## **MEMORANDUM OF ASSOCIATION**

AND

**ARTICLES OF ASSOCIATION** 

OF

# SHASHANK NIDHI CONSTRUCTION PRIVATE LIMITED

PRIVATE COMPANY LIMITED BY SHARES

UNDER

THE COMPANIES ACT, 1956

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

OF

### SHASHANK NIDHI CONSTRUCTION PRIVATE LIMITED

- I. The name of the company is SHASHANK NIDHI CONSTRUCTION PRIVATE LIMITED.
- II. The Registered office of the company will be situated in the State of Jharkhand.
  - III. The objects for which the company is established are :-
  - (A) The main objects to be pursued by the company on its incorporation are
    - 1. To acquire and takeover as a going concern of business of M/S.SHASHANK NIDHI AND ASSOCIATES and to carry on the business of Developers of urban and rural immovable properties and to act as Builders, Engineers, Surveyors Architects, Consulting engineering, Building experts and Advisors etc, and to construct immovable properties to lay down roads and hotels and recretional complexes, exhibition ground and to incident of and ancilliary things which may be necessary for achieving objectives.
  - (B) The objects incidental to the attainment of the main objects are :-
  - To acquire and undertake all or any part of the business, assets and liabilities of any person or company, carrying on the business which this company is authorized to carrying on or the possess property suitable for the purpose of the company.
  - 2. To install, found set up, establish, manufacture plants, workshops, machineries and other things that may be necessary and calculated as beneficial and useful to the attainment on the main objects of the company.
  - To set up or promote companies, factories or workshop by financing for the purpose which may seen directly or indirectly to benefits this company
  - 4. To take or otherwise acquire and hold share in other company having objects altogether or in part similar to those of this company or carrying or any business capable of being conducted so as directly or indirectly to benefits this company.
  - 5. Subject to this laws of India for the time being in force to enter into partnership or into arrangement for sharing profits union of interest, cooperation joint venture, reciprocal concession or otherwise any person or company carrying on or engaged or about to carry on or engage in any business or transaction capable of being carried on so as directly or indirectly to benefit this company and to take or otherwise acquire and hold shares or stocks in any company.

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- To carry or any other things conveniently carried or in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights or which it may be advisable to undertake with a view to improving, rendering valuable and turning to account any property real or personal belonging to the company or in which the company may be interested.
- 7. To adopt such means of making known the products and services company and may seems expendient and particularly by advertising in the press, by circulars, by purchase and exhibition of works and art of interest by publication of books and periodicals and by granting prizes, rewards and donations, but no donation shall be made to any political party or for any political purpose or cause.
- 8. To undertake and execute any trust, the undertaking of which may seem to the company desirable and either gratitiously or otherwise subject to the provision of the companies Act, 1956.
- 9. Subject to the monopoly and restrictive trade practice Act 1969 and provision of Section 391 and 394 of the companies Act, 1956 to amalgamate with any other company having objects, altogether or in part similar to those of the company.
- To acquire from any persons, firm or body corporate whether in India or elsewhere technical information, know how process engineering, manufacturing and operation date, plans, layout and blue prints, useful for the design, direction and operation of plants required for any of the business of the company and acquire any grant or licence and other rights and benefits in the foregoing matters and things.
- To appoint agents, sub-agents, distributors and dealers of the company in India or abroad for sale or distribution of goods dealt or manufactured by the company.
- 12. To take on lease or in exchange, purchase, hire or otherwise acquire any movable or immovable property or any rights or, privileges which the company may think necessary or convenient for the purpose of its business and in particulars and land buildings, easements, machinery, plant and stock-in trade.
- 13. To remunerate any person, firm or body corporate rendering services to the company either by paying commission or brokerage in cash.
- 14. The enter into any arrangements with any governments Administration or puthorities, central, state, municipal, local or otherwise, public or quasi-public bodies that may seem conclusive to the company's objects or any rights, privileges and concessions which the company may think fit, desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- 15. Subjects to the provisions of section 58A or the companies Act, 1956 and the directions of the Reserve Bank of India, to receive deposits on interest or otherwise and to lend money with or without security to such companies, firms or persons and on such terms and conditions as may seem expedient to customers and other having dealings with this company and to guarantee the performance of contracts or obligations by any such persons, companies and firms, provided that the company shall not carry on the business of Banking, as defined in the banking regulation, 1949. The company shall not do nidhi, chit fund, mutual benefit or non banning financial activities.
- 16. To pay o reimburse, out of the funds of the company, all or any expenses incurred in connection with the promotion, formation establishments and incorporation of the company.
- 17. To lease, let out on hire, mortgage, pledge, sell, shift or otherwise dispose or the whole or any part of the business or property of the company, whether together or in portion, for such consideration or in the case of gift without consideration as the company may think fit.
- 18. In the event of winding up to distribute among the members of the company in kind of spacie any property of the company and in particulars any shares, debentures or securities of other companies belonging to this companies or of which this company may have power of disposing, subject to provisions section 205 of the Act.
- 19. To form, incorporate or promote any of the company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of this company or for any other purposes which may seem directly or indirectly calculated to benefit this company.
- 20. To carry on any other trade of business whatsoever which can in the opinion of the board of directors of the company be advantageously carried on by the company in connection with of ancillary to any of the main business of the company.
- 21. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- C. Other objects are :-
- To carry on the business transport, cartage and haulage contractors, garage properietors, owners and charters of road vehicles aircrafts, ships rugs, barga and boats of every description, lightermen, carrier of goods and passengers, by road, rail or air, carmen, cartage contractors, steve dores,

wharfingers, cargo superintendents, packers, haulers, warehousemen, storekeepers and job masters.

