







Government of India
Form GST REG-06

[See Rule 10(1)]

Registration Certificate

Registration Number : 19AAKCS2676R1ZA

1.	Legal Name	SAI SUMBRIDHI CONSTRUCTION PVT LTD			
2.	Trade Name, if any				
3.	Constitution of Business	Private Limited Company			
4.	Address of Principal Place of Business	AMDHA ROAD, SC MUKHERJEE ROAD, DULMI NADIAH, PURULIA, PURULIA, Purulia, West Bengal, 723102			
5.	Date of Liability				
6.	Period of Validity	From	05/01/2022	To	Not Applicable
7.	Type of Registration	Regular			
8.	Particulars of Approving Authority				
Signature					
Signature Not Verified Digitally signed by DS GOODS AND SERVICES TAX NETWORK(4) Date: 2022.01.05 00:46:00 IST					
Name					
Designation					
Jurisdictional Office					
9.	Date of issue of Certificate	05/01/2022			
Note: The registration certificate is required to be prominently displayed at all places of business in the State.					

This is a system generated digitally signed Registration Certificate issued based on the deemed approval of application on 05/01/2022 .



सत्यमेव जयते

Annexure A

GSTIN 19AAKCS2676R1ZA
Legal Name SAI SUMBRIDHI CONSTRUCTION PVT LTD
Trade Name, if any

Details of Additional Places of Business

Total Number of Additional Places of Business in the State 0



GSTIN 19AAKCS2676R1ZA
Legal Name SAI SUMBRIDHI CONSTRUCTION PVT LTD
Trade Name, if any

Details of Managing / Whole-time Directors and Key Managerial Persons

1		Name	MIHIR KUMAR PANDEY
		Designation/Status	DIRECTOR
		Resident of State	Jharkhand
2		Name	SUDHA PANDEY
		Designation/Status	DIRECTOR
		Resident of State	Jharkhand



प्राहण० आई० आर०

Form I. R.

निगमन का प्रमाण-पत्र
CERTIFICATE OF INCORPORATION

ता०.....का सं०.....

No.....of 19.....

U 45200 JH 2002 PTC 139

मैं एतद्वारा प्रमाणित करता हूँ कि आज साईं सम्वृद्धि

कन्सट्रक्शन प्राइवेट लिमिटेड

कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन निगमित की गई हैं और यह कम्पनी परिसीमित है।

I hereby certify that.....SAL.....SUMBRIDHI.....
CONSTRUCTION PRIVATE LIMITED

is this day incorporated under the companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता. 16 मई 1924 को पटना में दिया गया।

TWO Given under my hand at Patna this day of 06th MAY
One thousand nine hundred and TWENTY

B. Mohanty
वि० महान्ति/B. MOHANTY
कम्पनियों का रजिस्ट्रार

Registrar of Companies
कम्पनी रजिस्ट्रार, भारत

Registrar of Companies, Patna, Bihar, India

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION.

OF

SAI SUMBRIDHI CONSTRUCTION PRIVATE LIMITED

The name of the Company is " SAI SUMBRIDHI CONSTRUCTION PRIVATE LIMITED".

The Registered office of the company will be situated in the state of Jharkhand.

The objects for which the company is established are:

THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:-

- 1) To acquire by purchase, lease, exchange, hire or otherwise develop or operate land, buildings, any estate or interest in and hereditaments of any tenure or description including agricultural land, mines, quarries, farms, gardens and any estate or interest therein and any right over or connected with land, buildings so situated and construct, develop or to turn the same to account as may seem expedient and in particular by preparing building sites, flats, houses, garage apartments, commercial complexes, by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices, rooms, flats, houses, restaurants, markets, workshop, mills, factories, warehouses, cold storage, wharves, godowns, hotels, hostels, gardens, swimming pools, play-grounds, buildings, works and conveniences of all kinds and selling, leasing, hiring, otherwise deal with or disposing of the same.
- 2) To carry on the business of designing, drawing, estimating interior decoration of any kind whatsoever of all kinds of buildings & projects constructed or undertaken both by the Company & by others and to provide consultancy services in the field of architectural, civil, structural, electrical, mechanical, sanitation, environmental and interior decoration.

2. To carry on the Business of the builders, contractors, the manufacturers of and dealers in bricks and tiles of every description and kind, other building materials and pottery of every kind and description and dealing as traders in land, cement, sand, coke, fuel, stone and builder's requisites and conveniences of kinds, house and estate agents, surveyors and architects, and to carry on any joinery works, steel casement works, or any other works of or factories in connection with any of the said businesses.

3. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, buildings, structures and to turn the same into account, develop the same and dispose of or maintain the same and to build townships, markets or other buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences, drainage facility, electric, telephonic, television installations and to deal with the same in any manner whatsoever, and by advancing to and entering into contracts and arrangements of all kinds with builders, tenants and others.

(B) **OBJECTS INCIDENTAL OR ANCILLARY TO ATTAINMENT OF THE MAIN OBJECTS :-**

To purchase, lease or take on lease, hire, construct, develop, let out, exchange, sale, word of deal in land, building, flats and to manufacture, assemble, export, import and deal in products and by-products, Raw materials required in Connection therewith in which the company is authorised to carry on the business. Construction Manufacturing etc.

