

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पश्चिम बंगाल

लिमिटेड कम्पनी के रूप में परिवर्तित होने के परिणामस्वरूप, कम्पनी के नाम में परिवर्तन का नया
निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U74999WB2012PLC173538

मैसर्स SURAMA PROJECTS PRIVATE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

SURAMA PROJECTS PRIVATE LIMITED

जो मूल रूप में दिनांक चार फरवरी दो हजार बारह को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स

SURAMA PROJECTS PRIVATE LIMITED

के रूप में निगमित की गई थी, और उसके द्वारा कम्पनी अधिनियम, 1956 की धारा 44 के साथ पठित धारा 31/21 की शर्तों के अनुसार विधिवत
आवश्यक विनिश्चय दिनांक 23/06/2012 को पारित किया है, उक्त कम्पनी का नाम परिवर्तित होकर आज मैसर्स

SURAMA PROJECTS LIMITED

हो गया है तथा यह प्रमाण-पत्र उक्त अधिनियम की धारा 23(1) के अनुसरण में जारी किया जा रहा है।

यह प्रमाण-पत्र, आज दिनांक बारह जुलाई दो हजार बारह को कोलकाता नगर में जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, West Bengal

Fresh Certificate of Incorporation Consequent upon Change of Name on
Conversion to Public Limited Company

Corporate Identity Number : U74999WB2012PLC173538

In the matter of M/s SURAMA PROJECTS PRIVATE LIMITED

I hereby certify that SURAMA PROJECTS PRIVATE LIMITED which was originally incorporated on Fourth day of February Two Thousand Twelve under the Companies Act, 1956 (No. 1 of 1956) as SURAMA PROJECTS PRIVATE LIMITED having duly passed the necessary resolution on 23/06/2012 in terms of Section 31/ 21 read with Section 44 of the Companies Act, 1956; the name of the said company is this day changed to SURAMA PROJECTS LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Kolkata this Twelfth day of July Two Thousand Twelve.

Validly unknown

Digitally signed by Registrar of Companies, West Bengal

Date: 2012.07.12 10:10:33

Registrar of Companies, West Bengal

कम्पनी रजिस्ट्रार, पश्चिम बंगाल

*Note: The corresponding form has been approved by DEBASISH BANDOPADHYAY, Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

SURAMA PROJECTS LIMITED

3B RUPCHANDRA ROY STREET, 3RD FLOOR, NEAR BURRA BAZAR POLICE STATION,

KOLKATA - 700007,

West Bengal, INDIA



SURAMA PROJECTS LIMITED

DIRECTOR



सत्यमेव जयते

प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U74999WB2012PTC173538

2011 - 2012

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

SURAMA PROJECTS PRIVATE LIMITED

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

यह निगमन-पत्र आज दिनांक चार फरवरी दो हजार बारह को कोलकाता में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U74999WB2012PTC173538

2011 - 2012

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

Given at Kolkata this Fourth day of February Two Thousand Twelve.

Signature valid
Digitally signed by Registrar of Companies
Date: 2012.02.04 11:52:27
GMT+05:30

Registrar of Companies, West Bengal

कम्पनी रजिस्ट्रार, पश्चिम बंगाल

*Note: The corresponding form has been approved by SWADHIN BARUA, Deputy Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.
The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

SURAMA PROJECTS PRIVATE LIMITED

3B RUPCHANDRA ROY STREET, 3RD FLOOR, NEAR BURRA BAZAR POLICE STATION,

KOLKATA - 700007,

West Bengal, INDIA



SURAMA PROJECTS LIMITED

DIRECTOR

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SURAMA PROJECTS LIMITED

- I The name of the Company is **SURAMA PROJECTS LIMITED**
- II The Registered Office of the Company will be situated in the State of West Bengal
- III The objects for which the Company is established are as follows:
 - A. **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE**

To carry on trade or business in India and/or abroad of purchase, sell, lease, hire, rent, exchange, promote, build, develop, joint venture, service provider, acquire and/or operating, promoting, maintaining managing of any land, buildings, tenements, godown, showroom, office, shops, retailing and/or wholesale, hotels, service apartments, multiplexes, hospital, nursing houses, old age homes, properties (residential &/or commercial) any estate or interest in and hereditament of any tenure or description including agricultural, industrial, residential, commercial lands, mines, quarries, farms, farm houses, wind power farm and generation, gardens and estate or interest therein and any right over or connected with land or buildings so situated and to construct, renovate, develop, transporting, outsourcing, steel trading, coal trading or turn into account and/or to do business of any or all of the followings by way of promoting, constructing, reconstructing, altering, improving, decorating, furnishing and maintaining of building sites, flats, houses, apartments, farm houses, commercial complexes, restaurants, exhibition, conference, marketing, retailing, communication, mental and physical stress relief centers, health clubs, social clubs, Art galleries, markets, workshops, mills, factories, warehouses, cold storages, godowns, hotels, service apartments, hotels, guest houses, hostels, travel services, whether belonging to the company or otherwise to collect bills, rent lease, advance, subscriptions, membership fees, cost participation and to supply tenants, occupiers, members, associates, customers, guests with facilities commonly provided to carry out any or all of the above stated business.

SURAMA PROJECTS LIMITED

DIRECTOR

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

- | | | |
|--|-----|---|
| <i>Construct and
superintend
buildings offices,
structures</i> | 1. | To purchase, acquire, build, construct, after maintain, enlarge, equip, pull down, remove or replace and to works, manage and control any buildings, offices, factories, mills, laboratories, shops, machinery equipments, apparatus, engines, roadways, trolleyways, reservoirs, water-courses, electric works and other works and conveniences, which may seem calculated directly or indirectly to advance the main objects of the Company, and to join with any other person or body corporate in doing of these things. |
| <i>Import and
purchase of
machinery</i> | 2. | To import and purchase any machinery, implement, apparatus, equipments, materials, articles and stores and to do all things for attaining the main objects of the company. |
| <i>Purchase, lease
exchange of
property etc.</i> | 3. | To purchase, take on lease, or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, plan, improve, work, cultivate and turn to account concessions, grants, decrees, licenses, privileges, claims options, leases, property, real or personal, or rights of powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the company. |
| <i>Technical
information and
know-how</i> | 4. | To acquire from any person, firm or body corporate or unincorporate whether in India or elsewhere, technical information, know-how processes, engineering and operating data, plants, layouts and blue prints useful for the design, erection and operation of plants, machineries or apparatus required for attaining the main objects of the company and to acquire any grant or licence and other rights and benefits in connection therewith |
| <i>Payment of
Salaries &
Gratuities</i> | 5. | To grant allowances, salaries, gratuities, pensions and bonuses to employees of the Company or dependents of such persons, and to support and to subscribe to any charitable or other institutions, and to support and to subscribe to any charitable or other institutions and to create and subscribe to any Provident or Benefit Fund for the employees of the Company or of any other Company under the Secretaryship or management of the Company |
| <i>Disposal of
undertaking and
property of
company</i> | 6. | To sell, exchange, mortgage, let on lease, royalty or tribute, grant, licences, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid-up, or securities of any other Company. |
| <i>Payment for
property and
services</i> | 7. | To pay for any rights or property acquired by the company and to remunerate any person, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them of shares or securities of the company as paid up in full or in part or otherwise. |
| <i>Advance
deposits and
loans</i> | 8. | To lend and advance money, out of surplus fund of the Company not immediately required, either with or without security and give credit to such persons or (including government) and upon such terms and conditions as the Company may think fit but not amounting to Banking business as defined under the Banking Regulation Act, 1949. |
| <i>Commercial
obligations</i> | 9. | To undertake financial and commercial obligations, transactions and operation for achievement of the main objects of the company. |
| <i>Guarantee and
surety</i> | 10. | To guarantee the performance of any contract or obligation of and the payment of money unsecured or secured of and interest on, any debentures, debenture stock or securities of any Company, corporation, Firm or Person in any case in which guarantee may be considered likely, directly or indirectly, to further the main objects of the company to and in the above context to act as sureties |