- To establish, provide, maintain and conduct research and such 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 training, education and instruction of students and other who may desire to avail themselves of the same and provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
- To be interested to promoting or undertaking the formation and establishments and to take hold and dispose of shares in such organisation, institutions, business or companies, whether industrial, hoteliers, restaurants, agriculture, trading, manufacturing or otherwise as may be considered to be conducive the profit and interest of the company and also to acquire, promote and foster subsidise or acquire interest in any such industry or undertaking.
- To carry on profession of consultants to render all kinds of services include management, employment engineering and technical, to industry and business and to act as employment agenda.
- 5. To undertake and transect all kinds of agency business and to carry on and promote any business commercials or otherwise under sound principles and/or, to act as distributors, agents, underwriters, brokers, estate agents, middlemen, contract men, representatives and indenting, agents on commissions allowance as may be deemed fit, in all commodities, merchandies, and such other allied articles lines of business.
- 6. To carry on the business of designation. Fabricating processing, manufacturing, buying, selling, reserving, importing, exporting, imported goods and material, distributing and dealing in all kinds of machinery and their parts.
- To subscribe for underwrite and acquire, hole share, share stocks, debenture stocks, to bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company, body corporate or undertaking whatever nature and undertaking whatever nature and industries, government trust, municipal, local, authority or body of whatever nature whether in India or elsewhere as may be conducive to the business of the company.
- 8. To carry on the business as advertising agents, advertisers, consultants, agents for promotion of sales or other business interests of any persons and for that purpose to carry out market surveys, researchers, training programmer and purchasing or otherwise acquiring advertising space or timing hoardings news papers, cinemas, television or any other media of advertisement and making the same available to customers.
- To carry on the business of importers and exporters, assemblers, whole sale and retail traders of clothing and wearing apparel of every kind for security personnel along with all kind of manufacture and sale of gadgets, electronic equipments, electrical appliances, components specialized equipments and devices and all other instruments and machineries required for security personnel.

- 10. To carry on the business and general and government contractors.
- 11. To carry on the trade or business of exporters, agents, distributors, founders, mechinist, smithes, and to deal and trade in stock in trade, hardware, chemicals, property, holders, farmers.
- 12. To organise in any part of India or abroad seminars, conference, workshop, training programes, exhibition, fairs, and other similar activities, activities, for and on behalf the customer to attain the objects of the company.
- 13. To carry on all or any of the business manufacturers, importers, exporters, sellers, buyers and dealers, in all accessories, articles, apparatus, equipment, and goods.
- 14. To carry on all or any ot the business of engineering, mechanical, electrical, civil and structural erectors, consultants and technical advisors.
- To construct, erect, build, excavate, repair, renovate, and do all other acts in connection with railways, tram ways, docks, harbour ports, roadside ways, highways, bridges, canals, dams, reservoirs, tanks, wells, embankments, irrigaion, reclamation, improvements, seweage, drainage, sanatary, water, gas electric, lighting, telephonic, power supply, works, hutments, tents structures, factories and buildings.
- 16. To carry on the business of general and government contractors.
- 17. To act as selling agents, sales organisers as well as consultants, agents, and advisers in all the respective brouches and in such capacity to give advice and information and render services in person, a firm, company or body corporate or authority or Government which may be given or rendered while carrying on such business as aforesaid which may lead to or be conducive to the adoption by the constituent or principals or generally, of:
  - i) Efficiency methods of effecting sales and marketing goods.
  - ii) Economy in effecting sales and marketing goods.
  - iii) Rendering of all services whether incidental to the above.
- IV. The liability of the members is limited.
- V. The authorised share capital of the Company is Rs. 10,00,000/- (Rupees Ten Lakhs) divided into 1,00,000 (One lakh) equity shares of Rs. 10/- (Rupee Ten) each with the power to increase and reduce the share capital in accordance with the provisions of the Act.

