



सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies, Patna

Maurya Lok Complex, Block 'A' Western Wing, 4th Floor, Dak Banglow Road,  
Patna , 800001

Certificate of Incorporation pursuant to change of name  
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): : U74999BR2011PTC016756

I hereby certify that the name of the company has been changed from SANJEEVANI ULTRATECH CONSTRUCTIONS PRIVATE LIMITED to NEXGEN INFRA HEIGHTS PRIVATE LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name SINGH INTERIORS BEAUTILITY PRIVATE LIMITED

Given under my hand at Patna this Second day of June Two Thousand Fourteen.

*Ravi Kant Singh*

Signature valid

Digitally signed by  
Patil Uttam Sitaram  
Date: 2014.06.02  
19:01:11 GMT+05:30

Uttam Sitaram Patole

Registrar of Companies

Registrar of Companies

RoC-Patna

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

NEXGEN INFRA HEIGHTS PRIVATE LIMITED  
30, JAGAT TRADE CENTRE, FRASER ROAD,  
PATNA - 800001,  
Bihar, INDIA

For NEXGEN INFRA HEIGHTS PRIVATE LIMITED

*Ravi Kant Singh*

Director

**SCHEDULE I**

(See sections 4 and 5)

**TABLE -A**

**MEMORANDUM OF ASSOCIATION [MOA]**

**OF**

**NEXGEN INFRA HEIGHTS PRIVATE LIMITED**

*Company Limited by Shares*

*Indian Non-Government Company*

*Having share capital*

*Incorporated under THE COMPANIES ACT, 2013*

*(NO. 18 OF 2013)*

- 1st The name of the company is "NEXGEN INFRA HEIGHTS PRIVATE LIMITED".
- 2nd The registered office of the company will be situated in the State of Bihar
- 3rd (a) The objects to be pursued by the company on its incorporation are:—
1. To carry on in India or elsewhere the business to manufacture, develop, fabricate, finish, manipulate and to act as importer, exporter, buyer, seller, jobworker, wooden beading and mouldings, wooden packing cases and to carry on either alone or jointly with one or more persons, government, local or other bodies, the business of to undertake Architectural work, inter designers, erections and installations and to act as civil engineers, architectural engineers, interior decorators, consultants, advisors, contractors, turnkey contractors and managers, and to do all incidental acts and things necessary for the attainment of the above objects.

*Ranji Kant Singh*

To undertake jobs as Interior Decorators, Furnishers, Cleaners, Repairers and render services in all other auxiliary fields.

To carry on trade or business in India and abroad as contractors builders land and estate agents land developers surveyors architects consulting engineers decorators, house owners and house seller estate manager and to acquire flats and offices and sell them and to acquire land and building on leasehold or freehold, agricultural or non agricultural, interest in land/ TDR and to built develop construct on those lands residential commercial or industrial buildings and sell the same on ownership basis or to transfer such buildings to societies, companies or any other person and to undertake and execute civil, mechanical, electrical and structural works contracts and sub contracts in all their respective branches. To purchase, sell, own, develop, improve, let, take on lease, exchange, assign, hire or otherwise acquire and/or dispose off or let out or give on rent lands of any tenure or interest therein and to develop, erect, construct and furnish Industrial, Residential, Commercial, Social, Rural and/or Urban Townships or Estate, Farm Houses and to rebuild, enlarge, alter and improve existing structures and works thereon and to act as town planners and civil contractors and to carry on the business of Real Estate Developer, property dealers and colonisers and for such purpose to prepare estimates, design, plans and specifications. To carry on the business of builders and colonizers, Land Lords or proprietors, brokers, occupiers, lessers, Managers, Contractors with the possession of all kinds of buildings whether residential, commercial, cinema houses, Malls, Multiplexes, Hotels, motels, factories, workshops and estates in India or elsewhere. To purchase, sell, own, develop, improve, let, take on lease, exchange, assign, hire or otherwise acquire and/ or dispose off or let out or give on lease lands and immovable properties of any tenure or interest therein and to develop, erect, construct and furnish house, multistoried flats, buildings or shops, Malls, Multiplexes and to rebuild, enlarge, alter and improve existing houses, buildings, shops and works thereon and to act as building contractors. To build, plan, establish, maintain buy, sell, colonise, construct or otherwise create infrastructures for public conveniences such as electrification, sanitation, roads, subways, play grounds, play houses, play rooms, schools, colleges, hospitals and nursing home buildings, shops, Malls, Multiplexes, offices, crutches, hostels, family planning and other centers,

