



सत्यमेव जयते

प्रारूप 1 पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45201JH2012PTC000846

2012 - 2013

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

PATLIPUTRA MANGAL DEVELOPERS PRIVATE LIMITED

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

यह निगमन-पत्र आज दिनांक दस दिसम्बर दो हजार बारह को झारखण्ड में जारी किया जाता है।

MEMORANDUM OF ASSOCIATION

Form 1

Certificate of Incorporation

Corporate Identity Number : U45201JH2012PTC000846

2012 - 2013

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

Given at Jharkhand this Tenth day of December Two Thousand Twelve.

Validity unknown
Digitally signed by
Subha Kumar Banerjee
Date: 2012.12.10 15:28
GMT+05:30

Registrar of Companies, Jharkhand

कम्पनी रजिस्ट्रार, झारखण्ड

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

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

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

PATLIPUTRA MANGAL DEVELOPERS PRIVATE LIMITED

MIG - B/9 Housing Colony PS Dhanbad, Dist - Dhanbad Jharkhand,

DHANBAD - 826001,

Jharkhand, INDIA



THE OBJECTS INCIDENTAL OR AUXILIARY TO THE ATTAINMENT OF MAIN OBJECTS.

1. To enter into, make and execute contracts of every kind and various agreements and arrangements with any person, firm, association, corporation, municipality, country, state body or Government or other or dependency or up or education board thereof.
2. To do such things which the Company is capable to carry out in connection with the Company's objects or which may be incidental or subsidiary thereto with a view to developing, rendering, valuations, prospecting or mining to ascertain any property, real or personal belonging to the Company or in which the Company may be interested.
3. To buy, exchange, alter, improve, manufacture, acquire full title and otherwise deal in all kinds of plant, machinery, apparatus, tools, materials, equipment, substances, materials, articles and things necessary or convenient for carrying on any of the business or processes of the Company usually carried on by persons engaged in the like business or process.
4. To buy, mine, lease, acquire, hold and dispose of and things capable of being used in connection with the business of the Company.
5. To apply for and obtain, use, exercise, protect, defend, enforce, and sue for the protection of any patent or other intellectual property rights in which the Company may be interested.

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

PATLIPUTRA MANGAL DEVELOPERS PRIVATE LIMITED

- I. The name of the company is PATLIPUTRA MANGAL DEVELOPERS PRIVATE LIMITED.
- II. The registered office of the company will be situated in the state of Jharkhand.
- III. The objects for which the company is established are:
 - (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE :-
 1. To Carry on the business in all its branches in India or abroad to carry on and undertake the business for acquisition or purchase or construction or sale of Plots, Flats, residential houses, building, commercial complex, establishment of resorts, hotels as builder, developer, contractor, owner, to establish any plant and carry on the business of manufacturing or otherwise deal with them in any manner whatsoever including re-sale thereof invest, buy, sell, transfer, hypothecate and dispose of any properties on such condition as may seem expedient.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS :

1. To enter into, make and perform contracts of every kind and description, agreements and arrangements with any person, firm, association, corporation, municipality, country, state body or Government or colony or dependency or ugc or education board thereof.
2. To do such things which the Company is capable to carry on conveniently in connection with the Company's objects or which may be advisable to undertake with a view to developing, rendering, valuable, prospecting or turning to account any property, real or personal belonging to the Company or in which the Company may be interested.
3. To buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, receptacles, substances materials, articles and things necessary or convenient for carry on any of the business or processes of the Company usually dealt in by persons engaged in the like business or process.
4. To buy, refine, import and deal in substances, apparatus and things capable of being used in any business of the Company or required by any students or teachers or customers or persons having dealing with the Company.
5. To apply for purchase or otherwise acquire any patents, trademark, brevetted invention, licenses, concessions, protections, rights, privileges, and the like conferring any exclusive or non-exclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem directly or indirectly of use or benefit to the company or may appear likely to be advantageous or useful to this company and to use, exercise, develop or grant license, privileges in that respect or otherwise turn to account the property, right or information so acquired and to assist encourage and spend money in making experiments, tests, improvements of all invention patent and right, which the company may acquire of propose to acquire.
6. To establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trust and conveniences calculated to benefit employees or ex-employees of the company or the dependants or the connections of each persons ; or subject to the provisions of the companies Act, 1956 to subscribe or grant money for any charitable, national, religious, benevolent, object or fund ; or for any purpose which may likely, directly or indirectly, further the main objects of company of the interest of its members or business subject to provisions of Section 293A of the Companies Act, 1956.
7. To Distribute amongst the members of the company dividends including bonus shares (including fractional Share Certificates) out of profits,

