



सत्यमेव जयते

प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U70200JH2013PTC001525

2013 - 2014

मैं एतद्वारा स्थापित करता हूँ कि मैसर्स

VASUDHA INFRA & REALTY PRIVATE LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक चौदह अगस्त दो हजार तेरह को झारखण्ड में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U70200JH2013PTC001525

2013 - 2014

I hereby certify that VASUDHA INFRA & REALTY PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given at Jharkhand this Fourteenth day of August Two Thousand Thirteen.

Signature valid
Digitally signed by Registrar of Companies
Date: 2013.08.14 10:00:00
+05'30'

Registrar of Companies, Jharkhand

कम्पनी रजिस्ट्रार, झारखण्ड

*Note: The corresponding form has been approved by Uttam Sitaram Patole, Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.
The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

VASUDHA INFRA & REALTY PRIVATE LIMITED

C1, VASUDHA ENCLAVE, ARGORA TO KATHAL MORE ROAD, (NEAR PUNDAG),

RANCHI - 834004,

Jharkhand, INDIA



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

OF

VASUDHA INFRA & REALTY PRIVATE LIMITED

I. The name of the Company is **"VASUDHA INFRA & REALTY PRIVATE LIMITED"**

II. The Registered Office of the Company will be situated in the State of Jharkhand.

III. The objects for which the Company is established are:

A. MAIN OBJECTS TO BE PURSUED ON ITS INCORPORATION:-

1. THE COMPANY SHALL DO VARIOUS WORKS RELATED TO REAL ESTATE SUCH AS DEVELOPMENT OF PLOTS, CONSTRUCTION OF RESIDENTIAL BUILDINGS AND COMMERCIAL COMPLEXES AND SELLING AND RENTING OF LAND AND BUILDING ETC.
2. TO CARRY OUT INFRASTRUCTURAL WORKS LIKE SCHOOLS, COLLEGES, HOSPITALS, HOTELS, OFFICES, ROADS, BRIDGES ETC. ON BEHALF OF GOVERNMENT, GOVERNMENTAL AGENCIES and CORPORATES ETC. OR ON BEHALF OF THE COMPANY ITSELF.

B. THE OBJECTS ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS:-

1. To promote and form and to be interested in and take, hold and dispose off shares in other companies having its objects all or any of the objects mentioned in this Memorandum and to transfer to any such company any property of this company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or for any such company and to subsidies or otherwise assist any such company.

2. To deal in materials, properties, plants machinery's and equipment's belonging to or entrusted to the company, not immediately required on hire purchase, installment or lease basis.
3. To search for and to purchase or otherwise acquire from any Government, state or Authority, any licence, concession, grant, decrees, right, power and privileges whatsoever which may seem to the company capable of being turned to account in connection with its business and to work, develop, carry out, exercise and turn to account the same.
4. To acquire, contract, maintain, carry out, improve, work, alter, control and manage any work, factories, warehouses and works and conveniences which the Company thinks conducive to any of its objects, to contribute to and take part in controlling, maintaining, carrying on, improving, working, controlling and managing or any such works or conveniences.
5. To purchase or by any other means acquire and prolong and renew whether in India or elsewhere any patents, patent rights.
6. To construct and develop residential or industrial colonies for the general advancement of the employees of the Company and also for letting out and selling on installment basis.
7. To pay for properties, right to privileges acquired by this Company either in shares of the company or partly in shares and partly in cash or otherwise.
8. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, partnership firm or company carrying on any business which this company is authorized to carry on or possessed of property or rights suitable for any of the purposes of the company.
9. To enter into partnership or any arrangements for sharing profits, union of interest, reciprocal concession or corporation with any person, partnership or company having objects similar to those of this company and to promote and aid in promoting, constitute, form, organize companies, syndicates or partnership for the purpose of acquiring and undertaking any property and liabilities of this company or advancing directly or indirectly the objects thereof.
10. To lend, invest or otherwise employ or deal with moneys belonging to or entrusted to the Company, not immediately required, upon securities and shares or other movable or immovable property with or without security upon such terms and in such manner as may be thought proper and from time to time vary such transaction and investment in such manner as the Directors may think fit, provided that the Company will not carry on banking business, as defined under the Banking Regulation Act, 1949.
11. To borrow or raise or secure subject to provisions of the Act and directions issued by Reserve Bank of India from time to time the payment of money or to receive money on deposit at interest for business purposes of the Company at such terms and in such manner as may be thought fit and in particular by the issue of debentures convertible into shares of this or any other company or perpetual annuities and in security for any such money so borrowed, raised or received or for any such debentures so issued to mortgage, pledge or charge the whole or any part of the property, assets or revenues and profits of the company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, provided that the company shall not carry Banking business, as defined under Banking Regulation Act, 1949.

12. To obtain loans and finance from Government, financial corporations, Industrial Development Bank, Commercial Bank, other financing bodies and financiers, on such terms and conditions, as may be considered expedient by the Board of Directors.
13. Subject to the provisions of Sec.58A of the Act, to receive deposits from persons, firms and companies under any scheme of loans and deposits or otherwise, on such terms and conditions as may be decided by the Board of Directors from time to time, and as may be permissible under law, provided that the Company will not carry on Banking business, as defined under Banking regulations Act, 1949.
14. To draw, make accept, endorse, execute and issue cheques, bills of exchange, hundies, promissory notes, bills of lading, warrants, debentures, bonds and other negotiable or transferable instruments or securities whatsoever.
15. To purchase and otherwise acquire, maintain and hire, motor cars, jeeps, vans, buses, trucks or other vehicles, boats, launches, barges and to maintain workshops for their repairs and maintenance.
16. To apply or join in applying to any Government or Improvement Trust or other authority or body, Municipal, Local or otherwise in India or foreign countries and to obtain or in any way assist in obtaining any state government order or any Act of Government's law, decrees, concessions, order, rights or privileges or advantages that may seem conducive to the object of this or any other company or for enabling this or any other company's constitution, to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of this or any other Company, to prove this or any other Company, to be legalized if necessary in which it may propose to carry on, to establish and maintain any agencies of the Company and to open and keep a colonial or a foreign register or registers of this or any other Company in India or foreign register subject to the provisions of Companies Act, 1956 and to allocate any number of these or any other shares in this Company to such register or registers.
17. To make donations to such persons or institutions and in such cases and either of each or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and particular to remunerate any person or corporation introducing business to this Company, subject to the provisions of section 293A of the Companies Act, 1956.
18. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees or ex-employees or of person having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or by way of lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds, to or for such persons.
19. To provide for the welfare of employees or ex-employees of the company and the wives, widows and families of the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, persons, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing provident and other associations, institutions, funds or trusts and by providing or subscribing towards places of instruction and recreation, hospitals and dispensaries medical and other attendance and other assistance as the Company shall think fit.
20. To subscribe to otherwise aid benevolent, charitable, national or other institutions or objects of a public character, or which have any moral or other claims to support or aid by the Company by

reason of the locality of its operations or otherwise and to make donations to such persons and in such cases as may seem expedient, subject to provisions of the Companies Act, 1956.

