

THE COMPANIES ACT, 1956  
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

SS BASE CONSTRUCTION PRIVATE LIMITED

**THE COMPANIES ACT, 1956  
PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**S S BASE CONSTRUCTION PRIVATE LIMITED**

- I. The name of the Company is. **S S BASE CONSTRUCTION PRIVATE LIMITED**
- II. The Registered office of the Company will be situated in the state of Bihar.
- III. The objects for which the Company is established are:

**A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION.**

1. To act as builders, real estate developers, contractors, real estate managers and to run, develop and manage real estate, building, apartments, works, sites, waste land, plants, on hire or for any other consideration and to deal in purchase, allotment & sale of land.
2. To act as contractors in the fields of Civil Construction, real estate development , Structural designs, bridges, roads, telephone lines and equipment, telecommunication, advertising, marketing of services and products, cables, mining products, Mechanical engineering, electronic components and device and other related fields for individuals, companies and government.



3. To plan design, contract, construct, erect, repair, remodel, demolish, develop, improve, furnish, manage and maintain building, structures, houses, multistoried buildings & malls, highways, streets, railways, waterways, electrical orts, tunnels, canals, drainage works,brickkilns, power houses, and to do other similar construction, levelling or paving works, excavating or digging works and to deal, purchase, acquire, take on lease or exchange, manage, develop, construct residential and/or commercial complexes for the purpose of resale, renting out, leasing out, and/or investing, residential building and other structures of all kinds .
4. To carry on the business of land dealing and property dealing on commission basis or for any other legally valid consideration.
5. To prepare and submit overall and details plants for civil and industrial execution to any Company, Corporation, Body Corporate, industries, governments, firm, association or any person with regard to:
  - a. New Projects and/or
  - b. Improvements and/or expansion of the existing projects.

**B. THE OBJECT INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:**

1. To promote and form and to be interested in and take, hold and dispose off shares in other companies having for its objects all or any of the objects mentioned in this Memorandum and to transfer to any such company any property of this company and to take or otherwise acquire, hold and dispose off shares, debentures and other securities in or for any such company and subsidiaries of otherwise assist any such company.
2. To deal in materials, properties, plants, machineries and equipments belonging to or entrusted to the company, not immediately required on hire purchase installment or on lease basis.
3. To search for and to purchase of otherwise acquire from any Government, State or Authority, any license, grants, decrees, rights, power and privileges whatsoever which may seem to the Company capable of being turned to account in connection with its business and to work, develop, carry out, exercise and turn to account the same.
4. To acquire, contract, maintain, a carry out, improve work, alter control and manage any work, factories, warehouses and other works and conveniences which the company thinks conducive to any of its objects, to contribute to and take part in construction, maintaining, carrying on, improving, working, controlling and managing or any such works or conveniences.
5. To purchase or by any other means acquire and prolong and renew whether in India or else where and patents, Patent rights, brevets invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company in connection with its business and to use and turn to account and manufacture under to grant licenses so privileges in respect of the same and to spend money in experimenting upon and testing and in improving or seeking to improve any such patents, inventions, or right which the company may acquire or propose to acquire.



