



सत्यमेव जयते

प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45200BR2012PTC018925

2012 - 2013

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

OMKARA ENGICON 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 छह जुलाई दो हजार बारह को पटना में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45200BR2012PTC018925

2012 - 2013

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

Given at Patna this Sixth day of July Two Thousand Twelve.

Signature Invalid
Digitally signed by
Date: 2012.07.06 12:42
GMT+05:30

Registrar of Companies, Bihar

कम्पनी रजिस्ट्रार, बिहार

*Note: The corresponding form has been approved by O P SHARMA, Deputy 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:

OMKARA ENGICON PRIVATE LIMITED

FLAT NO - 101, BLOCK - A, RAM RAJ MAHAL APARTMENT, NORTH MANDIRI,

PATNA - 800001,

Bihar, INDIA



For Omkara Engicon Pvt. Ltd

सुनील कुमार
Director

For Omkara Engicon Pvt. Ltd

सुनील कुमार
Director

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

OMKARA ENGICON PRIVATE LIMITED

- I. The NAME of the Company is OMKARA ENGICON PRIVATE LIMITED.
- II. The REGISTERED OFFICE of the Company shall be situated in the State of Bihar.
- III. The OBJECTS for which the company is established are:
 - (A) The main objects which are to be pursued by the Company on its incorporation:
 1. To carry on the business of civil engineers, architects, surveyors, designers, town planners, estimators, interior and exterior decorators, general and Government civil contractors of immovable properties including building, highways, roads, earthways, bridges, tunnels, waterways in general and/or under BOT system and all types of structural and pilling engineering work, interior designing and graphic.
 2. To construct, carry out, maintain, improve, manage, work, control and superintend any roads, ways bridges, reservoirs, water courses, wharves, furnaces, whether electric or otherwise, saw mills, crushing works, hydraulic works, electrical works, factories, shops and other works and conveniences or take part in doing any of these things and/or to join with any other person or Company or with any Government or Governmental authority in doing any of these.
 3. To carry on the business as developers, and for that purpose to purchase, acquire, own, process, buy sell, re-sell, and to traffic in land structures and estates, other immovable properties and to

For Omkara Engicon Pvt. Ltd.

सुमिती कुमारी
Director

For Omkara Engicon Pvt. Ltd.

जालोक कुमारी
Director

Director

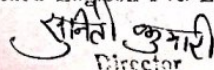
develop co-operatives, housing schemes, townships, and prepare for building sites, constructing, re-constructing, erecting, altering, improving, enlarging, developing, decorating and furnishing houses, buildings, hotels, motels, resorts, flats, offices, garages, warehouses, workshops, hospitals, nursing homes, clinics, halls, theatres, palaces, etc.

4. To purchase, sell, develop, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale, or working the same; any real or personal estate including lands, mines, building, factories, mill, houses, cottages, shops, depots, warehouses, machinery, plant, stock in trade, easement or interest in or with respect to any property whatsoever for the purpose of the company in consideration for a gross sum or rent or for any other consideration for the purposes of the business.

(B) The objects incidental or ancillary to the attainment of the main objects:-

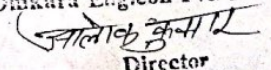
1. To enter into any arrangement by way of a turnkey project involving supply of technical, civil, financial, administrative, plant and merchandise, information, knowledge and experience and as such, undertake for and on behalf of a client to set up any plant or project in or outside India.
2. To carry on the business of and to act as consultants and advisors in all their respective branches, including without prejudice to the generality of the above matters, technical, commercial, financial or business and in such firm, company or body corporate or authority or Government which may be given or rendered while carrying on such business as aforesaid which may lead to or be rendered while carrying on such business as aforesaid with (1) efficient methods of management, (2) economy in manufacturing costs or cost of production or

For Omkara Engicon Pvt. Ltd


Director

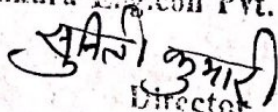
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For Omkara Engicon Pvt. Ltd


