

**(THE COMPANIES ACT, 1956)**  
-----

**COMPANY LIMITED BY SHARES**  
-----

***Memorandum & Articles***

***of***

***Association***

***of***

**PRANAMI BUILDERS PRIVATE LIMITED**



21-71687

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

कम्पानियों के रजिस्टार के कार्यालय में.....

[ कम्पनी अधिनियम, 1956 ( 1956 का 1 ) के अधीन ]

In the Office of the Registrar of Companies West Bengal, Kolkata [ Under the Companies Act, 1956 (1 of 1956) ]

IN THE MATTER OF Nexford Commercial Private Limited के विषय में।

में एतद्वारा प्रमाणित करता हूँ कि.....परिसीमित जिसका निगमन मूलतः 19.....के.....के.....दिन इग +.....अधिनियम के अधीन और.....परिसीमित नाम द्वारा किया गया था कम्पनी अधिनियम 1956 की धारा 21/22 (1) (क)/22 (1) (ख) के निर्वन्धनों के अनुसार आवश्यक संकल्प पारित कर चुकी है और इसकी बावद केन्द्रीय सरकार की लिखित अनुमति कम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है। Nexford Commercial Private Limited.

I hereby certify that..... Limited, which was originally incorporated on..... day of..... 19..... under the..... Act and under the name..... Limited having duly passed the necessary resolution in terms of section 21/22(1)(a)/22(1)(b) of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

क्षेत्रीय निदेशक के तारीख..... 19.....के पत्र सं०.....द्वारा प्राप्त हो जाने पर उक्त कम्पनी का नाम इस दिन.....परिसीमित में तब्दील कर दिया गया है और यह प्रमाण पत्र उक्त अधिनियम की धारा 23 (1) अनुसरण में जारी किया जाता है।

Regional Director..... letter No..... dated..... 19..... the name of the said company is this day changed to..... Limited and this certificate is issued pursuant to section 23(1) of the said Act.

मेरे हस्ताक्षर से यह तारीख..... को दिया गया।

Given under my hand at..... this day of..... 19..... (One thousand nine hundred.....).



सहायक कम्पनियों का रजिस्टार  
Asst. Registrar of Companies  
कलकत्ता / West Bengal

\*यहां पर कम्पनी का वह नाम लिखिए जो कि तब्दीली ही पूर्व था।

\*Here give the name of the Company as existing prior or the change.

†यहां पर अधिनियम (अधिनियमों का नाम लिखिए जिनके अधीन कम्पनी का मूलतः रजिस्ट्रीकरण और निगमन किया गया था।

†Here give the name of the Act(s) under which the Company was originally registered and incorporated.

जे० एस० सी०-7

J. S. C.-7



[कम्पनी अधिनियम, 1956 की धारा 18 (1)]  
[Section 18(1) of Companies Act, 1956]

21-71687

उद्देश्यों के परिवर्तन की पुष्टि करने वाले न्यायालय के आदेश  
के रजिस्ट्रीकरण का प्रमाण पत्र  
CERTIFICATE OF REGISTRATION OF ORDER OF COURT  
CONFIRMING ALTERATION OF OBJECTS

..... ने विशेष संकल्प  
द्वारा उद्देश्यों की बाबत अपने संगम-ज्ञापन, उपबन्धों में परिवर्तन कर दिया है और ऐसे परिवर्तन  
की ..... तारीख ..... के आदेश द्वारा पुष्टि करवाई है।

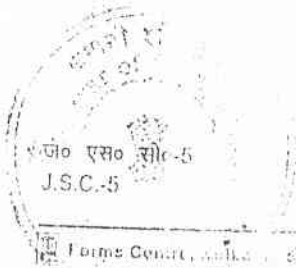
The Rekha Commercial Private Ltd. having by  
special resolution altered the provision of its Memorandum of Association with  
respect to its objects and such alterations having been confirmed by an order of  
with a Special Resolution passed on 8.9.04  
and filed on 9.9.04, lfs. 17 of the M.A. 56  
bearing dated the .....

मैं एतद्वारा प्रमाणित करता हूँ कि उक्त आदेश की प्रमाणित प्रतियाँ तथा परिवर्तित संगम ज्ञापन  
की मुद्रित प्रति सहित उक्त दिनांक रजिस्ट्रीकरण की गई है।

I hereby certify that certified copy of the said order together with the printed  
copy of the Memorandum of Association as altered has been registered.