accumulated profits, or funds and resources of the company in any manner permissible under law in the winding up.

8. To allot shares in the company to be considered as fully or partly paid up in payment or consideration of any service or property of whatever description which the company may acquire.
9. To amalgamate with any company or companies having objects altogether or in part similar to those as this company or any other company, subject to the provisions of Sections 331 and 394 of the Companies Act, 1956.
10. To open branches in India and elsewhere and to get the company registered in any foreign country and adopt such means of making known to the public the business or the products of the company as may seem expedient and in particulars by advertising in the press, by circulars & publication of books & periodicals.
11. To pay out of the funds of the company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company.
12. To provide for the welfare of employees or ex-employees (including Directors and ex-Directors) of the company and the wives and families or the dependants or connections of such persons by building or contributing to the building or dwelling houses or quarters, to grant money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments ; by creating and from time to time subscribing or contributing to provident fund, institutions, funds, profits sharing or other schemes ; or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries medicals and other attendance or assistant as the company shall think fit.
13. To undertake, carryout, promote and sponsor rural development including any program for promoting economic welfare of or the upliftment or the public in any rural area and to incur any expenditure or any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner and divest the ownership of any property of the company to or in favor of any public or local Body or Authority or State Government or any Public Institution or Trust or Fund or Organization or person as the Directors may approve to establish and support or aid in the establishment and support or associations, instructions, clubs, societies, funds, trusts and conveniences constituted to benefit employees or ex-employees of the company or the dependents or the connections , of such persons or subject to the provisions of Companies Act to subscribe or guarantee money for any charitable, rational, religious, benevolent, : general or useful objector fund, or for any purpose which may likely, directly or indirectly further the objects of company or the interest of its member's business.

14. To guarantee the payment of money, unsecured or secured by payable under or in respect of bonds, debentures, contracts, mortgages, charges, obligations and other securities of any company or of any Authority, Central, State Municipal, local or otherwise or of any persons whomsoever, whether incorporated or not for the purpose of the business of the company.
15. To promote, form or acquire any company and to take, purchase, or acquire shares or interest in any company and to transfer to any such company any property of this company and to take or otherwise, acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and other securities in or of any company or companies either out of its own funds or out of funds.
16. To purchase raw goods, semi-finished goods or furnished goods connected with the objects of the company and enhance the value of such goods by suitable means such as packaging, job work etc. and market the same in its own trade mark name or otherwise.
17. To improve, manage, develop, exchange, lease, purchase, mortgage, dispose of let, sub-let turn to account or otherwise deal with all or any part of the property and rights of the company.
18. To purchase or accept gift from parties the land and building for educational purpose or construct the building for the same.

C. OTHER OBJECTS:

1. To arrange financial assistance for education after carry on and undertake the business for acquisition or purchase or construction or sale of residential houses, commercial building, complexes, construct township, plotting, purchasing, repurchasing, selling, reselling of plots of lands and establishing of manufacturing industries, mineral water plant and all other manufacturing industries, trading of all kinds selling, purchasing, hiring or letting on hire all kinds of plant and machinery and equipment that the company may think fit and to assist in financing of all and every kind and description of true purchase or deferred payment or similar transaction and to subsidies purchase or otherwise deal in all forms of immovable or movable property including plant and machinery, equipment, ships, automobiles, computers and all consumers, commercial and industrial items or otherwise deal with them in any manner whatsoever including re-sale there to invest, buy, sell, transfer, hypothecate and dispose of any properties on such condition as may seem expedient, receive advance against properties and return the same, To carry on the business as order suppliers, buyers, sellers, traders, merchants, indenters, brokers, agents, commission agents, assemblers, refiners, consultancy, rendering services, packers, stockiest, distributors, advisors, marketing mediators, of & in all kinds of food grains, dairy products, soap, detergents, biscuits, surgical, diagnostics, medical, pulses, leather and finished leather goods, leather garments, leather products, all related items in leather, electric & electronics

