

MEMORANDUM

&

ARTICLES OF ASSOCIATION

OF

**OMKARA BUILDERS AND DEVELOPERS
PRIVATE LIMITED**

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



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45201JH2009PTC013469

2008 - 2009

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

OMKARA BUILDERS AND DEVELOPERS PRIVATE LIMITED

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

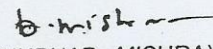
यह निगमन-पत्र आज दिनांक पांच फरवरी दो हजार नौ को मेरे हस्ताक्षर से पटना में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45201JH2009PTC013469 2008 - 2009

I hereby certify that OMKARA BUILDERS AND DEVELOPERS PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given under my hand at Patna this Fifth day of February Two Thousand Nine.


(BENUDDHAR MISHRA)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies

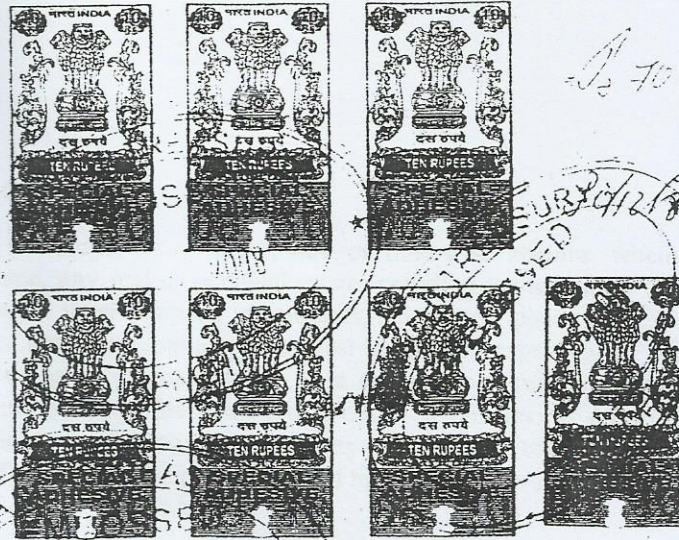
बिहार एंड झारखण्ड
Bihar and Jharkhand

सहायक कम्पनी रजिस्ट्रार, बिहार एवं झारखण्ड
Asstt. Registrar of Companies Bihar & Jharkhand

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

OMKARA BUILDERS AND DEVELOPERS PRIVATE LIMITED
HOUSE OF ANNAPURNA KASHYAP, ASHOK KUNJ ROAD NO.3, OPP. ASHOK NAGAR GATE NO. 3,
ARGORA,
RANCHI - 834002,
Jharkhand, INDIA



Memorandum of Association

OF

OMKARA BUILDERS & DEVELOPERS PRIVATE LIMITED

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

- I. The name of the Company is OMKARA BUILDERS & DEVELOPERS 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 as under :-

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

1. To acquire by purchase, lease, exchange or otherwise construct, reconstruct, alter, develop, manage, improve, decorate, maintain, consolidate, connect and sub-divide and to sell, dispose off, turn to account, exchange, let, lease or subject, on rent, royalty, share of profit, ownership basis or otherwise, to mortgage, grant, licenses, easements options and other rights and to invest in or in any other manner deal with land and/or buildings and hereditaments of any tenure or description and any real estate interest therein including all other property moveable or immovable which the Company may from time to time think proper and to acquire any right over or connected with the same in India or elsewhere.

2. To purchase, sell, develop, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale, or working the same, any real or personal estate including lands, mines, business, building, factories, mill, houses, cottages, shops, depots, warehouses, machinery, plant, stock in trade, mineral rights, concessions, privileges, licenses, easement or interest in or with respect to any property whatsoever for the purposes of the Company in consideration for a gross sum or rent or partly in one way and partly in the other or for any other consideration and to carry on business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the conveniences commonly provided in flats, suites and residential and business quarters.
3. To carry on all or any of the business of dealers/agents in any type of construction materials, civil or otherwise, and/or to construct, maintain, improve, develop, work, control and manage any real estates, lands, sites, buildings, towers, mansions, flat, marionette, dwelling houses, shops, offices, Hotels, Motels, Restaurants, Clubs, Coffee House, Multiplexes, shopping malls, entertainment complexes, theatres, baths, swimming pool, amusement park, jogging parks, gardens, play grounds, places of worships, reading rooms, factories, mills, laboratories, shops, machinery equipments, apparatus, engines, Bridges, roadways, trolley ways, reservoirs, water-courses, electric works and other works and conveniences, and for the purposes to purchase, take on lease or otherwise acquire and hold lands and/or building of any tenure or description wherever situated or rights or interests therein or connected therewith to prepare building sites and to construct, reconstruct, pull down, after model, remodel, decorate, design, furnish and maintain the same or otherwise improve the premises or any part thereof and let or lease them out to tenants or and dispose them of in such manner as the company may deem expedient.