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

Names, Addresses, descriptions and occupations of the Subscribers	Number of equity Shares taken by each subscriber	Signature of the subscribers	Signature of witnesses with description address and occupation
RANJEET NARAYAN MISHRA, QR.NO.283/2/1, ROAD NO.9 ADITYAPUR-2 JAMSHEDPUR-13	10000	5d/-	the subscriber AGARWAL  Itar Agarwal -77504  Kailash & Co. Accountants  Of India Aditvapur Jamshedbur-831013
SURESH PRASAD SINHA, C-34,ROAD NO-8 ADITYAPUR-2	10000	Sd/-	Witness to all the subscriber RAJESH AGARWAL S/o-Ramautar Agarwal M.No77504 C/o-Rajesh Kailash & Co. Chartered Accountants Chartered Accountants

Place: Jamshedpur

Date

# THE COMPANIES ACT, 1956 PRIVATE COMPANY LIMITED BY SHARES ARTICLES OF ASSOCIATION

OF

# SHASHANK NIDHI CONSTRUCTION PRIVATE LIMITED PRELIMINARY

- (i) The regulations contained in Table 'A' to the first Schedule to Companies Act, 1956, or any statutory modifications, thereof and so far applicable 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 effect the construction thereof. In these regulation unless there be something in the subject or content inconsistent therewith:-

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

"The Company" means Shashank Nidhi Construction Private Limited "Annual General Meeting" means meeting held pursuant to the provisions of Section 166.

"Board means the Board of Directors of the Company."

"Dividend" includes Bonus

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"The Office" means the registered office for the time being of the Company.

"Register" means the Register of Members to 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 of form. Words importing the singular number shall include plural and viceversa words importing the masculine shall include femine gender. Words importing persons include Corporation.

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- (iii) Subject as aforesaid words or expression contained in these regulations shall bear the same meaning as in the Act or any statutory regulations become binding on the company.
- 2. The Company being a private company within the meaning of Section 2(35) & 3(1)(iii) of the Companies Act, 1956 having paid-up capital of Rs2.00 lac the following provisions shall have effect namely:-
  - (a) No invitation shall be issued to the public to subscribe for any shares 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 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 provisions 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 or transfer the shares of the Company shall be and is restricted in the manner and to the extent hereinafter appearing.
  - (d) Prohibits any invitation from public other than members, friends & relatives.

#### SHARES

- The Authorised SHARE Capital of the Company is Rs. 10,00,000/- (Rupees Ten Lakhs) divided into 1,00,000 (One Lacks) equity shares of Rs. 10/- (Rupees Ten) each and the shares shall be at the disposal of the Board of Directors and they may allot or otherwise dispose them of to such persons at such time and generally on such terms and conditions as they may think fit and proper.
- 4. If by the conditions of allotment of any shares the whole or part of the amount or issue price thereof shall be payable by installments then it shall, when due, to be paid to the Company by the persons who for the time being and from time to time shall be registered holder of the shares or his heirs, executors, administrators and legal representative.
- Every members or his heirs, executors, administrators, assigns or other representatives shaft pay to the Company the portion of the capital represented by his shares, which may for the time being remain unpaid thereon, is such amounts at such amounts at such time or times and in such members, as the 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 moneys whatsoever are due owing and remaining unpaid to the Company by any account however, 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 or lent on the security of the shares 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 line conferred by the Article hereafter.
- As regards all allotments made from time the Company shall duly comply with the provisions of the Section 75 of the Act.
- 8. With the previous authority of the Company in general meeting and the section of the court and upon otherwise complying the Section 79 of the Act, the Board may issue at discount share of a class already issued.
- Members who are registered jointly in respect of a share shall be severally as jointly liable for the payment of all installments and call respect of 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 a court competent jurisdiction or as by statute required, be bound to recognise any equitable or other claim to or interest in such share on the part or any other person.
- 11. Shares may be registered in the name of any person, company or other body corporate. No 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 Share Certificate) Rules, 1960 or any statutory modification or re-enactment thereof, share script shall be issued as follows:
  - the certificates 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 a Director and a person acting on behalf or 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 persons appointed by the Board for the purpose, all of whom shall sign such share Certificate provided that if the composition of the Board permits of it, at least one of the aforesaid three Directors shall be a persons other than a Managing of 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 of Rs. 2/- or such less sum as the Board may determined. 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 to 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 cases 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 the certificates of such shares. Every certificates of shares shall specify the name of the persons whose favour the certificates is issued, the shares to which it related and the amount paid up there - on Particulars of every certificates 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 one to one of several members registered jointly in respect thereof shall be sufficient delivery to all such members.

- if any certificate of any share be surrendered to the Company for (c) subdivision of consolidation or if any certificate be defaced, torn or old decrepit, wornout or where the pages in the reverse for recording transfers have been duly utilised than upon surrender thereof to the Company the Board may order the same to be cancelled any may issue a new certificate in lieu thereof and if any certificate be lost or destroyed, then upon proof there 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 which such 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 if and against the stud or counterfoil that it is issued in lieu of a share certificate or is a duplicate issued for the one so defaced etc., or destroyed, as the case may be and in the case of a certificate issued in place of one which has been lost or destroyed on the face thereof. For every certificate issued under this Article there shall be paid to the Company the sum of Rs. 2/- or such smaller sum together with such cut of packet expenses incurred by the Company in investigating evidence of the Board may determined.
- 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 a register and Duplicate Certificate indicating against the name of the person to whom the certificate is issued, the number and date of the certificate in lieu of which the new certificate is issued, and the necessary change indicate 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 shall be authenticated by the Secretary or such other person as may be appointed by the Board for purpose of sealing and signing the share certificate under paragraph 9a) hereof.

