

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

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U23101WB1988PTC044663

मैसर्स AUROMA COKE MANUFACTURERS PVT LTD

कं मापले मे, मै एतद्वारा सत्यापित करता हूँ कि मैसर्स
AUROMA COKE MANUFACTURERS PVT LTD

आ मूल रूप में दिनांक सत्राह जून उन्नीस सौ अठारसी को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
AUROMA PROJECTS PRIVATE LIMITED

के रूप में निगमित की गई थी. ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके की तसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. रा. का. नि. 507 (अ) दिनांक 24.6.1985 एस्. आर्. एन. B67271254 दिनांक 11/02/2013 के द्वारा
प्राप्त हो गया है. उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
AUROMA PROJECTS PRIVATE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र कोलकाता में आज दिनांक ग्यारह फरवरी दो हजार तेरह को जारी किया जाता है।

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

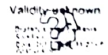
Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U23101WB1988PTC044663

In the matter of M/s AUROMA COKE MANUFACTURERS PVT LTD

I hereby certify that AUROMA COKE MANUFACTURERS PVT LTD which was originally incorporated on
Seventeenth day of June Nineteen Hundred Eighty Eight under the Companies Act, 1956 (No. 1 of 1956) as
AUROMA PROJECTS PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the
Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto
under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New
Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B67271254 dated 11/02/2013 the name of the
said company is this day changed to AUROMA PROJECTS PRIVATE LIMITED and this Certificate is issued
pursuant to Section 23(1) of the said Act.

Given at Kolkata this Eleventh day of February Two Thousand Thirteen.



Registrar of Companies, West Bengal

कम्पनी रजिस्ट्रार, पश्चिम बंगाल

*Note: The corresponding form has been approved by DEBASISH BANDOPADYAY, 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 क कार्यालय अभिलेख में उपलब्ध पताचार का पता
Mailing Address as per record available in Registrar of Companies office:

AUROMA PROJECTS PRIVATE LIMITED
SHANTINIKETAN BUILDING, 7TH FLOOR, SUITE NO.6, 8 CAMAC STREET,
KOLKATA - 700017,
West Bengal, INDIA

AUROMA PROJECTS PVT. LTD.

Director



THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

Auroma Projects Private Limited

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

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U23101WB1988PTC044663

मैसर्स AUROMA COKE MANUFACTURERS PVT LTD

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
AUROMA COKE MANUFACTURERS PVT LTD

जो मूल रूप में दिनांक सत्राह जून उन्नीस सौ अठासी को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
AUROMA PROJECTS PRIVATE LIMITED

के रूप में निगमित की गई थी. ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि. 507 (अ) दिनांक 24.6.1985 एस.आर.एन. B67271254 दिनांक 11/02/2013 के द्वारा
प्राप्त हो गया है. उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
AUROMA PROJECTS PRIVATE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र कोलकाता में आज दिनांक ग्यारह फरवरी दो हजार तेरह को 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

Corporate Identity Number : U23101WB1988PTC044663

In the matter of M/s AUROMA COKE MANUFACTURERS PVT LTD

I hereby certify that AUROMA COKE MANUFACTURERS PVT LTD which was originally incorporated on
Seventeenth day of June Nineteen Hundred Eighty Eight under the Companies Act, 1956 (No. 1 of 1956) as
AUROMA PROJECTS PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the
Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto
under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New
Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B67271254 dated 11/02/2013 the name of the
said company is this day changed to AUROMA PROJECTS PRIVATE LIMITED and this Certificate is issued
pursuant to Section 23(1) of the said Act.

Given at Kolkata this Eleventh day of February Two Thousand Thirteen.

Validly unknown
23

Registrar of Companies, West Bengal

कम्पनी रजिस्ट्रार, पश्चिम बंगाल

*Note: The corresponding form has been approved by DEBASISH BANDOPADYAY, 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
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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:

AUROMA PROJECTS PRIVATE LIMITED
SHANTINIKETAN BUILDING, 7TH FLOOR, SUITE NO.6, 8 CAMAC STREET, .
KOLKATA - 700017,
West Bengal, INDIA





Form I. R.
CERTIFICATE OF INCORPORATION

No. 21-44663 of 1988

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

Given under my hand at Calcutta this Seventeenth day of June One thousand nine hundred and Eighty Eight.

Sd-/

(K. K. Dhar)
Registrar of Companies
(W. B)

Seal

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

AUROMA PROJECTS PRIVATE LIMITED

(as amended at by the shareholders at Extra Ordinary General Meeting on 14.01.2013)

The name of the Company is AUROMA PROJECTS PRIVATE LIMITED.

The Registered Office of the Company will be situated in the state of WEST BENGAL.

The objects for which the Company is incorporated:

The main objects to be pursued by the Company on its Incorporation are:-

To carry on the business of manufacturing, producing, processing, purchasing, selling, transporting and dealing on coal, coke, hard coke, soft coke, nut coke and fuel of every kind used for industrial, domestic and other purposes.

To Purchase, construct, hire, take on lease or otherwise acquire hard coke ovens for manufacturing of all types of coke, hard coke, soft coke, nut coke and fuels of every kind.

To carry on the business of real estate, developers, builders, promoters, architects, engineers, designers, erectors, fabricators and to build, construct, maintain, enlarge, modify, pull down, remove, replace, improve or develop buildings, offices and all other forms of construction, places of public amusement, roads, bridges, dams, township, houses, schools, colleges, infra-structural projects, turnkey projects, electrical contracts, interior decoration, wood work, painting contracts, etc.

objects incidental or ancillary to the attainment of the above main objects are :

To advance, deposit or lend money, securities and property (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) to or with such persons, firms, or body corporate as the Company thinks fit and in particular to customers and others having dealings with the Company and on such terms as may seem expedient, and to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents and to guarantee the performance of any contract by any such person.

In connection with the business of the Company to purchase or otherwise acquire and to sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose of and deal in real and personal property and rights of all kinds, and in particular lands, buildings, hereditaments, business concerns and undertakings, debenture-stocks, mortgage, debentures, produce, concessions, options, contracts, patents, annuities, licenses, stocks, shares, securities, bonds, policies, book debts and claims, privileges and chooses in action of all kinds, including any interest in real or personal property and any claims against such property or against any person or Company and to carry on any business, concern or undertaking so acquired.