6. To pay for properties, rights to privilege acquired by this Company either in shares of the company or partly in shares and partly in cash or otherwise.
7. To purchase or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person, partnership firm or company carrying on any business which this company is authorized to carry on of possessed of property of rights suitable for any of the purposes of the company.
8. To enter into partnership or into any arrangements for sharing profits, union of interest, reciprocal concession or cooperation with any person, partnership of company having objects similar to those of this company and to promote and aid in promoting, constitute form, organize companies, syndicates or partnership for the purposes of acquiring and undertaking any property and liabilities of this Company or advancing directly or indirectly the objects thereof.
9. To lend, invest or otherwise employ or deal with moneys belonging to or entrusted to the company not immediately required, upon securities and share or other movable or immovable property with or without security upon such terms and in such manner as may be thought proper and from time to time vary such transaction and investments in such manner as the Directors may think fit, provided that the Company will not carry on banking business, as defined under the Banking Regulation Act, 1949.
10. To borrow or raise or secure subject to provisions of the Act and directions issued by R.B.I. from time to time the payment of money or to receive money on deposit for business purposes of the Company at such time and in such manner as may be thought fit and in particular by the issue of debentures convertible into shares of this or any other company or perpetual by the issue of debentures convertible into shares of this or any other company or perpetual annuities and in security for any such money so borrowed, raised or received or of any such debentures so issued to mortgage, pledge, or share the whole or any part of the property, assets or revenues and profits of the company present or future including its uncalled capital y special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers and may seem expedient and to purchase, redeem or pay off any such securities, provided that the company shall not carry Banking business, as defined under Banking Regulation Act, 1949.
11. To lend money, guarantee performance of any contracts or otherwise assist and such person or Company and to place take or otherwise acquire or to be interested in, hold, sell, deal in and dispose of shares stock, debentures and other securities of any other such Company, However the Company will not carry on any banking business as defined in the Banking Regulation Act, 1942 and NBFC, Chit Fund, Nidhi and Mutual Fund business.
12. To obtain loans and finance from Government, financial corporations, Industrial Development Bank, Bank other financing bodies and financiers, on terms and conditions, as may be considered expedient by the Board of Directors.
13. Subject to the provisions of Section 58A of the Act, and direction's issued by R.B.I to receive deposits or otherwise, on such terms and conditions as may be decided by the Board of Directors from time to time, and as may be permissible under law, provided that the Company will not carry on Banking business, as defined under Banking Regulations Act, 1949.



14. To draw, make accept, endorse, execute and issue cheques, bills of exchange, hundies, promissory notes, bills of lading, warrants, debentures, bonds and other negotiable or transferable instruments or securities whatsoever.
15. To purchase and otherwise acquire, maintain and hire, motor, vans, buses, trucks or other vehicles boats, lunches, barges and to maintain workshops for the repairs and maintenance.
16. To apply or join in applying to any Government, Improvement Trust or other authority or body, municipal local or otherwise in India or foreign countries and obtain or in way assist in obtaining any state government order or any Act or Government laws, decrees, concessions, order, rights or privileges or advantages that may seem conducive to the object or this or any other company or for enabling this or any other company's constitution, to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of this or any other company, to prove this or any other company to be legalized if necessary in accordance with the laws of any other country, state or place in which it may proposed to carry on, to establish and maintain any agencies of the company and to open and keep a colonial or a foreign register or register of this or any other company in India or foreign register subject to the provisions of companies Act, 1956 and to allocate any number of these or any other shares in this company to such register or register.
17. To make donations to such persons or institutions and in such cases and either of each or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company, subject to provisions of section 293 A of the Companies Act, 1956.
18. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences of the benefit of the employees or ex-employees or of person having dealings with the company or the dependents, relatives or connection of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or by way of lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds, to or for such person.
19. To provide for the welfare of employees of ex-employees of the Company and the wives, widows and families of the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pension, allowances, bonus or other payments, or by creating and form time to time subscribing or contributing provident and other contributing towards places of instruction and recreation, hospitals and dispensaries, medicals and other attendance and other assistance as the Company shall think fit.
20. To subscribed to otherwise aid, benevolent, charitable national or other institutions or objects of a public character, or which have any moral or other claims to support of aid by the Company by reason of the locality of its operations or otherwise and to make donations to such persons and in such cases as may seem expedient subject to provisions of the Companies Act, 1956.
21. To remunerate any person, firm company for services rendered or to be rendered in placing or debentures or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.



22. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company.
23. To procure the Company to be recognized in the part of the world in accordance with the laws for assisting to place or guaranteeing of placing of any of the shares in the Company's capital or any the time being at such place.
24. To amalgamate with any other company having objects altogether or in part similar to those of the company.
25. Subject to provisions of section 201 of the Companies Act, 1956 to indemnify members, officers, directors, agent and servants of the company against proceeding cost, damages, claims and demands in respect of anything done or ordered to be done by them for and in interest of the Company or any loss.
26. To distribute any of the property of the Company amongst the members in specie or in kind in the event of winding up subject to provisions of the companies Act, 1956.
27. to place to reserve or to distribute; subject to the provisions of section 205 of the Companies Act, 1956 bonus shares amongst the member or otherwise to apply as the Company may from time to time think fit, any money received by way premium of shares or received, in respect of dividends accrued on forfeited shares or from unclaimed dividends.
28. To do all or any of the above things in any part of the world either as principals, agents, contractors, trustees or otherwise and either by or in conjunction with others and to allow any property to remain outstanding in such agents or trustees, subject to the provisions of section 49 of the Act.
29. To take agencies or any firm, company or companies, within India or abroad, with the same objects and likewise to appoint agents for its own business.
30. To act as agents or brokers and as trustees for any person or company and to undertake and perform subcontracts and to do all or any of the above things in part of the world as principals, Subcontractors or trustees or otherwise and by or through Agents, Sub Contractors or trustees or otherwise any by or through agents, Sub Contractors or trustees or otherwise and either alone or jointly with others.
31. To train or pay for the training in India or abroad of any of the Company's officers or employees of any candidate in the interest or for furtherance of the company's objects.