components & goods, iron & steel, aluminum, mineral, ferrous and non-ferrous, metal, stainless steel, laminated jute clothes, textile, cotton, synthetic, fiber, silk, yarn, wool and woolen goods, timber glass, cosmetics, stationery, tools & hardware, plastics & plastics goods, sugar, tea, coffee, paper packaging material, chemicals, cement, spices, grain, factory materials, house equipments, rubber & rubber products, fertilizers, agriculture fruit products, industrial products, computer data materials, software, paints, industrial and other gases, alcohol, liquor edible & non-edible oils and fats, marine products, drugs, plants & machinery goods, engineering goods & equipments, office equipments, * vehicles of all types, hospital equipments, railway accessories, medicine, sugar & sugarcane, lubricants, tires & tubes, automobile parts, furniture & wood made items toys, building plans, consumer products, consumer durables, printing, books, stationary, papers, mica & mica products,

2. To work as real estate developer by acquiring on lease, exchange ownership purchase, hire, rent or otherwise acquire deal in construction business and carry all or any of the functions of dealings in dwelling houses, lands and buildings, shops apartments, flat and immovable property of any kind or tenure of any interest in the same and to develop turn to account, construct, execute, undertake, maintain, remodel, build erect, demolish, repair, alter, re-erect or do any work, furnish any building or buildings scheme, part of any building, hotels, clubs, colonies complexes, apartments, markets, tanks, schools, hospitals, restaurants baths, places of worship, shops, garages, libraries, reading rooms, dairy farms or other amusements and to sell or dispose of which the Company may decide.
3. To carry on the business as trading, importers and exporters of all commodities, goods, services and to act as import and export houses advisers, consultants for imports and exports, indenting agents sellers and purchasers of licenses, resale orders, permits and quo.as entitlements.
4. To promote the formation and mobilization of capital, to manage capital savings and investment, to undertake bills discounting business, to purchase, finance, discount, re-discount bills of exchange to act as discount and acceptance house, to arrange acceptance or co-acceptance of bills, to act as financial intermediaries, finance brokers, to borrow, to lend, to negotiate loans, to transact business as promoters, financiers, monetary agents to carry on the business of an investment trust Company, to undertake and transact any investment business of lease and hire purchase finance, to invest the capital or other funds of the Company in the Company in the purchase or acquisition of or rights in movable and immovable properties, to use the capital, funds and assets of the Company as security for borrowing and acquisition of or rights in movable or immovable properties, shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities, revolving underwriting facilities and issue, acceptance and registration of all types of instruments, to raise or provide venture capital, to promote or finance the promotion of all type of instruments and to revolve* investments of all kinds, to assist and develop financial services super market, to transact in interoperate bills

import/export financing, factoring, consumer financing and foreign exchange broking to collaborate and tie up with any financial institution or body corporate as also act as representative on behalf of any financial institution for providing all or any of aforesaid financial services.