SURAMA PROJECTS LIMITED

DIRECTOR

- Surpluses* 11. To invest any surplus money of the Company not immediately required in such investments as may be thought proper.
- Borrowing* 12. Subject to the provisions of law in force & the rules framed thereunder & directives issued by R.B.I. for the time being, to receive money on loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the payment of any money borrowed raised or owing by mortgage, charge or lien upon all or any of the property or assets, of the company (both present and future), including its uncalled capital, and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any other person or Company as the case may be, but not amounting to Banking business as defined under the Banking Regulation Act, 1949.
- Negotiable instrument* 13. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments or securities.
- Patents etc.* 14. To apply for purchase or otherwise acquire and project, prolong and renew in any part of the world, any patents, patent rights, brevet d'invention, trade mark, designs, licenses, protections, concessions and the like conferring an exclusive or nonexclusive or limited rights to their use or any secret or other information as to any invention, process or privilege which may seem capable or being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licenses or privileges in respect of or otherwise turn to account the property, rights and informations acquired
- Improvement of patents and other rights* 15. To expand money in experimenting on and testing and in improving or seeking to improve any patents, rights, invention, discoveries, process or informations of the company or which the company may acquire or propose to acquire.
- Research Laboratories colleges and provision of lectures* 16. To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and other institutions for the training, education and instruction of students and other who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions classes, meetings and conferences in connections therewith.
- Acquire and undertake business* 17. To acquire, takeover and undertake all or any part of business, property and liabilities of any person or Company carrying on or proposing to carry on any business which this company is authorised to carry on or possession of property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company in India or elsewhere.
- Registration of company outside India* 18. To procure the registration or recognition of the Company in or under the laws of any place outside India and to open branches of the Company at any place whether in India or outside India.
- Promotion* 19. To form, incorporate or promote any Company or Companies, whether in India or outside having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other objects which in the opinion of the Company could or might directly or indirectly assist the company in the development of its properties or otherwise prove advantageous to the company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered.

SIRAMA PROJECTS LIMITED

DIRECTOR

- Amalgamation and partnership** 20. Subject to the provisions of the Companies Act, 1956 or any re-enactment thereof for the time being in force, to amalgamate with Company(s), or to enter into partnership or into any arrangement for sharing profits, union of interests, Cooperation, joint venture or reciprocal concession with any person or persons, Company or Companies carrying on or engaged in any business or transaction which the Company is authorised in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- Government and other concessions and to promote and oppose legislation** 21. To enter into any arrangements and to take all necessary or proper steps with government or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interest of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members, promoter and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the Company and to oppose and resist, whether directly or indirectly any legislation which may seem disadvantageous to the Company to obtain from any such government authority or any company by lawful means any charters, contracts, decrees, rights, grant, loans, privileges or concessions which the company may think fit desirable to obtain any carry out, exercise and comply with any such arrangement, charter, decree, right, privilege or concessions.
- Publicity** 22. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction of works of arts or interest, by publication of books, pictures, and periodicals and by granting prizes, award and donations, or in such other manner as the Company may deem desirable.
- Trusts** 23. To undertake and execute any trust the undertaking of which may seem to the Company desirable either gratuitously, or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and without any declared trust in favour of the Company.
- Establishment of association connected with company or for benefits of employees of company** 24. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension, of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including an association, institution or fund for the protection of the interest of masters, owners and employees against loss by bad debts, strikes combinations, fire, accidents otherwise or for the benefit of any clerks, workman or others at any time employed by the Company or any of its predecessors in business or their families of dependents and whether or not in common with other persons or classes of persons and in particular or friendly, co-operative and their societies, reading rooms, libraries, educational and charitable institutions, refectories dining and recreation rooms, churches, chapels, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.
- Aid to labour and other industrial association** 25. To aid, pecuniarily or otherwise any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion to industry or trade.
- Donation** 26. Subjects to the provisions of the Companies Act, 1956, to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibitions, subject of the compliance of Central and State laws.

- Provident Fund Institutions* 27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances of emoluments to any persons who is or was at any time in the employment or service of the company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time directors or officers of the Company or for any such other Company as aforesaid, and the wives, widows, families and dependents, or any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matter aforesaid either alone or in conduction with any such other Company as aforesaid subject to the compliance of Central and State laws.
- Distribution in specie* 28. Subject to the provisions of any law for the time being in force distribute amongst the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the company in the event of winding up.
- Programmes for rural development, social and economical welfare* 29. To undertake, carry out, promote and sponsor rural development including programme for promoting the social and economic welfare of or the upliftment of the people in any rural area and to include any expenditure or any programme of rural development and to assist in the execution and promotion thereof either directly or through and independent agency or in any other manner. Without prejudice to the generality of the foregoing, "Programme of rural development" shall also include any programme for promotion of the social and economic welfare of or the upliftment of the people in any rural area which the directors consider it likely to promote and assist rural development and that the wards "rural area" shall include such area as may be regarded as rural areas under the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the directors as rural areas and the directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the directors may think fit and divert the ownership of any property of the Company to or in favour of any public or local body Authority or central or state Government or any Public Institution or Trust or funds as the Directors may approve.
- Promotion and growth of national economy etc.* 30. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what the Director consider to be social and moral responsibilities of the company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social economic or moral uplift of the people or any section of the people and in such manner and by such means as the Directors may think fit and directors may without prejudice to the generality of the foregoing, undertake, carryout, promote and sponsor any activity for publication of any books, literature, newspaper etc. or for organising lectures or seminars likely to advance these objects or for giving merit awards, scholarship, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies for academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc. having any on of the aforesaid objects or purposes transfer without consideration or at such fair or concessional value as the directors may think fit and divert the ownership of any property of the company to or in favour of any public or local Body or authority or central or state Government or any public institutions or Trust or Fund as the directors may approve.
- To do all things incidental* 31. To buy, sell, purchase, repair, alter, improve, exchange, let out on hire import, export and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry or which may seem capable of being profitable to deal with in connection therewith and to, experiment with, render marketable and deal in all products or residual and by products incidental or to obtained in any of the business carried on by the Company and to do all such other things as may be deemed incidental or conducive to the attainment of the main objects of the Company or any or them.