मेरे हस्ताक्षर ..... तारीख .....

Given and signed by me this ..... 10<sup>th</sup> day  
of September 1904 at the Court and the Chamber and Town of ...



उहायक फ. ...  
Asst. Registrar ...  
कोलकाता ...



FORM I. R.

CERTIFICATE OF INCORPORATION

No. 21-71687 of 1995

I hereby certify that **Wexford Commercial Private Limited** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

Given under my hand at **Calcutta** this **Twentysecond** day of **May** One Thousand Nine Hundred and Ninety Five.



**C. D. PAIK**  
Registrar of Companies  
West Bengal

( THE COMPANIES ACT, 1956 )  
COMPANY LIMITED BY SHARES

*Memorandum of Association*  
OF  
**PRANAMI BUILDERS PRIVATE LIMITED**

- I. The name of the Company is PRANAMI BUILDERS PRIVATE LIMITED.
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- III. The objects for which the Company is established are :-
  - A. To work as real estate developer by acquiring on lease, exchange, ownership purchase, hire, rent or otherwise acquire deal in construction business and carry all or any of the functions of dealings in dwelling houses, lands and buildings, shops apartments, flat and immovable property of any kind or tenure or any interest in the same and to develop turn to account, construct, execute, undertake, maintain, remodel, build, erect, demolish, repair, alter, re-erect or do any work, furnish any building or buildings scheme, part of any building, hotels, clubs, colonies, complexes, apartments, markets, tanks, schools, hospitals, restaurants, baths, places of worship, shops, garages, libraries, reading rooms, dairy farms or other amusements and to sell or dispose of which the Company may decide.
  - B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS :
    1. To enter into, make and perform contracts of every kind and description, agreements and arrangements with any person, firm, association, corporation, municipality, country, state body or Government or colony or dependency thereof.
    2. To do such things which the Company is capable to carry on conveniently in connection with the Company's objects or which may be advisable to undertake with a view to developing, rendering valuable prospecting or turning to account any property, real or personal belonging to the Company or in which the Company may be interested.
    3. To buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, receptacles, substances, materials, articles and things necessary or convenient for carry on any of the business or processes of the Company usually dealt in by persons engaged in the like business or process.

4. To buy, refine, import and deal in substances, apparatus and things capable of being used in any business of the Company or required by any customers or persons having dealing with the Company.
5. To apply for purchase or otherwise acquire any patent, trademark, brevetted invention, licences, concessions, protection, rights, privileges and the like conferring any exclusive or non-exclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem directly or indirectly or use of benefit to the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant licence, privileges in that respect or otherwise turn to account the property, right or information so acquired and to assist, encourage and spend money in making experiments, tests, improvements of all invention patent and right, which the Company may acquire or propose to acquire.
6. To establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trust and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or the connections of such persons or subject to the provisions of the Companies Act, 1956 to subscribe or grant money for any charitable, national, religious, benevolent, object or fund or for any purpose which may likely, directly or indirectly, further the main objects of Company or the interest of its members or business subject to provisions of Section 293A of the Companies Act, 1956
7. To distribute amongst the members of the Company dividends including bonus shares (including fractional Share Certificates) out of profits, accumulated profits or funds and resources of the Company in any manner permissible under law in the winding up.
8. To allot shares in the Company to be considered as fully or partly paid-up in payment or consideration of any service or property of whatever description which the Company may acquire
9. To amalgamate with any company or companies having objects altogether or in part similar to those as this Company or any other Company, subject to the provisions of Sections 391 to 394 of the Companies Act, 1956

10. To open branches in India or elsewhere and to get the company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particulars by advertising in the press, by circulars & publication of books & periodicals
11. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company
12. To provide for the welfare of employees or ex-employees (including Directors and ex-Directors) of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building or dwelling houses or quarters; to grant money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments by creating and from time to time subscribing or contributing to provident fund, institutions, funds, profits sharing or other schemes or trusts and by providing or subscribing or contributing towards place or institution and recreation, hospitals and dispensaries, medical and other attendance or assistance as the Company shall think fit.
13. To undertake, carryout, promote and sponsor rural development including any programme for promoting economic welfare of or the upliftment of the public in any rural area and to incur any expenditure or any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner and divest the ownership of any property of the Company to or in favour of any public or local Body or Authority or State Government or any Public Institution or Trust or Fund or Organisation or person as the Directors may approve to establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trusts and conveniences constituted to benefit employees or ex-employees of the Company or the dependents or the connections of such persons or subject to the provisions of Companies Act, to subscribe or guarantee money for any charitable, national, religious, benevolent, general or useful object or fund or for any purpose which may likely, directly or indirectly further the objects of Company or the interest of its member's business.
14. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, contracts, mortgages,