Ravi Kant Singh

centres, barat ghars, hotel buildings, parks, post offices, dispensaries,  
exchanges, power stations, bus terminals, depots, ration and other fair price  
petrol pumps, service stations water works, water ways and such other services  
may be required

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a)

are —

1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the company may deem necessary or convenient for the purpose of its main business.
2. To enter into any agreement and arrangement of technical and financial collaboration, technical assistance, trade mark license and management with individuals, firms or corporate bodies, Indian or foreign in connection with the objects of the company.
3. To carry on in India or elsewhere the business of generation, storage, accumulation, transmission, distribution, supply, purchase, sale, exchange, export, import, trading (purchase electricity and resale thereof) and otherwise dealing of power, electricity and other sources of energy whether conventional or non-conventional and to construct, lay down, establish, fix and carry-out all necessary infrastructures including power stations, cables, wires, transmission lines, accumulators, lamps and works and other equipments relating to power, electricity, chilled water and other sources of energy.
4. To act as electricians, electrical and mechanical engineers, consultants, adviser, architect, for the projects relating to generation, storage, accumulation, transmission, distribution, supply, purchase, sale, exchange, export, import and trading of electricity power and other sources of energy and to carry on experiments, research and development of electricity, power and other sources of energy and to carry on experiments, research and development of Electricity, Power and other source of Energy whether conventional or non conventional anywhere in India or abroad.
5. To undertake the business of providing services of management, protection and maintenance of multi-storied buildings/colonies, commercial complexes, office complexes, market, shopping complexes, clubs, theatres, hospitals, factories, streets, public and private, estates, cities, town, villages etc. and operation thereon of common

Ravi Kant Singh

... for the benefit of the Owners, corporates, lessees, vendees, Occupants and  
... thereof on such terms and conditions and for such considerations as may be  
... between the parties and run the same with such additions, alterations,  
... or limitations as may be deemed fit and to do all matters connected  
... or incidental thereto.

To generate, develop, receive, distribute/ supply and deal with electrical power at the  
place or places as contemplated by the Company on commercial basis, to own, take on  
lease, operate, maintain its electrical sub-station(s) and power stations, connected  
generating and transmission system(s); to transmit, distribute, supply power throughout  
the area of supply and to carry on the generation of electricity and business of power  
supply to residential houses, multi-storeyed buildings, markets, clubs, theatres,  
commercial complexes, industries, streets, buildings and places, both public and private,  
colonies, estates, cities, towns, villages etc and to undertake all measures connected  
therewith or incidental thereto.

7. To open, maintain and close branches and depots.
8. To establish, design, develop, maintain, organize, conduct, provide, procure or make available consulting services, trainings, coaching programs and products in and outside of India covering all branches of services including management, commercial, business, statistical, financial, accountancy, information technology, medical, legal, educational, engineering, data processing, communication and other technological social or other services and products towards designing, building and managing business process, technology and people to enable good business outcomes.
9. To seek recognition, collaborations, joint ventures, franchise, affiliations, associations or co-operations of various institutions, bodies, governments, companies, corporate, individual in India and abroad for fulfillment of the objectives of the company.
10. To carry on the business as importer, exporter, buyers, lessers, and sellers of and dealers in all types of components and equipments necessary for attaining the above objects.
11. To purchase, take on lease or in exchange or otherwise acquire, any, movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particulars any land,

*Ravi Kant Singh*

~~machinery, plants and stock in trade and to construct maintain after~~  
~~works, necessary or convenient for the purpose of the company.~~  
~~from any person, firm or body corporate or in corporate, whether in India or~~  
~~technical information, know-how, processes, engineering manufacturing and~~  
~~plans, layout and blueprints useful for the design, erection and operation of~~  
~~required for any of the business of the company and to acquire any grant or licenses~~  
~~others rights and benefits in the foregoing matters and things.~~

To acquire by purchase, lease, concession, grant license or otherwise, such lands, buildings, minerals, waterworks plant, machinery, stock in trade, stores and spare parts, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of company, and to build or erect upon any land of the company howsoever acquired such manufacture workshops, warehouses offices, residences and other buildings and to erect such roads, tramways, railways branches, or siding ways, bridges, water courses hydraulic works.