3. Subject to the provision of the Act, and direction by R.B.I, if any, to receive money, securities, valuables, of all kinds on loan or deposit (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money in such manner as the Company shall think fit and in particular by issue of debentures or debenture-stocks (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the company's property (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 body corporate of any obligation undertaken by the Company or any other person or Company, as the case may be.
4. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
5. To acquire from time to time and to manufacture and deal in all such stock-in-trade, plant and machinery, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the Company.
6. To invest and deal with any money of the Company in such investments as the Company may deem fit and to hold, sell or otherwise deal with such investments.
7. To lend and advance money, either with or without security and give credit to such persons on such terms and conditions as the Company may think fit, but not amounting to any banking business.
8. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
9. To guarantee the performance of any contract or obligations of and the payment of money unsecured or secured of or dividends or interest or any stock, shares or securities of any Company, Corporation, firm or person as the Company may think fit.
10. To subscribe for, purchase or otherwise acquire and sell, dispose of, exchange, hold, and deal in shares, stocks, bonds, debentures, debenture-stocks, public securities or other securities issued by any authority, central, state, municipal, local or otherwise.
11. To communicate with Chamber of Commerce and other mercantile and public bodies throughout the world and concert and promote measures for the protection of the trade, industry and persons engaged therein.
12. To subscribe to, become a member of, subsidise and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company, and to procure from and communicate to any such association, such information as may be likely to forward the objects of the Company.
13. To improve, manage, develop, grant rights, or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
14. To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company with or without any declared trust in favour of the Company.
15. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.

16. To apply for, purchase or otherwise acquire, protect and renew in any part of the world patents, licences, concessions, patent rights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to their use, any secret or other information regarding any invention or research which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, develop or grant licence in respect thereof or otherwise turn to account the rights or information so acquired and to expend money in experimenting upon testing or improving, any such patents, rights or inventions.
17. To acquire and undertake the whole or any part of the business, property or liabilities of any person firm or body corporate, carrying on or proposing to carry on any business which the Company is authorised to carry on or having property suitable for the purposes of the Company or which can be carried on in conjunction there with or which is capable of being conducted so as directly or indirectly to benefit the Company.
18. To enter into any arrangements with any Government or any authority, supreme, municipal, local or otherwise that may seem beneficial to any of the Company's objects and to apply for, procure and obtain any Act of Parliament, privilege, concessions, licence, or authorisation of the Government or any other authority local or otherwise for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such act, privilege, concession, licence or authorisation and to carry out and implement the provisions of the Foreign Exchange Management Act, 1973.
19. To pay for any rights or property acquired by the Company and to remunerate any person, company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
20. To amalgamate, enter any partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession or for limiting competition with any person firm or body corporate whether in India or outside carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised 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 and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for such other purposes that may seem calculated, beneficial and conducive to the objects of the Company.
21. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the rights, liberties and properties of the company on or any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of under write, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies.
22. To lease let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share of interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
23. To establish and equip laboratories and carry on analytical, experimental and other work or undertaking any research in relation to the general object of the Company.

24. To pay any premiums or salaries and to pay for any property, right or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation or the business of the Company or for services rendered or to be rendered by any person firm or body corporate in connection with the business of the Company.
25. To payout of the funds of the company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
26. To adopt such means of making known the products, business and interest of the company as it may, seem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase, construction and exhibitions of works of art or general interest, by publication of books and periodicals and by granting prizes, rewards and donations not amounting to political contribution.
27. To procure the Company to be registered or recognized in any part of the world, outside the Union of India.
28. To take into consideration and to approve and confirm and/or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangement, agreement or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the company.
29. To aid pecuniarily or otherwise any association body or movement having, for its objects the solution, settlement or summoning or industrial or labour problems or the promotion of industry or trade.
30. To subscribe or donate to or guarantee money for any national, philanthropic, charitable, benevolent, public, general or useful objects, fund or organization association or institution or for any exhibition or for any purpose which may be likely, directly or indirectly to further the objects of the company or the interest of its members, not amounting to any political contribution.
31. To make donations to such persons but not to a political party and in such cases and either of cash or other assets as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
32. To undertake and execute any trust either gratuitously or otherwise for the purpose of the business of the Company.
33. In the event of winding up to distribute all or any of the property of the Company amongst the members in specie or kind or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
34. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the upliftment of the public in any rural area and incur any expenditure on any programme of rural development and to assist execution and promotion thereof directly or through an 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 promoting the social and economic welfare of or the public in any rural area which the Board of Directors of the Company (the Board) consider it likely to promote and assist rural development and that the words 'rural area' shall include such areas as may be regarded as rural area under Section 35CC of 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 Board as rural areas and the Board may at its discretion in order to implement any of the abovementioned objects or purposes, transfer without consideration, or at such fair or concessional value as the Board may think fit and divest the ownership of any property of the Company to or in favour of public or local body or authority or Central or State Government or any public institution or trusts or funds as the Board may approve.

35. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Board of Directors of the Company (the Board) may 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 Board consider likely to promote national welfare or social, economic or moral upliftment of the public or section of the public and in such manner, and by such means as the Board may think fit and the Board may without prejudice to the generality of the foregoing undertakes, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc. or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc. having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner as the Board 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 Board may think fit and divest 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 trusts or funds as the Board may approve.
36. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise by or through trustees, attorneys, agents or otherwise and either along or in conjunction with others and to establish offices, agencies or branches for carrying any of the aforesaid objects in India or elsewhere in the world and to undertake the management of any company or companies having objects all together or in part similar to those of the company.
37. To do all such other things as may deemed incidental or conducive to the attainment of the above objects or any of them.
38. To acquire any such shares, stocks, debentures, debenture-stocks, bonds, obligations or securities, by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
39. To carry and otherwise dispose of exchange, transfer or alienate any of the Company's investments and those mentioned in clause(xxxviii) of this incidental objects.
40. To deal with equipment, spare parts, accessories, appliances of all types required for generating, distributing, supplying, accumulating, banking, transmitting and selling electricity, power or energy for all purposes, water storage and to undertake execution of civil, electrical and mechanical construction of all types necessary or useful for or in connection with dealing in or installing turbines, power generators, pumps, treatment plants and construction and maintenance of any electrical installation for the transmission or use of electrical power for all purposes and distribution thereof and to process, make, market, use, sell and dispose of ash or any other material produced as a result of the above activities and to prepare, manufacture, sell and deal in any products capable of being produced from such ash. or such other materials.