#### CALLS

- 13. Subject to the provision of Section 91 of the Act, the Boar of Directors may, from time to time make calls upon the members in respect of any money unpaid on their shares and the members shall pay to the Company, the amount called on their shares at the time or times and place or place or places appointed by the Directors. No call shall exceed one-fourth of the nominal value of the shares and be payable at less than one month from the date fixed for the payment of the last preceding call. The Directors, however shall be entitled to accept from members, willing to advance the whole of the whole of the nominal amount of any shares in advance
- 14. Fourteen clear days notice shall be given to every member specifying the time and place of payment, provided that a call be revoked or postponed at the discretion of the Board of Directors. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed and subject to the approval of the directors call may be made payable by installments.
- 15. The joint holders of holders of the share or shares shall jointly as well as severally, be liable to pay all calls or instalments due in respect of such shares.
- 16. If a sum called in respect of a share or shares in not paid on or before the day appointed for the payment thereof to the time of actual payment the interest shall be charged at the rate of five percent per annum or at such lower rate as the Board may determined. The Board shall be at liberty to waive payment of any such interest wholly or in part.

#### FORFEITURE AND LIEN

- 17. If a member fails to pay any call or instalment of a call on or before the day appointed for the payment thereof the Board or Directors may, at any time thereafter during such time as any call or instalment or any part thereof remains unpaid, serve a notice on such member requiring him to pay the sum together with interest that may have accrued as per Clause 16 of these Articles and any expenses that may have been incurred by the company, by reason of such non-payment and the notice shall name a day (not being less than fourteen clear days (no being less than fourteen clear days from the date of such notice) and place or place on and at which, the calls or instalments or any part thereof and interest and expenses are to be paid, the notice shall also state that in the event of non-payment on or before the day so named in the notice, the shares in respect of which the call was made will be liable to be forefeited.
- 18. If the requisite of such aforesaid notice are not complied with by the member on which the notice has been given the shares may at any time thereafter before the payment of any call or instalment, interest and expenses, due in respect thereof, be forefeited by the Directors and such forefeiture shall be recorded in the minute book of Directors. Such forefeiture shall include all

- dividends declared in respect of the foreifeited shares and not actually paid before the forefeiture.
- 19. Where any share or shares shall have been so forefeited, notice of such forefeiture shall be given to the member concerned and an entry of that forefeiture with date thereof shall be made in the Register of Members.
- 20. Any share so forefeited shall be deemed to be property of the Company and the Directors may sell, or otherwise dispose of the same in such manner as they may think fit. At any time before as sale or disposal as aforesaid the Board may cancel the forefeiture on such terms and conditions as it may think fit.

#### TRANSFER AND TRANSMISSION

- 21. Subject to the provision of Section 108 to 112 and 250 of the Act and statutory modifications thereof the transfer of share or shares shall be affected by a duly stamped instrument of transfer executed by the transferor and transfer in the form prescribed under the Act.
- 22. The Board of Directors any without assigning any reason, decline to register the transfer of any share of shares to transferee of whom they do not approve. But the Directors may before the transfer is effected give permission in advance for a contemplated transfer and such permission shall be binding on the Company.
- 23. A share may be transferred by a member or other person entitled to any member selected by the transferee and by a member to any son or daughter, father, mother, brother, sister, husband or wife of such member and wave as aforesaid on share shall be transferred to any person who is not a member of the Company unless such person is approved by the Directors.
- 24. Except where the transfer is made pursuant to this article, the person proposing to transfer any share or shares hereinafter, called the 'proposing transferor' shall give notice in writing hereinafter called the 'transfer notice' to the Company of his intention transfer the share or shares, such transfer notice shall specify the sum which the proposing transferor fixes as the fair value and shall constitute the Company as his agent for the sale of the share or the shares at the price so fixed.
- 25. If the Company shall within a pace of 60 days after being served with such transfer notice find the member or person approved as aforesaid willing to purchase the share or shares hereinafter called the purchasing members and shall have given notice to the proposing transferor then the proposing transferor shall be bound upon the payment of the fair value to transfer his share of shares to such member or person as selected by the Directors.
- 26. In case no sum be specified in the transfer notice a fair value or in case the proposing transferor and the purchasing member do not agree as to the fair value of the share of shares, then the auditor of the Company shall, on the application of either party, certify in writing the sum which in their opinion is

the fair value and such sum shall be deemed to be the fair value and in so certifying the auditors shall considered to acting as the expert and accordingly the provisions of the Indian Arbitration Act shall not apply.