5. To act as merchant banker for all kinds of securities, registrar and transfer agents, registrar to the issue of securities to undertake portfolio, management, advisory & concealing services in relation to stock shares, bonds, securities, units, debentures, fixed and other deposits, estates, properties and other assets ; To carry on business as shares & stock brokers, underwriters, sub-underwriters ; to assist & develop computer programming and software manufacture and related services, television and communication software to act as commercial and industrial management activity including production, manufacturing, personnel advertising and public relations, public welfare, marketing, taxation, technology, insurance, purchasing, sales, quality control, computer applications, software, productivity, planning, research and development organization, import and export business, industrial relations and management and to make evaluations, feasibility studies project reports forecasts and surveys and to give expert advise and suggest ways and meant for improving efficiency in mines, trades, plantations business organizations, registered co-operative societies, partnership or pro-praetor concerns and industries of all kinds in India and elsewhere in the world and improvement of business management, office organization and export management, to supply, to and provide, maintain and operate service, facilities, conveniences, bureau and likes for the benefit of any company ; to recruit and or advice on the recruitment of staff for any company.
6. To subscribe to become a member of any one or more stock exchanges whether in India or outside, subsidies and co-operate with any other association whether incorporated or not. whose objects are altogether or in part similar to those of the Company and to procure from and communicate to any such association such information as may be likely to forward the objects of the Company.
7. To carry on the business of farming, horticulture, floriculture, sericulture, dairies and cultivators of all kinds of food grains, seeds, fruits, proprietors of orchard and traders, exporters and sellers of and dealers in products of farming, dairy, horticulture, floriculture, sericulture and pisciculture.
8. To carry on business as transporters of goods, passengers, livestock and materials by road, rail, waterways, sea or air and own, purchase, take or give on lease, charter or hire or otherwise run, use or require transport vehicles, crafts, ships and carriers of all kinds required for the transport business and to act as forwarding agents warehousemen and booking agents.
9. To establish and carry on the business of manufacturing, buying, selling, importing, exporting and otherwise dealing in all types of glass, leveled and unlevelled silvered sheet, curved or flat laminated and safety glass,

toughened glass, fiber glass, welding glass, silver glass, colored glass, float and plate glass, lead mirror, gold mirror, decorative glass, ice-flowered glass, glass doors and fittings.

IV. The liability of the members is limited.

V. The authorized Share capital of the company in Rs. 10,00,000/- (Rupee Ten Lac) divided in to 1,00,000 (One Lac) Equity Shares of Rs. 10/- (Rupee Ten) each with power to increase the share capital as per provisions of the companies Act, 1956. and to classify or reclassify the share capital

1. Shafiqul Kabir No. 10/10/10/10/10 Singh R/o - MIG - 2nd Housing Colony P.O. - Chh. P. P.S. - Dhanbad Dist. - Dhanbad Pin - 820001 State - Jharkhand Occu. - Business	1,000	10,000	
2. Gopal Kumar No. 10/10/10/10/10 R/o - MIG - 2nd Housing Colony P.O. - Chh. P. P.S. - Dhanbad Dist. - Dhanbad Pin - 820001 State - Jharkhand Occu. - Business	1,000	10,000	
Total		20,000	20,000

We the undersigned person whose names, address, descriptions and occupations are subscribed hereunder, are desirous of being formed into company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of company set opposite our respective names.:-

Names, addresses, occupations & descriptions of the subscription	No. of equity shares taken by each subscriber	Signature of subscribers	Names, address, occupations and descriptions of the witness and his signature.
<p>1. Shailesh Kumar S/o Shashi Mangal Singh R/o – MIG B – 9, Housing Colony P.O. – C.M.P.F., P.S. – Dhanbad, Dist. – Dhanbad, Pin – 826001, State – Jharkhand, Occu.- Business</p>	<p>9,900 (Nine thousand Nine hundred only)</p>	<p>Sd.</p>	<p>All Signatures are certified by me Sd. (SHIV SHAKTI PRASAD) (Advocate) Enrl. No - 202/2011 SKYLINE, 312, Shanti Bhawan, Bank More, Dhanbad – 826001, Jharkhand.</p>
<p>2. Geetu Kumari D/o Shailesh Kumar R/o – MIG – B/9, Housing Colony P.S. – Dhanbad, Dist. – Dhanbad, Pin – 826001, State – Jharkhand, Occu.- Business</p>	<p>100 (One Hundred only)</p>	<p>Sd.</p>	
<p>Total</p>	<p>10,000 (Ten thousand)</p>		

Date : 20/11/2012

Place: Dhanbad

- (iii) No variation shall be made in the articles of association of the company or of the memorandum of association of the company.
- (iv) No person shall be allowed to transfer or otherwise dispose of his shares in the company or to create any charge in respect of his shares in the company other than in accordance with the provisions of these articles.