To acquire or otherwise undertake the whole or any part of the business, assets and liabilities of any person/ persons or firm/ firms or company/ companies. Acquire & undertake business

To promote, form or acquire any Company and to transfer to any such company any property of this company. Promotion of Company

Subject to the provisions of the Act, to amalgamate, enter into partnership or into any arrangement for sharing profits or losses, union of interest, co-operation, joint-venture, assistance or reciprocal concession or collaborate whether technical, financial or both with any person, firm or Company 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 to benefit the Company or to take or otherwise acquire and hold shares, debentures or securities of any such other Company. Amalgamation and Partnership

To invest and deal with the surplus moneys of the Company in such manner as may from time to time be determined by the directors. Investment of surplus money

To sale, let, exchange or otherwise deal with the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities or any other company having objects altogether or in part similar to those of the Company. Disposal of undertaking and property of company

5. To do other things ancillary to main businesses that may seem to the company capable of being conveniently carried on in connection with the main objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights of which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property real or personnel belonging to the company or in which the company may be interested and to do all or any of the above things, either as principals, agents, trustees, contractors, or otherwise and either alone or in conjunction with other and either by through agents, sub contractors, trustees or otherwise. Carrying on of other business
6. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction of works of art of interest, by publication of books, pictures, and periodicals and by granting prizes, rewards and donations, or in such other manner as the company may deem desirable. Publicity
7. Subject to the provisions of the Companies Act, 1956 to subscribe to install/carry on medical assistance or hospital by investment or donation or guarantee money for any national, charitable, benevolent, public, general or useful objects or for any exhibition subject to the compliances of Central and State laws. Donations
8. Subject to the provisions of any law for the time being in force distribution among the members in specie any property of the Company, any proceeds of sale or disposal of any property of the company in the event of winding up. Distribution in specie
9. To buy, repair, alter, improve, exchange, let out on hire, import, export and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus products, materials substances, articles and things capable of being used in any business which articles and things capable of being used in any this company competent to carry on or which may seem capable of being profitable deal with in connection therewith and to experiment with, render marketable and deal in all products or residual any by products incidental to or obtained in any of the business carried on by the company and to do all such other things as may be deemed incidental or conducive to the attainment of the main objects of the Company or any of them. To do all things incidental

OTHER OBJECTS NOT INCLUDED IN CLAUSES III (A) AND III (B) ABOVE :

To instal, run, hire, manufacture, purchase, sale, import, export and to deal in all kinds of computer hardware, software, to train, coach, from an institute of coaching (or school) which may deal in any subject. To perform (carry on) the business of dish Antenna and cable network, Consumsbles, data processing machines, computers and other machinery items connected thereto and xerox machines, printers of all kinds and to deal in computerisation of accounts and other things connected thereto and to run training centres in connection therewith and also to carry on the other things necessary for furthering and promoting business and also to act as commission agent in any of the above mentioned activities.

2. To manufacture, buy, sell, export, import, deal in, assemble, fit, repair, convert, overhaul, alter, maintain, and improve all types of electronic components, devices, equipments and appliances, equipments such as television and wireless apparatus including radio receivers and transmitters, tape recorders, broadcast relay and reception equipments, phonographs and other equipments used in and/or for audio and visual communications, apparatus and equipment including those using electromagnetic waves intended for radio-telegraphic or radio-telephonic communication, photocopiers, electronic lighting controls, continuous fan/motor speed controls, continuous flashers and fire alarm systems, digital and other electronic clock, time relays, punch card machines, electromechanical pneumatic controls, computers and automatic calculators and component parts thereof and other materials used in or in connection with electronic and electricals industries.

3. To acquire by purchase or otherwise, and to carry on the business of estateowners, cultivators, planters, growers and manufacturers or sellers and dealers in tea, coffee, cardamom, papper, spices, rubber and guttapercha and gums of every description, corn, cocoa, rice, oil, copra, conconuts, sugar, plantations, cinchona, grains, paddy, cereals, cotton, silk, vegitable, agricultural, sericultural and horticultural products and to manufacture, dispose of, buy and deal in the said products and manufacture and/or carry on the business of purchase and sale of logs, timber, venner tea-chest, commercial plywood, teak, plywood, flush Door Windows, Black Boards and other articles made of woodply and to own and operate forests and carry on business of timber merchants and to buy, sell, grow, prepare, import, export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used and to buy, clear, plant, and work timber estates and devlopment and marketing of nursery business.

To carry on the business of manufacturing, producing, imports & exports, buyers, sellers, traders, merchants, indentors, brokers agents, commission agents, assemblers, stockists, distributions, advisors, and dealers of and all kind of goods, textiles, cotton, synthetics, handicrafts, and silk, artificial, synthetics, readymade garments, design, materials, cosmetics, stationary, plastics & plastic goods, tea, tyre, tube, fertiliser, detergent, soap, surf, coffee, paper, packing material, computer data material, paints, industrial and other gases, alcohol, edible and nonedible oil and fats, medicines, plant and machinery goods, engineering goods and equipments, office equipments, hospital equipments, railway accessories, sugercane, automobile parts, building materials, coal and coke, all types of consumer products in India or abroad and in any other related items and in connection there with.

