

**THE COMPANIES ACT, 2013**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMORANDUM**  
  
**AND**  
  
**ARTICLES OF ASSOCIATION**  
  
**OF**  
**ASHISH ANAND INFRATECH INDIA**  
**PRIVATE LIMITED**

THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
**ASHISH ANAND INFRATECH INDIA PRIVATE LIMITED**

1<sup>st</sup> The name of the company is **ASHISH ANAND INFRATECH INDIA PRIVATE LIMITED**

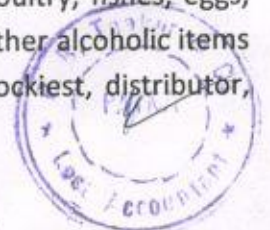
2<sup>nd</sup> The Registered Office of the company will be situated in the State of Bihar of India.

3<sup>rd</sup> (a) The objects to be Pursued by the Company on its incorporation are;

1. To carry on business as civil and military contractors and engineers, planners, and construction of building road, canal, dams, bridge, water supply, plumbing tube well, electronic, builders and contractors to manufacture, fabricate, produce or otherwise, acquire all kinds of building materials, sitting appliances, equipment's and the like and make other material which may be required in connection with the Company's business or the contract work under taken and to be carried out and import, export, buy sell supply on turnkey basis or otherwise deal in all such things and materials.
2. To carry on in India or elsewhere the business of civil, architectural, electrical, mechanical, telecommunications and any other type of contracts business in various states Central Government departments, public sector undertakings, corporations, companies well as private sector companies and undertakings and do the business of consultancy services, Manpower & outsources, Trading, etc.
3. To carry out the business of Homes, Building construction, (including Electrical & Interiors jobs) Building constructs, Construction of Housing Apartments, Duplex, Group Housing promoters and to carry out the business of real estate, developers, contractors and real estate.

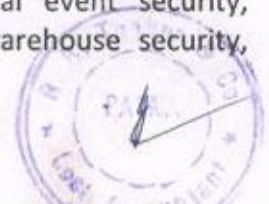
(b) Matter which is necessary for furtherance of the objects specified in clause 3(a) are:-

1. To establish and carry on in India or elsewhere the business of manufacture, produce, process, treat, assemble and alter, all type of purified drinking water, mineral water, saline water and all types of food and food products, bread, biscuits, sweets, confectioneries, salted item, jams, jellies, all type of dairy and dairy products including milk, ghee, butter etc, all type of staple food like rice, wheat, mustard, vegetables, cereals, spices, all type and kind of oils, fats, made from any of the products, all type of meals, poultry, fishes, eggs, fisheries, piggery, goatery, hatcheries, to manufacture wine, bear and other alcoholic items and to develop, grow, cultivate, fabricate, to act as agent, broker, stockiest, distributor,



importer, exporter, trader, buyer, seller, vender, consultant, job-worker or otherwise deal in all shapes, sizes, uses, capacities, specifications, description, qualities and varieties of products generally consumed or may be consumed or used by any living being or meant for any commercial or industrial use.

2. To own, purchase, construct, take on lease, hire, deal in real-estate business for construction of buildings, dams, malls, commercial complexes, residential complexes, hospitals, nursing homes, educational institutions, to open school, colleges, and other educational institution, natural parks, amusement parks and floriculture plantation.
3. To deal in and acts as a trader, agent commission agents, broker, share broker, importer, exporter, financier of motor vehicles, industrial, commercial, agriculture and electric household goods for commercial or industrial purpose.
4. To establish and carry on in India or elsewhere the business of print and electronic media and to carry out all the works related to media including establishment of printing, manufacturing and distribution channels.
5. To act as security agents for safety and vigilance of any individual(s) real or personal estate including lands, mines, business, apartments, buildings, factories, mills, house, cottages, shops, towers and erections, depots, warehouses, machinery, plant, stock, and go down, plantations, residential colonies, office, complexes, and any other similar assets and for this purpose to provide plain or armed guards as per the requirement of the clients within the framework of law.
6. To provide supervision and maintenance services to persons, firms, companies, government entities and the like for their real estate entities like lands, mines, business, apartments, buildings, factories, mills, houses, cottages, shops, towers and go down, plantations, residential colonies, office complexes and any other similar assets.
7. To carry on in India or elsewhere the business to establish & provide detective services, investigation services, security services, commando services, protection services to the extent permissible under the law of the land by applying such lawful means as are permissible and allowable and to procure information related to trade mark infringement, pre/post matrimonial employees screening, divorce cases, assets verification, Bank/Finance offences other customized information relating to financial, economic, social, matrimonial, civil, criminal & other allied areas and for the purpose to act as finger print expert, hand writing expert, fighter, advocate, representative, consultant, advisor, signatory, attorney, arbitrator, conciliator and to take on hire all necessary services, facilities, equipment's, utilities from government as well as private sources and to do all incidental acts and things necessary for the attainment of the foregoing objects.
8. To carry on the business of Security for industrial corporate, commercial and govt. Dept., domestic sectors, security management for school, Hospital, resort, Security for Financial institution, Armed unarmed & ex-military/defence personal, special event security, escorts/bodyguard, security & cash van services, condominium & warehouse security,