### C. OTHER OBJECTS NOT INDICATED IN (A) & (B) ABOVE:-

1. To act as transporters & suppliers of building materials, goods, chemicals, paints, varnishes & any other fast moving or durable consumer goods.
2. To print and publish newspapers, periodicals, magazines, books or leaflets that the company may think desirable for the promotion of its objects and to adopt such means of making known in the business and products of the company or deal with by the company as may seem expedient and in particular by advertising in press by circular, by purchase and exhibitions and by granting prizes, rewards and donations subject to section 293 A of Company's Act, 1956.
3. To manufacture and deals in paints, varnishes, printing inks, white lead products of white lead, colors, linseed oil, brushes, glass and all kinds of materials useful to painters, dyers, artists, and decorators.
4. To establish, purchase, or otherwise acquire, run conduct and operate godowns, cold storage, warehouse, dry storage and treatment of merchandise, machinery, food products, farm products and all other articles whether manufactured or not both of foreign or indigenous production of manufactures and to set up cold distribution chains for perishable items.
5. To carry on business as civil and military contractors and engineers, planners, architects, designers, and construction of building, road, canal, dams, bridge, water supply, plumbing, tube well, electronic, electrical and sanitary, marine, telegraph and telephone, engineers, builders, and contractors and to manufacture, fabricate, produce or otherwise, acquire all kinds of building material fittings appliances, equipments and the like and make other material which may be required in connection with the company's business or the contract work under taken and to be carried out and import, export, buy, sell, supply on turnkey basis or otherwise deal in all such things and materials.
6. To carry on business as manufacturers and buyers and sellers of and dealers in wood, supplier of all kinds and in wood timbers veneers, plywood, molding, wooden and metal goods and products of all kinds grindstones, pins, screw, rings, bolts, fasters, iron monger, hardware and similar goods.
7. To acquire, deal in materials, properties, plants & machineries, equipments and vehicles on hire purchase, installment or on lease basis.
8. To purchase or otherwise acquire land, building or premises and to turn into account, develop, improve, alter, demolish or let out for the purpose of carrying on the business of hotel, coffee tavern, lodging, house-keepers and to carry the business of wine, spirit and liquor merchants, importers, exporters and manufacturers of aerated, mineral and artificial waters and other drinks whether intoxicating or not or caterers for public amusement or entertainment, proprietors of motor and hair dressers, perfumers, chemists, proprietors of clubs, baths, dressing-room, museum, reading writing and
9. To sell, improve, manage, develop, exchanges, lease, mortgage, dispose or turn or account or otherwise, deal with all or any part of the undertaking property, investments and rights of the company.



10. To set up Food Processing Unit for processing, packing, preservation and any type of value addition in fruits, vegetable, cereals and other food items as per the market demand and to undertake trading in the related items.
11. To produce motion pictures, films and T.V. Serials and distribution of films.
12. To carry on the business of ayurvedic drugs, herbal drugs and medicines.
13. To work for infrastructure development of the state or the country and also for floriculture, plantation, fisheries, hatcheries, herbiculture, dairy, poultry, greenhouse, tissue culture and associated areas of business including agriculture.

**I. The liability of the members is limited.**

- II. The authorized share capital of the company is Rs.10,00,000/- (Rs.Ten Lacs Only) divided into 100,000 (One Lakh only) equity shares of Rs. 10/- (Ten) each, with power to increase or reduce the share capital of the company and to cancel any number of unallotted shares and to divide the shares in the capital for the time being into different classes and to attached thereto respectively such preferential qualified or special right, privileges or conditions as may be determined in accordance with regulations of the Company and subject or provisions of section 80,100,106,107 and other applicable provisions of the Act and the Company may alter the condition of its Memorandum relating to Share Capital in accordance with Section 94 of the Companies Act, 1956.