Director

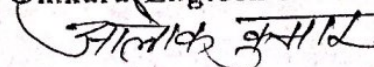
- administration, (3) increase in production, (4) handling of financial, commercial, industrial and technical dealings with and in particular agreements for collaboration, joint ventures or the acquisition or disposal of assets including the "know - how", (5) rendering of all services whether incidental to the above.
3. To purchase or acquire all or any part of the business, property or liabilities of any company, society, partnership or person formed for all or any part of the purposes within the objects of the company and to conduct, carry on or liquidate or wind up any other business.
 4. To take over and acquire the industrial license, import license, permit and other rights of any industry on payment incurred thereof and compensation for technical services rendered in connection therewith and to acquire and takeover business of any company, partnership or industry and for that purpose to enter into necessary agreements, deeds and arrangements.
 5. To become, continue or resign from time to time as members of any Association of traders, brokers, manufacturers, agents, merchants or otherwise.
 6. To enter into partnership or into any arrangements, for sharing profits, union of interests, cooperation, joint venture, reciprocal concession, or otherwise with any person, firm or company carrying on or engaged in or about or carry on or engage in any business or transaction which this company is authorized to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this company and to take, subscribe for or otherwise acquire shares, debentures and securities of any such company and to hold, sell,

For Omkara Engicon Pvt. Ltd


Director

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For Omkara Engicon Pvt. Ltd


Director

reissue, with or without guarantee, or otherwise deal with the same.

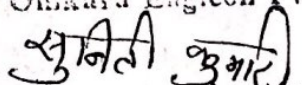
7. To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such governments or authority any rights, privileges and concessions which the company may think desirable to obtain and to carryout, exercise and comply with any such arrangements, rights, privileges and concessions.
8. To lend money, either with or without security to such companies, firms or persons and on such terms as may seem expedient and in particular to customers of and others having dealings with the company, and to guarantee the performance of contracts by any persons, firms or companies.
9. To advance or deposit for securities any property or receive loans or grants or deposits from the Government.
10. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
11. To guarantee the performance of the obligations of any Company, Corporation, firm or person in any case in which such guarantee may be considered likely, directly or indirectly to further the objects of the Company.
12. To invest any surplus money of the company in such investments (other than shares in this Company) as may be thought proper and to help sell or otherwise deal with such investments, but the Company shall not do the business of banking as defined in Banking Regulation Act, 1949.

For Omkara Englecon Pvt. Ltd
सुनिता कुमारी
Director

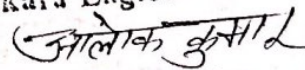
For Omkara Englecon Pvt. Ltd
सुनिता कुमारी
Director

13. Subject to provisions of Section 58A of the Companies Act, 1956 and rules made thereunder, to receive money or deposit or loan and borrow or raise money in such manner as the Company shall think fit, including by the issue of debentures (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage charge of lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital.
14. To open Banking accounts with any Bank and to pay into and draw money from such accounts.
15. To draw, make, accept, discount negotiate execute and issue bills of exchange, Government of India or other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities in connection with the business of the Company.
16. To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, trade marks, designs licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information's as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the company in connection with business of the Company and to use, exercise, develop, manufacture or grant licenses or privileges, in respect of or otherwise turn to account, the property, rights and information so acquired.
17. To expend money in experimenting on and testing and in improving or seeking to improve any patents, rights, inventions,

For Omkara Engicon Pvt. Ltd


Director

5 For Omkara Engicon Pvt. Ltd


Director



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45200BR2012PTC018925

2012 - 2013

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

Given at Patna this Sixth day of July Two Thousand Twelve.

Signature invalid
Digitally signed by
Deputy Registrar of Companies
Date: 2012.07.06 12:52
GMT+05:30

Registrar of Companies, Bihar
कम्पनी रजिस्ट्रार, बिहार

*Note: The corresponding form has been approved by O P SHARMA, Deputy Registrar of Companies and this
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OMKARA ENGICON PRIVATE LIMITED