21. To remunerate any person, firm, company, for service rendered or to be rendered in placing or assisting to place or guaranteeing of placing of any of the shares in the company's capital or any debentures or other securities of the Company or in or about the formation or promotion of the company or the conduct of its business.
22. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any other special fund whether for depreciation or for repairing, improving extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company.
23. To procure the Company to be recognized in any part of the world in accordance with the laws for the time being at such place.
24. To amalgamate with any other company having objects altogether or in part similar to those of the company.
25. Subject to provisions of section 201 of the Companies Act, 1956, to indemnify members, officers, directors, agents and servants of the Company against proceedings, costs, damages, claims, and demands, in respect of anything done or ordered to be done by them for and in interest of the Company or any loss damage or misfortune whatever which shall happen in the execution of the duties of their offices or in relation thereto.
26. To distribute any of the property of the Company amongst the members in specie or in kind, in the event of winding up, subject to provisions of the companies Act, 1956.
27. To place to reserve or to distribute, subject to the provisions of Section 205 of the Companies Act, 1956 bonus shares amongst the member or otherwise to apply as the Company may from time to time think fit, any money received by way of premium of shares or received, in respect of dividends accrued on forfeited shares or from unclaimed dividends.
28. To do all or any of the above things in any part of the world either as principals, agents, contractors, trustees or otherwise and either by or in conjunction with others and to allow any property to remain outstanding in such agents or trustees, subject to the provisions of Section 49 of the Act.
29. To carry any other business which may seem to the Company capable of being conveniently carried on in connection with the main business or any of them or calculate directly or indirectly to enhance the value of or render profitable any of the Company's property of right.
30. To take agencies of any firm, company or companies, within India or abroad, with the same objects and likewise to appoint agents for its own business.
31. To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in part of the world and as principals, agents, sub-contractors or trustees or otherwise and either alone or jointly with others.
32. To train or pay for the training in India or abroad of any of the Company's officers or employees or any candidate in the interest of or for furtherance of the Company's objects.

C. Other objects:-

1. To own, run, administer and manage schools, colleges, other educational institutions, hospitals, dispensaries, nursing homes and health care centres etc.
2. To purchase, sell, exchange, import, export, produce and deal in jute, gunnies, Hessians, tea shellac, tobacco, hide skins, kapok, cotton textiles, food grains, oil seeds, oil cakes, pulses and dals, rice, rubber, plastics, latex, colors, whether in raw forms or finished or semi-finished forms.
3. To print and publish newspapers, periodicals, books or leaflets that the company may think desirable for the promotion of its objects and to adopt such means of making known the business and products of the Company or deal with by the company as may seem expedient and in particular by advertising in press by circular, by purchase and exhibitions of work of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations subject to section 293A of the Companies Act, 1956.
4. To manufacture and deal in paints, varnishes, printing inks, white lead products of white lead, colors, linseed oil, brushes, glass and all kinds of materials useful to painters, divers, artists, and decorators,
5. To carry on the business of manufacturers of and dealers in rubber and plastic tubes and tyre and films and molded containers, tubes, wrapping materials, foams rubber and plastic products, transmission belts and conveyors and similar industrial articles pipes, tubes, house rubber, containers, and other rubber productive of finishing lined vessels, tank, equipment's, pipes and similar equipment's, electrical products, insulating materials and all other blown, molded, formed clear and dipped goods and articles.
6. To carry on business as manufacturers and buyers and sellers of and dealers in wood makers, supplies of all kinds and in wood timbers, veneers, plywood, molding, wooden and metal goods and products of all kinds, hard board, fiber board, card board, paper starting, rope, shellac, French polish tools of all kinds grind stones, pins, screws, rings, bolts, fasteners, iron monger, hardware and similar goods.
7. To deal in materials, properties, plants & machinery's, equipment's and vehicles on hire purchase, installment or on lease basis.
8. To purchase or otherwise acquire any land, building or premises and turn into account, develop, improve, alter, demolish or let out for the purpose of carrying on the business of hotel, restaurant, coffee tavern, lodging, house-keepers and to carry the business of wine, spirit and liquor merchants, importers, exporters and manufacturers of aerated, mineral and artificial waters and other drinks whether intoxicating or not or caterers for public amusement or entertainment, proprietors of motor and other vehicles, garage proprietors, job-masters, refreshment-room keepers, farmers, airmen and ice-merchants, victuals, live and dead-stock and colonial and foreign produce of clubs, baths, dressing-room, museum, reading writing and newspaper room, library, playgrounds, indoor and outdoor game, sport, recreation, exhibition, entertainment of all kinds, tobacco and cigarettes, theatrical, cinemas and opera-box and any other business which can be conveniently or usefully carried on in connection with the aforesaid objects of the company.
9. To produce, grow, raise, preserve, purify, refine, import, export, prepare, sell and deal in sugar, sugarcandy, sugarcane, gur, molasses, syrups, alcohol and all other by-products and food products,

fertilizers and things generally and to maintain refineries, foundries, workshops, distilleries and other works for purposes of the Company.

10. To purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, manage, control, construct, erect, alter, maintain, develop, pull down, improve, repair, renovate, work, build, plan, layout, sell, transfer, mortgage, charge, assign, let out, hire, sub-let, sub-lease all types of lands, plots, buildings, hereditaments bungalows, quarters, offices, flats, chawls, warehouses, Godown, shops, stalls, market, houses, structures, undertakings, constructions, tenements, roads, bridges, foresters, estates, assets and properties, movable or immovable free or lease-hold of whatever nature and description and whatever situated.
11. To establish, purchase, sell, take on lease, hire or otherwise acquire and work, any textile-mill, handlooms, power-looms, or other mills, cotton ginning and pressing factory, Jute-mills, jute-presses, hemp or other fiber presses, spinning mills, weaving mills and chemical factories, waste plants or press for pressing, merchandise into bales and to cultivate, process, buy, sell, import, export, pledge, speculate, enter forward transactions and deal in whether as commission agents, brokers or otherwise in raw jute, jute goods, cotton, kapas, cotton seeds, flax, hemp and silk.
12. To carry on the business of manufactures or processors and/or importers, exporters, buyers, sellers, stockiest and distributors of and/or dealers in all kinds of chemicals, drugs, pharmaceuticals, plastics, paints, varnishes, paper, tyres, tubes, films and vehicles, all types of watches, time-pieces, clocks.
13. To carry on business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockiest, agents, merchants, distributors and concessionaires of and dealers in flour, cakes, pastry, con flakes, 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 fruits and fruit products, milk and malted foods, tobacco, maize, products, butter, ghee, cheese and other dairy products, pickles, jams, sausages, cider, 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 food as well as materials required or used or preparation of or being food articles.
14. To carry on business as producers, importers, exporters, processors, manufacturers, buyers, sellers, distributors, stockiest, agents, and brokers of coal coke, charcoal, lignite, petroleum coke, copper, iron-ore, bauxite, granite, fire-clay, china-clay, salt, sodium, chloride, calcium, phosphate, nickel, beryllium, uranium, zinc, lead, asbestos, tin, alumina, mercury, silicon, sulfur, graphite, brass aluminum, silica, sand, bentonite, quartz, destine, magnetize, dolomite, Ferro alloys, corundum, manganese, mica, silver, gold, platinum, diamond, sapphire, ruby, topaz, garnet, emerald, pearl, and other precious, semi-precious, or commercial minerals and stones and to act as metal founders, manufactures, agents and dealers of metals, sheets, wires, rods, squares, plates, metal foils, pipes, tubes, billets, ingots, circle parts, coils, utensils, ornaments, decorative and art materials and jewelry made wholly or partly from any one or more of the metals and materials mentioned herein or their derivatives.
15. To manufacture, deal in export, import, assemble, fit, repair, convert overhaul, alter, maintain and improve all types of electronic components, devices, equipment's and alliances and raw materials thereof and to deal in and with stores and other materials used in or in connection with electronic and electrical industries.
16. To manufacture, export, import, buy, sell and deal in containers, cans, boxes, drums, cylinders, bottle-tops, crown crocks, packages, packing materials, bags, pressed NetWare, utensils, cutlery


