

(2)

6. (a) An application signed by any one or on behalf of an allotment of any shares Therein shall be an acceptance or shares within the meaning of this Articles, and every person who thus or otherwise agrees to accept any shares and whose name is entered on the Register of members shall for the purpose of these Articles be shareholder.
- (b) The Company shall have a first and paramount lien :
- (i) On every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and
- (ii) On all shares held by a member for any one presently payable by him or by his estate to the company
7. (a) Without prejudice to the provisions contained in Article 7 (c) hereof, no share be transferred to a person who is not a member of the Company so long any person selected by the Director's is considered desirable in the interest of the Company to admit to membership is willing to purchase the same at the fair Value as calculated by the Auditors of the Company
- (b) Any share may be transferred (a) by a member or other person entitled to transfer to any member, (b) by a member to any child or lineal descendant, son-in-law, father, mother, brother, sister, nephew, niece, wife or such member (c) in case of death of a member, by his heirs, executors, administrators or by the holder of succession certificate to any child, lineal descendant, son-in-law, father, mother, brother, sister, nephew, widow or widower of such deceased member.
- (c) If the Board of Directors refuses to register transfer of any share, they shall within two months after the date on which the transfer was lodged with the Company, send to the transferee and transferor notice of the refusal.
8. Unless otherwise determined by the General Meeting, the number of Directors shall not be less that two and more than eleven.
9. (a) **The First Director of the Company shall be**
- 1. Rajesh Kumar Singh**
- 2. Alka Kumari Singh**
- (b) **Rajesh Kumar Singh shall be the First Managing Director of the Company and shall hold office for life on his discretion**
10. The Director shall not require to hold any qualification share.
11. (a) The Board of Directors shall have power to appoint Additional Director or Directors and to fill up any casual vacancy on the Board and such appointments shall be regulated and shall be subject to the provisions as contained in section 260 and 262 of the Act respectively
- (b) If the Company borrows any money from any Bank or other Financial Institutions or receive any financial assistance from such institutions or the Government or Government Companies, such Bank, Financial Institution as the case may be shall subject to the provisions of the contract or agreement by and between them and the Company in that regard, have the right to appoint one or more of their nominees as Directors of the Company and to remove or replace them for such period or upon such other terms and conditions as such financial institutions, Bank, Government or Government Companies may deem fit, PROVIDED HOWEVER that the total number of Directors of the Company for the time being shall not exceed the maximum as fixed by Article 8 hereof.

*Alka*

Alka Kumari Singh


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

OF

**YASHRAJ INFRA CONSTRUCTIONS PRIVATE LIMITED**

1. The regulations contained in Table 'A' in Schedule 1 to the Companies act, 1956 (hereinafter referred to as the 'Act') as are applicable to PRIVATE COMPANIES shall apply to this company except that such regulations as are embodied in these Articles shall exclude the corresponding provisions in table 'A' aforesaid.
2. The company is a PRIVATE COMPANY within the meaning of Section 2 (35) and 3(1)(iii) of the Companies act, 1956 and accordingly the 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 numbers of members of the Company (exclusive of persons who are in the employment of the Company and persons who having been formally in the employment of the Company were members of the Company while in that employment and have continued to be 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 jointly in the Company, they shall be treated as a single member, and
  - c) The rights to transfer the shares of the Company shall be and is restricted in the manner and to the extent hereinafter appearing.
  - d) No invitation or acceptance of deposit shall be made from the persons other than its member, Directors or their relatives.
3. **The Authorised share capital of the Company shall be Rs.5,00,000.00 (Rupees Five Lakhs) divided into 50,000 (Fifty Thousand) equity shares of Rs.10 (Rs. Ten only) each.**
4. Subject to the provisions of the Section 80 of the Act, the Company shall have powers to issue preference shares carrying a right to redemption out of profits or out of proceeds of fresh issue of shares or liable to be so redeemed at the option of the Company in the manner and on such terms and conditions as may be provided in that behalf by the General Meeting authorising issue of such shares.
5. Subject to the relevant provision of the Act, the shares shall be at the disposal of the Board of Directors and they may allot or otherwise dispose of the same to such persons at such times and generally on such terms and conditions as they may think fit and proper.