C. The other objects for which the company is established are :-

1. To carry on the business as dealers, owners and investors in land, building, factories for which purpose to acquire and purchase, take on lease tenancy or in exchange, hire or by other means obtained ownership and or options over any freehold or other property for the said estate or interest thereof any rights, privileges or easements over or in respect of any property, land or any building and to turn into account, develop the same and dispose of or maintain the same and to build township, markets, or other buildings or conveniences thereon and to equip the same or any part thereof with all or any amenities or conveniences, drainage facility, electric, air-conditioning, telegraphic, telephonic, television installations and to deal with the same in any manner whatsoever and to build, take on lease and/or on rent, purchase or acquire in any manner whatsoever any departments houses, flats, rooms, floors, huts, or other accomodation and to let or dispose of the same on instalments basis, hire purchases basis or by out right sale whether by private treaty or by auction or in any other mode of disposition all or any integral part thereof;
2. To manufacture, produce, buy, sell, import, export, stock and deal in machine tools, grinding machines, automatic lathes, drilling machines, planning machines, plano-grinders, machinery of every description, electricmotor, electrical equipments, cable, wires, switches, switch-gears, electric fans and/ or regulators of all types, electric kilowatt, hour meters magnets, electro magnets, industrial jewels, all types of autometers, ammeters, voltmeters, and other types of measuring instruments, electrical or non-electric, die castings, screws, nuts and bolts, transformers of all types, circuit breakers, computers and calculators, hoists, elevators, trolleys and coaches, wintches, power generator, magnetic seperators, winders, air compressors, welders, drills, electric frenders, air conditioners, refrigerators, domestic washing machines, television and wireless apparatus including radio receivers and transmitters, electronic instruments, diodes, transistors and allied items, sewing machines, watches and clocks, house-hold appliances and components, parts thereof and other materials and products in India and elsewhere.
3. To carry on business as manufactures, producers, dealers, purchasers, sellers, processors, importers, exporters, stockists, agents, brokers, traders and retailers of all kinds of boards and articles and from paper or pulp (mechanical or wood) and materials used in manufacture of, treatment of, paper including writing, printing, wrapping and tissues, news print, paper for packing including corrugated and kraft paper, synthetic paper, paper board, straw board, card boards, cardboard boxes, leather board, mill boards, paste boards, pulp boards, etc. and all kinds of pulp whether mechanical or chemical including dissolving pulp.
4. To carry on the business of investment company and to invest in and acquire, hold and/ or otherwise deal in shares, stocks, debentures, debenture stocks, bonds, obligations and securities, issued or guaranteed by any Company constituted or carrying on business in India or elsewhere and debentures, debenture stocks, bonds, obligations and securities, issued or guaranteed by any Government, State, dominion, sovereign, ruler, commissioners, public body or authority, supreme municipal local or otherwise, whether in India or elsewhere.
5. To carry on the business of financiers and to provide securities or guarantees in any form, to provide loans on such terms & conditions and to such persons, entities as may be thought fit and proper, to provide guarantee or security in connection with loans made by any other person to, or to any other person, by any body corporate and to carry out all such operations and transactions in connection with extending loans and securities but shall not carry any operations and activities amounting to banking business as defined under the Banking Regulations Act, 1949.

6. To carry on the business of and all activities connected and ancillary to carry on the business of Merchant Bankers, Stock Brokers, Management Consultants, Brokers and mediators in any form, commission agents, loan syndications services, event managers and organizers, etc.
7. To carry on business as exporters, manufacturers, importers, buyers, and sellers of and dealers in all chemicals (including without prejudice to the said generality and in particular soda ash, caustic soda, sulphuric acid, super phosphate, ammonium chloride, dicalcium phosphate, alcohol, chlorine products, both organic and inorganic such as polyvinyl chloride, carbon-tetra-chloride, trichloroethelene, perchlorethylene, ethylene dichloride, carbon disulphide, berium chloride, aluminium trichloride, titanium tetra chloride etc.) alkalis, acids, cordials, drugs, tanints, essences and pharmaceutical, photographical, sizing, medical, chemical industrial and other preparations and articles of any nature and kinds whatsoever, mineral and other, waters, cements, oils, paint, pigments and varnish, compounds, drugs, dye stuff, organic or mineral Intermediates, paints and colour grinders makers and dealers in proprietary articles of all kinds and electrical, chemical, photographical, surgical and scientific apparatuses, instrument, goods and materials.
8. To carry on all or any of the business following namely cotton spinners and doublers, flax, hemp, and jute spinners, linen and rayon manufacturers, flax, hemp, jute and wool merchants, wool combers, worsted spinners, wool spinners, yarn merchants, worsted stuff manufacturers, bleachers and, dyers and makers of vitriol, bleaching and dyeing materials, and to purchase, prepare, comb, spin, dye and deal in flax, hemp jute, wool, cotton, rayon, waste, droppings silk and other fibrous substances and to weave or otherwise manufacture, buy and sell and deal in linen cloth, oil clothes, rubber clothes, waterproofs of all kinds, and other goods and fabrics, whether textile, felted, netted, or looped.
9. To carry on the business of producers, refiners, stores, suppliers and distributors of petroleum and petroleum products in all its branches and to carry on the business of mineral oil mining and mineral oil refining in all its branches.
10. To purchase, manufacture, produce, refine, prepare, import, export, sell and to generally deal in sugar, sugar beets, sugar-cane, molasses, syrups, jaggery, melada and all products or by-products thereof and food products generally and in connection therewith to acquire construct and operate sugar or other refineries, buildings, mills, factories and other works.
11. To establish, acquire, maintain and carry on the business of growers, cultivators, producers, planters, blenders, buyers, sellers, exporters, importers of, and dealers in tea and to acquire by purchase or otherwise Tea estates and gardens in the State of West Bengal, Assam and other states in India and also places outside India.
12. To establish, own, erect, acquire, work and manage veneer mills, plywood factories and similar mills and factories and to peel, produce, manufacture and prepare for market, store, stock, buy, sell, export, import, distribute, deal in and carry on business in veneer, veneer products, veneer for teachests, packing cases and commercial boards, decorative veneers, veneers for furniture and cabinet making and other purposes, teachests commercial plywood, plywood for cabinet making; coach building, ship building, aeroplanes, partitions, panellings doors, windows and other construction purposes, decorative veneer boards, lamin boards, black boards, composite boards, compressed boards, pressed boards, hard boards, chip boards, bent wood, moulded wood and any other articles of like nature.
13. To carry on the business or business whether together or separately as proprietors, managers, renters and lessors of studios, theatres, discotheques, cinemas, picture places, music halls, concert

and dance halls and other places of amusement and entertainment of every kind or film producing, studios, recording studios and radio and television studios and to provide for the production and exhibition of pictures, transmission of picture, movement music and songs and for the reception and transmission of news and business of production, management, performance and representation of entertainments of all kinds, musical dramas, shows, radio and television entertainments and other amusements and entertainments.