We the several persons, whose names and addresses are hereto 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 Equity Shares in the Capital of the Company set opposite to our respective names:

Names, Address, Occupation & Description of the Subscribers	No. of Equity Shares taken by each Subscribers	Signature of Subscribers	Name, Address, Occupation & Description of the witness
1. Santosh Kumar Late Surendra Prasad Jaiswal H/201, Kanta Kutiya Justice Narayan Path Nageshwar Colony Boring Road, Patna-1 Occupation - Developer (Builder)	5000 shares (Five thousand shares)	Santosh Kumar	<p>Witness to both the signatures: —  <u>Dipkane</u>            (UASANTA KUMAR JAIN)            870 Late Vishwanath Jais            202, Grandhotel Complex            Boring Road, Patna - 1            (Occup: Chartered Accountant)</p>
2. Seema Kumari Parmmand Jaiswal H/201, Kanta Kutiya Justice Narayan Path Nageshwar Colony Boring Road, Patna-1 Occupation - Developer (Builder)	5000 shares Five thousand shares.	Seema Kumari	

10,000  
 (Ten thousand only)

rec. Patna

dt. 02/05/2011



**THE COMPANIES ACT, 1956  
(PRIVATE COMPANY LIMITED BY SHARES)**

**ARTICLES OF ASSOCIATION**

**OF**

**. S S BASE CONSTRUCTION PRIVATE LIMITED**

1. (i) The regulations contained in Table 'A' to the first Schedule to the Companies Act, 1956, or any statutory modifications thereof and so far application to Private Companies, shall apply to this Company subject to modifications, additions and alterations hereinafter contained and so far as they are not inconsistent with any of the provisions contained in these regulations.
- (ii) The marginal notes hereto shall not affect the constructions hereof. In these regulations unless there be something in the subjects of context inconsistent therewith:

"The Act" means the Companies Act, 1956 or any statutory modification thereof for the time being in force.



“Annual General Meeting” means meeting held pursuant to the provisions of section 166.

“Board” means the Board of Directors of the Company.

“Dividend” included Bonus.

“The office” means the registered office for the time being of the Company.

“Register” means the Register of Members to be kept pursuant to the Act.

“Section” referred to in these regulations means the section of the Act.

“The Seal” means the Common Seal of the Company.

“Special Resolution” has the meaning assigned thereto by section 189 of the Act.

“In writing and written” includes words printed, lithographed, represented or reproduced in any visible mode or form, words importing the singular number shall include plural and vice versa. Words importing the masculine shall include feminine gender. Words importing persons include corporation.

(iii) Subject as aforesaid words or expression contained in these regulations, shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

2. The Company being a private company within the meaning of section 3(1) (iii) of the Companies Act, 1956 the following provisions shall have effect, namely:-
- a. No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company
  - b. The number of members of the Company (exclusive of the persons who are in the employment of the Company and the persons who having been formerly in the employment of the Company, were members of the Company while in that employment and have continued to be the members after the employment ceased) shall be limited to fifty, provided that for the purpose of this provision where two or more persons hold one or more shares in the Company, jointly they shall, for the purpose hereof be treated as a single member, and
  - c. The right to transfer the shares of the Company shall be and is restricted in the manner and to the extent hereinafter appearing.
  - d. No deposits will be accepted from any person other than shareholders, Directors or their relatives.