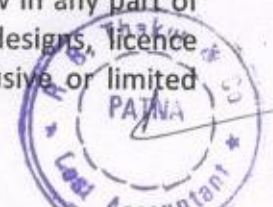


- security services related to escort management, security for high risk areas private detective & other security services.
9. To carry on the business of CC TV surveillance system, Biometric, fire alarm system, RFID system, Access control system, Digital Video recorder, security software solution & other electronics services.
  10. To carry on business of separate cell for investigation intelligence services for theft, fraud cases & credit worthiness, pre matrimonial investigation, financial information, finding a missing person, divorce cases, fact finding certificates documents, evidence collection & gardening, Housekeeping, Survey (All Type), Manpower development, courier sector/services, cleaning staff, Marriage Bureau services, any all matter solution services.
  11. To act as consultants for marine educational matters and placements Service in India or Abroad, and to run marine schools, and professional institutions, and to run advanced marine technological and scientific institutions, and to carry on the business of trading, importers, exporters of services, goods or merchandise of any description and to run schools, colleges agricultural collage engineering , management, medical opening of higher educational institutions like collages and other educational institution, and technical, vocational and professional institutions and to act as consultants for educational matters and run advanced technological and to scientific institutions, publishing, marketing & copyright of any national & international books, journals; CDs, Films and documentaries placements service in India or abroad.
  12. To carry on the Business of Human Resource Consultancy, recruitment, training & development to suit the specific requirement of employers & prospective employers and help in the development of human resources required by the recruitment industry through training, seminars, workshop, etc and carry on the business of human resources outsourcing for all the position across all the Industry sector in India & outside India and carry out activities in the field of marketing, communication & event and media management to cater needs of varied client with varied kind of marketing & communication technology, website design, website development, software development, webpage design & development and carry on the activity of market research, print media, hoardings at vantage location, rural communication & brand promotion and promote and disseminate useful knowledge on recruitment industry, so as to enhance its contribution to the growth and development of the National economy and work in the field of Business/Knowledge process outsourcing & carry out the assignments, as assigned by the client organizations across all the industry sectors from within India & outside India and carry out the activities / assignments for all the allied activities correlated to the business/ knowledge process outsourcing and study, carry out and sponsor research on problems on the issues relevant to the exercise of recruitment profession & industry and arrange/s supply/merchandise goods to the clients & organizations.
  13. To carry on in India or elsewhere the business to business to establish, promote, subsidize, encourage, provide, maintain, organize, undertake, manage, equip, develop, operate and to conduct Art of Acting – Advance, Art of Acting – Basic – Modelling – Part Time, Art of Film Making – Pre and Post Production, Computer Science And Egg, Management Studies, Advance Accounts class, Advance Commerce Classes, Commerce Class, Coaching Classes,



Education, Personality Programmer, Education Abroad – Transfer Studies – Test Taking, Corporate Training, Gem Stone Classes, Graphics, Language Translation, Typesetting and Processing Services, Computer Training and Hardware training, Web Designing, Overseas Educational Services, Eighth and Ninth Classes, Language Classes, Language Classes, Math's Classes, Practical Classes, Science Classes, Tutorials, Tutorials – correspondence, French Tuitions, Creative Workshop, Airlines – Travel and Tourism. Executive Secretarial Course, Interior Designing-Education, specialization courses-vastu, Automobile Driving Schools, License Details, Two and Four Wheeler Training, Entrepreneurship Development Scheme, Training for Paper Shredding, Training for Plastic Components Mangle, Astrological Courses, Astrology – Seminars – Conferences, Distance Education Programmed, full Time and Part Time Management Programmed, Child Development Centre. Professional Short Course, Territory Education Centres, Counselling and Psychotherapy Courses, Educational Trust, English Development Course, English Fluency Course, public Speaking and Personality Development Course, Mental Arithmetic Course, Tutorials, Private Coaching Class, Private Tuition, Private Tuitions- Test Series Classes for BMS, Classes for CA: Crash Course, Regular Batches, Communication Skill Workshops, Memory Enlancement Workshops, Time and Money Management Workshops, Utilization of Power of Mind workshops, Fun Club for 3 – 6 years, Fun Club for 6- 9 years, Talent Workshops for 6years and Above, Charitable Institution, Educational-Medical Foundation, Trust, Basic Courses, Finance Courses, Functional Courses, Human Resource Management, International Business Management, Special Courses, Counselling – Dyslexia, Speech Therapy, Meditation, Relaxation, Spiritual Network, World Peace, Other Home Business Courses Without Any Machinery, Self Employment Course, Central Excise Coaching, Skin and Body Therapy Course, Skin Treatment Course, Training for Beauticians, Guidance in Singing, Recording and Demo Cassettes, Singing – Tips and Practices, Music, Musical Instruments, Orchestra, Guidance in Singing, Recording and Demo Cassettes, Singing – Tips and Practices, Bakers Course, Bakery Training courses, Panic Healing Courses For Business, Panic Healing For Health, Panic Healing for Relationships, Panic Healing For Stress and other such courses as may be developed from time to time and to do all Such activities and business as may be incidental or necessary for the achievement of the above objects.