14. To carry on the business of refreshment caterers and contractors, Ice-merchants, wharfingers, ferrymen, warehousemen, carriers of goods and passengers and over any road, ropeway, bridge, ferry, river or canal and manufacturers of and dealers in other engines and other chattels and effects required for the making maintenance, equipment and working of railways and tramways.
15. To establish, maintain and operate shipping, air transport and road transport services and all ancillary services and for these purposes or as independent undertaking to purchase, take in exchange, charter, hire, build, construct, or otherwise acquire and or own, work manage and trade with steam, sailing motor and other motor and other vehicles with all necessary and convenient equipments, engines tackle, gear, furniture and stores or any shares or interests in ships, vessels, aircrafts, motor and other vehicles, including shares, stocks, or securities of Companies, possessed or interested in any ships, aircraft or vehicle and to maintain, repair, fit out, refit, improve, insure, alter, sell, exchange or let out on hire or hire purchase or charter or otherwise deal with and dispose of any of the ships, vessels, aircrafts, motor and other vehicles, shares, stock and securities or any of the engines, tackle, gear, furniture, equipment and stores of the Company.
16. To carry on the business of hostel, tourist hotels, restaurant, cafe, refreshment room and lodging house keepers, licensed victuallers, wine beer and spirit merchants, importers and manufacturers of aerated minerals and artificial water and other drinks, purveyors, caterers for the public generally, carriage, taxi, motor car and motor lorry proprietors dairy men, Ice merchants, Importers and brokers of goods, live and dead stock and foreign produce of all descriptions, hair-dressers, perfumers, chemists, proprietors of clubs, baths dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and place of amusement, recreation, sport entertainment and instruction of all kinds, tobacco, cigar and cigarette merchant, agents for railway and shipping and airlines companies and carriers, theatrical and opera box office proprietors and general agents and others business which can conveniently be carried on in connection therewith.
17. To carry on the business as manufacturers, producers, exporters, importers, traders, dealers distributors, buyers, sellers, agents or merchants of sheet, any safety glass toughened, plate, looking, window, decorative and other type of/ types of glass required in or used for industrial, domestic, house-hold, building, furniture, electric fittings, transport vehicles and other purposes.
18. To produce, manufacture, refine, prepare, import, export, purchase, sell and generally to deal in all kinds of cement (ordinary, white, coloured Portland, alumina, blast furnace, silica etc,) cement products of any description (pipes, poles, asbestos sheets, blocks,-tiles, garden-wares etc.) lime, limestone and/or by-products thereof, and in connection therewith to take on lease or acquire, erect, construct, establish, operate and maintain cement factories, quarries and collieries, workshops and other works.
19. To carry on business of manufacturers, or dealers in hires (letting out on hire or hire purchase system or taking on hire) repairers, cleaners, storers, ware-housers, importers, exporters or agents of motor vehicle, motor cycles, cycles car, motors, scooters, bicycles, air conditioners, refrigerators, carriages, gramophones, radios, radiograms, electric fans, all kinds of other machineries, component parts, accessories apparatus and fittings, fireworks and other explosive products and water works.

minerals and mineral oils, chemicals and synthetic products or any other kind of merchandise, commodities and products.

20. To manufacture,, produce, fabricate, erect, assemble, install, build, rebuild overhaul service, import, export, buy, sell and otherwise, deal or traffic in all kinds of plant and machinery and in all kinds of pumps, engines, cranes, earthmoving, machinery, industrial machinery, boilers, tanks, ships, bodies, turbines, generators, transformers, accumulators, dryers, all types of drying systems, kilns, claciners, heat exchangers, agitators, mixers, scientific Instruments agricultural and industrial equipments, tea dryers, tea rollers and other tea processing machinery, mechanical and electrical equipments, accessories, tools, spares, appliances etc. and to carry on the business of mechanical, civil and electrical engineers, technical consultants, metallurgists, allied chemical works, boiler makers, mill wrights and machinists and to undertake the erection and construction of factories, mills, workshops and all other Installations and to execute any contracts to carry out all or any works comprised in such contracts.
21. To build, construct, maintain, enlarge, pull down, remove or replace, improve or develop and to work, manage and control any buildings, offices, factories, mills, foundries, refineries, furnaces, godowns, warehouses, shops, machinery, engines, road ways railways, tramways or other means of transport, siding, bridges, reservoirs, dams, watercourses, water systems, wharves, electric works, gas work-or works operated by any other kind of power and also such other machinery equipment, conveyances, works and conveniences and to subsidise, contribute to or, otherwise assist or take part in doing any of those things and/or to join with any other person or company in India or, elsewhere or with any Government or Governmental authority in doing any of these things.
22. To manufacture, purchase, sell, import, export, repair service and generally deal In all types of reprographic photocopying, duplicating and other office and business machines, equipments and ancillary parts, inks, papers, ribbons, plates, equipments etc.
23. To supply to and to provide, maintain and operate services facilities, conveniences, bureaus and the like for the benefit of any persons, company, corporate body, firm, trusts, association society or organisation whatsoever and generally to act as consultants and as services organisation of for providing general administrative, secretarial, advisory, commercial or economical, Financial Management, Consultancy, technical, accountancy, taxation, costing, marketing, import, export, quality control, legal, labour and personnel and other services to persons, companies, corporate bodies, firms, trusts, associations or organisations whatsoever.
24. To plan, promote, generate, acquire by purchase in bulk, develop, distribute and accumulate power by wind, solar, hydro, thermal, atomic, coal, lignite, gas ocean energy, geothermal or any other form by which energy, power can be produced and to transmit, distribute sell & supply such power for captive consumption by the company and/or for consumption by others and to construct, lay down, establish, fix and carry out necessary power stations and projects.
25. To undertake all types of leasing and hire purchase business.
26. To borrow, to lend, to negotiate, to transact business as promoters, financiers, monetary agents, to carry on the business of a company established with the object of financing industrial enterprises and to lend or give credit against the same.
27. To undertake portfolio management, advisory and counselling services, to deal in Foreign Exchange to act as Merchant Banker, Registrar to Issue, Issue House, clearing house, advisor to Issue.