## SHARES

3. The Share Capital of the Company is Rs.10, 00,000/- (Rupees Ten Lacs only) divided into 100000 (One Lakh) equity shares of Rs. 10/- (Rupees Ten) each and the share shall be at the disposal of the Board of Directors and they may allot or otherwise dispose them of to such person at such time and generally on such terms and conditions as they may think fit or proper.
4. If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installments, then it shall, when due, be paid to the Company by the person who for the time being and from time to time shall be registered holder of the shares or his heirs, executors administrators and legal representatives.
5. Every member or his heirs, executors, administrators, assigns or other representatives, shall pay to the Company the portion of the capital represented by his share, which may for the time being remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board of Directors shall from time to time in accordance with the Company's regulations, require to fix for the payment thereof and so long as any monies whatsoever are due, owing or remaining unpaid to the Company by any member or any account howsoever, such member in default shall not be entitled at the option of the Directors to exercise any rights or privileges available to him.
6. Save as permitted by Section 77 of the Act, the funds of the Company shall not be employed in the purchase of or lent on the security of the share of the Company. This Article shall not be deemed to affect the power of the Company to enforce repayment of loans to members or to exercise a lien conferred by the Article hereafter.
7. As regards all allotments made from time to time the Company shall dully comply with the provisions of Section 75 of the Act.
8. With the previous authority of the Company in the general meeting and the sanction of the court and upon otherwise complying with Section 79 of the Act the Board may issue at a discount share of a class already issued. The company may also issue sweat equity shares as per Law.
9. Members who are registered jointly in respect of a share shall be severally as well as jointly for the payment of all installments and calls in respect out such shares.
10. Save as herein otherwise provided, the Company shall be entitled to treat the member registered in respect of any share as the absolute owner thereof and accordingly shall not except as ordered by the court of competent jurisdiction or as by statute required, be bound to recognize any equitable or other claim to or interest in such on the part of any other person.
11. Shares may be registered in the name of any person, company or other body corporate. Not more than four persons shall be registered jointly as members in respect of any share.

## CERTIFICATES

12. Subject to the provisions of the Companies (Issue of Shares Certificates) Rules, 1960 or any statutory modification or re-enactment thereof, Share script shall be issued as follows:
  - a. The certificate of title to shares and duplicates thereof when necessary shall be issued under the seal of the Company which shall be affixed in the presence of (i) Two Directors or Director and a person acting on behalf of another Director under a duly registered power of



attorney or two persons acting as attorneys for two Directors as aforesaid, and (ii) the Secretary or some other person appointed by the Board for the purpose, all of whom shall sign such share certificate provided that if Composition of the Board permits of it, at least one of the aforesaid two directors shall be a person other than a Managing or whole-time Director.

- b. Every member shall be entitled free of charge to one certificate for all the shares of each class registered in his name or if the Board so approves to several certificates each for one or more of such shares but in respect of each additional certificate the Company shall be entitled to charge as fee Rs. 2/- or such less sum as the Board may determine. Unless the conditions of issue of any shares otherwise provide, the Company shall within three months after the date of either allotment and on surrender the Company of its letter making the allotment or of its fractional coupons of requisite value (save in the case of issue against letter of acceptance or of renunciation or in case of issue of bonus shares) or within two months after the receipt of the application of the transfer of any of its shares as the case may be complete and have ready for delivery the certificates of such shares. Every certificate of shares shall specify the name of the person in whose favor the certificate is issued, the share to which it relates and the amount paid up thereon. Particulars of every certificate issued shall be entered in the Register of Members maintained in the form set out in the Act, or in a form as near thereto as circumstances admit, against the name of the person to whom it has been issued, indicating the date of issue. In respect of any share registered in the joint names of several members, the Company shall not be bound to issue more than one certificate and delivery of a certificate to one of several members registers jointly in respect thereof shall be sufficient delivery to all such members.
- c. If any certificate of any share of shares be surrendered to the Company for subdivision or consolidation or if any certificate be defaced, torn or old, decrepit, worn out or where the pages in the reverse for recording transfers have been duly utilized then, upon surrender thereof the Company, the Board may order the same to be canceled and may issue a new certificate in lieu thereof and if any certificate be lost or destroyed then, upon proof thereof to the satisfaction of the Board and on such indemnity as the Board thinks fit being given a new certificate in lieu thereof shall be given to the party entitled to the shares to which lost or destroyed certificate shall relate. Where a certificate has been issued in place of a certificate which has been defaced, lost or destroyed, it shall state on the face of it against the stub or counterfoil that it is issued in lieu of a share certificate or is a duplicate issued under this Article, there shall be paid to the Company the sum of Rs. 2/- or such small sum together with such out of pocket expenses incurred by the Company in investigating evidence as the Board may determine.
- d. Where a new share certificate has been issued in pursuance of the last preceding paragraph particulars of every such certificate shall also be entered in the Register and Duplicate Certificate indicating against the name of the person to whom the certificate is issued, the number and date of issue of certificate in lieu of which the new certificate is issued and necessary changes indicated in the Register of Members by suitable cross reference in the 'Remarks' column. All entries made in the Register of Members or in the Register of Renewed and Duplicate Certificate shall be authenticated by the Secretary or such other person as may be appointed by the Board for the purpose of sealing and signing the share certificate under paragraph (a) hereof.