The authorized share capital of the company is Rs. 10,00,000 (Ten Lakhs) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each with power to increase the share capital as per provisions of the Companies Act, 1956, and to classify or sub-classify the share capital.

Provisions of clause 2 to 8 of Table 'A' shall apply.

CERTIFICATE

Provisions of clause 2 to 8 of Table 'A' shall apply.

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

PATLIPUTRA MANGAL DEVELOPERS PRIVATE LIMITED

1. Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the act of any statutory modification there of for the time being in force interpretation:-

"The company" means PATLIPUTRA MANGAL DEVELOPERS PRIVATE LIMITED

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

"Office" means the registered office of the company for the time being.

"The Board" means meeting of the directors duly called and constituted of as the case may be, the directors by whatever name called.

"Managing Directors" means the managing director of the company for the time being.

"Seal" means the common seal for the time being of the company.

- (a) Table - 'A' - The regulations contained in Table 'A' in the first schedule to The Companies Act, 1956, shall not apply to the company, except in so far as they are embodied in the following articles which shall be the regulations for the management of the company.
- (b) The company is a private limited company within the meaning of Section 3 (I)(iii) of Companies Act, 1956 and accordingly which has a minimum paid up capital of one lack rupees or such higher paid up capital as may be prescribed
- (i) The right of transfer of the share of the company is restricted in the manner and to the extent here in after applying.
- (ii) The number of members of company shall be limited to fifty but not including persons specified in Section 3 (I)(iii).

- (iii) No invitation shall be issued to the public to subscribe any share or debenture of the company.
- (iv) Prohibited any invitation* or acceptance of deposits from persons other than its members, directors, or their relatives.

SHARES

2. The authorized Share capital of the company in Rs. 10,00,000/- (Rupee Ten Lac) divided in to 1,00,000 (One Lac) Equity Shares of Rs. 10/- (Rupee Ten) each with power to increase the share capital as per provisions of the companies Act, 1956. and to classify or reclassify the share capital.

3. Provisions of clauses 2 to 6 of Table 'A' shall apply.

CERTIFICATE

4. Provisions of clauses 44, 45 and 46 of Table 'A' shall apply.

ALTERATION OF SHARE CAPITAL

5. Provisions of clauses 44, 45 and 46 of Table 'A' shall apply.

TRANSFER AND TRANSMISSION OF SHARES

6. Any member desiring to sell any of his shares must notify the Board of Directors of the Number of shares, the fair value there of and the name of the proposed transfer and the Board Must offer to the other member the number of shares offered at the said price and if the offer is accepted, the shares shall be transferred to the acceptor or acceptors and if the shares or any of them are not so accepted within one month from the date of notice to the Board the holder may sell or transfer them or any of them at the same or higher price to third party. In case of any dispute regarding the fair price of the shares, it shall be decided and fixed by the company's auditor, whose decision shall be final.

7. No transfer of any shares shall be made or registered without the previous sanction of the directors except when the transfer is made by one member to another or to a members suppose or child or children of his/hers and the directors may decline to give such sanction without assigning any reasons and shall so decline to case of transfer the registration of which shall involve a contravention of clause 6 of these Articles.

8. On the death of a member the survivor or survivors where the member was joint holder and his legal representative where he was a share holder shall be the only persons recognized by the company as having any title to his interest in the shares.

9. Any persons 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 herein after provided, elect, either.

10. (a) To be registered himself as holder of the shares; or
(b) To make such transfer of the shares as the deceased or insolvent members could have made.

11. 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 by him stating that he so elects.
12. The directors, shall, in either case, have the same right, to decline or suspend registration, as they would have had, if the deceased or insolvent member had transferred the shares before the death or insolvency.
13. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
14. 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.
15. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled, if he were the registered holder of share, except that he shall not before being registered a member in respect of it to exercise any right conferred by membership in relation to meeting of the company.