FLAT NO - 101, BLOCK - A, RAM RAJ MAHAL APARTMENT, NORTH MANDIRI,

PATNA - 800001,

Bihar, INDIA



For Omkara Engicon Pvt. Ltd

Director

For Omkara Engicon Pvt. Ltd

Director

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

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 2. To construct, carry out, maintain, improve, manage, work, control and superintend any roads, ways bridges, reservoirs, water courses, wharves, furnaces, whether electric or otherwise, saw mills, crushing works, hydraulic works, electrical works, factories, shops and other works and conveniences or take part in doing any of these things and/or to join with any other person or Company or with any Government or Governmental authority in doing any of these.
 3. To carry on the business as developers, and for that purpose to purchase, acquire, own, process, buy sell, re-sell, and to traffic in land structures and estates, other immoveable properties and to

For Omkara Engicon Pvt. Ltd.
सुमिती कुमारी
Director

For Omkara Engicon Pvt. Ltd.
जालोक कुमारी
Director

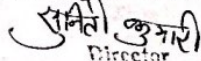
develop co-operatives, housing schemes, townships, and prepare for building sites, constructing, re-constructing, erecting, altering, improving, enlarging, developing, decorating and furnishing houses, buildings, hotels, motels, resorts, flats, offices, garages, warehouses, workshops, hospitals, nursing homes, clinics, halls, theatres, palaces, etc.

4. To purchase, sell, develop, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale, or working the same, any real or personal estate including lands, mines, building, factories, mill, houses, cottages, shops, depots, warehouses, machinery, plant, stock in trade, easement or interest in or with respect to any property whatsoever for the purpose of the company in consideration for a gross sum or rent or for any other consideration for the purposes of the business.

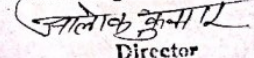
(B) The objects incidental or ancillary to the attainment of the main objects:-

1. To enter into any arrangement by way of a turnkey project involving supply of technical, civil, financial, administrative, plant and merchandise, information, knowledge and experience and as such, undertake for and on behalf of a client to set up any plant or project in or outside India.
2. To carry on the business of and to act as consultants and advisors in all their respective branches, including without prejudice to the generality of the above matters, technical, commercial, financial or business and in such firm, company or body corporate or authority or Government which may be given or rendered while carrying on such business as aforesaid which may lead to or be rendered while carrying on such business as aforesaid with (1) efficient methods of management, (2) economy in manufacturing costs or cost of production or

For Omkara Engicon Pvt. Ltd


Director

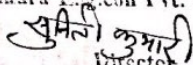
For Omkara Engicon Pvt. Ltd


Director

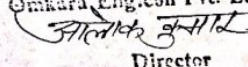
administration, (3) increase in production, (4) handling of financial, commercial, industrial and technical dealings with and in particular. agreements for collaboration, joint ventures or the acquisition or disposal of assets including the "know - how", (5) rendering of all services whether incidental to the above.

3. To purchase or acquire all or any part of the business, property or liabilities of any company, society, partnership or person formed for all or any part of the purposes within the objects of the company and to conduct, carry on or liquidate or wind up any other business.
4. To take over and acquire the industrial license, import license, permit and other rights of any industry on payment incurred thereof and compensation for technical services rendered in connection therewith and to acquire and takeover business of any company, partnership or industry and for that purpose to enter into necessary agreements, deeds and arrangements.
5. To become, continue or resign from time to time as members of any Association of traders, brokers, manufacturers, agents, merchants or otherwise.
6. To enter into partnership or into any arrangements, for sharing profits, union of interests, cooperation, joint venture, reciprocal concession, or otherwise with any person, firm or company carrying on or engaged in or about or carry on or engage in any business or transaction which this company is authorized to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this company and to take, subscribe for or otherwise acquire shares, debentures and securities of any such company and to hold, sell,

For Omkara Engicon Pvt. Ltd


Director

For Omkara Engicon Pvt. Ltd


Director

reissue, with or without guarantee, or otherwise deal with the same.

7. To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such governments or authority any rights, privileges and concessions which the company may think desirable to obtain and to carryout, exercise and comply with any such arrangements, rights, privileges and concessions.
8. To lend money, either with or without security to such companies, firms or persons and on such terms as may seem expedient and in particular to customers of and others having dealings with the company, and to guarantee the performance of contracts by any persons, firms or companies.
9. To advance or deposit for securities any property or receive loans or grants or deposits from the Government.
10. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
11. To guarantee the performance of the obligations of any Company, Corporation, firm or person in any case in which such guarantee may be considered likely, directly or indirectly to further the objects of the Company.
12. To invest any surplus money of the company in such investments (other than shares in this Company) as may be thought proper and to help sell or otherwise deal with such investments, but the Company shall not do the business of banking as defined in Banking Regulation Act, 1949.