- to carry on business as manufacturers, exporters, importers, buyers, sellers, agents and dealers in all kinds and description of iron and steel, structural steel, stainless steel, alloy steel, mild steel, micro-alloy steel, tool steel and other special steel group and their products and also to explore, prospect, take on lease or on royalty basis or otherwise acquire mines, mining rights and lands of any interest therein.
29. To carry on business as producers manufacturers, processors, converters, refiners, makers, bottlers, stockists, dealers, importers, exporters, retailers, agents, buyers, sellers of oxygen, acetylene, ammonia, carbon dioxide, nitrogen, hydrogen, helium and other types and kinds of gases required for or used in industries, agriculture, clinics, hospitals, retriuration, aviation, transport, vehicles, space rocks and crafts, public lighting, heating, cooling or cooking purpose, lighter, plant producing water, chemicals or fuels, pesticide, warfare establishments, horticulture, forest or plant protection and growth and other allied purposes.
30. To carry on in India or elsewhere in the world, either alone or jointly with one or more persons, government, local or other bodies, the business to search, prospect, explore, win, mine, quarry, dispose of, purchase, take on lease or otherwise acquire freehold and other lands, properties, mines and mineral properties, exploration rights, concessions, leases, claims, licences of or other interest in mines, mining and offshore rights, mineral properties and water rights, to prospect, explore, develop and work claims or mines, drill and sink shafts or wells and raise pump, dig and quarry for all sorts of major and minor minerals, working deposits thereof and sub soil minerals and to crush, win, set, quarry, smelt, calcine, refine, dress, preserve, amalgamate, process, harden, temper, polish, manufacture, manipulate and prepare for market, sale, resale, export, trade or deal in metals, substances, catalysts or mineral substances, all types of stones, lime, chalk, clay, refractories, ceramics, stonewares, porcelain wares, proppants, oil, coke, coal, slag, slag granules, bauxite, lignites, rock-phosphate, brimstone, quartz, granite, marble, silica sand, brine, rare earths, gypsum deposits, iron ore, aluminium, titanium, uranium, vanadium, mica, apalite, chrome, copper, gypsum, zircon, tungsten, precious stones, oil, petroleum, natural gas, earth and other natural substances, organic or inorganic, and the alloys, products or by products thereof and to do all such other processes in connection with the same.
31. To carry on, manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether nuclear, steam, hydro or tidal, water, wind, solar, hydrocarbon fuel or any other form, kind or description of energy.
32. To carry on the business of manufacturers and processors of, dealers in, exporters' and importers of all grades, types, qualities, shapes, categories and descriptions of alloy, tool and special steel, including alloy constructional steels in carbon, manganese, nickel, chromium, nickel-chromium (NiCr), nickel chromium molybdenum (NiCrMb), chromium molybdenum (CrMb), direct hardening steels, case hardening steel, nitriding steels, ball bearing steels, corrosion resisting steels, stainless and heat resisting steels, free cutting steels, silico- manganese steels, spring steels, carbon and alloy tool and die steels, high speed steels, cold and hot working steels, alloy steel, magnet steels, electrical steels, hot rolled and cold rolled grain oriented-electrical steels, all types of alloying materials required for manufacture of alloy, tool, and special steels such as ferro-silicon, ferro-manganese, ferro-vanadium, ferromolybdenum, ferro-tungnsten, ferrochrome, silico-manganese, silicocalcium, nickel, copper, cobalt aluminum, baron titanium niobium, pig iron, cast iron, scrap iron, wrought iron, mild steel, steel castings and steel forgings in all the categories of steel described hereinabove, all types of refractory bricks, and materials, coal tar, and tar by products, and non-ferrous metals and products thereof, ingots, slabs, billets, sheets, sections, angles, wires strips flats, rounds and as processor of metal, ferrous and non ferrous, into castings, forgings, rolling,

rolling, galvanizing, drawing, extruding including finished or semi-finished goods, agricultural equipments, automobile parts, machine tools, other hand tools, jigs, fixtures, line- blades, tubes, pipes and to act as metal workers machinists, iron and steel worker, smiths, metallurgists and buyers and sellers of all the items, mentioned above and hardwares and allied products.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 25,00,000/- (Rupees Twenty Five lacs only) divided into 25000 equity shares of Rs. 100/- each with the power to increase and reduce the capital of the Company for the time being into several classes and attach there to respectively such preferential or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Companies Act, 1956 and to vary, modify or abrogate such rights, privileges and conditions in such manner as may for the time being be provided by the regulations of the company.

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

Names, Addresses and occupation of subscribers	Number of equity shares taken up by each subscriber	Name, address and description of witness
VIMAL KUMAR TULSYAN S/o Late Ganga Ram Tulsyan 4, Chanchani Colony, P. O. Nagnagar, Dhaiya Dhanbad – 826001 Merchant	10 (Ten)	Witness to all the Signatories M. L. AGRAWAL S/o late B. M. Agrawal 16, Mangoe Lane, Calcutta – 700001 Chartered Accountant
SANTOSH KUMAR CHHAPOLIKA S/o late Parmeswar Chhapolika 210, Shanti Bhawan, Bank More Dhandabd – 826001 Merchant	10 (Ten)	
PRAKASH LAL KHANDELWAL S/o late Jugal Prasad Khandelwal MIG 29 Housing Colony Dhanbad – 826001 Merchant	10 (Ten)	
MITHULAL SAWA S/o Jagdish Prasad Sawa Sawa House, Jugsalai Jamsgedpur, 831006 Business	10 (Ten)	
Total	40 (Forty)	

The 23rd day of May, 1988, Calcutta

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AUROMA PROJECTS PRIVATE LIMITED

(as amended at by the shareholders at Extra Ordinary General Meeting on 14.01.2013)

1. The Regulations contained in Table "A" in Schedule I to the Companies Act, 1956 (hereinafter referred to as the Act) in so far as the same are applicable to a Private Company shall apply to the Company except that the Regulations as are embodied in these Articles of Association shall exclude corresponding provisions in table "A" aforesaid.