14. Subject to the Provision of the Companies Act, 2013 to invest other than investment in company's own shares the Company not immediately required in any manner as may, from time to time, be determined by the board.
15. Subject to the Provision of the Companies Act, 2013 to remunerate any person or company for services rendered or to be referred in or about the formation or promotion of the Company or the conduct of its main business.
16. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the company.
17. To guarantee the payment of money unsecured or payable under or in respect of promissory notes, bonds, debentures, debenture-stroke, contracts, mortgages, charges, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any person whomsoever, whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the purpose of the company.
18. To apply for purchase or otherwise acquired and protect, prolong and renew in any part of the world, any patent, patents rights, brevets inventions, trade marks, designs, licence protections concessions and the like conferring any exclusive or non-exclusive or limited



right to their use or of any information as to any invention, process or privilege which may seem necessary use 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, exercise, develop or grant licences or privileges in respect of or the property, rights and information so acquired.

19. To carry on the business of marketing, Selling, trading, trade & manufacturing of FMCG goods, food supplements, garments cloths, Electronic goods, electrical goods, mechanical consumer goods, home & appliances, jewellery, consumer goods etc.
20. To carry on the business of marketing of all kinds of products, items, household, industrial or commercial use through online shopping & offline shopping portal, and abroad the business of concept marketing, online & offline marketing and to provide high quality or services and products to clients and consumers either directly or through the network of members, consultants, confide commission agents, franchises, associates and distributors through network publicity, online & offline shopping portal, market research analyses, surveys, organizing events, contests seminars, and other advertising and related outdoor/indoor activities, supplying and dealing in direct marketing, all kind of goods, product commodities and services as buyers, sellers, traders whole sellers, importers, exporter, franchisee, agent-sub agents, brokers, stockiest ,marketer of utility card or discount card commission agents, dealers suppliers and consultants like financial consultancy, management consultancy ,project consultancy ,legal consultancy of all kinds of product and services providers courier, airlines and any kinds of Insurance companies and all types of consultancy services, etc.
21. To carry on the business of dealers in and manufacturing trading and marketing of pharmaceuticals, chemical preparations and compounds, drugs and formulation, Surgical, Scientific, Equipment, Appliances, Accessories and research of all type and descriptions.
22. To do buy, sell, import, export and to act as purchasing and selling agents for the aforesaid business for any educational and research institutions, medical collages, hospitals, dispensaries, societies, persons or other authorities in India or elsewhere and to do all other things which are incidental, ancillary, or conducive to the aforesaid objects, through directly, Indirectly and network system.
23. To sell, purchases, export, import deal in and act as agents, distributors suppliers of chemicals used for manufacture of pharmaceuticals, drugs enzymes and sanitary napkins and deal in, mediates, derivatives, formulations and compounds.
24. To carry on in India or elsewhere the business to promote, encourage, establish, provide, maintain, conduct, subsidies and run testing laboratories, research laboratories, experimental workshops, scientific laboratories, pathological laboratories, medical examination centres, diagnostic centres, investigation centres and other organizations for examination, analysis, investigation, test, experiment & research on behalf of government, semi government, local authorities, private bodies and general public for all kinds
25. To carry out the business of Homes, Building construction, (including Electrical & Interiors jobs) Building constructs, Construction of Housing Apartments, Duplex, Group Housing promoters and to carry out the business of real estate, developers, contractors and real estate agent.