[B] THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY ARE: -

1. To carry on the business as dealers, distributors, consultant, stockiest, alter, convert, modify, buy, sell, export, import, give or take on lease, give or take on hire-purchase, or on deferred credit or on license. Service and repair for other deal in any other manner, in electrical and electronics appliances and apparatus and system of every description and stores of all kinds including computers, calculator, work processors, printer, typewriter, data processing equipment, software and hardware, integrated circuit, silicon chips or any other consumer equipment, communication equipment display devices, printing devices, high frequency apparatus, magnet components, air bond equipment, inferred tubes, generation & servo control equipments, control systems and allied equipment and machines and to conduct bureau of complete service peripherals, and all other device and accessories, spare parts, components and all kinds of instruments, apparatus, equipments, and gadgets use for or in connection with any of the aforesaid matter or products and to develop design and sell or otherwise give on hire computer programs and to act as computer specialist, counselors, advisor, programmer and to do all the anything required in connection with sale assembly, integration, arrangement, installation and operation of computer, software and hardware programming, data processing giving and/or taking on hire computer time and in other matters as may be necessary for or in relation to the business of computers and to establish, set-up, organize, maintain, support, assist and/or conduct training classes, lectures, seminars, symposium on subjects and in respect of operating computers, computer programming, computer training, computer technology development of hardware and software, state of the art of computer technology and accounting services and consultancy.

2. To takeover or amalgamate in itself any other undertaking either firm or company or other establishment of similar nature of business for growth of business.
3. To carry on business of buyers, sellers, processors, mediators, brokers, agents consignment agents, marketing agents, sole selling agents, distributors, suppliers, factors, traders, stockiest, advisors, assemblers, partner of and dealer in all kinds of industrial, consumer (both durable and non-durable) and intermediate products of any kind and to carry on any kind of commercial business.
4. To import and purchase any machinery, implement, apparatus equipments, material, articles and stores and to do all things for developing the property and resources of the estates and land in such manner as the company may think best.
5. To purchase, take on lease, or tenancy or in exchange hire take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, plant, improve, work, cultivate, deal with to do fishery business, poultry farming and turn to account concessions, grant, decrees, licenses, privileges, claims, options, lease, property, real or personal, or rights of powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the company.
6. To acquire from any person, firm or body corporate or unincorporated, whether in India or elsewhere, technical information, know-how, process, engineering and operating data, plants, layouts and blue prints useful for the design, erection and operation of plants, machineries or apparatus required for attaining the main objects of the company and to acquire any grant or licence and other rights and benefits in connection therewith.
7. To do other things ancillary to main business that may seem to the Company capable of being conveniently carried on in connection with the main objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights of which it may be advisable to undertake with a view to improving, developing, rendering, valuable or turning to account any property, real or personal, belonging to the company or in which the Company may be interested and to do all or any of the above things, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with other and either through agents, sub-contractors, trustees or otherwise.
8. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licenses, easements, options and other rights over and in any other manner deal with or dispose off the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid-up, or securities of any other Company.
9. To pay for any rights or property acquired by the company and to remunerate any person, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them of shares or securities of the company as paid up in full or in part or otherwise.
10. To lend and advance money, either with or without security and give credit to such persons or (including government (firms, companies, individuals etc. and upon such terms and conditions as the Company may think fit and not to carry on any chit-fund activities.