2. The following expressions shall have the following meaning unless there be something in the subject or context inconsistent therewith :-

"The Company" means **"AUROMA PROJECTS PRIVATE LIMITED"**.

"The Act" means the Companies Act, 1956 and includes any re-enactment or statutory modification thereof for the time being in force;

"The Directors" means the Directors for the time being of the Company or as the case may be, the Directors present at the Board Meeting;

"The Board of Directors" or "The Board" means the Board of Directors for the time being of the Company;

"The Chairman" means the Chairman for the time being of the Board of Directors of the Company;

"The Managing Director" means a Managing Director for the time being of the Company;

"The Secretary" means the Secretary for the time being of the Company.

"The Office" means the Registered Office for the time being of the Company.

"The Register" means the Register of Members to be kept pursuant to the Act.

"The Registrar" means the Registrar of Companies, West Bengal.

"Dividend" includes bonus;

"Member(s)" means member(s) of the Company holding a share or shares of any class and includes the beneficial owner in the records of the Depository.

"Seal" means the Common Seal of the Company;

Month and "Year" mean the English Calendar Month and the English Calendar Year respectively;

"Debentures" includes Debenture stocks.

"Special Resolution" and "Ordinary Resolution" have the same meanings assigned thereto by Section 189 of the Act;

"Articles" means these Articles of Association or as altered and modified from time to time in accordance with the law.

"These Presents" means the Memorandum and Articles of Association of the Company for the time being in force.

"Beneficial Owner" shall mean the Beneficial Owner as defined in Section 2(1)(a) of the Depositories Act, 1996.

"Depository" shall mean a Depository as defined in Section 2(1)(a) of the Depositories Act, 1996.

"SEBI" means the Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.

"Security" means such Securities as may be specified by SEBI from time to time.

"Meeting" or "General Meeting" means a meeting of members.

"Paid Up Capital" includes credited as paid up.

"Share" means a share in the Share Capital of the Company and includes Stock except where a distinction between stocks and shares is expressed or implied.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of Section 3(1) (iii) of the Act, and accordingly;
- a) The right to transfer the shares of the Company shall be restricted in the manner and to the extent hereinafter appearing in these regulations;
 - b) The number of members of the Company shall be limited to fifty, not including
 - i) Persons who are in employment of the Company; and
 - ii) Persons who having been formerly in the employment of the Company, were members of the Company while in that employment and have continued to be members after the employment ceased :

PROVIDED THAT for the purpose of this provision, where two or more persons hold one or more shares jointly in the Company they shall be treated as a single member.
 - c) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.
 - d) No invitation shall be made inviting or accepting deposits from persons other than the members or Directors of the Company or their relatives.
 - e) The minimum Paid up Capital of the Company is Rs.1,00,000/- (Rupees One lac only)

The Company shall have the power to issue Equity Shares Capital. The Company shall also have the power to issue Preference Shares carrying a right to redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the Company and the Board may subject to the provisions of Section 80 of the Act, exercise such power in such manner and on such terms as the Company may before the issue of such Preference Shares determine by Special Resolution.

5. a) The Authorised Share Capital of the Company shall be such amount and divided into such shares as may be provided under clause no. V of the Memorandum of Association of the Company.
- b) The Shares in the authorised capital of the Company for the time being shall be under the control of the Board of Directors who may by unanimous approval of all Directors allot or otherwise dispose off the same or any one of them to such persons including minors in such proportion and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 79 of the Act) at a discount and at such time as they may from time to time think proper and with full power to give to any person the option to call for or be at a premium being exercisable at such time and for such consideration as the Directors think fit.
6. a) No transfer of share shall be made or registered without the sanction of the Board of directors, by a member or other person entitled to transfer, to any person including minor selected by the transferor at a value agreed between the transferor and the transferee.
- b) Any person becoming entitled to or to the transfer of any shares in consequence of death or insolvency of any sole holder thereof or in any way other than by transfer, upon producing such evidence of his title thereof that he sustains the character in respect of which he proposes to act under these articles as the Directors think sufficient may with the consent of the Directors (which they shall not be under any obligation to give) and upon such terms as to indemnity or other wise the Directors may impose be registered as a member himself in respect of such share, may with such consent and subject as aforesaid, transfer the share to such other person as the Directors may approve of unanimously.
- c) The Directors may refuse to register any transfer of a share (1) where the Company has lien on the share or (2) where the share is not a fully paid up share.

PROCEEDINGS AT GENERAL MEETING

7. a) A General Meeting may be called by giving not less than 21 (twentyone) days clear notice in writing specifying the place, the date and the hour of the meeting, to the persons entitled to vote thereat, in a manner laid down in the Act; provided that a General Meeting may be called after giving shorter notice than specified above if the shareholders of the Company holding more than 95% of the paid up capital of the Company carrying a right to vote at a meeting so agree in writing.
- b) Any 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 at the meeting.
8. a) The Chairman may with the consent of the members present at any Meeting, where quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- b) No Business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4. The Company shall have the power to issue Equity Shares Capital. The Company shall also have the power to issue Preference Shares carrying a right to redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the Company and the Board may subject to the provisions of Section 80 of the Act, exercise such power in such manner and on such terms as the Company may before the issue of such Preference Shares determine by Special Resolution.
5. a) The Authorised Share Capital of the Company shall be such amount and divided into such shares as may be provided under clause no. V of the Memorandum of Association of the Company.
- b) The Shares in the authorised capital of the Company for the time being shall be under the control of the Board of Directors who may by unanimous approval of all Directors allot or otherwise dispose off the same or any one of them to such persons including minors in such proportion and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 79 of the Act) at a discount and at such time as they may from time to time think proper and with full power to give to any person the option to call for or be at a premium being exercisable at such time and for such consideration as the Directors think fit.
6. a) No transfer of share shall be made or registered without the sanction of the Board of directors, by a member or other person entitled to transfer, to any person including minor selected by the transferor at a value agreed between the transferor and the transferee.
- b) Any person becoming entitled to or to the transfer of any shares in consequence of death or insolvency of any sole holder thereof or in any way other than by transfer, upon producing such evidence of his title thereof that he sustains the character in respect of which he proposes to act under these articles as the Directors think sufficient may with the consent of the Directors (which they shall not be under any obligation to give) and upon such terms as to indemnity or other wise the Directors may impose be registered as a member himself in respect of such share, may with such consent and subject as aforesaid, transfer the share to such other person as the Directors may approve of unanimously.
- c) The Directors may refuse to register any transfer of a share (1) where the Company has lien on the share or (2) where the share is not a fully paid up share.