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

1. To manage land, building, transportation, handling business and other properties whether belonging to the Company or not and to collect rents and income and to supply tenants and occupiers and others, refreshments, attendance, light, waiting room, teaching rooms, meeting rooms and other advantages and to carry on engineering goods, plants & machinery, mechanical, civil, electrical, computer & computer stationery etc.
 2. To exchange or otherwise acquire any land and buildings and any estate or interest therein any rights connected with any such land and buildings and to develop and turn to account the same by laying out and repairing the same by building and sale purchase of land/ or building and to acquire and take out any business or undertaking carried on upon, or in connection with any land or building which the Company may desire to acquire as aforesaid and to construct, let out furnish, promoting of land and carry on all or any of the functions of proprietors of flat, dwelling house shops, offices, and manage the same or sale or give on rent the flats, house shops, offices, and manage the same or sale or give on rent the flats, house, dwelling house, offices.
 3. To carry on business as manufactures, producers, processors, makers, inventors, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indentors, packers, movers, preservers, stockiest, agents, subagents, merchants, distributors, consignors or otherwise deal in hosiery goods of every kinds, nature and description for men, women and children including vests, underwear, socks, stockings, sweaters, laces, and of all or anything which is used in hosiery goods and ready made garments.
 4. To run, own, manage, purchase, sell, produce surgical equipments and medical gases, administer diagnostic centres, scan centres, Nursing Homes, Hospitals, Clinics, Dispensaries, Maternity Homes, Child welfare and family planning centres, clinical pathological testing laboratories, X-ray and ECG clinics and to act as consultants and advisers providing technical knowhow, technical services and allied services for the establishment, operation and improvement of Nursing Homes, Hospitals, Clinics, Medical Institution, Medical centres and laboratories in India and abroad and to acquire, establish and maintain one or more Diagnostics centres for the reception and treatment of persons suffering from illness, or mental defect or for the reception and treatment of persons during convalescence, or of persons requiring medical attention of rehabilitation. To carry out medical development of all fields of medical sciences, and in therapies of medical treatment with maintenance, so as to afford medical relief in a better way.
 5. To Invest in or acquire sell, transfer, subscribe for hold and otherwise dispose of and invest in any mutual funds, shares, securities, bonds stocks, obligation issued or guaranteed by any company or companies constituted and carrying on business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued and guaranteed by any Government, State sovereign, commissions, central or provincial, public body or authority supreme municipal local or otherwise whether in India or elsewhere either out of its funds or out of funds that is might borrow.
 6. To carry on all or any of the business of buyers, sellers, traders, suppliers, growers merchants, importers, exporters, indentors, brokers, agents assemblers, stockists, C & F Agency, shipping business and deal in gems and jewellery and silver utensils and ornaments and of all kinds of dealers in machinery items and man made fibres, textiles of all kinds and all types of yarn, cloths, oil and oilseeds tea, coffee, spices, dry fruits, drugs, leather goods, garments, hosiery and other related item, jute and jute product, cements, automobiles parts, coal, hard coke, soft coke, vegetable oil machine parts, industrial components plastics and earth moving spares, electronic parts and devices and all kinds of metals, iron and steel and all steel based product G.I. Sheets, G.P. Sheets, plastics and polymer product, and other related items, pipe & other things required in connected therewith and to work as commission agents in and of all kinds cosmetic, cement chemical, minerals, potato, onions, consumer durables.
- IV. The liability of the member is limited.
- V. The Authorised Share Capital of the Company is Rs.25,00,000/- (Rupees Twenty five Lakhs) divided into 250,000 Equity Shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce the capital of the Company and to divide or subdivide the shares in capital for the time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate of any such rights privileges or conditions in such manner as may be permitted by Act, or provided by the Article of the Company for the time being.

We, the several person whose name, addresses and descriptions are subscribed, below are desirous of being formed into a Company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names :-

Name, Father's name, Address, Description & Occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Name, Address, Description & occupation of Membership No. of witnesses
<p>1. SURENDRA KUMAR JINDAL S/o Babu Ram Jindal Motinagar, Sindri, Dhanbad Jharkhand - 828120 Business</p>	<p>5000 (Five Thousand)</p>	<p style="text-align: center;">Witness to both the signatories</p> <p style="text-align: center;">SANJAY KHANDLWAL CHARTERED ACCOUNTANT S/o Late B.B Khandelwal 118, Sarat Chatterjee Road Kolkata - 700 089 M. No. 054451</p>
<p>2. RAMA JINDAL S/o Govind Ram Garg Motinagar, Sindri, Dhanbad Jharkhand - 828120 Business</p>	<p>5000 (Five Thousand)</p>	
TOTAL	<p>10,000 (Ten Thousand)</p>	

Kolkata, Dated 03rd day of Feb, 2012

THE COMPANIES ACT, 1956

(1 of 1956)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SURAMA PROJECTS LIMITED

GENERAL

1. Regulations contained in Table A in the First Schedule to the Act shall apply and so far only as they are not inconsistent with any of the provisions contained in these Regulations and also those for which no provision have been made in these Regulations.

In these regulations, unless the context otherwise requires:

a) The words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory modifications thereof.

b) "The Company" or "This Company" means **SURAMA PROJECTS LIMITED**

c) "The Act" The Companies Act, 1956 or any statutory modifications or re-enactments thereof for the time being in force including Rules framed under the different Sections.

d) "The Seal" means the Common Seal of the Company.

e) "Dividend" includes bonus

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

g) "Member" means a person who agrees in writing to become a member of the Company and whose name is entered in the Register of Members.

h) "Month" means a calendar month.

i) "Office" means the Registered Office for the time being of the Company

j) "Paid-up" includes credited as paid up

k) "Person" includes corporations, societies and individuals

l) "The Registrar" means the Registrar of Companies having jurisdiction over the Company.

m) Words imparting the "Singular Number" include, where the context admits or requires, the plural number and vice-versa

o) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2 (17) of the Act.

p) Words imparting the masculine gender also include Feminine gender and vice-versa.

q) "Marginal Notes" used in these Articles shall not affect the construction or interpretation hereof.

Save as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context, bear the same meaning in these Articles.

SHARE CAPITAL

2. a) The Authorized Share Capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company.

b) The shares shall be under the control of the board who may classify, allot or otherwise dispose of the same to such person on such terms and conditions and either at a discount and at such time or times as the board thinks fit and with full power to make calls for the allotment of any share either at par or at premium or at a discount and for such time and for such consideration as the board of directors may think fit. The right attached to different classes of shares may be varied in accordance with the provisions of the sections 106 and 107 of the Companies Act, 1956

c) The Company shall have power to issue Preference Shares including redeemable preference shares in accordance with the provisions of Section 80 and 85 of the Act.

d) The company shall have power to issue convertible cumulative preference shares.

e) The Company shall have power to issue shares at a discount, but in doing so, the Company shall comply with the provisions of Section 79 of the Act.

f) The Company shall have power to issue shares at a premium, but in doing so, the Company shall comply with the provisions of Section 78 of the Act.

3. Subject to the provisions of the Act and these Articles, the Directors may issue and allot shares in the capital of the Company as payment or part payment for any property or Assets of any kind whatsoever (including good-will of any Business) sold or transferred, goods or machinery or know-how supplied or for services rendered to the Company either in or about the formation or promotion of the Company or in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued shall be deemed to be fully paid-up or partly paid-up shares as aforesaid. The directors shall cause returns to be filed of any such allotments as provided by Section 75 of the Act.

ALTERATION OF SHARE CAPITAL

4. a) The Company may from time to time, by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution. The company may by ordinary resolution:

b) Consolidate and divide all or any of the share capital into share of larger amount than its existing shares;

c) Sub-divide its shares or any of them into shares of smaller amount than is fixed by the memorandum, subject nevertheless, to the provisions of clause (d), subsection (1) of section 94 of the companies Act;

d) Cancel any share that, at the date of passing of the resolution have been taken or agreed to be taken by any person

e) The company may, by special resolution, reduce its share capital, any capital redemption reserve account and any share premium account, in any manner and with, and subject to, any incident and consent required by law.

f) The powers conferred by this regulation shall be exercised by the Company in General Meeting and shall not require to be confirmed by the Court.

PAYMENT OF COMMISSION AND BROKERAGE

5. a) The Company may exercise the powers of paying commission provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by Section 76 of the Act.

b) The rate of commission shall not exceed the maximum percentage provided for in Section 76 of the Act.

c) The commission may be satisfied by payment of cash or the allotment of fully or partly paid-up shares or partly in one way and partly in other.

d) The Company may also, on any issue of shares and debentures pay such brokerage as may be lawful and reasonable as per the provisions of the Act.