LIEN, FOREFEITURE AND CALLS OF SHARES

16. Provision of clauses 9 to 18 and 29 to 35 of Table "A" shall apply.

SEAL

17. Provision of clause 84 of Table 'A' shall apply.
18. Until otherwise determined by a General Meeting, the number of Directors shall not be less than two and not more than eleven.
 - i. **Mr. SHAILESH KUMAR**
 - ii. **Smt. GEETU KUMARI**

Mr. SHAILESH KUMAR shall be the first Managing Director of the Company.

Shall be the first directors of the company.

19. The Board of directors shall have power to fill up casual vacancies in the Board of Directors and also to appoint additional directors who shall hold office up to the next annual general meeting of the company provided that the total number of directors shall not at any time exceed the maximum number fixed above.
20. The following non-rotational directors may be appointed and act as such, while any money remain due from the company under or by virtue of any mortgage, hypothecation, pledge or otherwise exacted by the company in favour of any financial institution and for any other corporation sponsored by any govt. central or state, or so long as the guarantee by the said corporation shall be entitled to appoint, if so agreed from time to time any person of persons to be their nominees as no rotational directors of the company but so that not more than two persons shall hold office at the pleasure of the said corporation, who shall have full power to remove any his or their place as and Co. Reg. when they shall deem necessary.

21. The directors shall not be required to hold any qualification share in the share capital of the company.
22. The ordinary remuneration of a directors shall be a fee of Rs. 250/- for every meeting of the Board of Directors attended by him together with a reasonable traveling and other expenses which he may have to actually incur for attending and returning from meeting of the Board of Directors of any committee there of or in connection with the business of the company.
23. The Board of directors may meet for the dispatch of business, adjourn or otherwise regulate, its meeting as it thinks fit provided however that the Board of Directors shall meet once at least in every three months in accordance with provisions of section 385 of the Companies Act.
24. A directors or any officer of the company authorized by the directors on that behalf, may at any time, summon, a meeting of the board of directors giving at least three day's notice in writing. A meeting of the board of directors may however called at shorter notice provided all the directors entitled to attend the meeting agree to such shorter notice.
25. *Two directors or one third of the total strength of the board* which ever is higher, presents in person shall form a quorum for the purpose of transacting any business in a meeting of the board of directors, subject to section 287 of the companies Act.
26. The Continuing directors may act not with standing any vacancy in the board. But if any so long as their number is reduces below the quorum fixed for a meeting of the Board of Directors, the continuing directors may act only for the purpose of increasing the number of directors to that, fixed for the quorum.
27. No resolution shall be deemed to have been duly passed by circulation by the board of director unless the resolution has been circulated in draft together with necessary papers, if any, to all the directors then in India, not being less than the quorum fixed for a meeting of the Board of Directors and to all other director at their usual addresses in India and has been approved by such of the directors as are in India or by a majority of such of them as are entitled to vote on the resolution.
28. The board shall have the power to appoint a person as alternate director during the absence of a director for a period of three months or more from the state in which the meeting of the board are ordinarily held. An alternate director so appointed shall vacate office if any when the original director returns to the state and if the term of office of the original director is determined before his return to the state. Any provision for the automatic re-appointment of the returning director in default of appointment of any body else in his place shall apply to the original and not the alternate director.
29. The board shall be entitled to exercise all such powers and do all such acts and things as the company is authorized to exercise. Provided that the board shall not exercise any power or do any act or thing which is director or required by the company act or any provision of law or by the memorandum and articles of association of the company to be exercised or done by the in general meeting. Provided further that in exercising any power of doing any actor thing, the board shall be subject to the provision contained in that behalf in the company of these articles or in any regulations not inconsistent therewith and duly made hereunder including regulations made by the company in general meeting.