11. To undertake financial and commercial obligations, transactions and operations for achievement of the main objects of the company.
12. To guarantee the performance of any contract or obligations of and the payment of money unsecured or secured of and interest on, any debentures, debenture stock or securities of any company, corporation, firm or person in any case in which guarantee may be considered likely, directly or indirectly, to further the main objects of the company to and in the above context to act as sureties.
13. To invest any moneys of the Company in such investments (excluding own shares or stock in the Company) as may be thought proper and hold, sell or otherwise deal with such investments.
14. Subject to the provisions of law in force & the rules framed there under & directives issued by RBI for the time being, to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debenture or debenture-stock perpetual or otherwise and to secure the payment of any money borrowed, 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 a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation under taken by the company and no to carry on chit-fund business.
15. To draw, make accept endorse, discount, negotiate, execute and issue bills of exchange promissory notes, bill of lading, warrants, debentures and other negotiable or transferable instruments or securities.
16. To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevet d'invention, trade marks, designs, licenses, protections, concessions and the like conferring an exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop, grant licenses or privileges in respect of or otherwise turn to account the property, rights and information acquired.
17. To expend money in experimenting on and testing and in improving or seeking to improve any patents, rights, invention, discoveries, process or information of the company or which the company may acquire or propose to acquire.
18. To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.

19. To acquire and undertake all or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which this Company is authorized to carry on or possessed of property, suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly benefit the Company in India or outside.
20. To procure the registration or recognition of the company in or under the laws of any place outside India and to open branches of the company at any place whether in India or outside India.
21. To form, incorporate or promote any company or companies, whether in India or outside having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered.
22. Subject to the provisions of the Companies Act, 1956 or any re-enactment thereof for the time being in force, to amalgamate with Company(s) or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, Company or companies, carrying on or engaged, in or about to carry transaction which the company is authorized to carry on or engage in or which can be carried on or in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
23. To enter into any arrangements 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 purpose directly or indirectly carrying out the objects of the company or effecting any modifications in the constitution of the company or furthering the interests of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the company or its members promoter and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the company and to oppose and resist, whether directly or indirectly; any legislation which may seem disadvantageous to the Company to obtain from any such Government authority or any company by lawful means any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think fit desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
24. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction of works of art or interest, by publication of books, pictures and periodicals and by granting prizes, awards and donations, or in such other manner as the Company may deem desirable.
25. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, and either gratuitously, or otherwise and vest any real or personal property rights or interests acquired by or belonging to the company in any person or company on behalf of or for the benefit of the Company and without any declared trust in favour of the Company.

26. To apply the assets of the company in any way in or towards the establishment, maintenance or extension, of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including an association, institution or fund for the protection of the interest of masters, owners and employees against loss by bad debts, strikes, combinations, fires, accidents otherwise or for the benefit of any clerk, workman or others at any time employed by the company or any of its predecessors in business or their families of dependents and whether or not in common with other persons or classes of persons and in particular or friendly, co-operative and other societies, reading rooms, libraries educational and charitable institutions, refectories, dining and recreation rooms, churches, chapels, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.
27. To aid, pecuniarily or otherwise any association, body or movement having for an object of the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion to industry or trade.
28. Subject to the provisions of the Companies Act, 1956 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject of the compliance of Central and State laws.
29. To establish and maintain procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who is or was at any time in the employment or service of the company, or of any company which is a subsidiary of the company, or who are or were at any time Directors or officers of the company or for any such other company as aforesaid, and the wives, widows, families and dependents or any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interest and well-being of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any other matters aforesaid either alone or in conjunction with any such other Company as aforesaid subject to the Compliance of Central State laws.
30. Subject to the provisions of any law for the time being in force distribute amongst the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the company in the event of winding-up.
31. To undertake, carry out, ~~promote~~ and sponsor rural development including programme for promoting the social and economic welfare of or the upliftment of the people in any rural area and to include any expenditure or any programme of rural development and to assist in the execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "programme for rural development", shall also including any programme for promotion of the social and economic welfare of or the upliftment of the people in any rural area which the Directors consider is likely to promote and assist rural development and that the words "rural area" shall include such areas as may be regarded as rural area under the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Director's may thing fit and divert the ownership of any property of the Company to or in favour of any public or Local body or Authority or Central or State government or any Public Institution or Trust of Funds as the Directors may approve.

32. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what director consider to be social and moral responsibilities of the company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift or the people of any section of the people and in such manner and by such means as the Directors may think fit and the directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books literature, newspapers etc. or for organizing lecturers or seminars likely to advance these objects or for giving merit awards, scholarship, loan or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc. having any one of the aforesaid object or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divert the ownership of any property of the Company to or in favour of any public or local body or authority or central or state government or any public institution or trust or fund as the directors may approve.
33. To buy, sell, purchase, repair alter, improve, exchange let out on hire import, export and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this company is competent to carry on or which may seem capable of being profitable to deal with in connection therewith and to, experiment with, render marketable and deal in all products or residual and by products incidental or to obtained in any of the business carried on by the company and to do all such other things as may be deemed incidental or conducive to the attainment of the main objects of the company or any of them.

[C] THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

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

1. To manage land, building and other properties and to collect rents and income and to supply to tenants and occupiers and others refreshments, attendance, light, waiting rooms, teaching rooms, meeting rooms, electric conveniences and other advantages.
2. To acquire and carry on in India or elsewhere the business of iron steel (including alloy steel) and metal founders, processors, turners, forges, drawers, rollers, and re-rollers of steel shafting, bars, rods, flats squares, hexagonal and octagonal in different shapes and sizes from scraps billets, ingots including wire nails, screws metal, hinges plates, sheets, strips, hoops, rounds, circles angles, and to alloy steel, stain less steel, any other products from steel, brass, coppers, lead, zinc, nickel, and any other ferrous and non-ferrous metals of all sizes, specification and descriptions including ingot casting in electric and furnace and to act as exporters and importers and dealers in all such merchandise.
3. To carry on business of money lending and providing securities on any terms that may be expedient and particularly to carry on the business of financiers and investors and to purchase or otherwise acquire, issue, re-issue, sell place and deal in shares, stocks, bonds, debentures and securities of all kinds and to give any guarantee or security for payment of dividends or interest thereon or otherwise in relation thereto and to carry out all such operations and transactions as an individual may lawfully undertake and not to carry on the business of banking as defined in the Banking Regulation Act, 1949, but the company shall not carry on chit-fund business.

4. To carry on the business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockist, agents, mechanist, distributors and concessionaires of and dealers in synthetic rubber elastomers synthetic resins, fiberglass, carbon black, rubber, latex, plastics latexed and formulations thereof including reclaimed rubber, and plastics resins, compounds and other products, sports goods, toys, petro-chemicals calcium carbide styrene, butaniene, ethylene, ethyl alcohol, phenol hydrocarbon, petroleum fractions and other synthetic chemical & chemicals substances-basic, intermediate or otherwise.
5. To carry on the business of cakes, pastry cornflakes bread, biscuits, chocolates, confectionery, sweets fruits drops sugar, glucose, chewing gums, milk cream, ice, ice cream, aerated or mineral waters fruit juices, wines, liquors and other alcoholic drinks and formentation products, canned fruit products, milk and malted food cigarettes, cigars, protein foods, maize products, butter, ghee, cheese and other dairy products, pickles, jams, jellies, sausages, cider, poultry and eggs; pulses, spices, oils, powder and condensed milk, honey, fresh and dehydrated vegetables, coffee, tea cocoa seeds; processed seeds concentrate for cattle or poultry feed; fruits, and all kinds of processed foods as well as materials required or used for preparation of food articles.
6. To carry on the business of manufacturers 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 oil, manuers or any one or more of such business in all or any of their respective branches.
7. To carry on business as manufactures, distributors, importers, and exporters agents and generally deal in all kinds of leather items and things made of leather and leather goods and chemicals used for manufacture of leather products.
8. To carry on the business of manufacturers, Importers, exporters, dealers, hirers; repairers, cleaners, carries and storers of motor cars, automobiles 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 connection with the above mentioned things.
9. To carry on the business of cold storage, refrigeration, cooking dehydration, preservation of any product.