14. To acquire build, make construct. Equip, maintain, improve, alter and work factories, buildings, and roads watercourse and other works and conveniences which may be necessary or convenient for the purpose of the company and to contribute, to subsidies, or otherwise assist to take the part in the construction, improvement, maintenance, working, management, carrying out or control thereof.

15. To purchase, acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on or proposing to carry any business, which the company is authorized to carry in possessed of the property suitable, for the purpose of the company.

16. To pay for property, rights or privileges, acquired by the company or for the services rendered or rendered in connection with the promotion of the business of the company or for acquisition of any property for the company or otherwise either wholly or partially in cash or in shares, debentures, or other security of the company and to issue any share either as fully paid up thereon, as may be agreed upon and to change any such bonds, debentures or other securities upon all or any part of the property of the company, While so doing the company shall comply with all requirements of law for the time being in force.

*Ravi Kant Singh*

building, easements, machinery, plants and stock in trade and to construct maintain after any buildings, or works, necessary or convenient for the purpose of the company.

12. To acquire from any person, firm or body corporate or in corporate, whether in India or else where, technical information, know-how, processes, engineering manufacturing and operating data plans, layout and blueprints useful for the design, erection and operation of plant required for any of the business of the company and to acquire any grant or licenses and others rights and benefits in the foregoing matters and things.
13. To acquire by purchase, lease, concession, grant license or otherwise, such lands, buildings, minerals, waterworks plant, machinery, stock in trade, stores and spare parts, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of company, and to build or erect upon any land of the company howsoever acquired such manufacture workshops, warehouses offices, residences and other buildings and to erect such roads, tramways, railways branches, or siding ways, bridges, water courses hydraulic works.
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*Ravi Kant Singh*

*Ravi Kant Singh*

17. To manufacture, process, treat, coat, laminate, convert, cut, shred, reuse, recycle, dispose off, buy, sell, import, export, distribute, stock or trade, in pulp, paper and paper boards including press pan paper and board, di-electric paper and board, leather oil paper and board, vacanised fibre board or such other paper and specialty paper base paper and boards.
18. To carry on the business of consultancy on pulp/paper/Board and allied Industry and to undertake on turnkey basis or otherwise assignments of designing erecting, maintaining, operating paper mills or units under paper industry.
19. To manufacture, buy, sell, import, export, deal in raw mates, chemicals, plant and machinery, tolls arid equipments, accessories, required for manufacture and processing of paper Boards.
20. To carry on the business on printer, binders, publishers, distributors and dealers in newspapers, periodicals, books.
21. To design, manufacture, buy, sell, import, export bags, boxes, packing materials, files, paper ware, tissue napkins, dishes or articles for consumption made of paper, pulp or board.
22. To carry on effluent treatment through special process or discharge such effluents through farming and plantation on sites and achieve pollution control in best social interest.
23. To enter into agreements, franchise agreement and contracts with Indian or Foreign individuals, firms or companies for technical, financial or other assistance or collaboration for carrying on all or any of the objects of the Company.
24. To apply for, purchase or otherwise acquire any trademarks, copy rights, patents, licenses, concessions and the like, concerning any exclusive or non-exclusive or limited rights of any kind which may appear to be necessary or convenient for the business of the Company and to purchase or otherwise acquire any information as to any invention which may seem capable of being used for any of the purposes of the Company.
25. To acquire and take over the whole or any part of the Business, Goodwill, Property and Liabilities of any person or persons, Firm, Corporation or Undertaking, either existing or new engaged in any Business which the Company is authorized to carry on and to pay for the same either in cash or in shares or partly in cash and partly in shares.