5. To establish and to run in any part of India colleges or schools whether general, scientific, commercial, engineering or any other type of education be imparted to the students orally or through post on such terms and conditions as may be laid down by the company from time to time.
6. To plant, cultivate, produce, garden, and raise all kinds of crops including cash crops, foodgrains, oil seeds, fruits, flowers, seeds, nuts, vegetables, sugarcane, beverages, and all other agricultural products, to prepare, preserve, manufacture, crush, and render marketable such produces, and to sell, buy, export, import and deal in such things and products made therefore.
7. To produce gas & electricity for the purpose of the Co.
8. To cultivate, grow, produce, deal in any agriculture, vegetable or fruit products, mushroom plantation, tree plantation and to carry on the businesses of farmers, dairymen, milk contractors, dairy farmers, millers, surveyors and vendors of milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provision of all kinds, growers of and dealers in corn, hay and straw, seedsment, and nurserymen and to buy, sell, manufacture and trade in any goods usually traded in any of the above business or any other such business as staple foods and medicinal preparations from milk, vegetable and animal products or any substitute for any of them associated with the farming interests.
9. To carry on all or any of the business of transport, Lorry operators, oil tank operators, cartage and haulage contractors, Garage Proprietors, service stations, spares and accessories shop, Owners and charters of road vehicles, aircrafts, ships, trucks, barges and boats of every description, Lighterman, Carriers of goods and passengers by road, rail, water or air carmen, cartage contractors, stevedoes, wharlingers, cargo superintendants, packers, hauleras, warehousemen, store-keepers and jobmasters and to carry on the business of running motor lorries, taxis, omnibuses, tank, lorries coaches, tankers, tractors, combines, jeeps, trailers, trolleys and conveyances of all kinds and on such lines and routes as the company may think fit and to transport passengers, and goods and generally to do business of common carriers, and to erect hire or to let workshops, garrages, showrooms, service stations, for display, repair, overhauling, assembly, coach or body building of motor cars, oil tankers, tank lorries, heavy and medium motor vehicles, scooters, motorcycle, mopeds, vans, of any description and to carry on the business of electrical, mechanical and automobile engineers.

10. To carry on the business of hotel, restaurant, cafe, tavern, beer house, restaurant room, boarding and lodging, house keepers, licensed victuallers, wine, beer and spirit merchants, malsters, manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements, generally distribution, marketing and sale of goods and/or relating to the garage keepers, jobmasters, importers and brokers of food, live and deadstock, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing room, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements and recreation, sport, entertainment and instruction of all kinds tobacco and cigar merchants, agents for railway, road, air and shipping companies and carriers, theatrical and opera -box office proprietors and general agents and to provide services and facilities of all kinds on a commercial basis that may be required for the tourist and entertainment industry.
11. To carry on the business of manufacturers of and dealers in asbestos and other sheeting, and materials, articles or goods of every description made or composed wholly or partly of asbestos, cement, concrete products, lime, clay, gravel, sand, minerals, earth, coke, fuel, china, terracotta and ceramicware of all kinds, timber, hardware and builders' requisites and conveniences of all kinds.
12. To carry on the business of builders, contractors, dealers in and manufacturers of prefabricated and precast houses, buildings, and erection and materials, tools, implements, machinery and metalware in connection therewith or incidental thereto and to carry on any other business that is customarily, usually and conveniently carried on therewith.
13. To carry on the business of manufacturers of and dealers in containers, boxes, packings, packages, wrappings, wrappers and receptacles of all kinds made from paper and boards, including cardboards and plywoods, plastic, plastic materials, metals, alloy glass, veneers and other materials of all kinds, whether synthetic or not, for trade and industries of every description.
14. To carry on the business as importers, exporters, manufacturers of and dealers in all kinds of household appliances including refrigerators, dryers, heaters, presses, pressure cookers, ovens, cooking ranges, hot plates, other cooking utensils of all types, containers, buckets, toasters, mixers, washing machines and other electric appliances including radios, televisions, transformers and electric motors of every kind and description.
5. (I) To buy, sell, deal, barter, import or export, whether as wholesalers or retailers or as exporters or importers or as principals or agents or brokers or otherwise or to catch fish and procure seafoods and preserve, smoke, cure, freeze, prepare or process fish and sea foods and to manufacture or procure any substances or articles wholly or partially from fish or seafoods for human or animal consumption.