For Omkara Regicon Pvt. Ltd

सुनिता कुमारी
Director

For Omkara Regicon Pvt. Ltd

जालिक कुसीर
Director

reissue, with or without guarantee, or otherwise deal with the same.

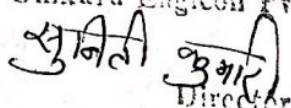
7. To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such governments or authority any rights, privileges and concessions which the company may think desirable to obtain and to carryout, exercise and comply with any such arrangements, rights, privileges and concessions.
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For Onkara Engicon Pvt. Ltd
सुनील कुमार
Director

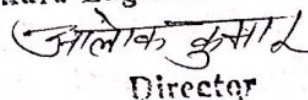
For Onkara Engicon Pvt. Ltd
अमित कुमार
Director

13. Subject to provisions of Section 58A of the Companies Act, 1956 and rules made thereunder, to receive money or deposit or loan and borrow or raise money in such manner as the Company shall think fit, including by the issue of debentures (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage charge of lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital.
14. To open Banking accounts with any Bank and to pay into and draw money from such accounts.
15. To draw, make, accept, discount negotiate execute and issue bills of exchange, Government of India or other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities in connection with the business of the Company.
16. To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, trade marks, designs licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information's as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the company in connection with business of the Company and to use, exercise, develop, manufacture or grant licenses or privileges, in respect of or otherwise turn to account, the property, rights and information so acquired.
17. To expend money in experimenting on and testing and in improving or seeking to improve any patents, rights, inventions,

For Omkara Engicon Pvt. Ltd


Director

5 For Omkara Engicon Pvt. Ltd


Director

discoveries process or information of the Company or which the company may acquire or propose to acquire in connection with its business and to sell or otherwise turn to account for profit the technical know-how and technical documentation for the same.

18. To procure the registration or recognition of the Company in or under the laws of any place outside India.
19. To form, incorporate or promote any Company or companies, whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the Company or any other objects which in the opinion of the company could or might directly or indirectly assist the company in the management of its business or the development of its products and property or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner the Company shall think fit for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other company in which the Company may have an interest.
20. To extend the Company's activities by opening branches and/or by appointing agents in India and in any foreign country (at peace with this country)
21. Subject to the provisions of the Companies Act, 1956 to amalgamate or to enter into any arrangement for sharing profits, union or interest, cooperation, joint venture or reciprocal concession with any person or persons or companies carrying on or engaged in or about to carry on or engage in or which can be

For Omkara Engicon Pvt. Ltd
Director

For Omkara Engicon Pvt. Ltd
Director

carried on in conjunction therewith or which is capable of being conducted so as directly to benefit this Company.

22. To enter into any arrangements and to take all necessary or proper steps with Government or with other authorities supreme, national, local municipal or otherwise of any place in which the Company may have interest and to carry on any negotiation or operations for the purpose of directly or indirectly carrying out the object of the Company or affecting any modification the constitution of the Company and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interest of the Company and to promote or assist the promotion, whether directly or indirectly or any legislation which may appear to be in the interest of the company and to oppose and resist, whether directly or indirectly any legislation which may seem disadvantageous to the Company
23. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circular, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes and rewards in cash or otherwise.
24. To undertake and execute any trust the undertaking of which may seem to the Company desirable in connection with its business and either gratuitously or otherwise.
25. To apply the assets of the Company in any way in our towards the establishment, maintenance extension of any association, institution or fund in anywise connected with any particular trade or business or with trade or commerce generally including any association, institution or fund for the protection of the

For Omkara Engicon Pvt. Ltd
सुधीर कुमार
Director

For Omkara Engicon Pvt. Ltd
जालोक कुमार
Director

interests of owners and employees against loss by bad debts, strikes, combinations, fire, accidents or otherwise or for the benefit of any officers, clerks, workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons or and in particular of friendly co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refractory, dining and recreation room, churches, chapels, temples, mosques, schools and hospitals, and to grant gratuities, pensions and allowance and to contribute to any funds, raised by public or any other authority for any purpose whatsoever, but subject to the provisions of Section 293A of the Companies Act, 1956.