26. To construct and develop residential or industrial colonies for the general. Advancement of the employees of the Company and also for letting out and selling on instalment basis.
27. To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy, sell, import, export, supply, and to act as agent, broker, adagio, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of present and future ores, minerals, deposits, goods, substances and materials, including sands, stones, soils, chalk, clay, china clay, betonies, burials, calcite and coal, lignite, rock phosphate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminium, titanium, vanadium, mica, apatite, chrome, copper, gypsum, retile, sulphate, tin, zinc, zircon, tungsten, silicon, brass and other allied materials, by-products, mixtures, blends, residues and substances and to do all incidental acts and things necessary for the attainment of the objects under these presents.
28. To carry on the business as owners proprietors, lessees, all types of consultancy work, contactors, agents of land buildings and other like immovable properties and any estates and businesses and interest in or rights concerned with any such Estates, centres, buildings and land or other like immovable properties and to acquires by purchase, lease, exchange or otherwise land, buildings and here its aments of any tenure or description situated in the states of Bihar and other places in the Union of India and outside, and any estates or interest therein and any rights over or connected with land and to turn the same to account as may seem expedient and in particular by preparing buildings, sites and by constructing, altering, improving, decorating, furnishing and maintaining offices, flats, houses, factories, cold storage, warehouses, shops, buildings works, conveniences of all kinds and by consolidating or connecting or subdividing properties and by leasing, selling or otherwise disposing of the same, and generally administering and managing Transfer of Property Act.
29. To carry on in India or elsewhere the business of builders, contractors, designers, architects, decorators, furniture consultants, constructors, & brokers of all types of buildings and structures including houses, flats, apartments, offices, god owns, warehouses, shops, factories, sheds, hospitals, hotels, holiday resorts, shopping cum residential complexes and to develop, erect, install, alter, improve, add, establish, renovate, recondition, protect, participate, enlarge, repair, demolish, remove, replace, maintain, manage, buy, sell, lease, let on hire, commercialese, turn to account, fabricate, handle & control, all such buildings & structures, and to purchase, sale, or deal in all types of movable or immovable properties for development, investment, or for resale and to act as buyer, seller, importer, exporter, agent, distributor, stockiest, or otherwise to deal in all types of raw materials, goods, fittings, parts, accessories, knowhow, consumables, plants & machineries, tools & tackles used for the foregoing purposes and to do all incidental acts and things necessary for the attainment of the above objects.
30. To carry on the business in all its branches in India or abroad to Manufacture, production, repair, maintain, prepare, produce, fabricate assemble, alter, buy, sell, import, export, develop, design, lease, hire, Let on hire and to act as trader, agent, broker, vendor, consultant, Collaborator& consignor in all types of plant and machinery implements, components, parts, equipment's, instruments, accessories Tools, tackles, materials,



substances, goods FMCG product electric & Electronics production, Telecommunication, Tools. Projection and all Types of eatable things etc. or things of any descriptions or Specifications, characteristics, applications and uses for tractors, Power tillers, sprayers, dusters, mist blowers, threshers & other Modern agriculture equipment's, used for consumption of fertilizers Seeds, soils, irrigation, pesticides, insecticides, fungicides etc. in all Types of operations of farming, per cultures, sericulture's, Horticultures, apicultures, agricultures and forest produce & waste and to do all such incidental acts and things necessary for the attainment of the foregoing objects.

31. To deal in materials, properties, plants machineries and equipment's Belong to or entrusted to the company, not immediately required on hire purchase, instalment or lease basis.
32. To search for and to purchase or otherwise acquire from any government State or authority, any license, concession grant, decrees, right power Privileges whatsoever which may seem to the company capable of being Turned to account in connection with its business and to work, develop, Carry out, exercise and to account the same To provide confidential intelligence services to persons, firms, companies, Government entities and the like within the framework of law.
33. To Purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, Partnership firm or company carrying on any business which this company is authorized on or possessed of property or rights suitable for any of the purposes of the company.
34. To enter in to partnership or any arrangements for sharing profits, union of interest, reciprocal Concession or corporation with any person partnership or Company having objects similar to those of this company and to promote and aid in promoting constitute, form organize companies, syndicates or partnership for the purposes of acquiring and undertaking any property and liabilities of Company or Advancing directly the objects thereof.
35. To carry on the business as travel agents, tourists and cargo carriers by road, sea or by other modes of transport and to carry on all allied business and activities pertaining to the travelling and tourists business.
36. To carry on in India or elsewhere the business as printers, publishers, typesetters, DTP operators, proof-readers, binders, cutters, perforators, Laminators', designers, authors, writers and editors of publications of all varieties, descriptions, specifications applications & uses including books, novels, magazines, journals, souvenirs, newsletters, periodicals, bulletins, pamphlets, forms, catalogues, diaries, calendars,, posters, pictures, stickers, text books, law books, school books college books, newspapers & other allied publications on any subject whatsoever in print as well as in electronic media and to develop software, CDs, cassettes, floppies or any other electronic mode, devices, systems and to act as job worker, contractor, sub-contractor, consultant, data entry operator, PageMaker, website designer, copyright owner and to deal in all goods, articles and things necessary for the attainment of the above objects.