- (II) To carry on the business of keepers, warehousemen and transporters of fish, sea foods, processed fish and seafoods, vegetables, fruits, meats, eggs, poultry and foods of every description.
- (III) To purchase, sell, lease, exchange, hire or otherwise acquire deal operate, equip and use trawlers, vessels, plants apparatus, equipments and articles for catching, procuring processing, preserving, bottling, canning and extracting fish, fish products, seafoods of all kinds.
- (IV) To manufacture, purchase and otherwise deal in all kinds of fishing, farming, gardening and canning equipments, implements, tools, stores, accessories, requisites, chemicals, feeds, manure, preservative, protectives and things required for the purpose of fishing, farming and canning business.
16. To carry on the business of farming, horticulture, floriculture, sericulture, dairies, cultivators of all kinds of foodgrains, seeds, fruits, proprietors of orchard and traders, exporters and importers and sellers of and dealers in products of farming, dairy, horticulture, floriculture, sericulture and pisciculture and fishing and manufactureres of drinks, alcoholic or otherwise including beverages produced from such products or otherwise.
17. To manufacture, process, buy, sell, import, export or otherwise deal in all kinds of card board packing, plastic packing, polythene packing, gunny bags, containers, bottles, hollow wares, whether made of leather, plastic, H.D.P., L.D.P., polypropoline, plastic, P.V.C. and other man made fibrous material and to construct, erect, establish, take on hire, rent or lease factories for manufacturing and processing of packing articles and materials by machanical, electrical or mannual operation.
18. To carry on the business of manufacturers, importers, exporters and dealers in all kinds and classes of paper, board, corrugated board, corrugating medium and pulp including writing paper, printing, absorbent, newsprint, wrapping, tissue, cover, blotting, filter, antique, ivory, coated, art, bank and bond, badami, brown or buff, bible, cartridge, cloth lines, wove, cream laid, grease proof, gummed, handmade, parchment, drawing, kraft, manila, envelope, tracing, vellum, waterproof, carbon paper, board, hard board, plywood board, post card, visiting card, all kinds of pulp and to deal in or manufacture any other articles or things of a similar character and to purchase or otherwise acquire, improve and cultivate forcasts, lands and properties of any tenure whatsoever with a view to producing cultivating, growing, timber, bamboo or other wood.
- (IV) The liability of the members is limited.
- (V) The **AUTHORISED SHARE CAPITAL** is Rs.5,00,000/- (Five Lakhs) divided into 50,000 (Fifty Thousands) Equity shares of Rs.10/- (Rupees Ten) each with power to increase or reduce the share capital of the company as per provisions of the Companies Act, 1956.

XXXXXXXXXXXXXXXXXXXXXXXXXXXX

We, the several persons, whose names, addresses & description are subscribed here under 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 name :

Name, Addresses Descriptions and Occupation of the Subscribers	Number of Equity Shares taken by each Subscribers	Signature of the Subscribers	Name, Address and Description of the witness
1. SUDHA PANDEY W/o MIHIR KUMAR PANDEY SUDHA KUNJ NEW BANK COLONY P.S.- SARAIDHELA DHANBAD - 828127 JHARKHAND OCC.- BUSINESS	5000 (Five Thousand)	Sd/	Witness to both the Signatories Sd/
2. MIHIR KUMAR PANDEY S/o KEDAR NATH PANDEY SUDHA KUNJ NEW BANK COLONY P.S.- SARAIDHELA DHANBAD - 828127 JHARKHAND OCC.- BUSINESS	5000 (Five Thousand)	Sd/	ANANT KUMAR DOKANIA CHARTERED ACCOUNTANT S/o LATE VISHWANATH DOKANIA NEPALI KOTHI, BORING ROAD CROSSING, PATNA- 800 001.
Total	10,000 (Ten Thousand)		

PLACE :- PATNA

DATE :- 6TH DAY OF MAY, 2002

THE COMPANIES ACT, 1956
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
SAI SUMBRIDHI CONSTRUCTION PRIVATE LIMITED

P R E L I M I N A R Y

1. The regulations contained in Table 'A' in the first Schedule to the companies Act, 1956, as amended from time to time so far as they are not hereinafter excluded, modified or altered and are applicable to a Private Limited Company shall apply to the Company. Table 'A' to Apply
2. Regulation No. 13 (1), 21, 22, 23, 27, 53 (2), 64, 66, 84, 98, and 99 of Table 'A' shall not apply to the Company. Table 'A' regulation excluded
3. The marginal notes here to shall not affect the construction hereof and in these presents, unless there be something in the subject or context inconsistent.
- a) "The Act" means the companies Act, 1956, and every statutory modification thereof for the time being in force.
- b) "The Company" means **SAI SUMBRIDHI CONSTRUCTION PRIVATE LIMITED.**
- c) "The Board" or "Board of Directors" means the Board of Directors of the company.
- d) "The Directors" means the Directors for the time being of the Company.
- e) These presents "means and includes these Article of Association and any modification or alteration thereof for the time being in force".
- f) "Special Resolution" has the same meaning assigned thereof as under the Companies Act, 1956.
- g) "The Office" means the Registered office for the time being of the Company.

- h) "The Register" means the Register of Members to be kept pursuant to Section 150 of the Act.
- i) "Month and Year" means English Calender month and year respectively.
- j) "In Writing" and "written" means and includes printing, lithography and other modes of reprinting or reproducing words in a visible form.
- k) "Words" denoting the singular number shall include the plural number and vice versa and words importing the masculine gender shall include females and the words importing persons shall include Body Corporate, Firm, Association of firms and Societies registered under Societies Registration Act.
- l) "Debentures" includes Debenture Stocks.
- m) "Dividend" includes bonus.
- n) "Sections" referred to in these regulations means the section of the companies Act, 1956.
- o) "Seal" means the common seal of the company.
- p) "Proxy" includes attorney duly constituted under Power of Attorney.
- q) "The Registrar" means the Registrar of Companies, Bihar.
- r) "Articles" means these Articles of Association or as altered and modified from time to time according to law.