10. To carry on the business of manufacturers, Importers, exporters, buyers, sellers brokers, buying agents, selling agents, commission agents, factors, distributors stockists, agents traders and suppliers of and dealers in all classes and kinds of jute goods, jute cutting, jute rejections, cotton, yarn, wool, silk, handicraft, flax, hemp, rayon, nylon and other fibrous materials and man-made fibres, readymade garments, sugar sugarcane, molasses, coal and coal products as are incidental or conducive to the carrying on of all such business in India or abroad.
11. To purchase, sell acquire, transfer, hold, possess, take over, take on lease, dispose of, invest, contract, deal and trade in land, houses, building, premises and other properties, freehold or tenanted of any other tenure or kind 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 or otherwise to disposal of such lands, buildings, flats, offices and other structures and for all or any of the above purposes to enter into necessary financial arrangements or partnership or other agreements or arrangements with any bank, financial institution, 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 to undertake housing scheme or schemes and afford facilities for providing land, house, tenant, flat or apartment.
12. To establish and maintain branches, receiving offices, distributing centers and to enter into contracts or agency agreements with any other persons, firms company, or Association for the establishment and maintenance of such branches, receiving offices and distributing centers for the efficient carrying on the business of the company.

IV. The liability of the members is limited.

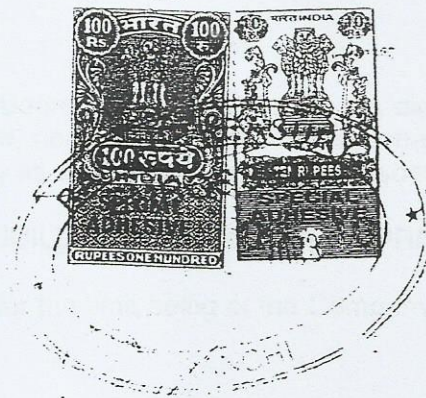
V. The Authorised Share Capital of the Company is Rs. 15,00,000/- (Fifteen Lacs) divided into 15,000/- (Fifteen Thousand) equity shares of Rs. 100/- each with power to increase or reduce the same and to divide the shares in the capital of the Company for the time being into several classes and to attach thereto such preferential, qualified and specified privileges and/or conditions as may be determined by or in accordance with the regulation of the company and vary, modify and/or abrogate any such right, privilege or condition in such manner as may for the time being be provided by the regulations of the company and subject to the provisions of the Companies Act, 1956.

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

Names, Addresses, Descriptions and Occupation of Subscribers	No. of Equity Shares taken by each subscriber	Signature of Subscribers	Names, Addresses, Descriptions and Occupation of Witnesses
<p>Aswini K. Sinha S/o Nawal Kishore Prasad House of Annapurna Kashi Ashok Koy Adwa 3 opposite Ashok Nagar Gate No - 3 Argore Ranchi - 834002 P.S. Argore Occupation (Business)</p>	<p>1000 One thousand only</p>	<p>Aswini K. Sinha</p>	
<p>Pritam Sinha D/o Bindu Prasad C/o Murenu Singh Alkapure, Dildih Doranda, Ranchi - 834002 P.S. Doranda Occupation - Business</p>	<p>1,000 (One thousand only)</p>	<p>Pritam Sinha</p>	<p>(CA RAJESH SRINIVASIA) S/o L.L. SRINIVASIA KAMAYANI, H.NO. 173/2, BALIHAR ROAD, MONASADI, RANCHI - 834008 (JHARKHAND) Occupation: Practising Chartered Accountant</p>
	<p>2000 (Two thousand only)</p>		

Place : Ranchi

Dated : This 30th Day of Dec, 2008.



6/11/00
30/1/00
S. D. D. S.

Articles Of Association

OF

OMKARA BUILDERS & DEVELOPERS PRIVATE LIMITED

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

PRELIMINARY

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

The marginal notes hereto shall not 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 Association as originally framed or altered from time to time and includes the Memorandum where the context so requires.

"The Board of Directors" or the "Board" means meeting of the directors for the time being of the Company duly called, constituted or as the case may be, the directors for the time being of the Company as a collective body by whatsoever name called.