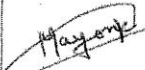
tableware and articles made all of tin metal, aluminum, plates, sheets, glass, fiber paper, board, cloth, hussein, leather, plastic or other synthetic compound or materials, timber or plywood and to deal in timpanist, wire, aluminum sheets and to undertake either, or on own account or on commission basis or otherwise printing, designing, enameling & clutters plating, engraving or otherwise decorating the aforesaid products or any of such products or articles.

17. To carry on business as designers, fabricators, manufacturers, importers, exporters, contractors, constructors, and erectors of buildings, plants and machineries of all kinds and to provide all services and facilities in connection therewith and to act as contractors for the supply of labor, personnel and manpower.
18. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn or account or otherwise, deal with all or any part of the undertaking property, investments and rights of the Company.

IV. The liability of the members of the company shall be Limited.

- V. The Authorized Share Capital of the Company is Rs. 1,00,000/- (One lakh only) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- (ten) each, with power to increase or reduce the Shares Capital of the Company and to cancel any number of un-allotted shares and to divide the shares in the Capital for the time being into different classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined in accordance with regulations of the Company and subject to provisions of sections 80, 100, 106, 107 and other relevant provisions of the Act and the Company may alter the conditions of its Memorandum relating to Share Capital in accordance with Section 94 of the Companies Act, 1956.

We, the several persons, whose names, addresses and descriptions are mentioned 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 the subscriber and his father's name	Number of Equity Shares Taken by Each Subscriber	Signature of the subscriber	Name, address, description and occupation of the witness and his father's name
1. Rajesh Kumar s/o Paras Nath Gupta PAN - ASEP44575 Address - Vasudha Enclave, Argora to kathal More bypass, Near Pundag, Ranchi - 834004. Occupation - Business	7500/- (Seven thousand five hundred equity shares)		
2. Mayank Kumar s/o Paras Nath Gupta PAN - AJJPK0612J Address - Vasudha Enclave, Argora to kathal More bypass, Near Pundag, Ranchi - 834004. Occupation - Business	2500/- (Two thousand five hundred equity shares)		CA Anindya Kumar s/o Sai Shankar Jha PAN - AUJPK5794L Address - 102, Kush Apartment (KJ Nagar), Road no. 02, Howai Nagar, Ranchi - 834005 Occupation - Professional Practice M. No. - 501855
Total	10000/- (Ten thousand equity shares)		

Place - Ranchi
 Date - 10th July 2013

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
Articles of Association
Of
VASUDHA INFRA & REALTY PRIVATE LIMITED
PRELIMINARY

1. In these Articles, unless there be something in the subject or context inconsistent therewith.
 - (a) "The Company" means "**VASUDHA INFRA & REALTY PRIVATE LIMITED**".
 - (b) "The Act" means the Companies Act, 1956.
 - (c) "The Directors" mean the Directors of the Company.
 - (d) "The Board" means Board of Directors of the Company.
 - (e) "The Seal" means the Common seal of the Company.
 - (f) "Memorandum" means the Memorandum of Association of the Company.
 - (g) "The Articles" means the Articles of Association of the Company.
- 2 The regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956 so far as they apply to Private Limited Companies shall apply to this Company, except in so far as the same are inconsistent with or modified by these Articles.
- 3 (a) Unless the context otherwise requires, words or expression contained in these Regulations shall bear the same meaning as in the Act or any statutory modification thereof in force, at the date at which these Regulations become binding on the Company.
 - (b) The Company is a Private Company having minimum paid up capital of Rs. 1.00 lac, within the meaning of Section 2(35) and 3 (1)(iii) of the Companies Act 1956, and accordingly:-
 - (a) The right to transfer shares of Company is restricted in the manner and to the extent herein after appearing.
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company), shall be limited to fifty; provided that for the purpose of this definition where two or more persons jointly hold one or more shares in the Company, they shall, be treated as a single member, and.
 - (c) No invitation shall be issued to the public to subscribe for any shares in, or debentures of the Company.
 - (d) Prohibits any invitation or acceptance of deposits from persons other than its members, Directors or their relatives.

SHARE CAPITAL

- 4 The Authorized Share Capital of the company is Rs. 1,00,000/- (One lakh only) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- (ten) each with power to increase & reduce the share capital of the Company and to cancel any number of un-allotted shares and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined in accordance with the regulation of the Company and subject to provisions of section 80, 100, 106, 107 and applicable provision of the Act and the Company may alter the conditions of its Memorandum in relation to Share Capital in accordance with section 94 of the Companies Act, 1956.
- 5 Subject to the provisions of these Articles the shares shall be under the control of the Board, who may allot or otherwise dispose off the same to such person on such terms and conditions, at such time, either at par or at premium, and for such consideration as the Board thinks fit.
- 6 Subject to the provisions of the Act and these articles, the Directors may allot and issue shares in the Capital of the Company in payment or part payment or for any property or assets of any kind whatsoever (including goodwill of any business) sold or transferred, goods or machinery or know-how supplied or of services rendered to the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash.
- 7 An application signed by or on behalf of an applicant for shares in the company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is entered in the Register shall for the purpose of these Articles be a member.
- 8 The Company shall have power to issue Bonus Shares fully paid-up and either out of the Company or out the share premium account or out the reserves as the Directors may from time to time think fit.
- 9 The Company shall have power to issue redeemable preference shares in accordance with the provisions of section 80 & 80 A of the Act or any statutory modification thereof. The Board of Directors shall have power to issue preference shares, subject to the approval of the Company and on such terms as they may decide by the terms of issue to have their preference shares or any of them converted into equity shares ranking paripassu with equity shares.
- 10 Shares may be registered in the name of any person, company or other body corporate. Not more than two persons shall be registered as joint-holders of any share.
- 11 The joint-holders of any share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares.