PRIVATE COMPANY

- 4. The Company is a Private Company, within the meaning of Section 2(35) & 3(1) (iii) of the Companies Act, 1956 and accordingly. Private company and Section 3(1) (iii) restriction
- (a) No invitation shall be issued to the public to subscribe for any shares in, or debentures of, the company.
- (b) The number of the members of the company (exclusive of persons who are in the employment of the company and the 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) shall be limited to fifty, provided that for the purpose of this provision, where two or more persons hold one or more shares jointly in the company, they shall be treated as a single member.
- (c) The right to transfer the share (s) of the company is restricted in the manner and to the extent here in after appearing.
- (d) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.
- 5. The Company may at any time by a special resolution convert itself into a Public Company within the meaning and subject to the provisions of the Act. Conversion into a public Co.

6. The Authorized Share Capital of the Company shall be such amount as may from time to time be authorized by the Memorandum. The company shall have the power to increase or reduce the capital for the time being of the Company and or divide the shares in the capital into several classes with rights, privileges or condition as may be determined.

Power to increase, reduce or divide the share capital

S H A R E S

7. The shares in the capital of the company for the time being shall be under the control of the Directors who may by unanimous approval of all Directors allot or otherwise dispose of the same or any of them to such persons 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 times and such consideration as the Directors think fit.

Directors control over share capital

8.(a) Subject to the restriction of these articles a share may be transferred by a member or other person entitled to transfer to any person selected by the transferor at a fair value but no share shall be transferred to a person who is not a member unless such person selected by the transferor, is approved by the Board of Directors unanimously as one of whom it is desirable in the interest of the company to admit to membership. In case the Board of Directors do not approve of the person selected by the transferor such shares shall be transferred to any person selected by the Board of Directors unanimously.

Transfer of share to members and non members

(b) In case any deference arises between the proposing transferor and the purchaser as to fair value of a share, the Board of Directors of the Company, shall fix out the fair value on the application of either party.

Fair value of shares

(c) The Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not is a fully paid share.

Decline to register any transfer

(d) The Company shall be entitled to register any shares in the name of any minor person if, fully paid up and allow the dividend thereof to be collected by such person as it deems the guardian of such minor share holder.

Minor share-holders

9. Notwithstanding anything contained contrary elsewhere in these Articles, whenever any member of the company who is employed by the company as a full time Director or otherwise resigns or is dismissed from employment or is removed from such Directorship, the Board may at any time within 14 days after his resignation or dismissal or removal resolve that such member will demand transfer to his shares to any one nominated by the Board at a fair value to be fixed by the Auditors should the said member decline to transfer his share or shares the company may receive the purchase money and shall there upon cause the name of the person nominated by the Board to be entered in the register as the holder of the share or shares and shall hold the purchase money in

Transfer of share of outgoins employees

trust for such member. The Board shall have the power to issue a fresh or duplicate share certificate or certificates to the person nominated by the Board as aforesaid and cancel the original shares certificate or certificates. The receipt to the company for the purchase money shall be a good discharge to the person nominated by the Board and after his name is entered in the register in purported exercise of the aforesaid powers the validity of the proceeding shall not be questioned by any person.

10. Save as permitted by section 77 of the Act, the funds of the company shall not be employed in the purchase of or lent on the security of the share (s) of the company. This Article shall not be deemed to affect the power of the company to enforce repayment of loans to members or to exercise a lien conferred by the article hereafter. Company not to purchase its own shares
11. As regards all allotments made from time to time, the company shall duly comply with the provisions of Section 75 of the Act. Return of allotment
12. With the previous authority of the company in general meeting and the sanction of the court and upon otherwise complying with Section 79 of the Act, the Board may issue at a discount share of a class already issued. Shares at a discount
13. Members who are registered jointly in respect of a share shall be severally as well as jointly liable for the payment of all instalments and calls in respect of such shares. Liability of members registered jointly in respect of shares.
14. Shares may be registered in the name of any person, company or other body corporate. Not more than four persons shall be registered jointly as members in respect of any share. Who may be registered as members

C E R T I F I C A T E S

15. The certificate of title to shares and duplicates thereof when necessary shall be issued under the seal of the company which shall be affixed in the presence of (i) two Directors or a Director and a person acting on behalf of another Director under a duly registered power of attorney or two persons acting as attorneys for two Directors as aforesaid and (ii) the Secretary or some other person appointed by the Board for the purpose, all of whom shall sign such share certificate provided that if the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole - time Director. Certificate

C A L L S

16. The Board may from time to time make such call on uniform basis as it thinks fit upon the member in respect of all moneys unpaid on the shares (whether on account of the nominal value of shares or on account of premium) held by them if the sum payable in respect of any call instalment be not paid on or before the day appointed for payment thereof. Power of the Board in respect of calls

the holder for the time being of the shares in respect of which the call shall have been made or the instalment shall be due, shall pay interest at the rate of 12 (twelve) percent per annum (or at such other rate as the Board may determine) from the day appointed for the payment thereof to the time of actual payment but the Board shall be at liberty to waive payment of the interest wholly or in part.