## CALLS

13. Provisions of clause 13 to clause 18 of Table "A" shall apply.

## FORFEITURE AND LIEN

14. Provision of clause 29 to clause 35 of Table "A" shall apply.

## TRANSFER AND TRANSMISSION

15. Provision of clause 19 to clause 28 of Table "A" shall apply.

## INCREASE AND REDUCTION OF CAPITAL

16. Provision of clause 44 to clause 46 of Table "A" shall apply.

## BORROWING POWERS

17. The Directors may from time to time at their discretion borrow or secure the payment of any sum or sums of money or machinery and other movable or immovable properties under Hire Purchase Agreement or otherwise for the purpose of the Company, subject to the provisions of Act, either from any Director and/or H U D C O, Industrial Financial Corporation of India, and/or State Financial Corporation and/or State Aid to small Industries Corporation, and/or National Small Industries Corporation and/or Industries Credit and Investment Corporation or Central or State Industrial Development Bank, and/or Corporation or Life Insurance Corporation of India, and/or Indigenous and/or Foreign Banks, and/or State or Central Government and/or State Government or Private Agencies, Authorities and Institutions and/or other persons, firms or Companies. On security or otherwise and may secure the repayment or payment of any sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the creation of any mortgage or charge on the undertaking of the whole or any part of the properties present or future or the uncalled capital of the Company or by the issue of debenture stock of the Company perpetual or redeemable charged upon the undertaking of all or any part of the property of the Company, both present and future including its uncalled capital for the time being and the Directors or any of them may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon and shall be entitled to receive such payment as consideration for giving of any such guarantee as may be determined by the Directors with power to the Directors to indemnify the guarantors from or against liability under their guarantee by means of a mortgage or charges on the undertaking of the company or upon any of its properties or assets or otherwise.

18. Subject to the provisions of the Act, if any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors may by Instrument under the Company's seal authorize the person in whose favor such mortgage or security is executed or any other persons in trust for him to make calls on the members in respect of such uncalled capital and the provisions hereinbefore contained in regard to calls shall mutatis mutandis apply to calls made under such authority and such authority may be made exercisable, either conditionally or unconditionally and



either presently or contingently and either to the exclusion of the Director's powers or otherwise and shall be assignable if so expressed to be.

19. Debentures and other securities may be made assignable free from any equalities between the Company and the person to whom the same may be issued.
20. Any debentures or other securities may be issued at a discount premium and with any special privileges as to redemption, surrender, drawings and with a right to convert into shares in the Company with the sanction of the Company in General meeting.
21. The Directors shall comply with all the provisions of the Act, in respect of mortgage or charges by the Company and the registration thereof and the registration thereof and the transfer of debentures of the Company and registers to be kept in respect of such mortgages and debentures.

### GENERAL MEETINGS

22. Provisions of clause 47 to clause 55 of Table "A" shall apply.

### DIRECTORS

23. Unless otherwise determined by the special resolution, the number of directors including Chairman shall not be less than two or more than eleven.
24. a. The persons hereinafter named shall become the First Directors of the Company.
  1. Mr. Santosh Kumar
  2. Mrs. Seema Kumari
- b. All Directors as above shall hold office for life unless they voluntarily resign or otherwise become incapacitated to act as such. At every annual general meeting of the Company all directors and other than those holding office for life shall retire. The retiring directors may offer themselves for re-election.
- c. *Mr. Santosh Kumar shall be the first Managing Director of the Company for such period, at such remuneration with such powers, discretion and duties and on such terms as the board may think fit and the Board may from time to time vest in or assign to Managing Director, such powers, discretions and duties, and may impose on him such regulations as may seem expedient, and may from time to time revoke, withdraw, alter or vary all or any such powers. Both directors shall act as Chairman by rotation, each rotation lasting one year. Santosh Kumar shall be the first chairman.*
25. The Directors may at any time and from time to time appoint any member as a Director either to fill any casual vacancy or as an addition to the existing Board but so that the maximum number as fixed by Article 75 thereof shall not at any time be exceeded. Any director so appointed shall hold office only until the next annual general meeting of the Company.