ALTERATION OF CAPITAL

- 12 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.
- 13 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.
- 14 The Company may by ordinary resolution :-
 - (a) Consolidate and divide all or any of its share capital into share 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 94 of the Act.
- (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.

CERTIFICATE OF SHARES

- 15 The certificate of title to shares and duplicates thereof when necessary shall be issued under the seal of the Company in accordance with the provisions of section 84 of the Act and the rules prescribed thereunder.
- 16 Every member shall be entitled free of charge to one certificate for all the shares registered in his name or if the Board of Directors so approve, to several certificates each for one or more such shares, but in respect of each additional certificate the Company may charge such fee as may be determined by the Board. Every certificate of shares shall specify the number and denoting numbers of the shares in respect of which it is issued and the amount paid thereon.
- 17 The Certificate of shares registered in the names of two or more persons shall be delivered to the person first named in the register unless otherwise directed by them jointly.

CALLS

- 18 The Directors may, from time to time, make calls upon the members in respect of any money unpaid on their shares (Whether on account of the nominal value of the shares or by way of premium) and by the condition of allotment thereof made payable at fixed time.
- 19 Each member shall, subject to receiving at least fourteen days notice specifying the time and place of payment, pay to the Company at the time and place specified the amount called on such shares.
- 20 A call may be revoked or postponed at the discretion of the Board.
- 21 A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorizing the call was passed and may required to be paid by installments.
- 22 The Board of Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the sum due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the member paying such sum in advance and the Board of Directors agree upon. And the Board of Directors may at any time repay the amount so advanced upon giving to such member three months notice in writing.

FORFEITURE OF SHARES

- 23 If a member fails to pay any call, or installment of a call on the day appointed for payment thereof, the Board of Directors may at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is

unpaid together with any interest which may have accrued and all expenses that have been incurred by the Company by reason of such non-payment.

- 24 The notice aforesaid shall
- (a) Name a further day (not being earlier than the expire of fourteen day from the date of service of the notice) on or before which the payment required by notice is to be made, and
 - (b) State that, in the event of non-payment on or before the day so named the shares in respect of which the call was made will be liable to be forfeited at the discretion of the Board of Directors.
- 25 If the requirements of any such notice as aforesaid are not complied with any time thereafter before the payment required by the notice has been made, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares, and not actually paid before the forfeiture.
- 26 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 hereof shall forthwith be made in the register.
- 27 A forfeited share shall be deemed to be the property of the Company and may be sold or otherwise disposed off on such terms and in such manner as Board of Directors may think fit.
- 28 At any time before a sale or disposal as aforesaid, the Board of Directors, may in their discretion, cancel the forfeiture on such terms and conditions as they think fit.
- 29 A Person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, notwithstanding the forfeiture, remain liable to pay the Company all moneys, which, at the date of forfeiture were payable by him to the Company in respect of the shares.
- 30 The liability of such person shall cease if and when the Company shall have received payment in full in respect of such shares.

L I E N

- 31 The Company shall have the first and paramount lien upon all the shares registered in the name of such members (whether solely or jointly with other or others) and upon the proceeds of sale thereof for his debts, liabilities and engagements, solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares as against the transfer. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Article.
- 32 The Company's lien, if any, on a share shall extend to all dividends payable thereon.
- 33 The Company may sell in such manner as the Board of Directors may think fit any shares on which Company has a lien. Provided that no sale shall be made -
- (a) unless the sum in respect of which the lien exists is presently payable, and
 - (b) until the expiration of fourteen days after notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

- 34 To give effect to any such sale, the Board of Directors may authorize some person to transfer the shares sold to the purchaser thereof.
- 35 The purchaser shall be registered as the holder of the share comprised in any such transfer.
- 36 (a) The proceeds of the sale be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (b)The residue, if any, shall subject to alike lien for sums not presently payable as existed upon the shares before the sale, be paid to be the persons entitled to the shares at the date of the sale.

TRANSFER AND TRANSMISSION

- 37 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.
- 38 In case any difference arises in coming to the 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 the shares which will be binding on both the parties and in so certifying, the auditor shall be considered to be acting as an expert and not Arbitrator.
- 39 In case of death of member, the shares shall pass on to 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 provision of transfer here-in-contained, transfer the same to some other persons.

BORROWINGS

- 40 Subject to Banking Regulation Act, 1949 & Section 58A of the Companies Act, 1956, 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 debentures stock (perpetual or otherwise) convertible Bonds from one or more Financial institutions including State Financial Corporation, 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, Government, Shareholder, Director or from any other source/sources.
- 41 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 respect 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 for 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.
- 42 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.

GENERAL MEETING

- 43 The Company shall, in each calendar year, hold, in addition to any other meetings, a General Meeting which shall be styled as its Annual General Meeting, and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that :-
- (a) the first Annual General Meeting of the Company may be held not more than eighteen months from the date of its incorporation, subject to the provisions of Section 210(3) of Act, and
 - (b) the next Annual General Meeting of the Company shall be held within six months after the expiry of the financial year in which the first Annual General meeting was held and thereafter an Annual General Meeting shall be held in each year within six months after the expiry of each financial year.
- 44 Every Annual General Meeting shall be called for at a time during business hours, on a day that is not a public holiday and shall be held either at the Registered Office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated.
- 45 The Board of Directors may, whenever they think fit, call Extra-ordinary General Meeting and the Directors shall on the request in writing of holders of not less than one-tenth of paid-up capital of the Company upon which all calls or other sums then due have been paid forthwith proceed to convene an Extra-ordinary General Meeting and the provisions of Section 169 of the Act, shall apply.
- 46 A General Meeting of the Company may be called by giving not less than twenty one 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 twenty one days if the conditions specified in the said section are met.
- 47 Sub-sections (2) & (3) of Section 173 of the Act relating to explanatory statement to be affixed to the notice of a General Meeting shall not apply to the Company.
- 48 Subject to Article 51, two members present in person shall be quorum for all purposes at any General Meeting.
- 49 The additional omission to give any such notice to or its non-receipt by the member or other person to whom it should be given shall not invalidate the proceedings of the meetings.

PROCEEDINGS AT GENERAL MEETING

- 50 All business to be transacted at 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.
- 51 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, quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the 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 quorum.