30. Provided further that the Board may delegate to any committee, chairman of the Board, managing director, or officer or staff such of its powers as are not required by statutes or by these articles to be exercised by the board only. The board shall exercise the following powers on behalf of the company only by means of resolution passed at a meeting of the board and in accordance with the provisions of section 262, 292, 293, 316, 372, 386, and 488 of the company act.

- * To make call on share holders in respect of money unpaid on the shares.
- * To issue debentures.
- * To borrow money otherwise than on debentures.
- * To invest funds of the company.
- * To sanction loans.
- * To fill up casual vacancy in the board of directors.
- * To sanction contracts in which directors are interest.
- * To appoint managing director, or manager complying with the provisions of the companies act.
- * To section purchases by the company of shares of other companies in the same group.
- * To declare solvency in case of members voluntarily winding up.

GENERAL MEETING

31. Provisions of clauses no. 47 to 55 of Table 'A' shall apply.

VOTE OF MEMBERS

32. Provisions of clauses no. 56 to 63 of Table 'A' shall apply.

BORROWING POWERS

33. Subject to the provisions of section 58 A and 292 of the act of these articles the board of directors may from time to time at its discretion by resolution passed at meeting of the board, raise or borrow and secure payments of any sum or sums for the company. Provided however, where the money already borrowed (apart from temporary loans obtained from the company's bankers in ordinary course of business) exceed *the aggregate of the paid up capital* of the company and its reverse not set apart for any specific purpose in that case the board shall borrow without the consent of the company.
34. The board of director may raise or secure repayment of such sum or sums in such manner and up on such terms conditions in all respects as it thinks fit and in particulars by mortgage or other security or undertaking of the whole or any part of the property of the company, both present and future, including its *uncalled capital for the time being or by giving, accepting or endorsing on behalf of the company any promissory notes, bills of exchange or other negotiable instruments.*

DIVIDENDS AND RESERVES

35. Provisions of clauses 85 to 95 of table 'A' shall apply.

CAPITALISATION OF PROFIT

36. Provisions of clauses 96 to 97 of Table 'A' shall apply.

ACCOUNTS

37. Provision of clauses 95 of Table 'A' apply.
38. The directors form time to time, in accordance with the provisions of Section 210, 212, 217, and 219 of The Companies Act, clause to be prepared and to be laid before the company in annual general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in these sections.

WINDING UP

39. Regulation 98 of Table 'A' shall apply.

INDEMNITY

Every director, officer or agent for the time being of the company shall be indemnified out of the funds of the company, against and liability incurred by him in the normal course of business of the company or for any purpose of the business or the company subject to the provisions or Section 201 of the Companies Act.

We the undersigned person whose names, address, descriptions and occupations are subscribed hereunder, are desirous of being formed into company in pursuance of this Articles of Association and we respectively agree to talk the number of shares in the capital of company set opposite our respective names.:-

Names, addresses, occupations & descriptions of the subscription	No. of equity shares taken by each subscriber	Signature of subscribers	Names, address, occupations and descriptions of the witness and his signature.
<p>1. Shailesh Kumar S/o Shashi Mangal Singh R/o – MIG B – 9, Housing Colony P.O. – C.M.P.F., P.S. – Dhanbad, Dist. – Dhanbad, Pin – 826001, State – Jharkhand, Occu.- Business</p>	<p>9,900 (Nine thousand Nine hundred only)</p>	<p>Sd.</p>	<p>All Signatures are certified by me Sd. (SHIV SHAKTI PRASAD) (Advocate) Enrl. No - 202/2011 SKYLINE, 312, Shanti Bhawan, Bank More, Dhanbad – 826001, Jharkhand.</p>
<p>2. Geetu Kumari D/o Shailesh Kumar R/o – MIG – B/9, Housing Colony P.S. – Dhanbad, Dist. – Dhanbad, Pin – 826001, State – Jharkhand, Occu.- Business</p>	<p>100 (One Hundred only)</p>	<p>Sd.</p>	
<p>Total</p>	<p>10,000 (Ten thousand)</p>		

Date : 20/11/2012

Place: Dhanbad