26. The directors shall not be required to hold any qualification shares. The Directors shall elect one of them as chairman of the board who will hold office for one year from the date of such appointment and this election shall be on a rotational basis.
27. Until otherwise determined by the Company in general meeting every director shall receive out of the funds of the Company a sum not exceeding Rs. 250/- for each meeting attended by him. In addition to the above meeting fee the directors may be paid all traveling and the expenses actually and properly incurred by him in connection with attending the meeting of the Board.
28. If any director shall be called upon to perform extra services or to make any special exertion in going or residing abroad, or otherwise for any of the purposes of the Company shall subject to the provision of Section 314 of the Act, remunerate such director either by a fixed sum or by percentage of profit or otherwise as may be determined by the Board.
29. All Directors shall be initially entitled to a monthly salary plus such other fringe benefits including provident fund as the Board may decide from time to time. The Board may increase or decrease the remuneration of the Managing Director and other Directors as and when it may think fit.
30. The continuing Directors may act notwithstanding any vacancy in their body but so that if the number falls below the minimum above fixed, the Directors shall not except for the purpose of filling the vacancies, act so long as the number is below vacant if:
31. The office of a Director shall become vacant if:
- I. He is found to be of unsound mind by a Court of competent jurisdiction;
  - II. He applies to be adjudicated as an insolvent;
  - III. He is adjudged an insolvent;
  - IV. He is convicted by a court of any offence involving moral turpitude and sentenced therefor to imprisonment for not less than six months;
  - V. He fails to pay any call in respect of shares of the Company held by him whether alone or jointly with others within six months from the last date fixed for the payment of the call unless the Central Government has by notification in the official Gazette removed the disqualification incurred by such failure;
  - VI. He absents himself from three consecutive meetings of the Board of Directors from all meetings of the Board for a continuous period of three months whichever longer, without obtaining leave of absence from the Board.
  - VII. He (whether by himself or by any person for his benefit or on his account), or a firm in which he is a partner or any private company of which he is a director, accepts a loan or any guarantee of security for a loan from the Company in contravention of Section 295;
  - VIII. He acts in contravention of Section 299;



- IX. He becomes disqualified by an order of Court under Section 203;
  - X. He is removed in pursuance of Section 284; or
  - XI. Having been appointed a director by virtue of his holding any office or other employment in the Company, he ceases to hold such office other employment Company.
  - XII. He fails to obtain within the time specified in sub-section (1) of 270 or at any time thereafter ceases to hold the share qualification required of him by Article 78 of the Company.
- b. Notwithstanding anything in clauses (III), (IV) and (IX) above, the disqualification referred to the those clauses shall not take effect:-
- I. For thirty days from the date of the adjudication, sentence or other;
  - II. Where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence, or order until the expire of seven days from the date on which such appeal a petition is disposed of; or
  - III. Where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order and the appeal or petition, if allowed result in the removal of the disqualification, until such further appeal or petition is disposed of.
32. The Company may be ordinary resolution remove a director (not being a director holding office for life and a direction appointed by the Central Government in pursuance of Section 408 of the Act) before expire of his period of office.
33. The Board of Directors shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorized to exercise and do provided that the Board shall not exercise any power to do any act or things, which is directed or required by the Act or any other provisions of the law or by the Memorandum of Association of the Company or by the Articles to be exercised or done by the Company in general meeting. No regulation made by the Company in general shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
34. The Board may pay all such expenses preliminary to the establishment and formation of the Company as they may think fit.
35. The Board may appoint any person to act as alternate Director for a Director during the latter's absence for a period of not less than three months from the State in which the meeting of the Board are ordinarily held and such appointment shall have effect and such appointee, while he holds office as an alternate director shall be entitled to have notice of meetings of the Board and to attend and vote thereat accordingly but he shall not require any qualification and shall ipso facto vacate office if and when the Director in whose place the alternate director was appointed returns to the state in which meetings of the Board are ordinarily held or the Director vacates office as a director.