- 52 The Chairman of the Board shall preside as Chairman at every General Meeting of 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 of the meeting, shall elect one of themselves to be the Chairman of that meeting only. If at any General Meeting no Director is present within one hour after the appointed time for holding, the meeting, the members present shall choose one of their members 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 for with 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 of the meeting.
- 53 The Chairman may with the consent of any General Meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and place but no business left unfinished at the meeting from which the adjournment shall be given as in the case of original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 54 Every question submitted to a meeting shall be decided in the first instance by a show of hands. In the case of an equality of votes, both on show of hands and on a poll, the Chairman shall have a casting vote in addition to the votes or vote to which he may be entitled as a member.
- 55 Subject to any right or limitations for the time being attached to a class or shares:
(a) On a show of hands, every member present in person shall have one vote; and
(b) On a poll, the voting rights of members shall be as laid down in section 87 of the Act.
- 56 Where there are joint registered holders of any share, any one of such persons either personally or by proxy in respect of such share as if he was solely entitled thereof and if more than one of such joint-holders be present or any meeting either personally or by proxy, so present whose name stands first on the Register in respect thereof may vote at any meeting. Several executors or administrators of a deceased member in whose name any share stands shall for the purpose of this Article be deemed joint-holders thereof.
- 57 Any person entitled under the Transmission Article to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he was the registered holder of such shares, provided the at least forty eight hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares or the Directors shall have previously admitted his right to vote at such meeting in respect thereof, if any member be a lunatic, idiot or non compos mentis, he may vote (whether by a show of hands or at a poll) by his committee, curator bonis or other legal curator and such last mentioned persons may give their votes by proxy.
- 58 No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the company in respect of any shares registered in his name on which any call or other sum presently payable by him have not been paid or in regard to which the Company has, and has exercised any right of lien.
- 59 Any objection as to the admission or rejection of a vote, on a show of hands or on a poll made in due time, shall be referred to the Chairman who shall forth with determine the same, and such determination shall be final and conclusive.

60 (i) Before or on the declaration of the result of voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by the person or persons specified below.

(a) by one member having the right to vote on the resolution and present in person or by proxy, if not more than seven such members are personally present and by two such members present in person or by proxy if more than seven such members are personally present,

(b) by any members present in person or by proxy and having not less than one tenth of the total voting power in respect of the resolution, or

(c) by any member or members present in person or by proxy and holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum has been paid-up which is not less than one tenth of the total sum paid-up on all the shares conferring the right.

(ii) The demand for a poll may be withdrawn at any time by the person who made the demand.

61 Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

62 If a poll be demanded, the demand of a poll shall prevent the continuance of a meeting for the transaction of business other than the question on which a poll has been demanded.

63 On a poll, votes may be given either personally or by proxy.

64 The instrument appointing a proxy shall be in writing and be signed by the appointee or his Attorney duly authorized in writing, or if the appointee is a body corporate be under its seal or be signed by an officer or an attorney duly authorized by it. A proxy need not be a member of the Company.

65 The instrument appointing a proxy and the power of Attorney or other authority (if any) under which it is signed or notary certified copy of that power or authority, shall be deposited at the office not less than twenty four hours before the time for holding the meeting at which the person named in the instrument purposes to vote, and in default the instrument of proxy shall not be treated as valid.

DIRECTORS

66 Unless otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two or more than twenty.

67 The first Directors of the Company shall be:

1. Rajesh Kumar Son of Paras Nath Gupta.
2. Mayank Kumar Son of Paras Nath Gupta.

68 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 retirement by rotation. The financial institution or bank of 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 as Director/Directors of the Company who will hold the office of the Company as per the terms of the agreement. 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 reelection and shall act as a Director throughout the meeting at which he retires.

69 The Chairman shall be appointed by the Board of Directors. He shall preside as Chairman at every General Meeting 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 to 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 members to be the Chairman.

- 70 It will not be necessary for any director to hold any share in the Company as qualification for his eligibility as director.
- 71 The Board of Directors shall have power at any time, and from time to time to appoint any one or more persons as additional director either to fill a casual vacancy or as an addition to the Board, but so that the total number of directors shall not at any time exceed the maximum number fixed. But any director so appointed shall hold office only until the next following Annual General meeting of the Company, when he will be entitled for reelection.
- 72 Subject to the provisions of Section 313 of the Companies Act, 1956, the Board may appoint any person to act as an alternate Director for a director during the latter's absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held and such appointment shall have effect and such appointee whilst he holds office as an alternate Director, shall be entitled to notice of meeting of the Board and to attend and vote thereat accordingly, and shall insofar to vacate office if and when the absentee Director returns to the state in which meetings of the Board are ordinarily held or the absentee Director vacates office as Director.
- 73 Any casual vacancy occurring among the Directors may be filled up by Board but any person so appointed shall retain his office so long only as the vacating director would have retained the same as no vacancy had occurred, provided that the Directors shall not fill a casual vacancy by appointing any person who has been removed from the office of Director of the Company.
- 74 Each Director may receive out of the funds of the Company for his services a sum not exceeding Rs. 1000/- 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 traveling 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.
- 75 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 a fixed sum or by percentage of profits, or other wise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration above provided.
- 76 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.
- 77 The office of a Director shall become vacant if:
- (a) he fails to obtain within the time specified in these articles or at any time thereafter ceases to hold the share qualification,
 - (b) he is found to be of unsound mind by a Court of competent jurisdiction,
 - (c) he applies to be adjudicated an insolvent,
 - (d) he is adjudicated an insolvent,

- (e) he is convicted by a court of any offense involving moral turpitude and is sentenced in respect thereof imprisonment for not less than six months,
- (f) he fails to pay any call in respect of the shares of the Company held by him whether alone or jointly with others, within six months, from the last date fixed for the payment of the call unless the Central Government has by notification, in the official Gazette removed disqualification incurred by such failure,
- (g) he absents himself from three consecutive meetings of the Board of Directors or from all meetings of the Board for continuous period of three months, whichever is longer without obtaining leave of absence from the Board,
- (h) he acts in contravention of Section 299 of the Act,
- (i) he becomes disqualified by an order of Court under section 203 of the Act,
- (j) he is removed in pursuance of Section 284 of the Act,
- (k) having been appointed a director by virtue of his holding any office or other employment in the Company he ceases to hold such office or other employment in the Company,
- (l) He resigns his office by a letter addressed to and such resignation is accepted by the Board of Directors.

78 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 or contracts in which any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contracts or arrangement by reason of such Director holding that office or of the fiduciary relations thereby established.

79 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, wherever applicable.

80 The Board of Directors may, subject to the provisions of Section 292 A 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 present by the Directors as they may think fit, and may confer such power 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 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 all or any such power.

POWERS OF THE BOARD

81 Subject to the provisions of the Act, the Management of Business of the Company shall be vested in the Board of Directors and the Board of Directors may exercise powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise authorized to exercise or do, provided that the Board shall not exercise any power or do any act which by the Act or any other Acts or by the memorandum or Article of the Company is required to exercised or done by Company in General Meetings. Provided, further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of the Company or in these Articles or in any regulations made by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

82 Subject to the provisions or Section 292 of the Act, the Board may delegate any of their powers to committee; consisting of such member of members of their body as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated, conform to any regulation that may from time to time be imposed upon it by the Board. The

meeting and proceedings of any such committee, consisting of two or more members, shall be governed by the provisions herein contained for regulating the meeting and proceeding of the Directors so far as the same are applicable thereto and are not superseded by any regulation made by the Board under this clause. The remuneration of members of a committee shall from time to time be fixed by the Board subject to section 314 of the Act.