For NEXGEN INFRA HEIGHTS PRIVATE LIMITED

*Ravi Kant Singh*

*Ravi Kant Singh*



26. To amalgamate, enter into partnership or make any arrangements for sharing profits, co-operation, joint venture or reciprocal concession, with any individual person or Company carrying on or engaged in or about to carry on with similar or identical objects.
27. To sell, lease or otherwise dispose of the undertaking of the Company or any part thereof as the Company may deem fit.
28. To purchase, take on lease or in exchange, hire, construct or otherwise acquire any movable or immovable properties or any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.
29. To subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purposes or for any exhibition.
30. To pay out of the Company's funds the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any Company which may be promoted by this Company and to remunerate any person, firm or Company for services rendered in the promotion of the Company or the conduct of its business.
31. To provide for the welfare of the employees (including Directors) or ex-employees of the Company and wives and families or the dependents or relations of such persons by building or contributing to the building of houses, dwellings or quarters or by grant of money, gratuities, pensions, allowances, incentives bonus or any other payments or by creating and subscribing or contributing to provident and other funds, associations, institutions, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries and medical assistance.
32. To invest any money of the Company, not for the time being required, for any of the purposes of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investments subject to the provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
33. To open account or accounts with any bank or banks in the name of the Company and to operate upon the same.

*Ravi Kant Singh*

For NEXGEN INFRA HT DATE PRIVATE LIMITED

*Ravi Kant Singh*

34. To create any depreciation fund, sinking fund, insurance fund, reserve fund or any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining of any of the property of the Company or for any purposes, whatsoever to the interests of the Company.
35. To make, draw, accept, endorse, execute, discount, negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, debentures and other negotiable or transferable instruments subject to the Banking Regulation Act, 1949.
36. To employ or pay experts, foreign consultants, management consultants and others in connection with the prospecting, acquiring, planning, execution, development, delivery and maintenance, training, and consulting, of all or any part of the business which the Company is entitled to carry on.
37. To promote any other Company or companies for the purpose of acquiring all or any of the property of the Company or advancing directly or indirectly the objects or interests thereof and to take or otherwise acquire and hold shares in any such Company or companies.
38. To appoint agent, franchise of the Company subject to the provisions of Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
39. To distribute among members in specie or otherwise any property or assets of the Company and particularly the shares, debentures or other securities of any other Company including the Company formed to take over the whole or any part of the assets of this Company, subject to provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
40. To borrow or raise moneys, from commercial banks/financial institutions and/or other companies, or to receive it on deposit at interest or otherwise, and to secure the payment of such money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, stocks, bonds, obligations, notes and securities of all kinds, to mortgage, pledge, guarantee, hypothecate or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled paid capital, by special assignment or otherwise, or to transfer or convert the same absolutely or any interest therein and to give the lenders power of sale

For NEXGEN INFRA SERVICES PRIVATE LIMITED

Ravi Kant Singh

Director

Ravi Kant Singh

and other powers as may seem expedient and to purchase, redeem or pay off such securities provided, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

41. To advance, deposit or lend with or without security money, securities, assets and property to or with such person, companies or corporations and on such terms as may seem expedient, to negotiate loans, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable security or documents.
42. To enter into any arrangements with the Government of India or with any states, with any authorities, municipal, local or otherwise or with any other persons, that may seem conducive to the Company's objects or any other and to apply for and obtain and to purchase or otherwise acquire from any such Government, State, authorities or persons, any rights, powers, privileges, decrees, licenses, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carry out exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.
43. To grant licenses or concessions over or in respect of any property or rights of the Company.
44. To accept any payment for any property or rights sold or otherwise disposed off or dealt with by the Company either in cash, by installments or otherwise or in fully or partly paid-up shares of any Company or corporation with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or in debentures, debenture stocks or other securities of any Company or corporation or partly in one mode and partly in other and generally on such terms as the Company may adopt.
45. To institute, conduct and defend all actions and legal proceedings, against the Company and its officers and to refer any claim or demand by or against the Company and its officers to arbitration and to perform or challenge the awards if necessary.
46. To insure the whole or any part of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect, either fully or partially and also to insure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise.