The Company means OMKARA BUILDERS & DEVELOPERS PRIVATE LIMITED.

"Chairman" means the chairman for the time being of the Company.

Dividend includes bonus.

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

"Month" means Calendar Month.

"Office" means the Registered Office of the Company.

"Persons" include Corporation, Firms and as well as individual.

"Proxy" includes attorney duly constituted under a power of attorney.

"Register" means the register of members of the Company to be kept pursuant to section 150 of the Act.

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

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

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

TABLE "A" TO APPLY.

2. The regulation 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 within the meaning of Section 2(35) and 3(i)(iii) of the Companies Act, 1956 and accordingly :
 - (a) restricts the right to transfer its shares as hereinafter provided
 - (b) limits the number of its members to FIFTY not including :
 - (i) persons who are in the employment of the Company, and
 - (ii) persons who having been formerly in the employment of the Company, and

- (c) prohibits any invitation to the public to subscribe for any shares in or debentures of the Company
- (d) neither invitation shall be issued for deposits nor any deposit shall be accepted from persons other than its members, directors or their relatives.

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

SHARES

SHARE CAPITAL

4. The Authorised Share Capital of the company is Rs. 15,00,000/- (Rupees Fifteen Lacs) divided into 15,000 (Fifteen Thousand) shares of Rs. 100/- (Rupees Hundred) each with power to increase or reduce the same.

ALLOTMENT OF SHARES

5. Subject to the provisions of the Articles the shares shall be under the control of the Board, who may allot or otherwise dispose off the same to such persons on such terms and conditions, at such time, either at par or at premium and for such consideration as the Board thinks fit.

ALTERATION 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 divided into shares of such amount, as may be specified in the resolution.

REDUCTION OF CAPITAL ETC.

7. The company may by special resolution, reduce, in any manner subject to the provisions of the Act;
- (i) Its share capital,
 - (ii) Any capital redemption reserve account, or
 - (iii) Any share premium account

CONSOLIDATIONS, DIVISION, SUB-DIVISION AND CANCELLATION

8. The Company may by an ordinary resolution :-
- (a) consolidate and divide all or any other share capital into shares of larger amount than the existing shares

- (b) sub-divide existing shares or any of them into shares of smaller amount than what is fixed by Memorandum subject nevertheless to the provisions of clause (d) of sub section (1) of section 84
- (c) cancel any shares which at the date of passing 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 AND TRANSFER OF SHARES

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 its relatives where he transfers all his shares to such relative, except with the sanction of the board of directors.

FAIR VALUE OF THE 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 the parties and in so certifying, 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 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 the title as the directors may require, register himself as holder of the shares or subject to the provisions of transfer here – in – contained, transfer the same to some other persons.

BORROWINGS

POWER TO BORROW

12. Subject to the Banking Regulation Act, 1949, and section 58A of the Companies Act, 1956, to receive money on deposit of 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 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, Government, Share 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 issue of debentures or by the creation of debenture stock or by making, drawing, endorsing on behalf of the Company cheques, promissory notes, bills of exchange and other negotiable instruments or giving or issuing any other securities of the Company by mortgage of all or any part of the property and book debts of the Company both present and future including its uncalled capital and the directors of the Company may on behalf of the Company guarantee the whole or any part of the loans or debts incurred by the Company with power to them to secure guarantors against liabilities in respect of such loans by means of mortgage or charge of the company's property movable, immovable or otherwise.

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 the redemption, surrender, drawings and allotment of shares.

LENGTH OF NOTICE FOR CALLING GENERAL MEETING

15. A General Meeting may be called by giving not less than 7 (seven) days' notice in writing but as provided in section 171(2) of the Act, a general meeting may be called by giving a shorter notice than 7 (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 Director 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 Annual General Meeting.

WHEN IF QUORUM NOT PRESENT, MEETING TO BE DISSOLVED AND 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 other day and at such other time and place as the directors may determine and if at adjourned meeting a quorum is not present within half an hour appointed for the meeting the members present shall be a quorum.