PROCEEDINGS OF DIRECTORS

- 83 Subject to the provision of Section 285 of the Companies Act, 1956 the Board of Directors shall meet atleast once in every three months and atleast four times in every year for the dispatch 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.
- 84 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.
- 85 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. Provided that where at any time the number of interested directors exceeds of it's equal to two-third of the total strength of the number of the remaining directors, that is to say, the directors who are not interested, present at the meeting being not less than two shall be the quorum during such time. If a quorum shall not be present within half an hour from the time appointed for holding the meeting of the Board it shall stand adjourned to the same day in the next week at the same time and place if at an adjourned meeting a quorum is not present within half an hour appointed for the meeting the Directors (not less than two) present shall be quorum.
- 86 The Chairman shall preside at the meetings of the Board. If at any meeting of the Board the Chairman is absent then any other Director authorized in writing by the Chairman shall act as Chairman. If no such director has been so authorized or the Director so authorized is not 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.
- 87 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.

SECRETARY

- 88 Subject to the provisions of the Act, the Board of Directors may appoint a Secretary for such terms at such remuneration and upon such conditions as they may think fit and may remove any Secretary so appointed and may fill up the vacancy in the office of the Secretary. The Secretary shall exercise such powers and carry out such duties as the Board may from time to time determine.

MINUTES

- 89 (I) The Board Board of Directors shall cause minutes of all proceedings of the Board of Directors meetings 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 proceeding thereat.
(III) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meetings
(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
(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

- 90 The Board of Directors shall provide a common seal for 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. Share certificates would, however, be signed and sealed in accordance with the provisions of Articles 15 hereof.

DIVIDEND AND RESERVES

- 91 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 is paid-up on some shares than others.
- 92 Subject to the provisions of section 205 of the Act, the dividend shall be declared or paid only out of the profits of the Company.
- 93 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 Company.
- 94 Subject to the provisions of section 205 of the Act, the dividend shall be paid in cash only. Provided that the Company may capitalize its profits 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 cheques or warrant sent through the post directed to the registered address of share holder entitled to the payment of the dividend or in the case of joint shareholders to the registered address of that one of the joint share holders who 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.
- 95 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 discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied including provision for meeting contingencies of the equalizing dividends and pending such application, may at the like discretion,

whether be employed in the business or 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.

- 96 The Board of Directors may deduct any dividend payable to any member all sums of money, if any presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 97 A transfer of shares shall not as against the Company give the right to any dividend or bonus shares or other capitalised assets distributed under the Articles or declared in respect of such transferred shares after such transfer and before the registration of transfer.
- 98 Subject to provision of Section 205A of the Act, all unclaimed and unpaid dividends may be kept to a special account opened by the Company in that behalf in any scheduled Bank, and if the same remains unpaid or unclaimed for a period of three years from the date of such transfer, shall be transferred by the Company to the General Revenue account of the Central Government.
- 99 Subject to the provisions of Section 206 of the Act, the dividend shall be paid by the Company to the registered holder of shares in the Company or his order or his banker.

ACCOUNTS AND AUDIT

- 100 The Board shall cause proper books of account to be kept in accordance with Section 209 of the Act.
- 101 The books of account shall be kept at the registered office of the Company or subject to Section 209 of the Act, at such other place as the Directors think fit.
- 102 (i) The Books of account and other books and papers shall be open to inspection during business hours by any Director, register or any officers of the Government authorized by the Central Government in this behalf.
- (ii) The Board shall from time to time, determine whether and to what extent and at what times and place, and under what conditions or regulations, the books of Account and books and documents of the Company shall be open to the inspection of the members not being Directors and no member (not being a Director) shall have any right of inspecting any Books of Account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.
- 103 The Board of Directors shall from time to time in accordance with the Sections 210 and 211 of the Act, cause to be prepared and to be laid before the Company in Annual General Meeting such Profit and Loss Accounts, Balance Sheets, group accounts (if any) and reports as are referred to in these sections. Copy of every Balance Sheet (including every documents required by law to be annexed or attached thereto) which is to be laid before the Company in Annual General Meeting together with the Auditor's Report, shall, not less than twenty one days before the date of the meeting, be sent to every member and every holder of debenture of the Company and to every person so entitled under these regulations provided this regulation shall not require a copy of these documents to be sent to more than one of the joint holders of any shares or debentures.

104 Subject to the provisions of Section 215 of the Act, every balance sheet and every profit & loss account of the Company shall be signed by two directors on behalf of the Board of Directors of the Company one of whom shall be the Managing Director, if any.

105 There shall be attached to every balance sheet laid before the Company in general meeting a report by its Board of Directors in the manner provided in Section 217 of the Act.

106 The Company at each Annual General Meeting shall appoint Auditor or Auditors, to hold office until the next Annual General Meeting and their appointment, remuneration, rights and duties shall be regulated by Section 224 to 233 of the Act.

SERVICE OF NOTICES AND DOCUMENTS

107 The Company shall comply with the provisions of Sections 53, 172 and 190 of the Act as to the serving of notices.

108 Every person who, by operation of law, transfer or by any other means whatsoever, becomes entitled to any share shall be entitled to every notice in respect of such share which prior to his name and address being entered in the register was being served to the person from whom he derives his title to such share.

109 Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall notwithstanding such member be then deceased and whether or not the Company has notice of his deceased, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member, until some other person be registered in his stead as holder or joint-holders thereof and such service shall for all purposes of these presents be deemed sufficient service of such notice or document on his heirs, executors, or administrators and all persons, if any, jointly interested with him in any such shares.

110 The signature to any notice to be given by the Company may be written or printed.

RECONSTRUCTION

111 On any sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorized by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company whether incorporated in India or not either than existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (in a winding-up) may distribute such shares or securities or any other property of the Company amongst the members without realization or vest the same in trustees for them and any special resolution may provide for the distribution or appropriation of such shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company and the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorized, and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound-up, such statutory rights, if any, under Section 494 of the Act as are incapable of being varied or excluded by these presents.

WINDING-UP

- 112 (a) If the Company shall be wound-up, the liquidator may with the sanction of Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company.
- (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (c) The liquidator, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.



SECRECY

- 113 Subject to the provisions of the Companies Act, 1956, every Director, Secretary, Auditor, Trustees, Member of a committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall observe a strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individuals and in matter relating thereto, and shall not disclose any of the matters which may come to his knowledge in the discharge of his duties, except when required to do so by the Board of Directors, or by any meeting of the Company or by a court of Law or by the person to whom such matters relate, and except so far as may be necessary in order to comply with any of the provisions in these Articles.
- 114 No member or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the business of the Company and which in the opinion of the Board it will be inexpedient in interest of the Company to communicate.