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33. To Purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, Partnership firm or company carrying on any business which this company is authorized on or possessed of property or rights suitable for any of the purposes of the company.
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35. To carry on the business as travel agents, tourists and cargo carriers by road, sea or by other modes of transport and to carry on all allied business and activities pertaining to the travelling and tourists business.
36. To carry on in India or elsewhere the business as printers, publishers, typesetters, DTP operators, proof-readers, binders, cutters, perforators, Laminators', designers, authors, writers and editors of publications of all varieties, descriptions, specifications applications & uses including books, novels, magazines, journals, souvenirs, newsletters, periodicals, bulletins, pamphlets, forms, catalogues, diaries, calendars,, posters, pictures, stickers, text books, law books, school books college books, newspapers & other allied publications on any subject whatsoever in print as well as in electronic media and to develop software, CDs, cassettes, floppies or any other electronic mode, devices, systems and to act as job worker, contractor, sub-contractor, consultant, data entry operator, PageMaker, website designer, copyright owner and to deal in all goods, articles and things necessary for the attainment of the above objects.





37. To establish, promote, subsidies, encourage, provide, maintain, organize, undertake, manage, build, construct, equip, develop, recondition, operate, conduct and to run in India or abroad schools, colleges, boarding houses, ashrams, gurukuls, teaching classes for primary, secondary & higher education in the fields of commerce, arts, science, engineering, medical, pharmacy, mining, military, music, dance, acting, sports, journalism, management, social welfare and industry which can be impacted by the students regularly in such fashion as may be developed from time by the company and to do all such activities' and business as may be incidental or necessary for the achievement of the above objects.
38. To carry on in India or elsewhere the business as manufacturers, producers, processors, importers, exporters, buyers, sellers, stockiest, agents, contractors, exchangers, providers, distributors, job workers, collaborators, consultants, transporters, suppliers and dealers in all kinds, classes, applications, specifications, descriptions, characteristics, colours and uses of papers including writing paper, printing paper, absorbent paper, packing & wrapping paper, wall and ceiling paper, news print paper, filter paper, antique paper, ivory finish paper, art paper, barnacle or board paper, badami, brown or buggy paper, bible paper, cartridge paper, a cloth lined paper, wove paper, tissue paper, blotting paper, antique paper, security paper, waxed & bitumen impregnated paper, currency paper, litmus paper, photographic paper, glass paper, emery paper, toilet paper, cream laid and wove paper, corrugated craft linear paper, specialty paper, grease proof paper, gummed paper, handmade paper, parchment paper, drawing paper, craft paper, manila paper, envelope paper, tracing paper, vellum paper, water proof paper, carbon and carbonless paper, ammonia paper, chemically treated paper, carton paper and craft paper, whether coated, glazed, polished, corrugated, laminated or otherwise and any raw materials, intermediates, ingredients, substances, consumables and allied material is there of and to do all incidental acts and things necessary for the attainment of the above objects.
39. To carry on in India or elsewhere the business to promote, run, manage, organize, handle, develop, undertake, conduct, supervise & provide all types of catering facilities & services to airlines, railways, industries, schools, colleges, hospitals, restaurants, hotels, dharmshalas, mandalas, marriage gardens, clubs etc. & for the purpose to prepare, produce, process, buy, sell, import, export, pack, repack, otherwise to deal in all kinds of vegetarian foods, non-vegetarian foods, waters, sweets, wines, beverages, milk, soft drinks, ice-creams, juices, pans, & other allied goods, materials, substances, consumables, preparations connected thereto & to do all other incidental acts & things necessary for the attainment of the foregoing objects.
40. To carry on in India or elsewhere the business and manufacturer, processor, importer, exporter, distiller, refiner, fomentor, converter, bottler, distributor, preserver, packer, mover, consignor, seller, buyer, reseller, transporter, stockiest, agent, sub-agent, broker, supplier, inventor, concessionaire or otherwise to deal in all types of beverages, including soft drinks, soft drink concentrates, syrups, effervescent drinks, aerated water, tea, coffee, beer, mineral water, wine & their derivatives, solvents, mixtures, by-products, intermediates, & ingredients, whether made of natural or synthetic materials & to do all incidental acts & things necessary for the attainment of the foregoing objects.