## PROCEEDING OF BOARD

36. Provision of clause 73 to clause 81 of Table "A" shall apply.

### SEAL

37. The Board shall provide for the safe custody of the seal and the seal shall never be used without the authority of the relation of the Board, previously given or of a Committee authorized by the Board in that behalf and save as provide in Article 12 (a) hereof. Every Director of the Company shall sign every instrument to which the seal is affixed; nevertheless, that any instrument bearing the seal of the Company and in due and proper consideration shall be binding on the Company notwithstanding any irregularity or want of authority of the Board to issue the same.

### DIVIDENDS AND RESERVES

38. The Company in general meeting may declare dividends but not but no dividend shall be paid otherwise than the amount recommended by the Board. No dividend shall be paid otherwise than out of the profits of the Company of the year or out of the undistributed profits and all dividends shall be declared according to the amount paid upon a share. As required by the Companies Act and the statutory modification thereof, if dividend is declared by the Company, the warrants in respect thereof will be posted within 42 days from the date of declaration thereof to the members entitled to the payment of dividend.

39. The Board may, before recommending any dividend, set aside out of the profit such sums as it may think proper as reserve & reserves which shall at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be applied including provision for meeting contingencies or for equalizing dividends. Such application may at their discretion be employed in the business of the Company or in such investment (other than shares of the Company) as the Board may at any time think fit. The Board may also carry forward any profits which it may think fit to distribute without setting them aside reserve.

### ACCOUNT AND AUDIT

40. I. The Board from time to time may determine whether and do what extent and in what places and under what conditions or regulations the accounts and books of the Company and any of them shall be kept open to the inspection of members, not being directors.

II. No member (not being a director) shall have any right of inspecting any account or document of the Company except as conferred by law or authorized by the Board in general meeting.

41. Once at least every year the books of account of the Company shall be examined by one or more auditor or auditors.



42. The Company at each Annual General Meeting shall appoint an auditor or auditors to hold office until the next Annual General Meeting and their appointment, remuneration, rights and duties shall be regulated by section 224 to 227 of the Act.
43. All notice and other communications relating to any general meeting of the Company which a member is entitled to have shall also be forwarded to the auditor of the Company and the auditor shall be entitled to attend Annual General Meeting and to be heard at any general meeting which he attends on any part of the business which concerns him as auditor.

#### WINDING-UP

44. I. If the Company shall be wound-up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the member, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of properties of the same kind or not.
- II. For the purpose aforesaid, the liquidator may set value as he deems fair upon any property to be divided as aforesaid may determine how such division shall be carried out as between the members or different classes of members.
- III. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction shall think fit but so that no other securities whereon there is any liability.

#### INDEMNITY

45. The Directors, Auditors, Managing Director, and other officers for the time being of the Company and any trustees for the time being in relation to any of the affairs of the Company and their heirs, executors, administrators shall be indemnified out of the assets and funds of the Company from or against all suits, proceedings, cost, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duties in their respective officer except those done through their willful neglect or default. Any such officer or trustee shall not be answerable for acts, omissions, neglects or defaults of any other officer or trustee, subject to the provisions of Section 201 Act.

#### SECRECY

46. Every Director, Manager, Auditor, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Directors before entering upon his duties shall declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals 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 meeting of the Company or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.



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

Name, Address, Occupation & Description of The Subscription	No. of Equity Shares taken by each Subscribers	Signature of Subscribers	Names, Address occupation & description of the witness
<p>Santosh Kumar                      Serendon prasad Inmal                      8/201, Kanha Kuti                      Justice Narayan Path                      Nagashan colony                      Boring Road, Patna-1                      - Developer (Builder)</p>	<p>5000 Shares                      (Five thousand Shares)</p>	<p>Santosh Kumar</p>	<p>witness to both the signatures:-                      Chitra                      CHASANTOSH KUMAR JINDS                      80 late Nishwanath The                      202, Gangotri Complex                      Patna - 1</p>
<p>Silma Kumari                      Palmanand Triswal 91                      201 Kanha Kuti                      Justice Narayan Path                      Nagashan Colony                      Boring Road, Patna-1                      Occupation - Developer                      (Builder)</p>	<p>5000 Shares                      Five thousand Shares</p>	<p>Silma Kumari</p>	

10,000  
 (Ten Thousand only)

Place: Patna employed in the business of the company  
 Date: 02/05/2011