INDEMNITY

- 115 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

We, the several persons, whose names, addresses and descriptions are mentioned hereunder are desirous of being formed into a company in pursuance of the Articles of Association and are 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 the subscriber and his father's name	Number of Equity Shares Taken by Each Subscriber	Signature of the subscriber	Name, address, description and occupation of the witness and his father's name
1. Rajesh Kumar s/o Paras Nath Gupta PAN - ASEP44574 Address - Vasudha Enclave, Argora to Kathal More bypass, Near Pundag, Ranchi - 834004. Occupation - Business	7500/- (Seven thousand five hundred equity shares)		CA Anandprakash Kumar s/o Sanjiv Kumar Jha PAN - AUPK5794L Address - 102, Kush Apartment (A J Nagar), Road no 02, Hawai Nagar, Ranchi - 834005 Occupation - Professional Practice M. No - 501855
2. Mayank Kumar s/o Paras Nath Gupta PAN - AJJPK0612J Address - Vasudha Enclave, Argora to Kathal More bypass, Near Pundag, Ranchi - 834004. Occupation - Business	2500/- (Two thousand five hundred equity shares)		
Total	10000/- (Ten thousand equity shares)		

Date - 10th July 2013
 Place - Ranchi

FORM NO. DIR-12

[Pursuant to sections 7(1) (c), 168 & 170 (2) of The Companies Act, 2013 and rule 17 of the Companies (Incorporation) Rules, 2014 and 8, 15 & 18 of the Companies (Appointment and Qualification of Directors) Rules, 2014]



Particulars of appointment of directors and the key managerial personnel and the changes among them

Form Language English Hindi

Refer the instruction kit for filing the form.

1. *This form is for New company existing company

2. (a) * Corporate Identity Number (CIN) of company U70200JH2013PTC001525

(b) Global location number (GLN) of company

Pre-fill

3. (a) Name of the company VASUDHA INFRA & REALTY PRIVATE LIMITED

(b) Address of the registered office of the company
C1, VASUDHA ENCLAVE
ARGORA TO KATHAL MORE ROAD, (NEAR PUNDAG)
RANCHI
Jharkhand
834004

(c) E-mail ID of the company vasudhainfraranchi@gmail.com

4. Number of Managing director or director(s) for which the form is being filed

2

5. Details of the Managing Director, directors of the company

1 Details of the Managing Director or Director of the company

i Director Identification Number (DIN)

ii Name

iii Father's name

iv Present residential address

v Nationality vi Date of birth vii Gender

viii Appointment Cessation Change in designation x Date of Appointment or
change in designation (DD/MM/YYYY)

ix Designation

xi Category

xii Whether Chairman, Executive Director, Non-Executive Director
 Chairman Executive director Non Executive Director

xiii DIN of such director to whom appointee is alternate

xiv Name of the director to whom such appointee is alternate

xv Name of the company or institution whose nominee the appointee is

xvi E-mail ID of director

xvii In case of cessation
Hereby confirmed that the above mentioned Director Managing director xviii is not associated with the company
with effect from (DD/MM/YYYY) xix due to

xx Interest in other entities

xxi Number of such entities

xxii *CIN/LLPIN/FCRN/Registration number

xxiii * Name

xxiv * Address

xxv Nature of interest

xxvi * Designation

xxvii Percentage of Shareholding xxviii Amount

xxix Others (specify)

1 Details of the Managing Director or Director of the company

i Director Identification Number (DIN)

ii Name

iii Father's name

iv Present residential address

v Nationality vi Date of birth vii Gender

viii Appointment Cessation Change in designation x Date of Appointment or change in designation (DD/MM/YYYY)

ix Designation

xi Category

xii Whether Chairman, Executive Director, Non-Executive Director
 Chairman Executive director Non Executive Director

xiii DIN of such director to whom appointee is alternate

xiv Name of the director to whom such appointee is alternate

xv Name of the company or institution whose nominee the appointee is

xvi E-mail ID of director

xvii In case of cessation
 Hereby confirmed that the above mentioned Director Managing director xviii is not associated with the company with effect from (DD/MM/YYYY) xix due to

xx Interest in other entities

xxi Number of such entities

xxii *CIN/LLPIN/FCRN/Registration number

xxiii * Name

xxiv * Address

xxv Nature of interest

xxvi * Designation

xxvii Percentage of Shareholding xxviii Amount

xxix Others (specify)

6. Number of manager(s), secretary(s), Chief Financial Officer or Chief Executive Officer for which the form is being filed

7. Details of manager(s), secretary(s), Chief Financial Officer or Chief Executive Officer of the company

1	i Director Identification Number (DIN), if any	<input type="text"/>	<input type="button" value="Pre-fill"/>
	ii Income Tax permanent account number (PAN)	<input type="text"/>	<input type="button" value="Verify Details"/>
	iii <input type="radio"/> Appointment <input type="radio"/> Cessation		
	iv Membership number of the secretary	<input type="text"/>	
	v First Name	<input type="text"/>	
	vi Middle Name	<input type="text"/>	
	vii Last Name	<input type="text"/>	
	viii Father's name		
	ix First Name	<input type="text"/>	
	x Middle Name	<input type="text"/>	
	xi Last Name	<input type="text"/>	
	xii Present residential address	xiii Line I	<input type="text"/>
		xiv Line II	<input type="text"/>
	xv City	<input type="text"/>	
	xvi State	<input type="text"/>	xvii Pin Code <input type="text"/>
	xviii ISO Country Code	<input type="text"/>	
	xix Country	<input type="text"/>	
	xx Phone	<input type="text"/>	xxi Fax <input type="text"/>
	xxii Date of birth	<input type="text"/>	(DD/MM/YYYY)
	xxiii Designation	<input type="text"/>	
	xxiv Date of Appointment or cessation	<input type="text"/>	(DD/MM/YYYY)
	xxv E-mail ID	<input type="text"/>	

Attachments

List of attachments

- (1) Declaration by first director
- (2) Declaration of the appointee director in Form No. DIR-2;
- (3) Notice of resignation;
- (4) Evidence of cessation;

Attach	DIR-2.pdf Resolution.pdf
Attach	
Attach	
Attach	
Attach	

(6) Optional attachment(s) - if any.

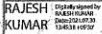
Attach Remove attachment

Declaration

I,

- A person named in the articles as a of the company
(in case if a new company) or
- authorized by the Board of Directors of the Company vide
number dated

to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I also declare that all the information given herein above is true, correct and complete including the attachments to this form and nothing material has been suppressed.

* To be digitally signed by 

* Designation

* Director identification number of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the secretary

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and Rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- All the required attachments have been completely and legibly attached to this form;
- It is understood that I shall be liable for action under Section 448 of The Companies Act, 2013 for wrong certification, if any found at any stage.

* To be digitally signed by

- Chartered accountant (in whole-time practice) or Cost accountant (in whole-time practice) or
 Company secretary (in whole-time practice)

*Whether Associate or fellow Associate Fellow

Membership number

Certificate of Practice Number

This eForm has been taken on file maintained by the Registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.