VARIATION OF SHAREHOLDERS RIGHTS

6. a) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the share of that class) may be subject to the provisions of Sections 106 and 107 of the Act and whether or not the Company is being wound-up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special Resolution passed at a separate meeting of the holders of the shares of that class.

b) Subject to the provisions of Section 170 (2) (a) and (b) of the Act or any statutory modifications thereof, to every such separate General Meeting, the provisions of these Regulations relating to General Meetings shall mutatis mutandis apply so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class in question.

TRUSTS ENTRY IN REGISTER OF MEMBER

7. Subject to Section 49 of the Act and without prejudice to the Provisions of Section 42 (2) of the Act and or any statutory Modifications thereof, no person shall be recognized by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable contingent, future or partial interests in any share or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holders.

CERTIFICATES

8. a) i) The Certificate of title to share shall be issued under the seal of the Company and shall be issued, sealed and signed in conformity with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 or any statutory modification or re-enactment thereof for the time being in force. Any two or more joint allottees or owners of a share shall, for the purpose of this Article, be treated as a single member and the Certificate of any shares may be delivered to any one of such joint allottees or owners on behalf of all of them. The Company shall comply with the provisions of Section 113 of the Act.
- ii) The Company shall, within two months after the allotment of any of its shares, debentures or debenture stock, and within one month after the application for the registration of the transfer of any such shares, debentures or debenture stock, deliver in accordance with the procedure laid down in Section 113 of the Act the certificates of all shares, debentures and certificates of debenture stocks allotted or transferred, unless the conditions of issue of the shares, debentures or debenture stock otherwise provide.
- b) i) Every member in the first instance shall be entitled to one or more certificates as issued by the Company for all the shares registered in his name and every certificate of shares shall specify the number or numbers of shares, in respect of which it is issued, and the amount paid-up thereon or credited thereto.
- ii) Share Certificates shall be generally issued in market lots and where share certificates are issued in other than market lots, sub-division, consolidation of share certificates into market lots shall be done by the Company free of charge.
- c) If any certificate be worn out, defaced, destroyed or lost, a new one or new ones may be issued in lieu thereof, on production to the Directors, of evidence satisfactory to them, of its being worn out, defaced, destroyed, or lost and on such indemnity being given as the Directors may think sufficient.
- d) i) No fee shall be charged for the issue of new share certificates in replacement of those certificates which are defaced, old, worn out, decrepit or where cages on the reverse of Share Certificates are completely exhausted.
- ii) No fee shall be charged for the following, for split, consolidation, renewal and pucca transfer receipt into denominations corresponding to the market units of trading or for sub-division of renounceable letter of Rights or for registration of any Power of Attorney, Probate, Letters of Administration or Death Certificate or for similar other documents.
- iii) However a fee of Re.2/- shall be charged in respect of new certificate issued for reasons other than those mentioned in 11 (d) (i) and 11 (d) (ii) above, besides the out-of-pocket expenses incurred by the Company in investigating evidence or indemnity required by the company.
- e) In respect of any share or shares held jointly by several persons, the delivery of certificate for share to one of several joint shareholders shall be sufficient delivery to all such shareholders.

CALLS ON SHARES

9. a) i. The Board may, from time to time, make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

ii. Each member shall, subject to receiving at least fourteen days notice specifying the time or times and place of payment, pay to the Company at the time or times and place so specified the amount called on his shares.

iii. A call may be revoked or postponed at the discretion of the Board.

b) A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

c) The Joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

d).i. If a sum called in respect of a share is not paid on or before the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at 12% (Twelve percent) per annum or at such lower rate, if any, as the Board may determine.

d) ii. The Board shall be at liberty to waive payment of such interest wholly or in part,

e) i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purpose of these Regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

ii. In case of non-payment of such sum, all the relevant provisions of these Regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

f) The Board may, if it thinks fit, receive from any member willing to pay in advance, all or any part of the money due upon the shares held by him beyond the sums actually called for. The Company may pay interest at a rate not exceeding 12% p.a. unless the company in general meeting shall otherwise direct.

LIEN

10. a) The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and condition that Article 10 thereof will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares will operate as a waiver of the Company's lien, if any, on such shares. The directors may at any time declare any shares wholly or in part to be exempt from the provisions of this clause.

b) The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien; Provided that no sale shall be made:

i) Unless the sum in respect of which the lien exists is presently payable; or

ii) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable had been given to the registered holder for the time being of the share of the person entitled thereto by reason of his death or insolvency.

c) i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.

ii) The purchaser shall be registered as the shareholder of the shares comprised in any such transfer.

iii) The purchaser shall not be bound to see the application of the purchase money nor shall his title to the shares be affected by irregularity or invalidity in the proceedings in reference to the sale.

d) i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

ii) The residue, if any, shall subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

e) No member shall exercise any voting rights 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.

FORFEITURE OF SHARES

11. a) If a member fails to pay a call or installment of a call on the day appointed for payment thereof, the board of director, may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on such member requiring payment of so much of the call or installments as is unpaid, together with any interest which may have accrued.

b) The notice aforesaid shall:

i) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

ii) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made, will be liable to be forfeited at the discretion of the board.

c) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the board to that effect.

d) i) A forfeited share shall be deemed to be property of the company and may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

ii) At any time before a sale or disposal as aforesaid, the Board of director may at their discretion either cancel the forfeiture on such terms as they fit or deal with it in any other manner.

e) i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the forfeiture, remain liable to pay to the Company all monies which at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

f) i) A duly verified declaration in writing that the declarant is a Director, the Manager or the Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

ii) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

iii) The transferee shall thereupon be registered as the holder of the share.

iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

g) The provisions of these Regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

h) The forfeiture of share shall involve the extinction of all Interest in and also of all claims and demands against the Company in respect of the share, and all other rights incidental to the share except only such of those rights as by these Articles are expressly saved.

TRANSFER AND TRANSMISSION OF SHARE

12. Subject to the provisions of the Act, no transfer of shares shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor or transferee has been delivered to the company together with the certificate or certificates of the shares, or if no such certificate is in existence alongwith the letter of allotment of shares. The instrument of transfer of any shares shall be signed both by or on behalf of the transferor and by or on behalf of transferee and the transferor, shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof.

13. Application for the registration of the transfer of a share, may be made either by the transferor or by the transferee, provided that, where such application is made by the transferor, no registration shall in the case of partly paid shares be effected unless the company gives notice of the application to the transferee in the manner prescribed by the Act and subject to the provisions of Articles hereof, the company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice enter in the Register, the name of the transferee in the same manner and subject to the same conditions, as if the application for registration was made by the transferee.

14. Before registering any transfer tendered for registration, the Company may, as if it so thinks fit, give notice by letter posted in the ordinary course to the registered holder that such transfer deed has been lodged and that, unless objection is taken, the transfer will be registered and if such registered holder fails to lodge an objection in writing at the office of the Company within two weeks from the positing of such notice to him he shall be deemed to have admitted the validity of the said transfer.

15. The company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particular of every transfer of any share.
16. Subject to the provisions of Section 11 of the Companies Act, 1956, the Board of Directors without assigning any reason for such refusal, may within one month from the date on which the instrument of transfer was delivered to the Company, refuse to register any transfer of a share upon which the company has a lien and, in the case of a share not fully paid up may refuse to register a transfer to a transferee of whom the Board does not approve.