26. To aid, peculiarly or otherwise any association, body or movement having for an object the solution or settlement of industrial or labour problems or troubles or the promotion of industry or trade.
27. To subscribe or guarantee money for any national, charitable, benevolent public, general or useful object or for any exhibition subject to the restriction contained in the Companies Act, 1956.
28. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory person or superannuation fund for the benefit of and pension give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the company, or of any time in the employment or service of the Company, or of any company which is a subsidiary of the company or is allied to or associated with the Company and the wives, families and dependents of

For Omkara Engicon Pvt. Ltd
8
Director

For Omkara Engicon Pvt. Ltd
Director

any such persons and also to establish and subsidiaries and subscribe to any institutions, associations, clubs or funds, calculated to be for the benefit of or the advance the interest and wellbeing of the Company or of any such other persons or company as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

29. In the events of winding up to distribute among the members in specie any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
30. To establish branches or agencies, whether by means of Local Boards or otherwise, any where in India or elsewhere at any place or places throughout the world for the purpose of enabling the Company to carry on its business more efficiently and to discontinue and reconstitute any such branches agencies.
31. To appropriate, use, or lay out land acquired by the company by purchase, lease or otherwise for streets, parks, pleasure grounds, allotment housing schemes and other conveniences and to donate or present any such land so appropriated, used or laid out or for the benefit of the public or any persons or company conditionally or unconditionally as the Company thinks fit.
32. To carry on any other business whether manufacturing or otherwise that may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights or which it may be advisable to undertake with a view to improving

पुनी कुमार

For Omkara Engicon Pvt. Ltd

पुनी कुमार
Director

developing, rendering valuable or turning to account any property, real or personal belonging to the Company or in which the Company may be interested and to do any of the above things, either as principals, agents, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, subcontractors, or otherwise.

(C) The other Objects of the Company are:

1. To carry on the business of hoteliers, hotel proprietors, hotel managers and operators, refreshment contractors and caterers, restaurant keepers, set up tourist resorts and to fit up and furnish any buildings, bungalows or any other premises to carry on the business of hoteliers and or rest houses.
2. To act as importers, exporters, dealers and distributors of scrap material of all kinds made from iron and steel, machinery scrap, scrap of paper and pulp, leather and all types of metal, wood, timber, earthen ware, and glass, plastic and electrical fittings.
3. To carry on the business of dealers in automobiles, motor cars, lorries and vans, motor cycles, cycle – cars, scooters, carriages and to deal in service, alter, repair and deal in all kinds of vehicles and vehicle parts.

IV. The LIABILITY of the members is limited.

V. The AUTHORISED SHARE CAPITAL of the Company is Rs.5,00,000/- (Rupees Five Lakhs) divided into 5,000 (Five Thousand) Equity Shares of Rs.100/- (One hundred) each.

For Omkara Regicon Pvt. Ltd 10
Director

For Omkara Regicon Pvt. Ltd
Director

We the several persons whose names hereunder are desirous of being form Memorandum of Association and we resp the capital of the Company set opposite o

Name, Occupation & Descriptions of the Subscribers and his/her father's/husband's name	Addresses, Town/Vill: Anchal: District: P.S. Business	Number of Equity Shares taken by each subscriber
<p>SUNITI KUMARI Husband's- Alok Kumar Surdaspur, Charui, Anchal: Ghoshi, District: Jahanabad 804432. Bihar P.S. Ghoshi Business</p>	<p>Town/Vill: Ghoshi, District: Jahanabad P.S. Ghoshi Business</p>	<p>500 (Five Hundred)</p>
<p>ALOK KUMAR S/o Sri Ram Bhawan Sharma Surdaspur, Charui, Anchal: Ghoshi, District: Jahanabad 804432. Bihar P.S. Ghoshi Business</p>	<p>Town/Vill: Ghoshi, District: Jahanabad P.S. Ghoshi Business</p>	<p>500 (Five Hundred)</p>

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

OMKARA ENGICON PRIVATE LIMITED

1. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as the Act or any statutory modification thereof for the time being on force.

