers gadgets, appliances and accessories required for working on using or producing any of such gases and products.

5. To manufacture, process, import, export, buy, sell 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 soaps and lubricants made from such oils or as by products thereof.
6. To carry on business as manufacture, processors, re-rollers, refiners, smelters, converters, producers, exporters, traders, distributors, stockists, buyers, sellers agents or merchants in all kinds and forms of steel including mild high carbon high speed, tool, alloy, stainless and special steels, iron metals and alloys, ingots, billets, bars, joints, rods, squares, structural, tubes, poles, pipes, sheets, casting wires, rails, rolling, materials, roller, other materials made wholly or partly of iron, steel, alloys, and metals required on or used for industrial, agricultural transport, commercial, domestic, building power transmission and /or construction purposes.
7. To carry on business of manufactures, fabricators, processors, produceres, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors, and concessionaires of and dealers in synthetic rubber, elastomers, synthetic resins, carbon black, rubber late, plastic latexes and formulations thereof including reclaimed rubber, natural rubber, resins, compounds and other products, nylon and rubber tires and tubes, tyre valves, petrochemicals, calcium carbide, styrene, butaniena, ethylene, ethyl, alcohol, hydrocarbon, petroleum fractions, inorganic chemicals, organic chemicals, fine chemical including photographic chemicals paints, varnishes and enamels, coke oven by products, coal tar, distillation products like naphthalene, anthracehe, benzene, phenol and the like pthalic anhydride, asbestos paper and special joining material, graphite and silicon, carbide, crucibles, cryslite, aluminium fluoride, bromine, eleanoropes including graphite electrodes, welding rods, calcine, petroleum coke, salt and allied products caustic soda, fertilizer, chlorine, thermosetting and thermoplastic, plastics and compounding agents and additives caprolactum and allied chemicals, amines and plasticizers, enzymes, acids, sulphates and other synthetic chemical and chemical substances- basic, intermediate, finished or otherwise and all types of drugs and pharmaceuticals.
8. To produce, manufacture, purchase, refine, prepare, process import, export, sell and generally deal in cement, portland cement, alumina cement, asbestos 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 neutral, insulating board, wall boards, plasters, motor, marble, mosaic, tiles and the like.
9. To carry on business as timber merchants, saw mill proprietors and timber growers and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber, teak, plywood hard board fire wood and wood of all kinds and to manufacture and deal in items where plywood or other wood is used including ma-

tches , bobbins and shattels and to buy clear plant and work timber estates.

10. To carry on the business of manufactures, fabricator, processor, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockist, agents merchants, distributors and concessionaires of and dealers in flour 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 melted food, cigarettes, cigars, protein, foods, maize products, butter, ghee, cheese and other dairy products, pickles, jams, jellies , sausages, cider, poultry, and eggs, pulse, spices, oils, powder and condensed milk, honey, fresh and dehydrated vegetable, 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.
11. To carry on the business of manufactures and dealers in air-conditioning and refrigeration, thermal and hydro power generation equipment, consumer and domestic, appliances, radios and transistors, electronic equipment, including television and computers, oxygen and acetylene electrodes including graphite electrodes weighing scales, batteries, agricultural equipments, thermometers, flashlights, detonators and explosives, asbestos, starch and by products wire rope, linoleum, vinyl tiles, glass, calculators, typewriters, and all forms of office equipments, magnets, gauges and precision instruments, conductors, rectifiers, capacitors, meters, matches, grinding and abrasive equipments potteries , tiles and ceramics, lighting equipment oils, manures or any one or more of such business in all or any of their respective branches.
12. To carry on business as manufactures, distributors importers, exporters, agents & generally deal in all kinds of leather items and things made of leather and leather goods and chemicals used for manufacture of leather products.
13. To carry on the business of manufacture, importers, exporters, dealers, hires, repairers, cleaners, carriers and stores of motor cars, automobile spare and parts, omnibuses, trucks, lorries, tractors, bulldozers, motor cycles, scooters, motor buses, motor lorries, motor vans, and other conveyance of all descriptions whether propelled or assisted by petrol, spirit, steam, gas, electricity, animal atomic or other power or engines, chassis, bodies, and other things used in or connections with the above mentioned things.
14. To carry on the business of cold storage, refrigeration, cooking, dehydration preservation of any product.
15. To carry on the business of manufactures exporters, importers, buyers, sellers, brokers, buying, agents, selling agents, commission agents, factors, distributors, sto-

ckists agents, traders and suppliers, of and dealers in all classes and kinds of jute goods. Jute cutting, jute rejection, cotton, yarn, wool, silk, handicraft, flax hemp, rayon, nylon, and other fibrous materials and man made fibres, ready-made garments, sugar, sugar- cane, molasses, coal and coal products as are incidental or conducive to the carrying on of all such business in india or abroad.