charges, obligations and other securities of any Company or of any Authority, Central, State, Municipal, local or otherwise or of any persons whomsoever, whether incorporated or not for the purpose of the business of the Company.

15. To promote, form or acquire any company and to take purchase or acquire shares or interest in any company and to transfer to any such company any property of this Company and to take or otherwise acquire, hold and dispose off or otherwise deal in and invest in any shares, debentures and other securities in or of any company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise howsoever or in any other manner whatsoever and to subsidise or otherwise assist any such company.
16. To purchase raw goods, semi-finished goods or furnished goods connected with the objects of the company and enhance the value of such goods by suitable means such as packaging, job work etc. and market the same in its own trade mark or trade name or otherwise.
17. To improve, manage, develop, exchange, lease, purchase, mortgage, dispose of let, sub-let, turn to account or otherwise deal with all or any part of the property and rights of the company.

C. OTHER OBJECTS :

- 1 (1) To carry on the business as buyers, sellers, traders, merchants indentors, brokers, agents, commission agents, assemblers, refiners, cultivators, miners, packers, stockists, distributors, advisors, hire purchasers, share broker and sub-broker, producer, marketing mediators, of & in all kinds of rubberised cloth, food grains, dairy products, soap, detergents, biscuits, surgical, diagnostics, medical, pulses, leather & finished leather goods, leather garments, leather products, all related items in leather, electric & electronics components and goods iron & steel, aluminium, mineral, ferrous and non-ferrous, metal, stainless steel, jute & jute products, textile, cotton, synthetic, fibre, silk, yarn, wool & woollen goods, handicrafts & silk artificial synthetics, readymade garments, design materials, process, printers in all textiles, wood & wood products, timber cosmetics, stationery, tools & hardware, plastics & plastics goods, sugar, tea, coffee, paper packaging material, chemicals cement, spices, grain, factory materials, house equipments, rubber & rubber products, fertilizers, agriculture fruit products, industrial products computer data materials, software, paints, industrial & other gases, alcohol, liquer edible & non-edible oils & facts, marine products, drugs, plants & machinery goods, engineering goods & equipments, office equipments, hospital equipments, railway accessories, medicine, sugar & sugarcane, automobile parts, ~~stainless steel, iron, steel~~ furniture & wood made items toys, building plans, consumer products, consumer durables, dry



flowers and plants, printing, transportation & all other kinds of goods and merchandises, commodities and articles of consumption of all kinds in India.

(11) To carry on business as distributors, agents, traders, merchants, contractors, brokers and otherwise deal in merchandise and article of all kinds including clearing agent, freight contractors, forwarding agents, licensing agents, general brokers and to carry on any kind of commercial business.

(111) To carry on business of rendering consultancy and advisory services in respect of foreign exchange, international financial services and all related aspects thereof, to act as financial intermediaries to organise and provide syndicated financial arrangements whether in domestic or in international markets and whether by way of loans or guarantees or credit in exports and acceptances, co-acceptance and discounting of international bills, to act as representative in India for any persons, association, bank, financial institution or a Company established in India or abroad to advice on mobilise and manage off-shore funds both in India and abroad, to arrange placement of funds by Indians or non-resident Indians in connection with any public or private issue of securities in India and to undertake business of rendering consultancy services, data processors, relating to finance, investment, corporate affairs, management services.

2 To carry on the business as trading, importers and exporters of all commodities, goods, services and to act as import and export houses advisers, consultants for imports and exports, indenting agents sellers and purchasers of licences, resale orders, permits and quotas entitlements.