*Ravi Kant Singh*

For MANECH INFRASTRUCTURE PRIVATE LIMITED  
*Ravi Kant Singh*

exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India and in any or all states, territories, possessions and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.

48. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any, parts thereof, provided the same be not inconsistent of the Union of India.

1. 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.

ii. The share capital of the company is ₹ 5,00,000 rupees, divided into 50,000 shares of ₹ 10 rupees each, with power to increase, modify and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may determined under the provisions of the Companies Act 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.



6<sup>th</sup> We, the several persons, whose names and addresses are subscribed, 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 against our respective names:-

Ravi Kant Singh

For NEXGEN INFRA HEIGHTS PRIVATE LIMITED

Ravi Kant Singh Director

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

Sr. No.	Name, address, description & occupation if any of Subscribers	No. of equity shares taken by each subscriber	Signature of the Subscriber	Signature, Name, Address, Description & Occupation if any of the witness
1.	Ajit Singh S/O Bhabho Singh 30, Jagat Trade Centre Frazier Road Town/vill - Patna Anchal - Patna Sadar Distt - Patna 800001 Bihar Occupation - Business	10,000		Witness to Subscribers 1 & 2 Rajiv Kumar Company Secretary 2nd Floor Vyapar Bawan Lalji HVT Road, Ramneta - 834001
2.	Lalita Singh D/o Ram Mohan Choudhary 31, Jagat Trade Centre Frazier Road Town/vill - Patna Anchal - Patna Sadar Distt. - Patna 800001 Bihar Occupation - Business	10,000		Witness Kumar Rajiv
		20,000		

PLACE - PATNA

DATE -

Ravi Kant Singh

Page 11

For NEXGEN INFRA HEIGHTS PRIVATE LIMITED

Ravi Kant Singh

Director

TABLE F  
 THE COMPANIES ACT, 2013  
 COMPANY LIMITED BY SHARES  
 ARTICLES OF ASSOCIATION  
 OF  
 NEXGEN INFRA HEIGHTS PRIVATE LIMITED

**1. PRELIMINARY**

	Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company so far as they are applicable to Private Company except so far as they have implied or expressly modified by what is contained in the Articles mentioned as altered or amended from time to time.
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**2. INTERPRETATION**

I	In these Regulations
	<ul style="list-style-type: none"> <li>a. "Company" means 'NEXGEN INFRA HEIGHTS PRIVATE LIMITED'.</li> <li>b. "Office" means the Registered Office of the Company.</li> <li>c. "Act" means the Companies Act, 2013, and any statutory modification thereof.</li> <li>d. "Seal" means the Common Seal of the Company.</li> <li>e. "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whether names called.</li> </ul>
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**

	<p>The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013, and accordingly:</p> <ul style="list-style-type: none"> <li>(i) The right to transfer shares in the Company is restricted in the manner and to the extent hereinafter appearing;</li> </ul>
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TABLE F  
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 COMPANY LIMITED BY SHARES  
 ARTICLES OF ASSOCIATION  
 OF  
 NEXGEN INFRA HEIGHTS PRIVATE LIMITED

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**PRIVATE COMPANY**

	<p>The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013, and accordingly:</p> <p>(i) The right to transfer shares in the Company is restricted in the manner and to the extent hereinafter appearing;</p>
--	--

*Ravi Kant Singh*

- (ii) 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.
- (iii) prohibits any invitation to the public to subscribe for any securities of the company;

### SHARE CAPITAL AND VARIATION OF RIGHTS

a	The Authorised Share Capital of the Company shall be such amounts and be divided into such 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 Rs.1,00,000/- (Rupees One Lac).
c	The rights of the holders of any class of shares forming part of capital for the time being of the Company may be modified, affected, varied, extended, surrendered or Abrogated in such manner as is or may be provided by the Articles of Association of the Company as originally registered or as altered from time to time.
d	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.
e	The shares shall be under the discretionary control of the Directors who may allot or otherwise dispose of the same.
f	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.
g	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.
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, —

*Ravi Kant Singh*



	(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.
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 may be 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 (5) and (6) shall mutatis mutandis apply to debentures of the company.
	Except as required by law, no person shall be recognised 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 recognise (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.
- i -	The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent 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.
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

*Ravi Kant Singh*

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.