Provided that the registration of transfer of a share shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

17. (1) No transfer shall be made to person of unsound mind.
(2) No fee shall be charged for registration of transfer, transmission probate, succession certificate, letter of administration, certificate of death or marriage, Power of Attorney or similar other instruments/documents.
18. All instruments of transfer duly approved shall be retained by the Company and in case of refusal, instruments of transfer shall be returned to the person who lodges the transfer deeds.
19. If the Directors refuse to register the transfer of any shares, the Company shall, within one month from the date on which the instrument of transfer was lodged with the company or intimation given, send to the transfer or and the transferee or person giving intimation of such transfer, notice of such refusal.
20. On giving seven days' notice by advertisement in a newspaper circulating in the District in which the office of the Company is situated, the Register of Members may be closed during such time as the Directors think fit not exceeding in the whole forty five days in each year but not exceeding thirty days at a time.
21. The executors or administrators or the holder of a succession certificate in respect of shares of a deceased member (not being one of several joint holders) shall be the only person whom the company shall recognize as having any title to the shares registered in the name of such member and, in case of the death of any one or more of the joint holders of any registered shares the survivors shall be only persons recognized 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 joint-holder from any liability on shares held by him jointly with any other person. Before recognizing any legal representative or heir or a person otherwise claiming title to the shares the company may require him to obtain grant of probate or letters of administration or succession certificate, or other legal representation as the case may be from a competent court, provided nevertheless that in any case where the Board in its absolute discretion think fit it shall be lawful for the Board to dispenses with production of probate or letters or administration or a succession certificate or such other legal representation upon such terms as to indemnity as the Board may consider desirable.
22. Any person becoming entitled to or to transfer shares in consequence of that death or insolvency of any member, upon producing such evidence that the sustains the Character in respect of which he proposes to act under this article, or of his title as the Directors think sufficient, may with the consent of the Director (which they shall not be under any obligation to give), be registered as a member in respect of such shares or

may, subject to the regulations as to transfer hereinbefore contained, transfer such shares. This article is hereinafter referred to as 'The transmission Article' Subject to any other provisions of these Articles if the persons so becoming entitled to shares under this or the last preceding Article shall elect to be registered as a member in respect of the shares himself he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to transfer to some other person he shall execute an instrument of transfer in accordance with the provisions of these articles relating to transfer of shares. All the limitations, restrictions and provisions of these Articles relating to the rights to transfer and the registration of transfer of shares shall be applicable to any such notice of transfer as aforesaid.

23. Subject to any other provisions of these Articles, if the Directors in their sole discretion are satisfied in regard thereof, a person becoming entitled to a share in consequences of the death or insolvency of a member, may receive and give a discharge for any dividends or other money payable in respect of the share.
24. The instrument of transfer shall be in writing and all the provisions of Section 108 of the Companies Act, 1956 and of any statutory modification thereof for the time being, shall be duly complied with, in respect of all transfer of shares and the registration thereof.

BORROWING POWERS

25. Subject to section 58-A and 292 of the act. The company shall have power to borrow from any persons and secure payment of any sum or sums of money for the purpose of the company and the board of directors may from time to time at its discretion exercise the power and may also accept any sum or sums as loans or other wise from any one or more of the director of the company on security or otherwise and upon conditions in all respect as it thinks fit.
26. The board of directors may from time to time raise or borrow any sum or sums of money for land on behalf of the company from the member or other persons, companies or banks or the directors may themselves advance money to company, at such interest as may be approved by the board.
27. The board of director may from time to time at there discretion raise or borrow or secure the payment of any sum or sums of money for the purpose of the company in such manner and upon such terms and conditions in all respects as it 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, or of the uncalled capital of the company, charged upon or any property of the company or part thereof both present or future including the uncalled capital for the time being.

DEBENTURES

28. The Company shall have power to issue debentures in accordance with the provisions of the Act.

GENERALMEETINGS

29. a) All General Meetings other than the Annual General Meeting of the company shall be called Extraordinary General Meetings.

b) The Directors may, whenever they think fit, call an extra-ordinary General Meeting provided, however if at any time there are not in India, Director capable to acting who are sufficient in number to form a quorum any Director present in India may, call an extra-ordinary General Meeting as may be called by the Board. The AGM of the company will be held in accordance with the Companies Act, 1956

- c) The Board of Directors of the Company shall, on the requisition of such member or members of the Company as is specified in Sub-section (4) of Section 169 of the Act, forthwith proceed to call an extra-ordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all the other provisions of Section 169 of the Act and of any statutory modification thereof, for the time being shall apply.
- d) Extraordinary General Meetings may be called by the members under the provisions of Section 169 of the Act, and under conditions mentioned therein.
30. a) A General Meeting of the Company may be called by giving not less than twenty one days notice in writing or after giving such shorter notice as provided for in Section 171 (2) of the Act.
- b) Notice of every meeting of the Company shall be given:
- i) to every member of the Company;
 - ii) to the persons entitled to a share in consequence of the death or insolvency of a member;
 - iii) to the Auditor or Auditors, for the time being, of the Company; in the manner provided for in Section 172 of the Act.
- c) Accidental omission to give notice to, or the non-receipt of notice by any member or other person to whom it should be given, shall not invalidate the proceedings of the meeting.
31. Subject to the provisions of Section 188 of the Act, member's resolution shall be circulated to the members of the Company entitled to receive notice of the Annual General Meeting.
32. The Company shall, duly keep and maintain all the Registers at the Registered Office in accordance with the provisions of the Act. Where under any provisions of the act, any person whether a member of the Company or not, is entitled to inspect any register, return, certificates, deed, instrument or document required to be kept or maintained by the Company, the person so entitled to inspection shall be permitted to inspect the same during the hours of 11 A.M. to 1 P.M. on such business days as the Act requires them to be open for inspection.
- The Company may, after giving not less than Forty Two days previous notice by advertisement in some newspaper circulating in the district of the office, close the register of members, or the register of debenture-holders as the case may be, for any period or periods not exceeding thirty days at any one time.
33. a) A body corporate (whether a company within the meaning of the Act or not) may, if it is a member of the Company, by a resolution of its Board of Directors or other governing body, authorize such person at it thinks fit, to act as its representatives at any meeting of the Company or at any meeting of any class of members of the Company.
- b) The person authorized by the resolution as aforesaid, shall be entitled to exercise the same right and powers, including the right to vote by proxy, on behalf of the body corporate, which he represents, as that body could exercise if it were a member.
34. a) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person or persons, whether a member or not, as his proxy, to attend and vote instead of himself and the proxy so appointed shall have no

right to speak at the meeting, provided however the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

b) The instrument appointing a proxy and the power of attorney or authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

c) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given.

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

d) Every member entitled to vote at a meeting of the Company or on any resolution to be moved thereat shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.

35. a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to transact business. Five members present in person shall be a quorum.

b) 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 members, shall stand dissolved.

c) In any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine.

d) If, at the adjourned meeting also, quorum is not present within half an hour from the time appointed for holding the meeting, the members present, not being less than two, shall be quorum.

36. a) The Chairman, if any, of the Board shall preside as Chairman at every General Meeting of the Company.

b) If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be Chairman of the meeting

c) If at any meeting no director is willing to act as 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 own to be Chairman of the meeting in accordance with the provisions of Section 175 of the Act or any statutory modifications thereof.

d) i) 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.

- ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
 - iv) Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at adjourned meeting.
 - e) Any business other than that upon which a poll has been demanded may be proceeded with pending taking of the poll.
 - f) Where a resolution is passed at an adjourned meeting of the company, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
37. a) On a show of hands, every member present in person shall have one vote and on a poll, the voting rights of members shall be as laid down in Section 87 of the Act.
- b) Voting rights shall be exercised in accordance with the provisions of Section 42, 87, 88, 89, 92, 117, 178, 179, 180, 182, 183, 184, and 185 of the Act or any statutory modifications thereof and Regulation (c) hereunder read with Section 181 of the Act.
- c) In the case of joint-holders, the vote of the senior who tenders vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- d) A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee, or other legal guardian and any such committee or guardian may, on a poll, vote by proxy.
- e) No member shall be entitled to vote at any general meeting unless, all calls or other sums presently payable by him in respect of shares in the Company have been paid;
- f) i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- ii) Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive

38. In giving notice of an intention to propose a resolution as a special resolution the Company shall have regard to the provisions of Sections 17, 21, 25(2), 31, 99, 100, 146, 208, 224A, 237, 309, 314, 323, 370, and 484 of the Act or any statutory modifications thereof.

DIRECTORS AND BOARD OF DIRECTORS

39. a) Unless otherwise determined by the Company in General Meeting, the number of directors elected by the shareholders shall not be less than 3 or more than 12 inclusive of the ex-officio directors, nominee directors, whole time directors, technical directors, special directors, debenture directors, alternate directors, additional directors, corporation directors, co-opted directors and finance directors, if any,
- b) Only an individual and not a body corporate, association or firm shall be appointed as Director of the Company.

c) Subject to the provisions of Section 252, 255 and 259 of the Act, the company may in General Meeting reduce the number of Directors fixed by regulation 44(a).

d) At the date of adoption of these Articles, the following persons are the Directors of the company, namely;

1. SURENDRA KUMAR JINDAL
2. RAMA JINDAL
3. HARSHIT JINDAL

e) The Board of Directors may appoint one or more among them as Managing Director, Jt. Managing Director, Whole time Director(s) and fix the remuneration payable to such Managing Director(s) subject to the approval of the Central Government under Section 269 of the Act and Schedule XIII of the Act.

f) The Board of Directors shall have power to appoint additional Directors provided such additional directors shall hold office only upto the date of the next Annual General Meeting of the Company and provided further that the number of directors and additional directors together shall not exceed maximum strength fixed for the Board by the Articles.

g) Subject to the provisions of the Companies Act, 1956 and rules framed thereunder, each Director shall be entitled to be paid out of the funds of the company by way of sitting fee for his services, not exceeding the sum prescribed under the applicable provisions of the Companies Act, 1956 or rules made thereunder, subject to the approval of the Board of Directors for every meeting of the Board of Directors or Committee thereof, attended by him. Subject to the provisions of the Companies Act, 1956, the Directors may also be entitled to receive in each year a commission @1% (one percent) in the net profits of the Company, such commission to be calculated on the net profits of the Company to be computed in accordance with the provisions of the Companies Act, 1956 and such commission shall, be divided among the Directors in such proportion and manner as may be determined by them. The Director may allow and pay to any Director, who for the time being is resident out of the place at which any Meeting of the Directors may be held and who shall come to that place for the purpose of attending such meeting, such sum as the Directors may consider fair and reasonable for his expenses in connection with his attending at the meeting in addition to his remuneration as above specified. If any Director being willing is appointed to any executive officer either whole time or part time or be called upon to perform extra services or to make any special exertions for any of the purposes of the Company than, subject to sections 198, 309, 310 and 314 of the Act and rules and Schedule made thereunder, the Board may, remunerate such Directors either by a fixed sum or by a percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration, to which he may be entitled to.

40. Subject to the provisions of Section 262 of the Act or any statutory modifications, thereof, the Board of Directors shall have power to fill-up casual vacancies.

41. Subject to the provisions of Section 313 of the Act or any statutory modifications thereof, the Board of Directors shall have power to appoint a person as Alternate Director during the absence of any Director for a period of not less than three months in the State in which meetings of the Board are ordinarily held.

42. Notwithstanding anything to the contrary contained in these Articles, so long as monies remain owing by the Company to the Industrial Development Bank of India (IDBI), Industrial Finance Corporation of India (IFCI), and Industrial Credit and Investment Corporation (ICICI) or to any other Financing Company or Body or Bank out of any loans granted by them to the Company or so long as IDBI, IFCI, ICICI or any other Financial Corporation or Credit Corporation or any Financing Company or Body or Bank (hereinafter in this article referred to as the corporation"), hold shares in the Company as

a result of underwriting or Direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, whole-time or non-whole time (which director or directors is/are hereinafter referred to as "Nominee Directors") on the Board of the Company and to remove from such office any such person or persons and appoint another or others in his or their places.

43. The Board of Directors of the Company shall have no power to remove from office the Nominee Director(s). Also at the option of the Corporation, such Nominee Director(s) shall not be liable for retirement by rotation of directors. The nominee director(s) shall have the same rights and privileges and be subjected to the same obligations as any other director of the Company. The Nominee Director(s) so appointed shall hold the said office only so long as monies remain owing by the Company to the corporation or so long as the Corporation holds shares in the Company as result of underwriting or direct subscription or the liability of the company arising out of the guarantee is outstanding and the Nominee Director(s) so appointed in exercise of the said power shall ipso facto vacate such office immediately the monies owing by the company to the corporation is paid off or on the Corporation ceasing to hold shares in the Company or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation. The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the meetings of the committee of which the nominee Director(s) is/are member(s) as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.
44. The Company shall pay to the Nominee Director(s) who are not whole time directors, sitting fee and expenses which the other Directors of the Company are entitled, but if any other fees, commission, monies and remuneration in relation to such Nominee Director(s) shall accrue to the Corporation the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(s) in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director(s).
45. Provided that if any such Nominee Director(s) is an officer of the Corporation, the sitting fee, in relation to such Nominee Director(s) shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.
46. In the event of the Nominee Director(s) being appointed as whole-time Directors(s), such Nominee Director(s) shall exercise such powers and have such rights as are usually exercised or available to a whole time Director in the Management of the affairs of the Company. Such whole time Director(s) shall be entitled to receive such remuneration, fees, commission and monies as may be approved by the Corporation.
47. A person who is not a retiring director shall not be appointed as Director of the Company unless he has by himself or by this agent authorized in writing, signed and filed with the Registrar his consent in writing to act as such Director.
48. No Director shall be required to hold any share qualification.
49. The office of a Director shall be vacated in the circumstances stated in Section 274 of the Act.
50. The Company shall comply with the provisions of Section 297 and 299 of the Act, in entering into contracts with a Director.

51. Acts done by a person as a director shall be valid notwithstanding that it may afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provisions in the Act or in the Articles, provided that nothing in the Act shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.
52. Every Director shall have rights and powers as are provided for in Sections 209, 284, 286, 289 and 320 of the Act.
53. Every Director shall discharge such duties as are provided for in Section 270, 305, 308 and 393 of the Act or any statutory modifications thereof.
54. Directors shall be subject to such civil liabilities provided for in Sections 275, 295, 300, 312, 314, 318, 319 and 320 of the Act or any statutory modifications thereof.
55. Directors shall be subject to the disabilities provided for in Sections 275, 295, 300, 312, 314, 318, 319 and 320 of the Act or any statutory modifications thereof.
56. Subject to the provisions of the Act, a Director may be appointed as Manager or Secretary of the Company.
57. At every Annual General Meeting one third of such of the Directors for the time being are liable to retire by rotation or if their number is not three or multiple of three, then the number nearest to one third, shall retire from office.
58. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot.
 - a) At the Annual General Meeting at which a Director retires as aforesaid, the company may fill-up the vacancy by appointing the retiring director or some other person thereto.
 - b) If the place of the retiring Director is not filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day, in the next week at the same time and place or if that day is a public holiday, till next succeeding day which is not a public holiday at the same time and place.
 - c) If at the adjourned meeting also the place of the retiring director is not filled-up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless:
 - i) at the meeting or at the previous meeting a resolution for the appointment of such director has been put to the meeting and lost :
 - ii) the retiring director has by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be so recommended.
 - d) A resolution, whether special or ordinary, is required for his appointment by virtue of any provisions of the Act.