3. To promote the formation and mobilisation of capital, to manage capital savings and investment, to undertake bills discounting business, to purchase, finance, discount, re-discount bills of exchange to act as discount and acceptance house, to arrange acceptance or co-acceptance of bills, to act as financial intermediaries, finance brokers, to borrow, to lend, to negotiate loans, to transact business as promoters, financiers, monetary agents to carry on the business of an investment trust Company, to undertake and transact any investment business of lease and hire purchase finance, to invest the capital or other funds of the Company in the Company in the purchase or acquisition of or rights in movable and immovable properties, to use the capital, funds and assets of the Company as security for borrowing and acquisition of or rights in movable or immovable properties, shares, stocks, debentures.

debenture stock, bonds, mortgages, obligations, securities, revolving underwriting facilities and issue, acceptance and registration of all types of instruments, to raise or provide venture capital, to promote or finance the promotion of all type of instruments and to revolve investments of all kinds, to assist and develop financial services super market, to transact in intercorporate bills import/export financing, factoring, consumer financing and foreign exchange broking to collaborate and tie up with any financial institution or body corporate as also act as representative on behalf of any financial institution for providing all or any of aforesaid financial services.

4. To act as merchant banker for all kinds of securities, registrar and transfer agents, registrar to the issue of securities to undertake portfolio, management, advisory & counselling services in relation to stock shares, bonds, securities, units, debentures, fixed and other deposits, estates, properties and other assets; To carry on business as shares & stock brokers, underwriters, sub-underwriters; to assist & develop computer programming and software manufacture and related services, television and communication software to act as commercial and industrial management activity including production, manufacturing, personnel advertising and public relations, public welfare, marketing, taxation, technology, insurance, purchasing, sales, quality control, computer applications, software, productivity, planning, research and development organisation, import and export business, industrial relations and management and to make evaluations, feasibility studies project reports forecasts, and surveys and to give expert advice and suggest ways and means for improving efficiency in mines, trades, plantations business, organisations, registered co-operative societies, partnership or proprietary concerns and industries of all kinds in India and elsewhere in the world and improvement of business management, office organisation and export management, to supply, to and provide, maintain and operate service, facilities, conveniences, bureau and likes, for the benefit of any company; to recruit and or advice on the recruitment of staff for any company
5. To subscribe to, become a member of any one or more stock exchanges whether in India or outside, subsidise and co-operate with any other association whether incorporated or not, whose objects are altogether or in part similar to those of the Company, and to procure from and communicate to any such association such information as may be likely to forward the objects of the Company.

6. To carry on business as shares and stock brokers, underwriters, agents merchant banking and brokers for subscribing to and for the sale and purchase of securities, stocks, shares, debentures, debenture-stocks, bonds, units or Certificate of Mutual Fund, Savings Certificates, Commercial Paper Government Securities or other financial instruments or obligations of any body corporate authority whether Central, State or Local, undertaking whether public or private and provisional documents relating thereto, to act as managers to the issue of any of the securities aforesaid and to promote the formation and mobilization of capital.
  7. To provide financial services, advisory and counseling services and facilities of every description capable of being provided by share and stock brokers, share and stock jobbers, share dealers, investment fund managers and to arrange and sponsor public and private issues or placement of shares and loan capital and to negotiate and underwrite such issues.
  8. To carry on the business of investment company & to purchase, acquire hold and dispose of or otherwise invest in shares, debenture, stocks, bonds, obligations and securities, issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, bonds, stocks, obligations and securities issued or guaranteed by any government, state dominion, sovereigns ruler, commissioner, public body or authority, supreme, municipal, local or otherwise whether in India or elsewhere.
  9. To carry on the business of investors, guarantors and to finance, lend or advance money or give loans to such person or firm or body corporate with the object of financing industrial enterprises either with or without interest or security or on any such terms as may be determined and to receive money on deposit or loan upon such terms and conditions as the Company may approve. Provided that the Company shall not do any banking business as defined in the Banking Regulations Act, 1949 and do not carry any types of chit fund business.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 4,50,00,000/- (Rupees Four Crores Fifty Lakhs Only) divided into 45,00,000 (Forty Five Lakhs) equity shares of Rs.10/- (Rupees Ten) each with the power to the Board to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights, as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or the Company in General Meeting, as applicable, in conformity with the provisions of the Act and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and to issue shares of higher or lower denominations in such manner as may for the time being be provided by the Articles of Association of the Company.

We the several persons, whose names and addresses and descriptions are subscribed, 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.