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 pari passu therewith.

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.

#### PREFERENCE SHARES

The Company shall, subject to provisions of the Companies Act has power to issue preference shares redeemable at the option of the Company or to issue share with disproportionate voting rights.

#### ALTERATION TO MEMORANDUM

The Company shall have the power to alter the conditions of the Memorandum in any manner.

#### CONTROL OF SHARES

The shares of the Company shall be under the control and discretion of the Board of Directors who may divide the shares into several classes and subject to the provisions herein contained may allot, transfer or persons and for such consideration upon such terms and conditions, at such time as the directors may in their absolute discretion think fit and such shares may be issued at par, at a premium or at a discount. The Directors may allot and issue shares in the capital of the company in payment or part payment for any property sold and transferred or for services rendered to the company or the conduct of its business or for any other consideration and any shares so allotted may be issued as fully paid up and/or partly paid up shares. The company shall have the power to issue shares having disproportionate voting rights.

#### SHARES HELD JOINTLY

If the shares are held in the name of two or more jointly, then the person first named in the Register of Members shall for all the purpose except voting and transfer, be deemed to be sole holder thereof. But the joint holders are severally and jointly liable for all purpose.

#### INCREASE OF CAPITAL

The Company in General Meeting may, from time to time increase the Capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any shares of the

*Ravi Kant Singh*

original or increased Capital shall be issued upon such terms and conditions and with such right and privileges annexed thereto, as the General Meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Directors shall determine and in particular, such may be issued with a preferential or qualified right to divide and in the distribution of Assets of the Company.

#### LIEN

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

The Directors are empowered to make call on members of any amount payable at a time fixed by them.

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 share holders 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.

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.

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.

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

*Ravi Kant Singh*

For NEXGEN INFRA HEIGHTS PRIVATE LIMITED

undesirable in the interest of the Company to admit to membership.

At the death of any members his or her shares be recognised as the property of his or her heirs upon production of reasonable evidence as may required by the Board of Directors.

The instrument of transfer must be accompanied by the certificates of shares.

#### TRANSMISSION OF SHARES

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 recognised 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.
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.
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.
	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

Ravi Kant Singh

other monies payable in respect of the share, until the requirements of the notice have been complied with.

#### FORFEITURE OF SHARES

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

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.

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.

- (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.

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.

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 favour of the person to whom the share is sold or disposed of.

*Ravi Kant Singh*

- 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.

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

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.

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.

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.

*Ravi Kant Singh*

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 "stockholder" respectively.

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

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

#### CAPITALISATION OF PROFITS

The company in general meeting may, upon the recommendation of the Board, Resolve—

- (a) that it is desirable to capitalise 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.

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 capitalised 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.

The Board shall have power—

*Ravi Kant Singh*

- (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 authorise 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 a fully paid-up, of any further shares to which they may be entitled upon such capitalisation, 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 capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

||| Any agreement made under such authority shall be effective and binding on such members.

#### BUY-BACK OF SHARES

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.

#### ISSUE OF SHARES IN KIND

The Company subject to the provisions of the Companies Act, 2013 and the statutory modifications and applicable provisions, if any, is authorised to issue the Shares in kind to the Shareholders.

#### GENERAL MEETINGS

All general meetings other than annual general meeting shall be called extraordinary general meeting

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

I No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceed to business.

II Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

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

*Ravi Kant Singh*



shall elect one of their members to be Chairperson of the meeting.

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.

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.

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

(a) 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.

(b) 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

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.

A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

- 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.

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.

Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

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.

- i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

*Ravi Kant Singh*

	ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised 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.
	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
	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.