- The executor or administrator of a deceased member (not being one of 27. several members registered jointly in respect of a share) shall be the only person recognised by the Company as having any title to the share registered in the name of such member and in case of the death of any one or more of the members registered jointly in respect of any share, the survior shall be the only person recognised by the Company as having any title to or interest in such share but nothing herein contained shall be taken to release the estate of a deceased member from any liability on the share held by him jointly with any other person before recognising any executor or Administrator the Board may required him to obtain a grant of probate or letters of administrator the Board may require him to obtain a grant of probate or letters of administration or other representation, as the case may be, from a competent Court in Indian and having effect in Bihar, provided nevertheless that in any case where the Board in its absolute discretion thinks fit it shall be lawful for the Board to dispense with the production of probate or letter to the Administration or such other legal representation upon such terms as to indemnity or otherwise as the Board in its absolute discretion may consider adequate.
  - 28. Any committee or guardian of a lunatic or any person becoming entitled of or to transfer a share in consequence of death or bankruptcy or insolvency of any member upon producing such evidence that he sustains the character in respect o which he proposes to act under this as the Board thinks sufficient, may with the consent of the Board (which the Board shall not be bound to give) be registered as a member in respect of such shares or may subject to the regulations as to transfer therein before contained, transfer such share, this article is hereinafter referred to as THE TRANSMISSION ARTICLE.
  - 29. (i) If the person so becoming entitled under the Transmission Article to be registered as member in respect of the share himself he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects.
    - (ii) If the person aforesaid shall elect to transfer the share, testify his election by executing as instrument or transfer of the share.
    - (iii) All the limitations, restrictions and provisions of these articles relating to the right to transfer and the registration of a transfer shall be applicable to any such notice of transfer as aforesaid as if the death, insanity bankruptcy or insolvency of the member not occurred and the notice of transfer were a transfer signed by that member.
- 30. A person so becoming entitled under the Transmission Article to a share by reason of death, lunacy, bankruptcy or insolvency or the member shall subject to the provisions of Article (68) and of Section 206 of the Act, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered member in respect of the shares, provided that the board may at any time give notice requiring any such person to elect

either to be registered him self or to transfer the shares and if the notice completed with within ninety days the Board may thereafter withhold payment of all dividends, bonuses or other money payable in respect of the share until the requirements of the notice are complied with.

## INCREASE AND REDUCTION OF CAPITAL

- 31. The Company in general meeting may from time, by ordinary Resolution increase the capital by the creation of new shares of such amount and such classes as may be deemed expedient.
- 32. Subject to these Articles and to any special rights privileges for the time being attached to any shares in the Capital of the Company then issued, the new shares may be issued upon such terms and conditions and with such rights and privileges attached thereto, as the general meeting resolving upon the creation thereof, shall direct and if no direction be given as the Board shall determine and in particular such share may be issued with preferential or qualified right to dividends and in the distribution of assets of the Company
  - 33. Before the issue of any new shares, the company in general meeting may make provisions as to the allotment and issue of the new shares in particulars may determine to whom the same shall be offered in he first instance and whether at per or at a premium or, at a discount, subject to the provisions of Section 79 of the Act.
  - 34. Any capital raised by the Creation of new shares shall be considered part of the, then existing capital of the Company and shall be subject to the provisions herein contained with reference to calls and instalments, Transfer and transmission, forefeiture, lien and otherwise.
  - 35. If owing to any in equality in the number of new shares to be issued and the number of shares held by members entitled to have the offer of such new shares, any difficulty shall arise in the appointment of such new shares or any or them amongst the members, such difficulty shall in the absence of any direction in the resolution creating the shares or by the Company in general meeting be determined by the Board.
  - 36. The Company may, from time to time, by Special Resolution, reduce its capital and any Capital Redemption Reserve Account or Share Premium Account may be used in any manner and subject to any incident authorised and consent required by law.

#### **ALTERATION OF CAPITAL**

- 37. The Company in general meeting may, by ordinary resolution.
  - (a) Consolidate and divide all or any of its share capital into share of larger amount than its existing shares;
  - (b) Sub-divide its existing share or any of them into shares of smaller amount than is fixed by the memorandum so however, that in the sub-

division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived.

- (c) Cancel any share which at the date of the passing of the resolution have not been taken or agreed to be taken by the person and diminish the amount of its share capital by the shares so cancelled.
- 38. The resolution whereby any share is sub-divided may determine that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital, voting or otherwise, over or as compared with the others or other subject, nevertheless to the provisions of Section 106 of the Act.
- 39. Subject to the provisions of Section 100 to 105 inclusive of the Act, the Board may accept from any member the surrender on such terms and conditions as shall be agreed to all or any of his shares.
- All or any of the rights and privileges attach to each class of shares may be 40. subject to the provisions of Section 106 and 107 of the Ac, be modified, commuted, affected, abrogated, varied or dealt with by agreement between the Company and any person, purporting to contract or on behalf of the class, provided such agreement is (A) consented to in writing by the holders of at least three-fourths of the issued share of that class of (B) sanctioned by a Special Resolution passed at a separate general meeting of the holders of shares of that class in accordance with Section 106 (1) (b) of the Act and all the provisions hereinafter contained as to general meeting shall mutates mutandis, apply to any class meeting, except that the quorum thereof shall be not less than two persons holding or representing by proxy one-fifth of the nominal amount of the issued shares of the class. This article is not by implication to curtail the power of modification which the Company would have if this Article were omitted. The Company shall comply with the provisions of Section 192 of the Act as to forwarding a copy of any such agreement or resolution to the Registrar of Companies.