CHAIRMAN OF THE GENERAL MEETING

19. The chairman of the Board shall preside as chairman at every general meeting of every company or in his absence any director authorised by him in writing to act as chairman. In case he is absent, and no person authorised by him is present, the directors present after waiting for one hour after the appointed time for holding of the meeting, shall elect one of themselves to be the chairman of that meeting only. If at any general meeting no director is willing to act as a chairman or no director is present within one hour after the appointed time of holding the meeting, the members present shall choose one of their 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 hands shall exercise all the powers of the chairman under the said provisions. If some other person is elected chairman as a result of the poll he shall be the chairman for the rest meeting.

DIRECTORS

NUMBER OF DIRECTORS

20. Until otherwise determined by the Company in general meeting, the number of directors shall not be less than two or more than eleven.

FIRST DIRECTORS

21. The first directors shall be :
- (i) Arvind Kumar Sinha
 - (ii) Pritam Sinha

APPOINTMENT AND RETIREMENT OF DIRECTORS

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 retirement 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 persons to be director or directors from time to time and at any time, but so that the total number of directors shall not exceed the maximum number fixed as per Article 20 and they will subject to retirement at every Annual General Meeting. A retiring director shall be eligible for re-election and shall act as director throughout the meeting at which he retires.

APPOINTMENT OF CHAIRMAN AND MANAGING DIRECTOR

23. The directors present in the general 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 chairman or if no director is present within fifteen 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.

REMUNERATION TO MANAGING DIRECTOR

24. The Board of Directors shall determine the remuneration payable to managing directors.

NO DIRECTORS' QUALIFICATION SHARE

25. It will not be necessary to hold any share in the Company as qualification for his eligibility as director.

FEE FOR ATTENDING MEETING

26. Each director may receive out of the funds of the Company for his services a sum not exceeding Rupees 5000/- (Rupees Five Thousand) for every meeting of the Board or Committee of the Board attended by him or any lesser sum as may from time to time be determined by the directors. The directors may also be paid travelling and other expenses for attending and returning from the meeting of the Board (including hotel expenses) and any other expenses incurred by him 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 EXTRA SERVICES

27. 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 other purposes of the Company the Company may subject to the provisions of the Act, remunerate the directors so doing either by fixed sum or by percentage of profits or otherwise as may be determined by the directors and such remuneration as may be either in addition to or in substitution for his remuneration above provided.

DIRECTORS OR ANY PERSONS TO HOLD OFFICE, PLACE OF PROFIT

28. Subject to the provisions of section 314 of the Act, any director or any person referred to in section 314 of the Act, may be appointed to or hold any office or place of profit under the company.

DIRECTOR MAY CONTRACT WITH COMPANY

29. 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 realised by any such contracts or agreement 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, wherever 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 presented by the directors as they think fit and may confer such powers for such time and to be exercised for such objects and purpose, and upon such terms and conditions and with such restrictions as they think expedient and they may confer such power either collaterally with or to the exclusion of and in substitution for 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.

PROCEEDINGS OF DIRECTORS

MEETINGS OF THE BOARD

32. Subject to the provision of Section 285 of the Companies Act, 1956 the Board of Directors shall meet at least once in every three months and at least four times in ever year for the despatch of business. They may adjourn and otherwise regulate their meeting and proceedings as they may think fit. Question 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 ever other Director.

QUORUM OF BOARD 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 rounded off as one) or two Directors whichever is higher.

PRESIDING THE BOARD'S 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 all the members of the Board for the time being entitled to received 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 THE BOARD OF DIRECTORS AND/OR COMMITTEE

37. (i) The Board of Directors shall cause minutes of all proceedings of the Board of Directors' meeting or of the committee 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 meeting 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

COMPANY'S SEAL AND IT'S 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 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 documents 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 the 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 provision of the Act.

DIVIDEND TO BE PAID IN CASH ONLY

42. Subject to the provisions of section 205 of the Act, the dividend shall be paid in cash only. Provided that the Company may capitalise 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 cheque or warrant sent through the post directed to the registered address of the shareholders entitled to the payment of the dividend or in case of joint shareholders to the registered address 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.

RESERVES OUT OF PROFITS

43. Subject to the provision of section 205(2A) of the Act, the board of directors may before recommending set aside, out of the 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 applied including provision for meeting contingencies or 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.