41. To carry on India or elsewhere the business to manufacture, produce, assemble alter, convert , develop, design, equip, fabricate, repair, remodel, recondition, renovate, services and to act as agent, broker, buyer, seller, importer, exporter, job worker, engineer, consultant, stockiest, distributor or otherwise to deal in all types, varieties, capacities, descriptions, specifications, and requirements of automatic & semi-automatic musical instruments, their fixtures, fittings, parts, accessories & musical instruments, their fixtures, fittings, parts, accessories & components, whether hand operated, battery operated, electrically operated or computer or operated such as pianos, harpsichords and other keyboard stringed instruments, string musical instruments, harmoniums, pipe & read organ, wind musical instruments, percussion musical instruments like drums, xylophones, cymbals, castanets, percussion musical instruments likes drums, xylophones, cymbals, castanets, electromagnetic, electrostatic and other allied musical instruments, fairground organs, mechanical street organs, musical boxes, musical source, guitars, banjos and other allied items and to do all other incidental acts and things necessary for the attainments of the above objects.
42. To carry on the business as travel agents, tourists and cargo carriers by road, sea or by other modes of transport and to carry on all allied business and activities pertaining to the travelling and tourists business.
- 4<sup>th</sup> The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 5<sup>th</sup> The Share Capital of the Company is Rs.15, 00,000 (Fifteen Lacks only) divided into 1,50,000 (One Lakh Fifty Thousand) Shares of Rs. 10 (Rupees Ten Only).



We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of these **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.

Sl. No.	Name, Address, Description and Occupations	Number of Equity shares taken by each subscriber	Signature of Subscriber	Name, Address, occupation & description of witness to the signatures of the Subscribers.
1.	Ashok Kumar S/o Sri Ras Narayan Rai h. C.T Ghat west mainpura Patna-1 Bihar occ- Business	7500 Seven Thousand Five Hundred only	A. Kumar 	I witness to subscribers, who have subscribed and signed in my presence; further I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars as filled in" Mamaji Kumar Thakur Advocate, L.N. 146/2008 S/o Sri Kameshwar Thakur 1st Floor, Krishna Market, west Boring Canal Road, Patna-800023
2.	Sumanti Devi W/O - Ashok Kumar L.C.T Ghat, West mainpura, Patna - 1 Bihar occ- Business	2500 Two Thousand Five Hundred only	Sumanti Devi 	

Total :- 10000 - Ten Thousand only

Dated: 12-06-2015  
Place: PATNA



(THE COMPANIES ACT, 2013)  
(COMPANY LIMITED BY SHARES)  
**ARTICLES OF ASSOCIATION**  
OF  
**ASHISH ANAND INFRATECH INDIA PRIVATE LIMITED**

**PRELIMINERY**

1. Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company.

**INTERPRETATION**

2. (i) In these Regulations:-
  - (a) "Company" means **ASHISH ANAND INFRATECH INDIA PRIVATE LIMITED**
  - (b) "Office" means the Registered Office of the Company.
  - (c) "Act" means the Companies Act, 2013, and any statutory modification thereof.
  - (d) "Seal" means the Common Seal of the Company.
  - (e) "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.
- (ii) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.



### PRIVATE COMPANY

3. The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly:-
- (a) The right to transfer shares in the Company is restricted in the manner and to the extent hereinafter appearing
  - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company, and persons who having been formerly in the employment of the Company, were members of the Company while in the employment and have continued to be members after the employment ceased) shall be limited to two hundred; provided that for the purpose of this definition where two or more persons jointly hold one or more shares in the Company, the shall, be treated as a single member, and.
  - (c) No invitation shall be issued to the public or subscribe for any securities of the Company.

### SHARE CAPITAL AND VARIATION OF RIGHTS

4. (a) The Authorized Share Capital of the Company shall be such and be divided into shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.
- (b) The minimum paid up Capital of the Company shall be ₹1, 00,000/- (Rupees One Lac).
5. The business of the Company may be commenced soon after the incorporation of the Company as and when the Directors shall think fit notwithstanding that part of the shares have been allotted.
6. The shares shall be under the discretionary control of the Directors who may allot or otherwise dispose of the same.
7. The Company in general meeting may decide to issue fully paid up bonus share to the member if so recommended by the Board of Directors.
8. The certificate to share registered in the name of two or more person shall be delivered to first named person in the register and this shall be a sufficient delivery to all such holders.



9. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
- (a) One certificate for all his shares without payment of any charges; or
- (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid -up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
10. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate maybe issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles (9) and (10) shall mutatis mutandis apply to debentures of the company.
11. Except as required by law, 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 interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
12. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, 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 that section and rules made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.



- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
13. (i) 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 shares of that class) may, subject to the provisions of section 48, 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.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one third of the issued shares of the class in question.
14. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.
15. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### LIEN

16. The Company shall have a first and paramount lien upon all the shares(not being a fully paid up share) registered in the name of such member(whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements (whether presently payable or not) solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually alien or not and such lien shall extend to all dividends, from time to time, declared in respect of shares, subject to section 124 and bonuses declared from time to time in respect of such shares under the Act. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

#### CALLS ON SHARES AND TRANSFER OF SHARES

17. The Directors are empowered to make call on members of any amount payable at a time fixed by them.
18. Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board must offer to the other shareholders the shares offered at the fair value and if the offer is accepted, the shares shall be transferred to the acceptor and if the shares or any of them, are not so accepted





within one month from the date of notice to the Board the members proposing transfers shall, at any time within three months afterwards, be at liberty, subject to Articles 19 and 20 hereof, to sell and transfer the shares to any persons at the same or at higher price. In case of any dispute, regarding the fair value of the share it shall be decided and fixed by the Company's Auditor whose decision shall be final.

19. No transfer of shares shall be made or registered without the previous sanction of the Directors, except when the transfer is made by any member of the Company to another member or to a member's wife or child or children or his heirs and the Directors may decline to give such sanction without assigning any reason subject to Section 58 and 59 of the Act.
20. The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares or (2) where the shares are not fully paid up shares, subject to Section 58 and 59 of the Companies Act, 2013.
21. Subject to Section 58 and 59 of the Act, the Directors may in their discretion, without assigning any reason, refuse to register the transfer of any shares to any person, whom it shall, in their opinion, be Undesirable in the interest of the Company to admit to membership.
22. At the death of any members his or her shares are recognized as the property of his or her heirs upon production of reasonable evidence as may required by the Board of Directors.
23. The instrument of transfer must be accompanied by the certificates of shares.

#### TRANSMISSION OF SHARES

24. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.  
(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
25. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
  - (a) To be registered himself as holder of the share; or
  - (b) To make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.



26. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
27. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

#### FORFEITURE OF SHARES

28. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
29. The notice aforesaid shall—
- (a) 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
- (b) 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 shall be liable to be forfeited.
30. 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.



31. (i) A forfeited share 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 may cancel the forfeiture on such terms as it thinks fit.
32. (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.
33. (i) A duly verified declaration in writing that the declared 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 favor 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 share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
34. 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, becomes 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.

#### ALTERATION OF CAPITAL

35. 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 there solution.
36. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;



- (c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—

- (a) Its share capital;
- (b) Any capital redemption reserve account; or
- (c) Any share premium account.

#### CAPITALISATION OF PROFITS

- 39. (i) the Company in general meeting may, upon the recommendation of the Board, Resolve—
  - (a) 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



- (b) That such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
  - (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
    - (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
    - (B) Paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions afore said;
    - (C) Partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
    - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
    - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
40. (i) whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) Make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
  - (b) Generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and
  - (b) to authorize any person to enter, on behalf of all the members entitled there to, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.



### BUY-BACK OF SHARES

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

### GENERAL MEETINGS

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.
43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

### PROCEEDINGS AT GENERAL MEETINGS

44. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
47. If at any meeting no director is willing to act as Chairperson 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 members to be Chairperson of the meeting.
48. (i) The Chairperson 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, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### VOTING RIGHTS AND PROXY

49. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) On a show of hands, every member present in person shall have one vote; and
  - (b) On a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
50. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
51. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
52. 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.
53. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
54. 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.
55. (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 nor 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 Chairperson of the meeting, whose decision shall be final and conclusive.



56. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized 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, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
57. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
58. 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.

#### BOARD OF DIRECTORS

59. The number of Directors shall not be less than two and not more than fifteen.
60. The following shall be the First Directors of the Company.
1. ASHOK KUMAR
  2. SUMANTI DEVI
61. The Directors may from time to time, appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.
62. Subject to the provisions of section 149, the Board of Directors, at anytime and from time to time, to appoint any person as additional Director in addition to the existing Director so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles, Any Directors so appointed shall hold office only until the next following Annual General Meeting but shall be eligible thereof for election as Director.
63. The Managing Director may be paid such remuneration as may, from time to time, be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly in one way or partly in another subject to the provisions of the Companies Act, 2013.
64. The quorum necessary for the transaction, of the business of the Board meeting subject to Section 174 of the Act, shall be one third of the total strength or at least two whichever is





higher. The participation of the directors by video conferencing or by other audio visual means shall also be count for the purpose of quorum.