#### DIRECTORS

	The number of Directors shall not be less than two and not more than fifteen.
	The first Directors of the Company shall be:- I. AJIT SINGH II. LALITA SINGH The First Directors of the company will be the executive directors of the company.
	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.
	Subject to the provisions of section 149, the Board of Directors, at any time 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.
	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

*Ravi Kant Singh*

For NEXGEN INFRA HEIGHTS PRIVATE LIMITED  
*Ravi Kant Singh*

	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.
	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 a resolution passed at a meeting of Directors duly called, held and constituted.
	If any Director or Directors shall undertake special services for the company, the Board of Directors may sanction a special remuneration for him or their work, as they may think proper provided that the confirmation of the members in the General Meeting shall be taken thereof.

PROCEEDINGS OF THE BOARD

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.
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.
	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.
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 number to be Chairperson of the meeting.
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.
i.	A committee may elect a Chairperson of its meetings;

*Ravi Kant Singh*

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.

- iii
- (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.
  - (iii) 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.
  - (iv) 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.

The quorum necessary for the transaction of the business of Directors shall be two Directors or one third of the total number of Directors whichever is higher. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by law or under the Articles and regulations for the time being vested or exercisable by the Directors generally.

For Meeting of Board of Directors of the Company, the Board of Directors may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.

A Director or Directors may on the requisition of a director or directors of the Company, at any time, summon a meeting of the Board.

Save as otherwise expressly provided in the Act, question arising at any meeting of the Board shall be decided by a simple majority of votes.

The Members may by passing an Ordinary Resolution remove a director, before the expiry of his period of office.

**EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER.**

Subject to the provisions of the Act, —

A chief executive officer, manager, company secretary or chief financial officer may be appointed by

*Ravi Kant Singh*

For NEXGEN INFRA SERVICES PRIVATE LIMITED

*Ravi Kant Singh*

		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 authorising 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 authorised by it in that behalf and except in the presence of at least one director who shall sign every instrument 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.
		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

		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 authorise any other person or
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*Ravi Kant Singh*

For NEXGEN INFRA HEIGHTS PRIVATE LIMITED

*Ravi Kant Singh*

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 equalising 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, think fit.
	ii	The Board may also carry forward any profits which it may consider necessary 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 may be 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.

Ravi Kant Singh

		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.
		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).
92		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 authorised by the Board or by the Company in General Meeting.
93		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

94	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

95		Winding up when necessary will be done in accordance with the requirements of the Companies Act, 2013 or statutory modification thereto.
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*Ravi Kant Singh*

SECRECY

96	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.
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INDEMNITY

97	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 favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
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GENERAL AUTHORITY

98	Wherever in the applicable provisions under Companies Act, 2013 it has been provide that any Company shall have any right, privilege or authority or that any Company could carry out any transaction only if the Company is authorised by it Articles, then and in that case this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any other specific regulation in that behalf herein provided.
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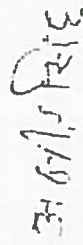

For NEXGEN INFRA HEIGHTS PRIVATE LIMITED

*Ravi Kant Singh*  
 Director

*Ravi Kant Singh*



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

Sr. No.	Name, address, description & occupation if any of Subscribers	No. of equity shares taken by each subscriber	Signature of the Subscriber	Signature, Name, Address, Description & Occupation if any of the witness
1.	<p>Ajit Singh S/o Bhabho Singh 30, Jagat Trade Centre Frazer Road Town/vill - Patna Anchal - Patna Sadar Distt - Patna - 800001 Bihar Occupation - Business</p>	10,000		<p>Witness to Subscribers 1 &amp; 2 Rajiv Kumar Company Secretary 2nd Floor, Labhi Hiji Road Vyapar Bazar, Ranchi - 834001</p>
2.	<p>Lalita Singh D/o Ram Nareh Choudhary 31, Jagat Trade Centre Frazer Road Town/vill - Patna Anchal - Patna Sadar Distt - Patna 800001 Bihar Occupation - Business</p>	10,000		<p>Rajiv Kumar</p>
		20,000		

PLACE PATNA

DATE

Ravi Kant Singh

For NEXGEN INFRA HEIGHTS PRIVATE LIMITED

Ravi Kant Singh

Director



For NEXGEN INFRA HEIGHTS PRIVATE LIMITED

*Ravi Kant Singh*

Director

*Ravi Kant Singh*