2. Interpretation:-

"The Company" means OMKARA ENGICON PRIVATE LIMITED.

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

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

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

"Managing Director" means the managing director of the Company for the time being.

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

3. 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.

SHARES

4. The business of the Company shall be commenced soon after the incorporation of the Company.

5. The Company is a Private Company, within the meaning of Section 2(35) and 3(1) (iii) of the Companies Act, 1956 and accordingly.

(a) Restricts the right to transfer its shares as herein provided.

For Omkara Engicon Pvt. Ltd For Omkara Engicon Pvt. Ltd

धुनित कुमार
Director

जसलोक कुमार
Director

- (b) Limit the number of its members to fifty not including:
- (i) Persons who, are in the employment of the Company; and
 - (ii) Persons who having been formerly in the employment of the Company, were members of the company while in that employment and have continued to be members after the employment ceased; and
- (c) Prohibits any invitations to public to subscribe for any shares, in or debentures of the Company.
- (d) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or other relatives.

Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purposes, of this definition be treated as a single member.

6. The Authorised Share Capital of the Company is Rs.5,00,000/-(Rupees Five Lakhs) divided into 5,000(Five thousand) Equity Shares of Rs.100/-(Rupees one hundred) only each with power to increase or decrease the share capital as per the Companies Act, 1956.
7. Provisions of Clauses 2 to 6 of Table 'A' shall apply.

CERTIFICATE

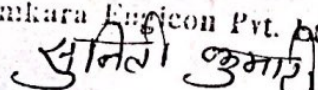
8. Provision of clauses 7 and 8 of Table 'A' shall apply.

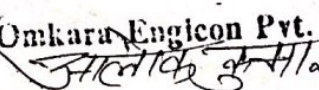
ALTERATION OF SHARE CAPITAL

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

TRANSFER AND TRANSMISSION OF SHARES

10. Any member desiring to sell any of his shares must notify to the Board of Directors of the number of shares, the fair value thereof and the name of the proposed transfer and the Board must offer to the other members the number of shares offered of the said fair 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 two months from the date of notice to the Board the holder may

For Omkara Engicon Pvt. Ltd²

Director

For Omkara Engicon Pvt. Ltd

Director

sell or transfer them or any of them at the same of higher price to third party in case of any dispute regarding the fair price of the share, it shall be decided and fixed by the Company's auditor whose decision shall be final.

11. No transfer of any shares 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 member's spouse or child or children of his/hers and the directors may decline to give such sanction without assigning any reasons and shall so decline in case of transfer the registration of which shall involve a contravention of Clause 6 of these Articles.
12. On the death of a member, the survivors, where the member was joint holder and his legal representative, where he was a sole holder shall be the only person recognised by the Company as having any title to this interest in the shares.
13. 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 by the Board and subject as hereinafter provided, elect, either.
 - (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.
14. The Directors shall, in either case have the same rights to decline or suspends registration as they would have had, if the deceased or insolvent member and transferred the share before the death or insolvency.
15. 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.
16. If the persons aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
17. 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

For Oankara Engicon Pvt. Ltd
सुनील कुमार
Director

For Oankara Engicon Pvt. Ltd
जालक कुशीर
Director

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.

18. 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 members in respect of the share to exercise any right conferred by membership in relation to meeting of the Company.

LIEN, FORFEITURE AND CALLS OF SHARES

19. Provisions of Clauses 9 to 18 and 29 to 35 of Table 'A'; shall apply.

SEAL

20. Provisions of Clauses 84 of Table 'A' shall apply.

DIRECTOR

21. (a) Until otherwise determined by a General Meeting the number of Directors shall not be less than two and not more than eleven.
- (b) Mr. Kumar Rajesh Ranjan
Mr. Alok Kumar
Shall be the first directors of the Company.
- (c) The Board shall have the power to appoint from time to time any of its members as Managing Director of the Company for a fixed term not at a time upon such terms and conditions as the Board thinks fit.
22. 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 upto 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.
23. The 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 executed 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