#### **BORROWING POWERS**

41. The Board of directors may from time to time their discretion borrow or secure the payment of any sum or sums or 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 Industrial Finance Corporation of India and/or State Financial Corporation and/or State Aid to Small Industries Corporation, and/or National Small Industries Corporation and/or Industrial Credit and investment Corporation and/or Central or State Industrial Development Bank, and/or corporation of Life Insurance Corporation India or indigenous and/or Foreign Banks, and/or State or Central Government and/or Semi Governmental 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 property, present or future of the uncalled capital of the Company or by the issue of debentures or debenture stock of the Company, perpetual or redeemable charge upon the undertaking 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 as consideration for giving of any such guarantee as any be determined by the Directors with power to the Directors to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or charge on the undertaking of the Company or upon any of its property of assets or otherwise.

- 42. Subject to the provisions of the Act, if any uncalled capital of the Company is included in or charged by any mortgage of other security the Directors may be instrument under the company's seal authorise the person in whose favour 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 herein before contained in regard to calls shall mutatis mutandis apply to calls made under 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 of so expressed to be.
  - 43. Debentures and other securities may be made assignable free any equalities between the Company any the person to whom the same may by issued.
  - 44. Any debentures or other securities may be issued at a discount premium and with special privileges as to redemption, surrender, drawings and with a right to convert in share to shares in the Company with the sanction of the Company in General Meeting.
  - 45. The Board of Directors shall comply with the provisions of the Act, in respect of mortgage or charges created by the Company and the registration thereof and the transfer of debentures of the Company and registers required to be kept in respect of such mortgages, charges and debentures.

#### **GENERAL MEETING**

- 46. The first ANNUAL GENERAL MEETING shall be held by the Company within 18 months of its incorporation.
- 47. Subsequent ANNUAL GENERAL MEETING shall be help by the Company in each year, but not more than 15 months shall elapse between the date of one annual general meeting and that of the next subject to the provisions of Section 166 of the Act.
- 48. The business of the Annual General Meeting shall be that of receiving and considering the Profit and Loss Account, the Balance Sheet and reports of the Directors and auditors to elect Directors in the place of those retiring to appoint auditors and fix their remuneration and to declare dividend.

- 49. All business transacted at any Annual General Meeting shall be called Extraordinary General Meeting.
- 50. All business transacted at any Annual General Meeting other than the business which under these presents ought to be transacted at an annual shall be deemed special.
- 51. At least twenty on day's notice (exclusive of the day on which the notice is served but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such other manner, if any, as any be prescribed by the Company in general meeting to such persons as are under the Act, or the regulation of the Company entitled to receive such notice of the company but the accidental omission to give notice or non-receipt of notice by any member shall not invalidate the proceeding at any general meeting.
- 52. A general meeting may be called on giving shorter notice thank that specified in the article if consent is accorded thereof.
  - (a) in case of an annual general meeting by all the members entitled to vote there at.
  - (b) in case of any other meeting by the members of the Company holding not less than 95 percent of the total voting power exercisable at that meeting provided that where any member or the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting ad not on the other, those member shall be taken into account for the purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.
- 53. The Board may, whenever it thinks fit, call an extra-ordinary general meeting of the Company. The Board shall on the requisition of such number of number of members of the Company, as is specified under Section 16 (4) forthwith proceed to call an extraordinary general meeting of the Company and the provisions of section 169 shall apply to such meeting.

#### PROCEEDINGS AT GENERAL MEETING

- 54. Two members entitled to vote, present in person shall be a quorum at a General Meeting and no business shall be transacted at a general meeting unless the quorum be present at the commencement of the business.
- 55. If within half an hour from the time appointed for holding a meeting of the Company a quorum is not present, the meeting if called upon the requisition of a members, shall stand dissolved. In any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place as the Board may determine. If the adjourned meeting also quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

- 56. The Chairman, if any, of the Board shall be the Chairman of the General Meeting of the Company.
- 57. If the Chairman is not present within the 15 minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting the Directors present may elect one of their member to be the Chairman of the meeting.
- 58. If at any meeting no Director is willing to act as a Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their member to be Chairman of the meeting.
- 59. The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting adjourn the meeting from time to time and from place to place.
- 60. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 61. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of original meeting.
- 62. Save as aforesaid if shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
- 63. Any business other that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 64. In the case of an equality of votes, whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- Save as hereinafter provided on a show of hands every member present in person shall have one vote and every person present their as a proxy if he is not entitled to a vote in his own right or as a duly authorised representative of body corporate shall have one vote and upon a poll every member present in person or by proxy shall have one vote for every equity share held by him provided that no member will be entitled to vote so long as any dues on his hares remain unpaid.
  - Save as hereinafter provide, on a poll, the voting right or a member shall be as specified in Section 87 of the Act. Provided that Company or body corporate shall vote by proxy so long as a resolution of its Board of Directors under the provisions of Section 187 of the Act is in force and the representative named in such resolution is at the general meeting at which the vote by proxy is tendered.