Signature, Names, Addresses, Father's name, description and occupation of subscribers	Total Number of Equity shares to be taken by each subscriber	Names, Address and description of witness
SACHIN AGARWAL S/o. Sri Mohan Lal Agarwal 33, Canning Street Calcutta-1 Business	100 (One hundred)	Witness to all the Signatories SANJAY KUMAR YADAV S/o. Sri R. P. Yadav Sonarpur 24 Parganas (W. B.) Business
RAJESH GUPTA S/o. Sri Ramanand Gupta 33, Canning Street Calcutta-1 Business	100 (One hundred)	
Total	200 (Two hundred)	

Calcutta Dated 12th day of May 1995.

THE COMPANIES ACT, 1956  
COMPANY LIMITED BY SHARES

*Articles of Association*

OF

**PRANAMI BUILDERS PRIVATE LIMITED**

PRELIMINARY

1. Regulations contained in Table 'A' of Schedule I of the Companies Act, 1956 (hereinafter referred to as Table 'A' shall apply to the Company, subject to as hereinafter provided or that may from time to time be framed in future by the Company.
2. Regulations 30 to 43, 64, 66 and 71 and regulations not applicable to a private limited company of Table 'A' shall not apply to the Company and clauses hereinafter contained shall be applicable.
3. The Company is a Private Company within the meaning of Section 2 (35) & 3 (I) (III) of the Companies Act, 1956 and accordingly :—
  - (a) No invitation shall be issued to the public subscribe for and share or debenture of the Company.
  - (b) Number of members of the company (exclusive of persons who are for the time being in the employment of the company and the persons who having been formerly in the employment of the Company were is members while in such employment and have continued to be members after the employment ceased) shall be limited to fifty, provided that for the purpose of the provision, where two or more persons hold one or more shares in the company jointly they shall be treated as a single member.
  - (c) The right to transfer of shares shall be restricted in manner and to the extent hereinafter provided

SHARE CAPITAL

4. (1) The Authorised Share Capital of the Company shall be such amount as may be from time to time be authorised by clause V of the Memorandum.
  - (2) The Company shall have the power to increase or reduce the capital for the time being of the Company and to divide the shares in the capital into several classes with rights, privileges or conditions as may be determined. The Company may issue preference shares which shall, or at the option of the Company shall be liable to be redeemed subject to the provisions of the Companies Act, 1956.
5. The shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons and at such times as the Directors may think fit.

6. The Directors may issue any further shares on such terms and conditions as they shall think fit and proper from time to time.
7. The joint holders of the share shall be severally as well as jointly liable for the payment of instalment and calls due in respect of such shares.
8. The business of the Company be commenced as soon after the incorporation of the company as the directors may think fit and notwithstanding that part of the shares has been allotted

#### TRANSFER OF SHARES

9. The right of members to transfer shares shall be restricted as follows :—  
A share may be transferred to a member or other person entitled with the permission of the Directors of the Company of the time being. All issues and matters relating to the transfer shall be final only when decided by the Board of Directors
10. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and the transferee.

#### BORROWING POWERS

11. The Directors may from time to time at their discretion borrow and secure the payment of any sum or sums of money for the purpose of the company. The Directors may secure the payment of such moneys in such manner and upon such terms and conditions in all respect as they think fit and in particular by the issue of debenture or debentures on bonds of the Company charged upon all or any part of the property of the company or by mortgage or all charge (both present and future) including its uncalled capital for the time being.

#### GENERAL MEETING

12. Every Annual General Meeting shall be called for a time during business hours on a day that is not public holiday and shall be held either at the registered office of the company or some other place within the city, town or village in which the registered office of the company is situated and the notice calling the meeting shall specify as the Annual General Meeting. The Company may by a resolution agreed to by all its members fix the time as well as the place for its Annual General Meeting as mentioned in Section 166 of the Companies Act.
13. The Directors may whenever they shall think fit, convene an Extra Ordinary General Meeting.
14. Unless specified otherwise in this article, the Provisions of Section 171 to 186 of the Companies Act, 1956 shall apply to the Company.

#### DIRECTORS

15. Unless otherwise determined by the Company in General Meeting the number of directors shall not be less than two or more than seven.
16. The Subscribers to the Memorandum of Association shall become the First Directors of the Company.