FORFEITURE AND LIEN

17. If a member fails to pay any call or instalment of a call on or before the day appointed for the payment thereof, the Board of Directors may at any time thereafter during such time as any call or instalment or any part thereof remains unpaid, serve a notice on such member requiring him to pay the sum together with interest that may have accrued as per Clause 16 of these Articles and any expenses that may have been incurred by the company by reason of such non-payment and the notice shall name a day (not being less than fourteen clear days from the date of such notice) and place or places on and at which the calls or instalments or any part thereof, interest and expenses are to be paid. The notice shall also state that in the event of non-payment on or before the day so named in the notice, the shares in respect of which the call was made will be liable to be forfeited.
- If call on instalment not paid, notice may be given

TRANSFER AND TRANSMISSION

18. Subject to the provisions of Section 108 to 112 and 250 of Act and statutory modifications thereof the transfer of share or shares shall be effected by a duly stamped instrument of transfer executed by the transfer or and transferee in the form prescribed under the Act.
- Mode of Transfer

INCREASE AND REDUCTION OF CAPITAL

19. The Company in general meeting may, from time to time, by ordinary Resolution increase the Capital by the creation of new shares of such amount and such classes as may be deemed expedient.
20. Subject to these articles and to any special rights or privileges for the time being attached to any shares in the capital of the company then issued, the new shares may be issued upon such terms and conditions and with such rights and privileges attached thereto, as the general meeting resolving upon the creation thereof shall direct and if no direction be given as the Board may determine and in particular such share may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.
- On what conditions new shares may be issued
21. Before the issue of any new share, the Company in general meeting may make provisions as to the allotment or issue of the new shares and in particular may determine to whom the same shall be offered in the first instance and whether at par or at a premium or subject to the provisions of Section 79 of the Act, at a discount.
- Provisions relating to the issue of new shares

22. Any capital raised by the creation of new shares shall be considered part of the then existing capital of the Company and shall be subject to the provisions herein contained with reference to call and instalments, transfer and transmission, forfeiture, lien and otherwise. How far
New share
to rank
with exist
ing share
23. If, owing to any inequality in the number of new share to be issued and the number of shares held by members entitled to have the offer of such new shares, any difficulty shall arise in the apportionment of such new shares or any of them amongst the members, such difficulty in the absence of any direction in the resolution creating the shares or by the Company in general meeting be determined by the Board. Inequality
in number
of new
shares
24. The Company may, from time to time by Special Resolution, reduce its capital and any Capital Redemption Reserve Account or share Premium Account may be used in any manner and subject to any incident authorised and consent required by law. Reduction
of capital

ALTERATION OF CAPITAL

25. The resolution, whereby any share is sub-divided, may determine that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital, voting or otherwise over or as compared with the others or other subject, nevertheless, to the provisions of Section 96 of the Act. Sub-divis-
ion into
preference
and ordinary
shares
26. Subject to the provisions of Section 100 to 105 (inclusive) of the Act, the Board may accept from any member the surrender of shares on such terms and conditions as shall be agreed to all or any of his shares. Surrender
of Shares

BORROWING POWER

27. The Director may from time to time, at their discretion 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 and promissory notes or bills of exchange or by issuing bonds, perpetual or redeemable, debentures or debenture stock or any mortgage, charge or other securities 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. Director's
power to
borrow

GENERAL MEETING

28. The first Annual General Meeting shall be held by the Company within 18 months of its incorporation. First A.G.M.
29. Subsequent Annual General Meetings shall be held by the Company in each year, but not more than 15 months shall elapse between the date of one annual general meeting and that of the next subject to the provisions of Section 166 of the Act. Subsequent
A.G.M.

30. At least twenty one days notice (exclusive of the day on which the notice is served but inclusive of the day for which it is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are under the Act or the regulation of the Company entitled to receive such notice of the company but the accidental omission to give notice or non-receipt of notice by any member shall not invalidate the proceeding at any general meeting.

Notice of meeting

PROCEEDINGS AT GENERAL MEETING

31. Two members entitled to vote, present in meeting shall be a quorum at a general meeting and no business shall be transacted at a general meeting unless the quorum be present at the commencement of the business.

Quorum

32. If within half an hour from time appointed for holding a meeting of the Company, a quorum is not present the meeting if called upon the requisition of a member, shall stand adjourned to the same day in the next week at the same time and place as the Board may determine. if at the adjourned meeting also quorum is not present within half an hour from the time appointed for holding the meeting the members present by a quorum.

When quorum is not present, meeting to be dissolved and when to be adjourned

33. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Adjournment of meeting

34.a) Save as hereinafter provided, on a show of hands every member present in person shall have one vote and every person present either as a proxy, if he is not entitled to a vote in his own right or as a duly authorised representative of body corporate shall have one vote and upon a poll every member present in person or by proxy shall have one vote for every equity share held by him provided that no member will be entitled to vote so long as any dues on his/her shares remain unpaid.

Vote of members

b) Save as hereinafter provided, on a poll, the voting right of member shall be as specified in Section 87 of the Act. Provided that a Company or Body Corporate shall vote by proxy so long as a resolution of its Board of Directors under the provisions of Section 187 of the act is in force and the representative named in such resolution is present at the general meeting at which the vote by proxy is tendered.

35. The instrument appointing a proxy shall be deposited at the office of the Company not less than forty-eight hours before the time of holding the meeting at which the person named in the instrument purports to vote in respect thereof and in default the instrument of proxy shall not be treated as valid.