16. To purchase, sell, acquire, transfer, hold, possess, take over, take on lease, dispose of invest, contact, deal and trade in land, houses, buildings, premises and other properties, freehold or tenanted of any other tenure or king or nature whatsoever and to develop, erect, build, construct and make residential or business or other buildings, flats, offices and other structures by making demolitions or otherwise and to receive advance and to sell, transfer or convey lease out otherwise to dispose of such lands, buildings, flats, offices, and other structures and for all any of the above purposes to enter into necessary financial arrangements or partnership or other agreements or arrangements with any bank, financial institutions, government body, company, firm, person or party and to bring in or treat all or any of such properties as business or trading assets and undertaking housing scheme or scheme and afford facilities for providing land, house, tenant, flat or apartment.
 17. To establish and maintain branches, receiving offices, distributing centers and to enter into contracts or agency agreements with any other persons, firms, company or associations for the establishment and maintenance of branches, receiving offices and distributing centers for the efficient carrying on the business of the company.
- IV. The liability of the members is limited.
- V. The authorised share capital of the company is Rs 10,00,000 (Ten lacs) dividend into 10,000 (Ten thousands) equity shares of Rs100/-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 provide by the regulations of the company and subject to the provisions of the companies Act, 1956.

Articles of Association

of

GEETANJALI ESTATE PRIVATE LIMITED

(A Private company limited by shares incorporated under the Companies Act, 1956)

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.

The marginal notes hereto shall affect the construction thereof 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 Associations 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 ‘**GEETANJALI ESTATE PRIVATE LIMITED**’

Managing Directors means the managing directors for the time being of the company.

‘Months’ means calendar month.

Office means the Registered office of the company.

'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.

Table 'A' to apply 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 negated or modified by or not contained in the following Articles or any other Articles that may from time to time be framed by the company.

company to be

a private company

3. The company is a private company withing 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 to FIFTY not including:

(i) persons who are in the employment of the company, and

(ii) persons who having been formerly in the employment of the company were members of the company while in that employment and have continued to be members after the employment ceased.

(c) prohibits any invitation to the public to subscribe for any shares in or debentures of the company.

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

SHARES

Share capital 4. The Authorised share capital of the company is Rs.10,00,000 (Ten lacs) dividend into 10,000 (Ten thousands) equity shares of Rs.100/-(Rupees one hundred) each with power to increase or reduce the same.

Allotment of shares 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 to such person on such terms & conditions, at such time either at par or at premium and for such consideration as the Board thinks fit.

ALTERNATION OF CAPITAL

Power to Increase

6. 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 dividend into shares

- of such amount as may be specified in the resolution.
- Reduction of capital 7. The Company may by special resolution reduce in any manner subject to provision of the Act.:
- (i) its share capital
 - (ii) any capital redemption reserve account or
 - (iii) any shares premium account.
- Consolidation, division, subdivision 8. The company may by ordinary resolution:-
- (a) Consolidation 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 84.
 - (c) Cancel any shares which at the date of passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of shares so cancelled.

TRANSFER AND TRANSMISSION OF SHARES

- Restrictions on transfer of share 9. 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.
- Fair value of shares 10. In case any difference arises in coming to settlement as to the fair value of the shares to be so transferred the auditor of the company shall on application of either party certify in writing the fair value of shares which will be binding on both parties and in so certify the auditor shall be considered to be acting as an expert and not as arbitrator.
- Transmission of shares 11. In case of death of a member, the shares shall pass on his heirs, administrators or executors and any person becoming entitled to a 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 provisions of transfer here-in-contained transfer the same to some other persons.

BORROWINGS

- Power to borrow 12. Subject to the Banking Regulations Act, 1949 & section 58A of the companies Act, 1953 to receive money on deposit or loan 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 & 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, government, sh-

are holder, director or from any other source/sources

- Manner of borrowing
- 13 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 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

Issue of debenture etc. at discount premium etc

- 14 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.

Length of notice for calling general meeting

- 15 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 giving short notice than seven days.

Quorum for Meeting

- 16 Subject to Article 18 two, members present in person shall be a quorum for all purposes at any general meeting.

PROCEEDINGS AT GENERAL MEETING

Special Business

- 17 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.

When if quorum not present meeting to be dissolved & when to be adjourned

- 18 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 the same time and place or to such may determine and

If at adjourned meeting the members present shall a quorum.

- Chairman of the
19. The Chairman of the Board shall preside as chairman at every general meeting the company or in his absence any director authorized by him in writing to act as chairman. In case he is absent and no person authorized by him is present the directors present after waiting for one hour after the appointed time for holding for the meeting shall elect one of themselves to be the chairman of that meeting only. If at any general meeting no director is willing to act as the chairman or no director is present within one after the appointed time for holding the meeting the member to be the chairman of the meeting on a show of hands 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 hand 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

- Number of Directors
20. Until otherwise determined by the company in general meeting the number of the directors shall not be less than two or more than eleven.