BOOKS OF ACCOUNT

44. The Board shall cause proper books of accounts to be kept in accordance with Section 209 of the Act. The books of account shall be kept at the registered office or at such place in India as the Board may decide and when the Board so decides the Company shall within seven days of the decision, file with the Registrar a notice in writing, giving the full address of that other place.
45. The books of account and other books and papers shall be open for inspection during business hours by any Director/Registrar or any Officer of the Central Government authorised by the Central Government in this behalf.

BALANCE SHEET AND ACCOUNTS :

46. At every Annual General Meeting, the Board shall lay before the company, a Balance Sheet and Profit & Loss account made in accordance with the provisions of Section 209 of the Act and such Balance Sheet and Profit & Loss Account shall comply with the requirement of section 210, 211 and 216 and the Schedule VI to the Act, so far as they are applicable to the Company.
47. There shall be attached to every Balance Sheet laid before the Company a report by the Board complying with Section 217 of the Act. A copy of every Balance Sheet (including the Profit & Loss Account, the Auditors Report and every document required by law to be annexed or attached to the Balance Sheet) shall not less than fifteen days before the meeting be sent to every such member, as required by the Act.

AUDIT

48. Once at least in every year the books of account of the Company shall be examined by one or more auditor or auditors. The first auditor or auditors of the Company shall be appointed by the Board within one month after the date of registration of the Company and the auditor or auditors so appointed shall hold office until the conclusion of the First Annual General Meeting of the Company.
49. The Company shall each Annual General Meeting appoint an auditor or auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting and shall within seven days of the appointment, give intimation there to every auditor so appointed unless he is or they are a retiring auditor or auditors. The appointment, remuneration, rights and duties of the auditor or auditors shall be regulated by section 224 to 227 of the Act.

SECRECY

50. Every Manager, Auditors, Trustee, Member of a Committee, Officer, Servant, Agency, Accountant or other person employed in the business of the Company shall if so required by the Board of Director before entering upon his duties sign declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating there to and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any general meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions of these presents.

BORROWING POWERS :

51. The Directors shall have the power from time to time at their direction to borrow, raise or secure the payment or any sum of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as they think fit and in particular, by issue of debentures or bonds of the company or mortgage charged upon all or any of the properties of the company both present and future including its uncalled capital for the time being.

OPERATIONS OF BANK ACCOUNT

52. The Directors shall have the power to open Bank Accounts, to sign cheques on behalf of the Company, to operate all banking accounts of the Company and to receive payments, make endorsement, draw and accept negotiable instruments, hundies, bill, etc. or may authorise any other person or persons to exercise such powers.

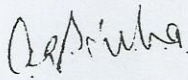
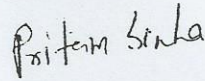
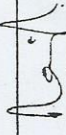
INDEMNITY

53. Subject to the provisions of section 201 of the Act, every Director, Auditor, Secretary or 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

54. 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 in the excess if any shall be distributed among the members in proportion to the number of shares held by them respectively at the commencement of the winding up.

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

Names, Addresses, Descriptions and Occupation of Subscribers	No. of Equity Shares taken by each subscriber	Signature of Subscribers	Names, Addresses, Descriptions and Occupation of Witnesses
Arvind Ks. Sinha State Naval Kiskore Rd House of Annapurna Kesthap Ashok nag Road no-3 opposite Ashok nag Gate no-3 Itoga 834002 PS- Argora Occupation: Business	1000 One thousand only		
Pritam Sinha D/O Bindu Prasad C/o Murari Singh Alkapure, Dildih Doranda Doranda Ranchi - 834002 P.S. Doranda Occupation: Business	1,000 (One thousand Only.)		 (CA RAJESH SRIVASTAVA) SPO. L. L. SHRI SRIVASTAVA K. Anand Yashvi, H.no. 143/2, BAHUBHAR ROAD, MORABADI, RANCHI - 834008 (JHARKHAND) Occupation: Practising Chartered Accountant
TOTAL	2000 (Two thousand only)		

Place: Ranchi

Dated: This Day 30th Dec of, 2008.