PROCEEDINGS OF THE BOARD

59. a) The Board of Directors may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided however the Board shall meet once in every three months in accordance with section 285 of the Act or any statutory modifications thereof.

- b) The company shall have the power to hold Board or Committee Meetings through the means of video or tele-conferencing, and also allow Directors to participate in the Board or Committee Meetings through the means of video or tele-conferencing, subject to the applicable provisions, if any, of the Act and other regulatory provisions, if any, and all relevant articles dealing with Board or Committee meetings shall be read mutatis mutandis.
- c) The Chairman or the Managing Director(s) may at any time, and shall, on the requisition of two Directors, summon a meeting of the Board.
- d) The Board shall cause notice to be circulated to every Director of the Company who is for the time being in India in accordance with Section 286 of the Act or any statutory modifications thereof.
- e) The quorum for meetings of the Board shall be two Directors or one third of its total strength whichever is greater as provided for in Section 287 of the Act.
- f) The Continuing Director may act notwithstanding any vacancy in its body but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company, but for no other purpose.
- g) The questions arising at any meeting shall be decided by a majority of votes
- h) Save as otherwise expressly provided by the Act, a resolution in writing signed by all the members of the board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or Committee, shall be as valid and effective as if it had been passed at a meeting of the Board or Committee duly convened and held.
- i) All acts done at any meetings of the Board or by any Person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of Directors or persons acting as aforesaid or that they or he or any of them were or was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- j) The Company shall cause to be kept minutes of all proceedings at meeting of its Board of Directors or of Committee of the Board. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meetings. The Minutes shall also contain; i) the names of the Directors present at the meeting ; and ii) in the copy of each resolution passed at the meeting, the names of Directors, if any, dissenting there from or not concurring in the resolution.
- k) The Director shall cause to be kept a Register of Directors in accordance with the provisions of Section 303 of the Act. The Register aforesaid shall be open to inspection by any member of the public at any time during office hours on Payment of the prescribed fee. The Company shall also keep a Register of Directors' shareholding giving the particulars required by Section 307 of the Act, and otherwise conforming to the provisions of the section.

POWER OF THE BOARD OF DIRECTORS

60. a) The Board 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 or do any act or thing, which is directed or required

by the Act or any other provision of law or by the Memorandum of Association of the Company or by these Articles, to be exercised or done by the Company in General Meeting.

Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions contained in that behalf in the Act or any other provision of law or the Memorandum of Association of the Company or these articles or in any regulation not inconsistent therewith and duly made hereunder, including regulation made by the company in General meeting.

b) No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

c) Without prejudice to the general powers conferred by the proceeding article, the Director may, from time to time and at any time, subject to the restrictions contained in the Act, delegate to managers, secretaries, officers, assistants and other employees or other persons (including any firm or body corporate) and of the powers, authorities and discretions for the time being, vested in the Directors.

d) The directors may, authorize any such delegate or attorney as aforesaid, to sub delegate all or any of the powers, authorities and discretions for the time being vested in them.

e) All deeds, agreements and documents and all cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted or endorsed or otherwise executed, as the case may be by such persons (including any firm or body corporate) whether in the employment of the company or not and in such manner, as the Director shall, from time to time, by resolution determine.

f) The directors may make, such arrangement, as may be thought fit for the management of the Company's affairs abroad, for this purpose (without prejudice to the generality of their powers) appoint local bodies and agents and fix their remuneration and delegate to them such powers, as may be deemed requisite or expedient. The foreign seal shall be affixed by the authority and in the presence of and instruments sealed therein shall be signed by such persons, as the Directors shall, from time to time, by writing under the common seal. The company may, also exercise the powers of keeping Foreign Registers, such regulations not being in constant with the provisions of Section 157 and 158 of the Act, the Board may, from time to time, make such provisions, as it may think fit relating thereto and may comply with the requirement of any local law.

g) Subject to the provision of Sections 197A, 383A and 388 of the Act, a Manager or Secretary may be appointed by the Directors on such terms, at such remuneration and upon such conditions, as they may think fit and any Manager or Secretary appointed may be removed by the Directors.

A Director may be appointed as Manager or Secretary, subject to Sections 384, 197A, 383A, 387 and 388 of the Act.

h) A provision of the Act or these regulations required or authorizing a thing to be done by a Director, Manager or Secretary, shall not be satisfied by its being done by the same person acting both as Director and as, or in place of the Manager or Secretary.

61. Subject to the provisions of Sections 316, 372 and 386 of the Act which require unanimous resolution of the Board of Directors, other questions arising at any meeting of the Board Shall be decided by majority of votes.

62. No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or to all the members of committee then in India (not being less in number than the quorum fixed for a meeting of the Board or committee as the case may be) and to all other Directors or members, at their usual address in India and has been approved by such of the Directors or members, or by a majority of such of them as are entitled to vote on the resolution.

RESTRICTIONS ON THE POWERS OF BOARD

63. a) The Board shall not exercise the powers referred to in section 293 of the Act without the consent of the Company in general meeting and only to the extent mentioned therein or any statutory modifications thereof.
- b) In the appointment of sole selling agents for the Company for any area, the Board shall conform to the provisions of Sections 294 and 294A of the Act or any Statutory Modifications thereof, and the Companies (Appointment of Sole Selling Agents) Rules, 1975.
- c) In giving loans to Directors and other persons mentioned in Section 295 (1) of the Act, the Board shall conform to the provisions of that section or any statutory modifications thereof.

MANAGING / WHOLE-TIME DIRECTORS

64. Subject to the provisions of Section 197A, 269, 316 and 317 of the Act, the Board may, from time to time, appoint/re-appoint one or more Directors to be Managing/Whole – Time Directors of Managing Directors of the Company and may, from time to time (subject to the provisions of any contract between him or them and the company), remove or dismiss him or them from office and appoint another or others in his place or their places.
65. Subject to the provisions of Section 255 of the Act and Article 89 (4) hereof, a Managing/Whole time Directors shall not, while he continues to hold that office, be subject to retirement by rotation, but (subject to the provisions of any contract between him and the company), he shall be subject to the same provisions, as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be a Managing/Whole-time Directors, if he ceases to hold the office of Director, for any cause. However, he shall be counted in determining the number of Directors to retire.
66. Subject to the provisions of Sections 198, 309 310 and 311 of the Act, and Schedule XIII of the Act, a Managing Director/Whole-time Director shall, in addition to the remuneration payable to him as a Director of the company under the Articles, receive such additional remunerations as may, from time to time, be sanctioned by the Company.
67. Subject to the provisions of the Act, in particular to the prohibitions and restrictions contained in Section 292 and 293 thereof, the Board may, from time to time, entrust to and confer upon a Managing/Whole-time Directors for the time being such of the powers exercisable under the presents by the Board as it may think fit and may confer such powers for such time and be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions, as it thinks fit and the Board may, confer such power either collaterally with or to the exclusion of and in substitution for any of the powers of the Board in that behalf and may, from time to time, revoke, withdraw, alter or vary all or any of such powers.