- 66. Where a company or a body corporate (hereinafter call "member company") accordance with the provisions of section 187 of the Act, to represent such appointment, be deemed to be proxy and the production at the meeting of a and certified by him or them as being a true copy of the resolution shall on evidence of his appointment, Such a person shall by entitled to exercise the same rights and powers, including the right to vote on behalf of the member company which he represents, as that member company could exercise.
- 67. Any person entitled under the Transmission Article to transfer any share may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting of adjourned meeting as the case may be, at which he proposes to vote he shall satisfy the Board of his right to transfer such shares, unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. If any member be a lunatic, idiot or noncompos mentis, he may vote whether on a show of hands or at a poll by his committee, curator bonis or other legal curator and such last mentioned personsmay give their votes by proxy.
- 68. Where there are members, registered jointly in respect of any share, any one of such persons may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled there to and if more than one of such members be present at any meeting either personally or by proxy that one of the said member so present whose name stand on the register first in respect of such share alone be entitled to vote in respect thereof. Several executors or administrators of deceased member in whose name any share is registered shall for the purpose of this Article be deemed to be members registered jointly in respect thereof
- 69. The instruments appointing a proxy shall be in writing under the hand of the appointee or of his attorney duly authorised in writing or if such appointer is body corporate be under its common seal or the hand of its officer of Attorney duly authorised.
- 70. The instrument appointing a proxy shall be deposited at the office of the Company not less than forty eight hours before the time of holding the meeting at which the person named in the instrument purports to vote in respect thereof and in default the instrument of proxy shall not be treated as valid.
- 71. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal or revcation of the instrument transfer of the share in respect of which the vote is given, provided no intimation in writing of the death insanity revocation or transfer of the share would have been received by the Company at the office before the vote is given. Provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as

the may in his discretion think fit of the due execution of an instrument of proxy and the same has not been revoked.

- 72. Every instrument appointing a proxy shall be retained by the Company and shall as nearly as circumstances will admit, be in either of the forms in schedule IX to the Act or a Form as near thereto circumstance admit.
- 73. No member shall be entitled to any voting either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien.
- 74 (a) Any objections as to the admission or rejection of a vote either on a show of hand or on a poll made in due time, shall be referred to the Chairman who shall forth with determine the same and such determination made in good faith shall be final and conclusive.
  - (b) No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered and very vote not disallowed at such meetings shall be valid for any person.

#### **DIRECTORS**

- 75 Unless otherwise determined by the Special Resolution, number of Directors shall not be less than two and more than ten.
- 76 (a) The persons hereinafter named shall become the First Directors of the Company.
  - (1) Mr. Suresh Prasad Sinha
  - (2) Mr. Ranjeet Narayan Mishra
  - (b) The above named directors shall hold office for the life unless they Voluntary resign or otherwise became incapacitated to act as such.
  - 77. The Board of 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 hereof shall not an any time be exceeded. Any Director so appointed shall hold office only until the next Annual General meeting of the Company.
  - 78. No qualification shares are required to be held by the Directors of the company.
  - 79. Until otherwise determined by the Company in General meeting every directed 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 other expenses actually and

properly incurred by him in connection with attending the meeting of the

- 80. In 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 purpose of the company shall subject to the provisions of Section 314 oft he Act, remunerate such Director either by a fixed sum or by a percentage of profit or otherwise as may be determined by the Board.
- 81. Subject to the provisions of Section 314 of the Companies Act, I1956 (whenever applicable), the Board of Directors shall have power to elect one or more of them to the office of managing Director/Directors, and /or whole time Director/Directors (Finance, Administration, Production, Marketing) to hold office for such terms and for such remuneration as may be determined by the Board from time to time.
- 82. The Board may elect a Chairman annually out of one of themselves at such remuneration as the Board may decide.
- 83. 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 up vacancies, act so long as the number is below the minimum.
- 84. (a) The office of a Directors shall become vacant it:
  - i) he fails to obtain within the time specified kin sub-section(1) of Section 270 or at any time thereafter ceases to hold, the share qualification if any, required of him by the Articles of the Company.
  - ii) he is found to be unsound mind by a court of competent jurisdiction.
  - iii) he applied to be adjudicated as an insolvent:
  - iv) he is adjudged an insolvent;
  - he is convicted by a court of any offence involving moral turpitude and sentenced thereof to imprisonment for not less than six months;
  - vi) 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;
  - vii) he absents himself from three consecutive meeting of the Board of Directors or from all meetings of the Board for continuous period of three months whichever is longer, without obtaining leave of absence from the Board.