Form No. SH-4

Securities Transfer Form

[Pursuant to section 56 of the Companies act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution: 22/07/2021

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: U70200JH2013PTC001525
Name of the company (in full): VASUDHA INFRA & REALTY PRIVATE LIMITED
Name of the Stock Exchange where the company is listed, if any: NA

DESCRIPTION OF SECURITIES:

Kind/Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
EQUITY SHARES	Rs. 10/-	Rs. 10/-	Rs.10/-

No. of Securities being Transferred		Consideration Received (Rs)	
In Figures	In Words	In words	In figures
5000	Five Thousand	50,000	Fifty Thousand.

Distinctive Number	From	To
	2501	5001
	5000	7500
Corresponding Certificate Nos:	3	4

TRANSFEROR'S PARTICULARS

Registered Folio Number	01	Attestation: I hereby attest the signature of the Transferor(s) herein mentioned.	
Name(s) in full	Seller Signature(s)	Signature:	
1. RAJESH KUMAR	R. Rajesh Kumar	Name:	Mayank
2. NA	Director	Address:	
3. NA		Seal	
I, hereby confirm that the Transferor has signed before me. RAJESH K. PRADHAN, RAJESH K. PRADHAN		Witness Signature	
Name and Address of Witness		Rajesh Kumar Pradhan	

The Board of Directors
VASUDHA INFRA & REALTY PRIVATE LIMITED
C1, Vasudha Enclave Argora To Kathal More Road
(Near Pundag) Ranchi, Jharkhand- 834004

Date: 6th July, 2021

Sub: Request for transfer of 5000 Equity Shares

This is to inform you that I, Rajesh Kumar, the Shareholder of Vasudha Infra & Realty Private Limited request you to transfer my 5000 Equity Shares held in the Company for a total consideration of Rs. 50,000 (Rupees Fifty Thousand only) by making first offer to the other existing shareholders of the Company, as required by the Articles of Association of the Company.

This is to further inform you that in case the existing shareholder refuses to buy the offered shares then I request you to kindly allow me to transfer the said 5000 Equity Shares in favor of any person at a same or higher price as per the Articles of Association of the Company.

Thanking You

VASUDHA INFRA & REALTY PRIVATE LIMITED

Yours sincerely,

 Director

RAJESH KUMAR

To,

Mr. Rajesh Kumar

15th July, 2021

Subject: **Intimation for Transfer of Shares**

This is in reference to dissent letters dated 14th July, 2021; the Company would like to inform that none of the existing shareholder wishes to buy the shares offered by you. Therefore, as per the Articles of Association of the Company, you may transfer your 5000 Equity Shares to any other non-existing shareholder.

For **VASUDHA INFRA & REALTY PRIVATE LIMITED**

VASUDHA INFRA & REALTY PVT. LTD.

Mayank Kumar
DIN: 00938583


Director

The Members
VASUDHA INFRA & REALTY PRIVATE LIMITED
C1, Vasudha Enclave Argora To Kathal More Road
(Near Pundag) Ranchi, Jharkhand- 834004

6th July, 2021

LETTER OF OFFER

We would like to inform that Rajesh Kumar, the Shareholder of our Company proposed to transfer his 5000 (Five thousand) Equity Shares, held in the Company having face value of Rs.10/- each at par, amounting to a total consideration of Rs. 50,000 (Rupees Fifty Thousand only) to the other existing shareholders of the Company.

Pursuant to the Articles of Association of the Company, the other existing Equity shareholders of Vasudha Infra & Realty Private Limited who are willing and wish to avail the said offer may accept by notice in writing. However, failing such acceptance, the offer shall be deemed to be declined and the Board of Directors may proceed to allow him to transfer his equity share to any person/(s) at the same or higher price.

Certified True Copy

For **VASUDHA INFRA & REALTY PRIVATE LIMITED**

VASUDHA INFRA & REALTY PVT. LTD.

Mayank Kumar
DIN: 00938583


Director

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE BOARD MEETING OF VASUDHA INFRA & REALTY PRIVATE LIMITED HELD ON MONDAY, 2nd AUGUST, 2021 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT C1, VASUDHA ENCLAVE ARGORA TO KATHAL MORE ROAD (NEAR PUNDAG)RANCHI, JHARKHAND- 834004

ITEM NO. 03: TRANSFER OF SHARES

“RESOLVED THAT pursuant to the provisions of Section 56 of the Companies Act, 2013 and all other applicable provisions thereof read with the Articles of Association of the Company, the consent of the Board of Directors of the Company be and is hereby accorded to register the transfer of below mentioned shares in favor of the transferee:

Sl No	Name of Transferor	Name of Transferee	No. of shares	Transaction Value
1.	Rajesh Kumar	Shweta Saboo	2500	25,000
2.	Rajesh Kumar	Amit Agrawal	2500	25,000

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to make necessary endorsement on the Share Certificate and record such transfer in the Register of Members, Register of Share Transfer and other statutory records of the Company and to do all other necessary act in this regard to give effect to the aforesaid resolution.”

For and on behalf of
VASUDHA INFRA & REALTY PRIVATE LIMITED

VASUDHA INFRA & REALTY PRIVATE LIMITED

Mayank Kumar

DIN: 00938583

Date: 02/08/2021

Place: Ranchi

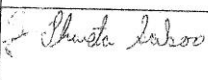

Form No. SH-4

Securities Transfer Form

[Pursuant to section 56 of the Companies act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

--	--	--	--

TRANSFEEE'S PARTICULARS-

	1	2	3
Name in full	SHWETA SABOO	AMIT AGRAWAL	NA
Father's/ mother's/ Spouse name	BASANT SOMANI	VIJAY KUMAR AGRAWAL	
Address,	Gopal Complex, National Traders, Court Road, Ranchi-834001	Ward No 16, House No 601, Kotra Road, Baikunthpur, Raigarh, Chhatisgarh-496001	
Mobile/Ph. No.	9939011118	9893497096	
E-mail ID	shwetasaboo21@gmail.com	eurekaiepl@gmail.com	
Occupation	Business	Business	
Existing folio no., if any	NA	NA	
PAN No.	CLNPS1951G	AEGPA8420E	
Signature			

Folio No. of Transferee :

Specimen Signature of Transferee

Existing Folio No., If any
1. NA



Value of stamp affixed: Rs. 10/- (Ten)

Form No. SH-4

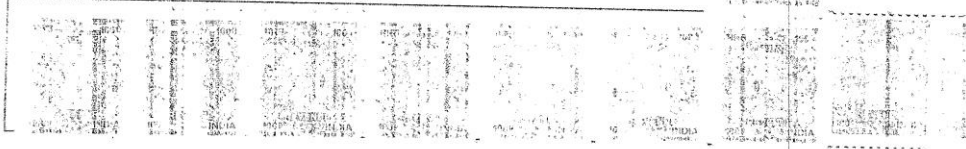
Securities Transfer Form

[Pursuant to section 56 of the Companies act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Copy of PAN CARD of all the Transferees (For all listed Cos).

Stamps:



For office use only

Checked by _____ Signature tallies by _____
Entered in the Register of Transfer on _____ vide Transfer No. _____ Approval
Date _____ Power of attorney/Probate/Death Certificate/Letter of administration Registered
on _____ at No. _____