COMMENCEMENT OF BUSINESS

68. The company shall not at any time commence any business out of other objects of its Memorandum of Association, unless the provisions of sub-section 2(B) of Section 149 of the Act, have been duly complied with by it.

AUDIT

69. Auditor(s) shall be appointed and their duties regulated in accordance with Sections 224 to 235 of the Act, both inclusive, or any statutory modifications thereof.

SEAL

70. The Directors shall provide a common seal for the purposes of the Company and shall have power from time to time, to destroy the same and substitute a new seal in lieu thereof.
71. The company shall have a common seal, and board of directors shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority or a resolution of the directors or a committee of the directors authorized by them in that behalf and except in the presence of at least one director as aforesaid who shall sign every instrument to which the seal of the company so affixed in this presence..

DIVIDENDS AND RESERVE

72. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
73. The Board may, from time to time, pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
74. a) The Company shall transfer to a reserve such percentage of profits for the year as prescribed under Companies (Transfer of profits to Reserve) Rules, 1975 as amended from time to time.
b) The Board may also carry forward any profits which it may think prudent not to divide.
c) Subject to the rights of the persons, if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of shares.
d) No amount paid or credited as paid on a share in advance of calls shall be treated for the purpose of this regulation as paid on the shares.
e) All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
75. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
76. a) Any General Meeting declaring a dividend or bonus may direct payment of such dividend or bonus and Board shall give effect to the resolution of the meeting subject to the provisions of the Act.

- b) Any dividend interest or other moneys payable in cash in respect of shares may be paid by cheques or warrant sent through the post directed to the registered address of the holder or, in the case of joint-holders, to the registered address of that one of the joint-holders who is first named on the register of members, or to such person and to such address as the holder or joint-holders may in writing direct.
 - c) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
 - d) Any one of the two or more joint-holders of a share may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.
 - e) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein, in the manner mentioned in the Act.
 - f) No dividend shall bear interest against the Company.
77. Any Annual General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixed, but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend, if so arranged between the company and the member, be set-off against the call. The making of a call under this clause shall be deemed ordinary business of an Annual General Meeting which declares a dividend.
78. No dividend should be paid in respect of any share except to the members registered in respect of such share or to his order. A transfer of share shall not pass the right to any dividend declared thereon before the registration of the transfer by the Company.
79. The Board shall transfer the unpaid dividends in accordance with the provisions of the Act and also as contained in Companies Unpaid Dividends (Transfer to General Revenues of Central Government) Rules, 1978 as amended from time to time. No unclaimed dividend shall be forfeited by the Board of Directors of the Company unless it becomes barred by law.

The Company shall comply with all provisions of Section 205 (2A) of the Act.

CAPITALISATION OF PROFITS

80. a) The Company in General Meeting may upon the recommendation of the Board, resolve:
- i) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Profit and loss account or otherwise available for distribution; and:
 - ii) that such sum be accordingly set free for distribution in the manner specified in clauses (b) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- b) amongst the members who would have been entitled thereto if distributed by way of dividend in the same proportion.
 - c) the sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (c) either in or towards:
 - i) paying up any amounts for the time being unpaid on any shares held by such members respectively;

ii) paying up in full, un-issued shares of the Company to be allotted and distributed, credited as, fully paid up, to and amongst such members in the proportions aforesaid, or

iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).

ACCOUNTS

81. The Company shall comply with the provisions of sections 209 to 221 of the Act with regard to the keeping of accounts, preparation of Balance Sheet and Profit and Loss Accounts.
82. The Board shall from time to time determine whether and to 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 open to the inspection of members not being Directors.
83. No member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the regulation or authorized by the Board or by the Company in General Meeting.

WINDING UP

84. If the Company shall be wound up, and the assets available for distribution among the members as such, shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up, at the commencement of winding up on the shares held by them respectively. And if in a winding up the assets, available for distribution among the members, shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, paid up or which ought but for this clause is to be have been paid up on the shares held by them respectively, without prejudice to the rights of the holders issued upon special terms and conditions.
85. If the company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a special resolution, divide among the contributories, in specie or kind, any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the Liquidators, with the like sanction, shall think fit, but that no member shall be compelled to accept any shares or other securities whereon there is any liability.

SECRECY

86. Every Director, Secretary, Manager, Auditor, Trustee, Member or Committee Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall before entering upon the duties sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with consumers and the state of accounts with individuals and in all matters, relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may have 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 shareholders by a Court of Law by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions of these Articles.

87. Any Director or officer of the Company shall be entitled, if he thinks fit, to decline to answer any question concerning the business of the Company which may be put to him on any occasion including any meeting of the company on the ground that the answer to such question would disclose or tend to disclose the trade secret of the Company.
88. Any officer or employee of the company proved to the satisfaction of the Board of Directors to have been guilty of disclosing the secrets of the Company shall be liable to instant dismissal without notice and payment of damages.

INDEMNITY

89. a). Every Director of the Company, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors to pay out of the funds of the Company costs, losses and expenses (including traveling expenses) which any such Director, officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by such Director, Officer or employees in any way in the discharge of his duties.
- b) Subject to as aforesaid every Director, Manager, Secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 633 of this act in which relief is given to him by the Court.
90. No Director, Auditor or other Officer of the Company shall be liable for the Acts, receipts or defaults of any other Director or officer, for joining in any receipts or other act for conformity, or for any loss or expense happening to the Company through the insufficiency, or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the sufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment, omission, default or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same happens through his own dishonesty.

(23)

We, the several person whose name, addresses and descriptions are subscribed, below are desirous of being formed into a Company in pursuance of the Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names :-

Name, Father's name, Address, Description & Occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Name, Address, Description & occupation of Membership No. of witnesses
1. SURENDRA KUMAR JINDAL S/o Babu Ram Jindal Motinagar, Sindri, Dhanbad Jharkhand - 828120 Business	5000 (Five Thousand)	<p>Witness to both the signatories</p> <p>SANJAY KHANDLWAL CHARTERED ACCOUNTANT S/o Late B.B Khandelwal 118, Sarat Chatterjee Road Kolkata - 700 089 M. No. 054451</p>
2. RAMA JINDAL S/o Govind Ram Garg Motinagar, Sindri, Dhanbad Jharkhand - 828120 Business	5000 (Five Thousand)	
TOTAL	10,000 (Ten Thousand)	

Kolkata, Dated 03rd day of Feb, 2012

SURAMA PROJECTS LIMITED

DIRECTOR

BOARD RESOLUTION

CERTIFY COPY AN EXTRACT FROM THE MEETING OF THE BOARD OF DIRECTORS OF SURAMA PROJECTS LTD. DULY CONVEND AND HELD AT B .BLOCK CITY CENTRE , LUBY CIRCULER ROAD , DHNBAD 826001 , ON 19TH DAY OF DECEMBER 2020.

The Board after proper discussion decided and resolved .

The Company needs to get a builders Registration from Dhanbad Municipal Corporation for its upcoming project.

As Such after proper discussion it was resolved that HARSHIT JINDAL Director has been Authorised to sign all needful documents and other paper necessary for the Company to be registered as Builder from Dhanbad Municipal Corporation

Certified true Copy

SURAMA PROJECTS LIMITED



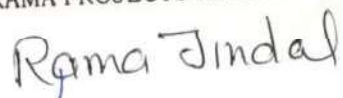
Director

SURAMA PROJECTS LIMITED



Director

SURAMA PROJECTS LIMITED



Director