- viii) he (whether by himself or by any person for his benefit or on his account to, or any 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;
- ix) he acts in contravention of Section 299.
- x) he become disqualified by an order of court under section 203.
- xi) he is removed in pursuance of Section 284; or
- xii) having been appointed a Director by virtue of his holding any office or other employment in the company, he ceases to hold such office or other employment in the Company.
- b) Notwithstanding anything in clause (vi, (v) and (x) above the disqualification referred to those clauses shall not take effect.
  - i) for thirty days from the date of the adjudication, sentence or order;
  - where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence, or conviction resulting in the sentence of order until the expiry of seven days from the date on which such appeal or petition is disposed of; or
  - 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, would result in the removal of the disqualification, until such further appeal or petition is disposed of;
- 85. The Company may be ordinary resolution remove a Director (not being a Director holding office for life and a Director appointed by the Central Government in pursuance of Section 408 of the Act.) before expiry of his period of office.
- 86. The Board of Directors shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorised to exercise and do provided that the Board shall not exercise any power to do any Act or thing, 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 and prior act or acts of the Boards which would have been valid if that regulation had not been made.
- 87. The Board may approve all such expenses preliminary to the establishment and formation of the Company as the they may think fit.
- 88. 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 required any 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.

#### PROCEEDINGS OF DIRECTORS

- 89. The Board of Directors may meet for the despatch of business, adjourn or otherwise regulate its meetings as its thinks fit, provided however, that the Board shall meet at least once in every three calendar months.
- 90. Managing Director of the Company shall whenever necessary and upon the request of any one of the Directors, convene a meeting of the Board of Directors.
- 91. The quorum for a Meeting of the Board shall be one third of its strength (any fractions contained in that one third being rounded of as one) or two Directors, whichever is higher.
- 92. 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 casting vote.
- 93. Subject to the provisions of Section 292 of the Act and any statutory modification thereof it shall be lawful for the Directors, to delegate all or any of their powers to a committee of Directors, Managing Directors and others.
- 94. All acts done by a Directors shall be valid notwithstanding that if any afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in the Act or any statutory modification thereof.
- 95. Subject to the provision of the Act in particular to the prohibition and restrictions contained in Section 292 thereof, the Board may, from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these present by the Board as it may think fit and may confer such powers at such time and to be exercised for such objects and purpose and upon such terms and conditions and with such restriction as it thinks fit and may confer such powers, either collaterally with or to the exclusions of and in substitution for all or any of the board on that behalf and may from time to time remoke, withdraw, after or vary all or any of such powers.

#### SEAL

96. The Board shall provide for the safe custody of the seal and the seal shall never be used without the authority of the resolution of the Board, previously given or of a Committee of the Board authorised by the Board in that behalf and save and provided in Article 12 (a) thereof, at least one Director for

valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same.

### **DIVIDENDS AND RESERVES**

- 97. The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board. No dividend shall be paid otherwise than out of profits of the undistributed profits and all dividends shall be paid and declared according to he amounts paid upon a share. As required by the Section 205 of the Act and the statutory modification thereof, if dividend is declared by the Company if shall be paid or the warrant respect thereof will be posted within 42 days from the date of declaration thereof to be members entitled to the payment of dividend.
  - 98. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it may think proper as reserve or reserves which shall at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied including provision for meeting contingencies or for equalising dividend and pending such application may at their discretion be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time may think fit. The Board may also carry forward any profits which it may think pudent not to distribute without setting them aside as reserve.

#### **ACCOUNTS AND AUDITS**

- 99. (i) The Board from time to time may determine whether and to what extent and at what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or 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 book or document of the Company except as conferred by law or authorised by Board or by the Company in General Meeting.
  - 100. Once at least every year the books of account of the Company shall be examined by one or more auditor or auditors.
  - 101. 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.
  - All notices 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 enitled 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

- of a special resolution of the Company and any other sanction by the Act, divide amongst the member, in specie or kind, the whole or property of the same kind or not.
  - (ii) For the purpose aforesaid, the 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 member shall be compelled to accept any shares or other securities whereon there is any liability.

#### INDEMNITY

104. 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 the assets and founds of the Company for or against all suits, proceedings, costs, 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 offices except those done through their willful neglect or default. Any such officer or trustee shall not be answerable for acts, omissions, neglects or defaults or any other officer or trustee, subject to the provisions of Section 201 of the Act.

#### SECRECY

105. Every Director, Manager, Auditor, Trustee, Member of Committee, 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 sign declaration pledging himself to observe strict secrecy responding 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 for 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 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 name:

Names, Addresses, descriptions and occupations of the Subscribers	Number of equity Shares taken by each subscriber	Signature of the subscribers	Signature of witnesses with description address and occupation
RANJEET NARAYAN MISHRA, QR.NO.283/2/1, ROAD NO.9 ADITYAPUR-2 JAMSHEDPUR-13	10000	301-	ur Jamshedbur-831013
SURESH PRASAD SINHA, C-34,ROAD NO-8 ADITYAPUR-2	10000	341-	Witness to all the subscriber RAJESH AGARWAL S/o-Ramautar Agarwal M.No77504 C/o-Rajesh Kailash & Co. Chartered Accountants Chartered Bank Of India Adityabur Jamshedbur-831013

Place: Jamshedpur

Date: /03/2007