Instrument appointing a proxy to be deposited at the office

36. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer of the share would have been received by the Company at the office before the vote is given. Provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the execution of an instrument of proxy and that the same has not been revoked.

When vote be valid, though authority revoked

37. Every instrument appointing a proxy shall be retained by the Company and shall, as nearly as circumstances will admit, be in either of the forms in Schedule IX to the Act or a form as near thereto as circumstances admit.

Form of instrument appointing a proxy

DIRECTORS

38. Unless and until the Company in general meeting shall otherwise determine by special resolution the number of Directors shall not be less than two and more than twelve.

Number of Directors

FIRST DIRECTORS

39. The persons herein after named are the First Directors of the Company :

First Directors

1. SUDHA PANDEY
2. MIHIR KUMAR PANDEY

40. Unless otherwise determine by the Company in general meeting, a director shall not be required to hold any share in the company as his qualification share.

Share qualification

41. The Directors may at any time and from time to time appoint any member as a Director either to fill any casual vacancy or as addition to the existing Board but so that the maximum number as fixed by Article 38 hereof shall not at any time be exceeded. Any director so appointed shall hold office only until the next Annual General Meeting of the Company.

Additional Directors

42. Every Director shall be paid out of the funds of the company by way of remuneration for his services a specified monetary sum (as per section 310 of the Act, or any amendment thereof) as the Board may determine for each meeting of the Board or committee thereof attended by him. He shall be further reimbursed all the expenses incurred by him for attending such meeting.

Directors' meeting fees

43. If any Director, being willing, shall be called upon to perform extra services or to make any special exertions in going or residing abroad for any of the purposes of the company or in giving special attention to the business of the company or as a member of a committee of the Board, then the Board may remunerate the Director so doing in such manner as it think fit and such remuneration may be either in addition to or in substitution for other remuneration which he may be entitled subject to provisions of the Act.

Remuneration for extra services

44. Subject to the provisions of section 314 of the Companies Act, 1956 (wherever applicable), the Board of Directors shall have power to appoint/re-appoint one or more of them to the office of Managing Director/Directors, and/or whole-time Director/Directors (Finance, administration, Production, Marketing), to hold office for such term and for such remuneration as may be determined by the Board from time to time subject to the provisions of section 198 and 309 of the Act. A Director who is in the wholetime employment of the Company may be paid remuneration either by way of monthly payment or at a specific percentage of the net profits of the company or partly in one way and partly in the other. Managing/whole time Directors

45. The Directors shall elect one of them to be the chairman to preside over the meetings of the Board of Directors. Chairman of the Board
46. The continuing Directors may act notwithstanding any vacancy in their Body but so that if the number falls below the minimum above fixed, the Directors shall not except for the purpose of filling up vacancy, act so long as the number is below the minimum. Filling up vacancy

APPOINTMENT AND RETIREMENT OF DIRECTORS

47. No person other than a retiring Director shall be elected a Director (except a Directors/appointed by the Board of Directors under the provisions of law) unless at least four days notice shall have been left at the registered office of the company in writing by himself of willingness to be elected. Appointment of Directors other than a retiring Director
48. Directors shall not be liable to retire by rotation unless otherwise decided by the General Meeting. No Retirement by rotation
49. The company may by ordinary resolution remove any Director and appoint any person in his place. Removal of Directors
50. The Board of Directors shall be entitled to exercise all such powers and to do all such Acts and things as the Company is authorised to exercise and do provided that the Board shall not exercise any power or do any Act or thing, which is directed or required by the Act or any other provisions of the Law or by the Memorandum of Association of the Company, or by the Articles to be exercised or done by the Company in general meeting. No regulation made by the Company in general meeting shall invalidate any prior act or acts of the Board which would have been valid if that regulation have not been made. Powers and limitations of Directors

PROCEEDING OF DIRECTORS

51. The Board of Directors may meet for the despatch of business, adjourn or otherwise regulate its meetings as it thinks fit, provided however, that the Board shall meet at least once in every three calendar months. Meeting of Directors
52. The Managing Director or whole-time Director of the Company shall whenever necessary and upon the request of any one of the Directors, convene a meeting of the Board of Directors. Managing Director or whole-time Director to summon meeting

53. The quorum for a meeting of the Board shall be one-third of its strength (any fraction contained in that one-third being rounded off as one, or two Directors, whichever is higher). Quorum
54. Subject to the provisions of the Act in particular to the prohibitions and restrictions contained in Section 292 thereof, the Board may, from time to time entrust to and confer upon a Managing Director for the time being such of the Powers exercisable under these presents by the Board as it may think fit and may confer such powers, either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers. Power of managing Director