65. Subject to section 175 of the Act, a resolution in writing signed by the Director except a resolution which the Act specifically required it to be passed at a Board meeting shall be effective for all purposes as are solution passed at a meeting of Directors duly called, held and constituted.

66. **MR. ASHOK KUMAR** will be the first chairman cum Managing Director of the company

#### PROCEEDINGS OF THE BOARD

67. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
68. (i) save as otherwise expressly provided in the Act; questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
69. The continuing directors may act notwithstanding any vacancy in the Board; 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 directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
70. (i) the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.
71. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
72. (i) A committee may elect a Chairperson of its meetings.



- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
73. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
74. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
75. Save as otherwise expressly provided in 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 valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

**CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEFFINANCIAL OFFICER**

76. Subject to the provisions of the Act,—
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
77. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

**COMMON SEAL**

78. (a) The Common Seal of the Company may be made either of metal or of rubber as the directors may decide.
- (b) The Board shall provide for the safe custody of the Company's Common Seal.



- (c) The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf and except in the presence of at least one director who shall sign every instruments to which the seal of the Company if so affixed. The share certificate will, however, be signed and sealed in accordance with Rule prescribed by Central Government in this regard.

#### **BORROWING POWERS**

79. Subject to section 73 and 179 of the Companies Act. 2013, and Regulations made there under and Directions issued by the RBI the directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from the member or other persons, companies or banks or they may themselves advance money to the company on such interest as may be approved by the Directors.
80. The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being.

#### **OPERATION OF BANK ACCOUNTS**

81. The Directors shall have the power to open bank accounts to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorize any other person or persons to exercise such powers.

#### **DIVIDENDS AND RESERVE**

82. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
83. Subject to the provisions of section 123, 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.
84. (I) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.



- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
85. (i) Subject to the rights of persons, if any, entitled to shares 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 the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) 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.
86. 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.
87. (i) Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque 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.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
88. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
89. 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.
90. No dividend shall bear interest against the company.

#### ACCOUNTS

91. (a) The Board shall, from time to time, determine whether and to what extent and at what, times and places and under what conditions or regulation the accounts and books of the Company or any of them shall be open to the inspection of members (not being Director).



(b) No members (not being Director) shall have any right of inspecting any accounts or books of account of the Company except as conferred by law or authorized by the Board or by the Company in General Meeting.

92. The Directors shall in all respect comply with the provisions of Section 128, 134, 137, 206, 207 and 208, of the Act, and profits and Loss Account, Balance Sheet and Auditors Report and every other document required by law to annexed or attached as the case may be, to the Balance Sheet, to be sent to every member and debenture holder of the Company and every trustee for the holders of the debentures issued by the Company at least twenty one days before the date of Annual general meeting of the Company at which they are to be laid, subject to the provisions of section 136 of the Act.

#### AUDIT

93. (a) The first Auditor of the Company shall be appointed by the Board of Directors within one month from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.
- (b) At first annual General Meeting the Company shall appoint an Auditor to hold Office from the conclusion of the Meeting till the conclusion of its sixth Annual General Meeting and thereafter till the conclusion of every six meeting.
- (c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.

#### WINDING UP

94. Winding up when necessary will be done in accordance with the requirements of the Companies Act, 2013 or statutory modification thereto.

#### SECURITY

95. Subject to the provisions of law of land and the act, every manager, auditor trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account with individuals and in matters relating thereto 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 by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.





## INDEMNITY

96. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.



We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of these **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.

Sl. No.	Name, Address, Description and Occupations	Number of Equity shares taken by each subscriber	Signature of Subscriber	Name, Address, description of witness to the signatures of the Subscribers.
1.	Ashok Kumar S/O Sri Rat Navayan Rai L.C.T Ghat West mainpura Patna-1 Bihar occ- Business	7500 Seven Thousand Five Hundred only	A. Kumar 	I witness to subscribers, who have subscribed and signed in my presence; further I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars as filled in" Manoj Kumar Thakur, Advocate h.n. 1406/2008 S/O Sri Kameshwar Prasad Thakur 1st floor, Krishna Market, West Boring Canal Road, Patna-800023
2.	Sumanti Devi W/O - Ashok Kumar L.C.T. Ghat West mainpura, Patna - 1 Bihar occ - Business	2500 Two Thousand Five Hundred only	Sumanti Devi 	

Total :- 10000 - Ten Thousand only

Dated: 12-06-2015  
Place: PATNA

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