17. (i) The remuneration of any or all directors may be fixed by the Board considering to the service rendered by each director from time to time.  
(ii) In addition to the above a fee not exceeding Rs. 250/- for attending board meeting or committee thereof shall be payable to each director. The directors shall also be entitled to be paid travelling hotel and other reasonable expenses incurred in connection with their attendance at the Board Meeting or any committee thereof or otherwise in execution of their duties as director.
18. The Company may from time to time by an ordinary resolution increase or decrease the number of directors within the limit fixed.
19. If any directors, being willing shall be called upon to perform extra services or to make any special exertion for the purpose of the Company, the Company shall remunerate such Director either by a fixed sum and or percentage of profit or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration above provided subject to the provisions of the Section 314 of the Act.
20. A director may vote and may take part in discussion in respect of any contract or arrangement in which he is interested.
21. Any vacancy caused in the Board of Directors by resignation or death of any director or by any reason whatsoever may be filled in by the Board of Directors by way of appointing some one they choose. The Board of Directors shall have the powers to appoint additional or alternate directors and in no case the number of directors should exceed the maximum number fixed by these articles.

#### DELEGATION OF POWERS

22. The Board may, subject to the provisions of the Act, delegate any of its powers to a committee consisting of not more than two members of its body by either a general or special power of attorney and the provisions of regulations 77 to 80 of Table 'A' in Schedule I to the Companies Act, 1956 shall apply.
23. The Board may at any time and from time to time by power of attorney under shall appoint any person to be the attorneys of the Company for such purposes and with such powers authorities and discretion (not exceeding those which may be delegated by the Board under the Act) and for such period and subject to such conditions as the Board may from time to time fit, any such appointment may if the Board think fit, be made in favour of any of the members, directors, nominees, officers of the Company or firm, or in favour of any fluctuating body or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Board think fit and may likewise revoke such appointment nomination or authority.

- 24. Any such delegates of Attorneys as aforesaid may be authorised by the Board to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.

**CHAIRMAN**

- 25. The Board may appoint a chairman of its meetings and determine the period for which he is to hold office. If no such chairman is appointed or if at any meeting of the Board the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of such meeting. Save as otherwise expressly provided in the act, questions arising at any meeting shall be decided by a majority of votes & in case of an equality of votes, the chairman shall have a second or casting vote.

**MANAGING DIRECTOR**

- 26. The Board may from time to time appoint a Managing Director for such period at such remuneration, with such powers, discretion and duties and on such terms as it may think fit and may revoke such appointment. The Board may from time to time vest in or assign to any managing director, such powers, discretions and duties and may from time to time revoke, withdraw, alter or vary any or such powers.

**THE SEAL**

- 27. The Directors shall provided for safe custody of the common seal of the company and the seal shall never be used except by the authority of the Directors or a committee of the Directors previously given and in case of share certificates the seal shall be affixed in accordance with the Share Certificate Rules in force for the time being PROVIDED NEVERTHELESS that any instruments bearing the seal of the company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity in the authority of the Directors to issue the same. The seal may be made of metal or rubber. The Directors shall be entitled to have for use a facsimile of the seal outside India with addition on its face the name of such place in accordance with provisions of Section 50 of the Company Act.

**AUDIT**

- 28. Every year the accounts of the Company shall be examined and Audited by an Auditor duly appointed.
- 29. Provisions of the Companies Act, shall apply in respect of appointment of Auditors of the Company.

**TRADE SECRET**

- 30. No member shall be entitled to required discovery of any information respecting any detail of the Company trading or any matter in the nature of trade secret mystery of trade or secret process which may relate to the conduct of the business of the company and which in the opinion of the Directors it may be expedient in the interest of the Company of disclose.



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

Signature, Names, Addresses, Father's name, description and occupation of subscribers	Total Number of Equity shares to be taken by each subscriber	Names, Address and description of witness
<b>SACHIN AGARWAL</b> S/o. Sri Mohan Lal Agarwal 33, Canning Street Calcutta-1 Business	100 (One hundred)	Witness to all the Signatories <b>SANJAY KUMAR YADAV</b> S/o. Sri R. P. Yadav Sonarpur 24 Faiganas (W. B.) Business
<b>RAJESH GUPTA</b> S/o. Sri Ramanand Gupta 33, Canning Street Calcutta-1 Business	100 (One hundred)	
Total	200 (Two hundred)	

Calcutta Dated 12th day of May 1995.