DIVIDENDS AND RESERVES

55. Subject to the rights of members entitled to shares (if any) with preferential or special rights attached thereto, as provided in Article 4 hereinbefore the profits of the Company shall be applied in the payment of dividend on the Equity Shares in Company but so that partly paid up shares only entitled the member in respect thereof to such proportion of the distribution upon fully paid up shares as the amount paid thereon bears to the nominal amount on such share and so that if the share capital is paid in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits. How profit shall be divisible
56. The Company in General Meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may, subject to the provisions of Section 207 of the Act, fix the time for payment. Declaration of Dividends
57. No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend. Amount of Dividends
58. No dividend shall be payable except out of the profits of the Company or out of the moneys provided by the Central or State Government for the payment of dividend in pursuance of any guarantee given by such Government and no dividend shall carry interest against the Company. Dividends out of profits only
59. Any one of several persons who are members registered jointly in respect of any share may give effectual receipt for all dividends, bonuses and other payments in respect of such share. Joint-holders
60. Notice of any dividend, whether interim or otherwise shall be given to the persons entitled to share therein, the manner hereinafter provided. Notice of Dividends
61. Unless otherwise directed in accordance with section 206 of the Act, any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post to the registered address of the member or members as the members (s) may direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent. Payment by post

62. Any dividend unclaimed shall be dealt with in accordance with the provisions of Section 205A of the Act. Unclaimed Dividends
63. The Board may, before recommending any dividend set aside out of the profits of the Company such sums as it may think proper as reserve or reserves which shall at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied including provision for meeting contingencies or for equalising dividend and pending such application may at their discretion be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time think prudent not to distribute setting them aside as reserve. Reserves

ACCOUNTS AND AUDIT

64. Once at least every year the books of account of the Company shall be examined by one or more auditor or auditors. Audit
65. The Company at each Annual General Meeting shall appoint an Auditor or Auditors to hold office until the next Annual General Meeting of the Company. Appointment of Auditors

S E C R E C Y

66. No member shall be entitled to require or receive any information concerning the business, trading and customers of the Company beyond such information as to accounts and business of the Company beyond these presents or by the Act directed to be laid before the Company in General Meeting. General
67. Subject to the provisions of the Act, every Director, Managing Director, Auditor, Secretary, Treasurer, Trustee, Member of committee, Accountant, Agent, Officer, Servant or other employee in the business of the Company shall when required to sign a declaration pledging himself to observe a strict secrecy respecting all transaction of the company with customers and the state of accounts with individuals and in matters relating thereto and in all technical matter concerning equipment and process and shall by such declaration pledge himself not to reveal any of the matter 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 and except so far as may be necessary in order to comply with any of the provisions in the presents contained. Nothing herein contained shall affect the powers of the Central Govt. or any officer appointed by the Government to enquire or to hold an investigation into the Company's affairs. Secrecy to be Maintained except in special circumstances

R E C O N S T R U C T I O N

68. On any sale of the undertaking of the Company, the Board or the Liquidators on a winding up may, if authorised by a special resolution, accept fully paid-up or partly paid-up shares, debentures or securities of any other company, whether incorporated in India or not, either than existing Reconstruction.

or to be formed for the purchase in whole or in part of the property of the Company, and the Board (if the profits of the Company permit) or the Liquidators (in winding up) may distribute such shares or securities or any other property of the Company amongst the members without realisation, or vest the same in trustees for them, and any special resolution may provide for the distribution or appropriation of the cash, share or other securities, benefit or property, otherwise than in accordance with the strict legal rights of the member or contributories 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, subject to the provisions of section 395 of the Act be bound to accept any valuation or distribution so authorised, proposed to be or as in course of being wound up such statutory rights, if any, in Section 494 of the Act as are incapable of being varied or excluded by these Articles.

SEAL

69. The Directors shall procure a seal to be made for the safe custody thereof. The seal shall not be affixed to any instrument except by the authority of the resolution of the Board or a committee or 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. Seal

WINDING UP

70. 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 and in a winding up no assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up paid up or which ought to have been paid up on the share held by them respectively. But this Article is to be without prejudice the rights of the holders of shares issued upon special terms and condition. Distribution of assets

If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may with the sanction of special resolution, divide among the contributories in specie or kind, any part of the assets of the company and may with the like sanction, vest any part of the assets or the contributories or any of them, as the liquidator, with the like sanction, shall think fit. Distribution of assets in specie

I N D E M N I T Y

72. 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 guaranteed to him by the Court. Indemnity

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We, the several persons, whose names, addresses & description are subscribed here under are desirous of being formed into a Company in pursuance of this Article of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective name :

Name, Addresses Descriptions and Occupation of the Subscribers	Number of Equity Shares taken by each Subscribers	Signature of the Subscribers	Name, Address and Description of the witness
1. SUDHA PANDEY W/o MIHIR KUMAR PANDEY SUDHA KUNJ NEW BANK COLONY P.S.- SARAIIDHELA DHANBAD - 828127 JHARKHAND OCC.- BUSINESS	5000 (Five Thousand)	Sd/	Witness to both the Signatories Sd/
2. MIHIR KUMAR PANDEY S/o KEDAR NATH PANDEY SUDHA KUNJ NEW BANK COLONY P.S.- SARAIIDHELA DHANBAD - 828127 JHARKHAND OCC.- BUSINESS	5000 (Five Thousand)	Sd/	ANANT KUMAR DOKANIA CHARTERED ACCOUNTANT S/o LATE VISHWANATH DOKANIA NEPALI KOTHI, BORING ROAD CROSSING, PATNA- 800 001.

10,000 (Ten Thousand)

Place :- PATNA

Date :- 6TH DAY OF MAY, 2002