PROCEEDINGS AT GENERAL MEETING

7. a) A General Meeting may be called by giving not less than 21 (twentyone) days clear notice in writing specifying the place, the date and the hour of the meeting, to the persons entitled to vote thereat, in a manner laid down in the Act; provided that a General Meeting may be called after giving shorter notice than specified above if the shareholders of the Company holding more than 95% of the paid up capital of the Company carrying a right to vote at a meeting so agree in writing.
- b) Any 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 at the meeting.
8. a) The Chairman may with the consent of the members present at any Meeting, where quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- b) No Business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- c) When a meeting is adjourned for 30 days or more, notice of the meeting shall be given as in the case of an original meeting.
- d) Save as aforesaid, it shall not be necessary to give any notice of a adjournment or of the business to be transacted at an adjourned meeting.
- e) If at an adjourned meeting, also the quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall stand dissolved and be called afresh.
- f) Two members present personally shall be a valid quorum for all purposes at any General Meeting including Annual General Meeting or any of its adjournment(s).

BOARD OF DIRECTORS

9. Until otherwise, determined by the Company in General Meeting, the number of Directors shall not be less than two and not more than twelve.
10. The First Directors of the Company shall be as follows:-
 - a) Mr. Vimal Kumar Tulsyan
 - b) Mr. Sanjeev Tulsyan
 - c) Mr. Rajiv Tulsyan
11. The Board shall have the power to appoint the Directors generally and to appoint Additional Directors and they shall hold office of the Directorship till the date of the next Annual General Meeting.
12. Unless the Company resolved otherwise in general meeting, Directors shall not be required to hold any Equity Shares as Qualification Shares.
13. Directors shall not be liable to retire by rotation.
14. The Board may appoint any person to act as Alternate Director to act for a Director during his absence for a period of not less than 3 months from the State in which meetings of the Board are ordinarily held and such Alternate Director shall ipso facto vacate office if and when the Absentee Director returns to the State or vacates his office as Director.
15. In the event of the Company borrowing any money from and while such money remains due, any Financial Corporation, Institution, Government, Government Body, Bank, Collaborator or any other loan giving agency or source shall have, if the terms of agreement so provide, power and may exercise such power to appoint one or more Directors of the Company and any Director so appointed shall hold office during the pleasure of or may be removed or substituted by any person by the appointing authority, provided such appointment or removal shall be in writing signed by the appointer and served to the Company.
16. The Company may by Ordinary Resolution of which Special Notice has been given in accordance with Section 190 of the Act, remove any Director before the expiration of his period of office. Such removal shall be without prejudice to any claim that such Director may have for damages or for breach of contract of service between him and the Company.
17. The Company may subject to the provisions of Section 284, appoint another person in place of a Director removed from the office under the immediately preceding Article in the same meeting and may in General Meeting appoint any person as a Director provided Special Notice has been given to the Company of the intention to propose him together with the consent in writing by the intended Director of his willingness to be elected.

18. In addition to the grounds mentioned in Section 283 of the Act, the Office of a Director would be vacated if any Director resigns his office by notice in writing to the Company.
19. The management of the business of the Company shall be vested in the Board of Director/ any committee constituted by the Board of Directors and the Board of Directors/ committee may exercise all such powers and do all such acts and things as a Company by its Memorandum of Association or otherwise authorize to exercise or do and as are not hereby or by Statute directed or required to be exercised or done by the Company in General Meeting but subject nevertheless, to the provisions of the Act and to these presents and regulations from time to time made by the Company in General Meeting not being inconsistent with the provisions of these presents, provided that no such regulations shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
20. Subject to the provisions of the Act, the Directors may from time to time at their discretion, raise or borrow from any Director, member, person, firm, Company, Bank, Financial Institution or Corporation any sums of money at such interest and upon such security and conditions in all respects as they think fit or expedient and in particular by the issue of Debenture, Debenture Stock or Bonds of the Company and by mortgage, Charge or other security on all or any properties of the Company or any part including its uncalled capital for the time being.
21. The Board of Directors shall have the power to delegate any or all of the authority vested in them except such are not hereby or by statute directed or required to be expressly exercised or done by the Directors in a Board Meeting, to the Managing Director(s), whole time Director(s), Director(s) or any other person(s) as they think fit and proper.
22. The Directors may from time to time and at any time by Power of Attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit and any power of Attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise such Attorney to delegate all the powers, authorities and directions vested in them.
23. Each Director shall be entitled to be paid out of the funds of the Company for attending the meetings of the Board or a committee thereof including adjourned meetings such sum as sitting fees as shall be determined from time to time by the Board of Directors but not exceeding their limits as prescribed in Section 310 of the Act.
24. a) The Remuneration of Directors shall, from time to time be determined by the Board and the same may be in the form of a monthly allowance or in any other manner and may be equal or varying in the case of each Director.
- b) The remuneration of Directors shall, so far as it consists of a monthly payment be deemed to accrue from day to day.
- c) In addition to the remuneration payable to them, in pursuance of the Act or the Articles, the Directors may be paid all traveling, hotel and other expenses incurred by them in attending and returning from meetings of the Board of Directors or any Committee thereof or General Meetings of the Company including the adjourned meetings or in executed of their duties as Directors of the Company or in connection with the business of the Company.