(1)




Alka Kaur Singh

12. The Managing, Technical or other whole time Directors and the Chairman of the Board, if any, for the time being and the nominee Director or Directors of the Financial Institutions as referred to in Article 11 (b) thereof shall hold their office for the period they are so appointed for or earlier when they voluntarily resign or become incapable of acting or cease to hold such office or the office of Directors in terms of the provisions of section 283 and 284 of the Act. Except the Directors as aforesaid, all other Directors of the Company shall be liable to retirement by rotation and the provision of Sec.256 of the Act, as to the procedure of such retirement shall apply.
13. (a) The management and the control of the affairs and the business of the Company shall vest in the Board of Directors who may exercise all such powers and do all such acts and things as the Company, authorised to exercise and do PROVIDED THAT the Board shall not exercise any power or do any act or thing which is directed or required by the Companies Act, 1956 or any other Act, or by the Memorandum of Association or those Articles or otherwise to be exercised or done by the Company in general Meeting .
- (b) In the General Meeting the Company from time to time appoint one or more Managing Technical or other whole time Director or Directors for such period and upon such terms and conditions as it may deem fit, and subject to the provisions of the Act in that regard.
- (c) The Managing, Technical or other whole time Directors when there is any, shall exercise such power or powers as are conferred upon and delegate to him by the General Meeting and/or the Board of Directors from time to time.
14. (a) Subject to the provisions of Section 314 of the Act, the Directors (including Managing or other whole time Director/Directors) if any shall be entitled to be paid out of the funds of the Company such remuneration as may be determined by the General Meeting from time to time.
- (b) All traveling and other expenses incurred by a director in attending meeting of the Board or the committee there of or in attending to the business of the Company shall be reimbursed to him out of the funds of the Company.
- (c) The fee for every Director for attending such meeting shall be for the time being Rs. 500/- per meeting which will be fixed further by the Board, as and when desired by them.
15. (a) Subject to the provisions contained in Section 292 of the Act the Directors may from time to time, at their discretion by means of a resolution passed at their meeting borrow, to secure the payment of any sum of money for the purpose of the Company, provided the Directors shall not without the sanction of the General Meeting of the Company, borrow moneys to be borrowed together with money already borrowed by the Company, apart from the temporary loans obtained from the Company's bankers in the ordinary course of business, will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes,
- (b) The Directors may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by the issue of bonds perpetual or redeemable debentures or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Company, both present and future, including its uncalled capital for the time being, provided however no debenture shall carry any voting right whether generally or in respect of particular class of share or business.



Alka Kai Singh

We, the several Persons, whose names, addresses, descriptions and occupation are subscribed below, are desirous of being formed into a company in accordance with these Articles of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names

Name, address, description Occupation of subscriber And his fathers / husband Name	Equity share taken by each Subscriber	Number of Signature of the Subscriber	Signature, names, address description and occupation of witness and his/ her father's / husband name
1. Rajesh Kumar Singh S/o Late Purushottam Singh Flat no-401, Siddhi Vinayak Residency, Behind Prabhat Khabar, Kola Kusma, Saraidhela, Dhanbad-828127, Jharkhand. Occupation - Business	5000 (Five thousand)		
2. Anka Kumari Singh D/o - Sureshwar Singh Flat no - 401, Siddhi Vinayak Residency, Behind Prabhat Khabar, Kola Kusma, Saraidhela, Dhanbad - 828127 Jharkhand - Occupation - Business	5,000 (Five thousand)	Anka Kaur Singh	(an Agwells) RAVI AGARWALA 5c Sir Baidulal St. Aganella U6 46 Urmita Tower Bank more, Dhanbad Jharkhand - 826001 Chartered Accountant.
Total			

Date : the 4<sup>th</sup> Day of September' 2012.