- First Directors
21. The first directors of the company shall be:

1. Mr Dharendra Kumar Singh
2. Smt. Geeta Kumari
3. Mr Jitendra Kumar Singh

- Appointment & retirement of Director
22. Subject to the provisions of the companies Act, 1956 first directors of the company shall hold office until they voluntarily resign and shall not be liable to requirement by rotation. 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 office/officers as 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 person to be directors or directors from time and at any time, but so that the total number of directors shall not exceed the maximum number fixed as per Article 20 and they will be subject to retirement at every Annual General meeting. A retiring Director throughout the meeting at which he retires.

Appointment of managing 23 MrDhirendar kumar Singh will be the Managing Director of the company until he voluntarily resigns.

MrDhirendra kumar Singh shall hold the post of the chairman of the company .In his absence the directors present after waiting for 15 minutes after appointed time for holding the meeting shall elect one of themselves to be the chairman of that meeting. If at any general meeting no Director is willing act as the chairman or if no director is present within 15 minutes after the appointed time for holding the meeting the members present shall choose one of the member to be the chairman. The business of the company shall be managed and carried on by the managing director under the control and supervision of the Board of Directors.

Remuner- 24 The Board of directors shall determine the remuneration payable to ma-
Aion to Managing naging Directors.
Director

No of direct-25 It will not be necessary for any directors to hold any shares in the com-
or's qualifi- pany as qualification for his eligibility as director.
Cation shares

26. Each Director may receive out of the funds of the company for his serv-
ices a sum not exceeding Rs 250/- for every meeting of the Board atten-
ded 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 ex-
penses) 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.

Remuneration for 27. Subject to the provisions of Section 314 of the Act any Director being wi-
extra services lling shall be called upon by the company to perform extra services or to
make any special exertions in going or residing aboard 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 per-
centage of profits or otherwise as may be either in addition to or in substi-
tution for his remuneration above provided.

Directors or other 28. Subject to the provisions of Section 314 of the Act any Director or other pe-
persons to hold any rson referred to in section 314 of the Act may be appointed to or hold any
office,place of profit office or place of profit under the company.

Director may contract 29. Subject to the provisions of the Act no director shall be disqualified by his
with company office from contracting with the company either as vendor, purchaser or ot-
herwise nor shall any such contract or contracts in which any directors so

contracting or being so interested be liable to account to the company for any profit realised by any such contracts or arrangement by reasons of such director holding that office or of the fiduciary relations thereby established.

Remuneration of managing director to be decided by board 30. The remuneration of Managing Director shall be decided by the Board from time to time subject to the provisions of section 314 of the Act where ever applicable.

Board to delegate Powers 31 The Board of directors 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 purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such 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 al or any such power.

PROCEEDINGS OF DIRECTORS

Meeting of the Board 32. Subject to the provision of section 285 of the companies Act, 1956 the Board of directors shall meet at least four times in every year for the despatch of business They may adjourn and otherwise regulate their meetings 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.

Notice of meetings 33. 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 to every other director.

Quorum of Board 's meetings 34. 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 required of as one) or two directors whichever is higher.

presiding the boards meeting 35. The chairman shall preside at the meeting of the board. If at any meeting of the board the chairman is absent then any other director authorised in writing by the chairman to act as chairman will be the chairman of the said meeting. If neither the chairman nor any director so authorised is present in the said meeting within one hour after the time appointed for holding the said meeting the directors present shall appoint one of them to be the chairman of that meeting only.

Resolution
without meeting
valid

36. Save as otherwise expressly provided by the Act, a resolution in writing signed by 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

Minutes of

- 37.(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

Board of directors
&/or committee

kept for the purpose.

- (ii) The minutes of each meeting shall contain fair and correct summary of the proceedings thereat
- (iii) All appointments of officers made at any of the meetings foresaid shall be included in the minutes of the meeting.
- (iv) In the case of a meeting of the board of directors or of a committee of the Board the minutes shall also contain :
- (a) The names of the directors present at the meeting and
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

Company's seal
and its custody

38. 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 director 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

Dividends

39. The company in general meeting may declare dividends but no dividend shall exceed the amount recommended 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.

Dividend to be paid only
Out of profit

40 Subject to the provisions of section 205 of the Act, the dividend shall be declared or paid only out of the profit of company.

Declaration of net profit by the Board to be conclusive

41. The declaration of the Board of directors as to the amount of the net profit of the company shall be conclusive subject to the provisions of the Act.

Dividend to be paid in cash only

42. Subject to the provisions of section 205 (2A) of the Act, the dividend shall be paid in cash only. Provided that the company may capitalise its profits or reserves for

the 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 shareholder 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 shareholder or the joint shareholders may in writing direct.

Reserve out of Profits

43. Subject to the provisions of section 205 (2A) of the Act the Board of directors 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 profits of the company may be properly applied including provision for meeting contingence 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

Indemnity

44 Subject to the provisions of section 201 of the Act every director auditor, secretary and other officers or servants 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

45. 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