25. If any Director, being willing shall be called upon to perform any special duty or to give special attention to the Company or to give special attention to the Company from his place of residence for any of the purposes of the Company or to work as business as a member of Committee of Directors or to hold any office in Company or to work as Contractor, Agent, Purchaser or to perform any other duty or to make any special exertions for any of the purposes of the Company, the Company may subject to the provisions of the Act, remunerate such Director by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors and such remuneration may either be in addition to or in substitution for any other remuneration to which he may otherwise be entitled. 33.
26. Any Director may hold any other office in the Company in conjunction with the office of Director on such terms as to remuneration and otherwise as may be fixed by the Board subject to the provisions of Section 314 of the Act. 34.
27. The Company may, subject to the provisions of these articles and the Act, pay a Commission on the net profits of the Company to its Director whether whole or part time employment of the Company or not.
28. The Quorum for a meeting of the Board shall be one third of its total strength, any fraction contained in that one third being rounded off as one or two Directors, whichever is higher and if a quorum is not present within 15 (fifteen) minutes from the time appointed for the meeting, it shall be adjourned until such date and time as the Chairman of the Board shall determine. 35.
29. A resolution by circulation amongst the Directors and signed by all the members of Board or committee thereof, in India or by majority of such of them as are entitled to vote on the resolution, shall be as valid and effectual as it had been passed at a meeting of the Board or a committee duly convened and held.

BORROWING POWERS

30. The Directors may from time to time at their discretion may borrow any sum or sums of money or make any arrangement for finance for the purpose of the Company and may raise or secure the payment of such sum or sums or the financial arrangement in such manner and upon such terms and conditions in all respects as they think fit and in particular by making, drawing, accepting or endorsing on behalf of the Company any Promissory Notes or Bills of Exchange or by issuing Bonds, Perpetual or Redeemable Debentures or Debenture Stocks or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company both present and future including its uncalled capital for the time being. 36.

MANAGING OR WHOLE TIME DIRECTORS

31. Subject to the provisions of Section 197A of the Act, the Board may from time to time and with the unanimous consent, appoint one or more Directors to be Managing Director or Whole time Director of the Company, either for a fixed term or without any limitation as to the period for which he is or they are to hold such office, 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 other/ others in his/their place or their places. 37.
32. Subject to the provisions of the Act, and in particular to the prohibition and restriction contained in Section 292 thereof, the Board may, from time to time entrust to and confer upon a Managing Director or Whole Time Director for the time being such of the powers exercisable under these presents by the Board as it may think fit and may confer such powers for such time and to 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 from time to time, revoke, withdraw, alter or vary all or any of such powers.

SECRECY

33. No Member shall be entitled to require or receive any information concerning the business, trading and customer of the Company beyond such information as to Accounts and business of the Company as is by these presents or the Act directed to be laid before the Company in General Meeting.
34. Subject to the provisions of the Act, every Director, Manager, Auditor, Secretary, Treasurer, Trustee, Member(s) of a Committee, Accountant, Agent, Officer, Servant or other person employed in the business of the Company shall when required to sign a Declaration pledging himself to observe a Secrecy respecting all transactions of the Company with customers and the state of accounts with individuals and in matters relating thereto and in all technical matters concerning equipment and process and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or the Auditors or by Resolution of the Company in General Meeting or by a Court of Law or by the person to whom such matters relate except so far as may be necessary in order to comply with any of the provisions in these presents contain. Nothing herein contained shall affect the powers of the Central Government or any officer appointed by the Government to enquire or to hold an investigation into the Company's affairs.
35. No member or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or of the Managing Director or subject to the Article 41 to require discovery of or any details of the trading of the Company or any matter which is or may be in a nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board or Managing Director will be inappropriate in the interest of the Company to communicate.

RECONSTRUCTION

36. On any sale of the undertaking of the Company, the Board or the Liquidators on a Winding Up may, if authorized by a Special Resolution, accept fully paid or partly paid up shares, debentures or securities of any other Company, whether incorporated in India or not either than existing or to be found for the purpose in whole or in part of the property of the Company and the Board (if the profits of the Company permits) or the Liquidators (in a winding up) may distribute such shares or securities or any other property of the Company amongst the members without realization or vest the same in the Trustees for them and by a Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit or property, otherwise than in accordance with the strict legal rights of the members or contributors of the Company, and for the valuation of any such securities or property at such price and in such manner, as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by the valuation or distribution so authorized and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such statutory rights, if any, under Section 494 of the Act as are incapable of being varied or excluded by these Articles.

SEAL

37. The Directors shall procure a Seal to be made for the purpose of the Company and shall have the power from time to time to destroy the same, substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by or under the authority of the Board or a Committee of Directors. Every instrument or Deed to which the Seal is affixed shall unless the same is executed by a duly constituted attorney of the Company be signed at least by one Director in whose presence, the seal is so affixed provided however, that share certificates

shall be sealed in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 as in force from time to time.

WINDING UP

38. 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 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 the winding up, on the shares held by them respectively. If the assets available for distribution amongst 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 of the capital at the commencement of the winding up, paid up or which ought to have been paid up on the shares held by them respectively, but this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
39. If the Company shall be wound up, any balance of any member lying with the Company in their Current Account(s), would get preference as unsecured loans before the assets of the Company are distributed amongst the members in proportion to the capital paid up or which ought to have been paid up at the commencement of winding up.
40. If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may with the sanction of a Special Resolution, divide amongst the contributories in specie of kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the contributories or any of them as a liquidators with the like sanction shall think fit.

INDEMNITY

41. Every Director, Manager, Secretary or Officer of the Company or any person (whether an officer of the Company or not) employed by the Company and any person appointed as Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Manager, Secretary, Officer, Employee or Auditor in defending any proceedings whether Civil or Criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court.

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

Names, Addresses and occupation of subscribers	Number of equity shares taken up by each subscriber	Name, address and description of witness
VIMAL KUMAR TULSYAN S/o Late Ganga Ram Tulsyan 4, Chanchani Colony, P. O. Nagnagar, Dhaiya Dhanbad – 826001 Merchant	10 (Ten)	
SANTOSH KUMAR CHHAPOLIKA S/o late Parmeswar Chhapolika 210, Shanti Bhawan, Bank More Dhandabd – 826001 Merchant	10 (Ten)	
PRAKASH LAL KHANDELWAL S/o late Jugal Prasad Khandelwal MIG 29 Housing Colony Dhanbad – 826001 Merchant	10 (Ten)	
MITHULAL SAWA S/o Jagdish Prasad Sawa Sawa House, Jugsalai Jamsgedpur, 831006 Business	10 (Ten)	
Total	40 (Forty)	Witness to all the Signatories M. L. AGRAWAL S/o late B. M. Agrawal 16, Mangoe Lane, Calcutta – 700001 Chartered Accountant

The 23rd day of May, 1988, Calcutta