For Omkara Engicon Pvt. Ltd
4
सुनील कुमार
Director

For Omkara Engicon Pvt. Ltd
सुनील कुमार
Director

time to time any person or persons to be their nominees as non-rotational Director of the Company but so that not more than two person shall hold office of the pleasure of the said Corporation who shall have full power to remove any one of both of the Directors appointed under this Article and to appoint any other or other in his or their place as and when they shall deem necessary. The directors so appointed shall have the same powers and privileges as other Directors of the Company,

24. The Directors shall not be required to hold any qualification shares in the share capital of the Company.
25. The ordinary remuneration of a director shall be a fee of Rs.500/- for every meeting of the Board of Directors attended by him together with a reasonable travelling and other expenses which he may have to actually incur for attending and returning from meetings of the Board of Directors of any committee thereof or in connection with the business of the Company.
26. The Board of Directors may meet for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit provided however that the Board of Directors shall meet one at least in every three months in accordance with the provisions of Section 285 of the Companies Act.
27. A Director or any officer of the Company authorised by the Director on that behalf, may at any time summon a meeting of the Board of Directors giving at least three days notice in writing. A meeting of the Board of Directors may however be called at shorter notice
Provided all the Director entitled to attend the meeting agree to such shorter notice.
28. Two Directors or one-third of the total strength of the Board that is higher present 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.
29. 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 for a meeting of the

For Omkara Lagicon Pvt. Ltd

उमर
Director

For Omkara Lagicon Pvt. Ltd

अलोक कुमार
Director

Board of Directors, the continuing Directors may act only for the purpose of increasing the number of Directors to that, fixed for the quorum.

30. No resolution shall be deemed to have been duly passed by circulation by the Board of Directors unless the resolution has been circulated in draft together with necessary paper. If any, to all the Directors then in India, not being less than the other Directors of their meeting of the Board of Directors and to all other Directors 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.
31. 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 meetings of the Board are ordinarily held. An alternate Director so appointed shall vacate office if and when the original Director returns to the State and if the terms of office of the original Director are 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.
32. The Board shall be entitled to exercise all such power and to do all such acts and things as the company are authorised to exercise. Provided that the Board shall not exercise any power or do any act or thing which is directed or required by the Companies Act or any other provision of law or by the Memorandum and Articles of Association of the Company to be exercised or done by the Company in General Meeting.
- Provided further that in exercising any power doing any act or thing, the Board shall be subject to the provisions contained in that behalf in the Company or these Articles or in any regulation not consistent therewith any duly made hereunder including regulations made by the Company in General Meeting. Chairman of the Board, Managing Director, Executive Director or officer or staff such of its power and are not required by statutes or by these Articles to be exercised by the Board only.

For Omkara Engicon Pvt. Ltd
सुनील कुमार
Director

For Omkara Engicon Pvt. Ltd
सुनील कुमार
Director

33. 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 provision of Section 262, 293, 316, 372, 386 and 483 of the Companies Act.

- (a) To make calls on shareholders in respect of money unpaid on the shares.
- (b) To issue debentures.
- (c) To borrow money otherwise than on Debentures.
- (d) To invest funds of the company.
- (e) To sanction loans.
- (f) To sanction contracts in which Directors are interested.
- (g) To fill up casual vacancy in the Board of Director.
- (h) To appoint Managing Director, Executive Director or Manager complying with the provisions of the Companies Act.
- (i) To sanction purchases by the Company of shares of other companies in the same group.
- (j) To declare solvency in case of members voluntarily winding up.

GENERAL MEETING

34. Provisions of Clauses No.47 to 55 to Table 'A' shall apply.

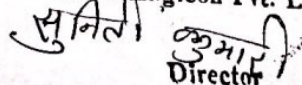
VOTE OF MEMBERS

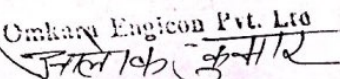
35. Provisions of Clause No.56 to 63 of Table 'A' shall apply.

BORROWING POWERS

36. Subject to the provisions of Section 58A and 292 of the Act and of these Articles the Board of Directors may from time to time or 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 to be borrowed together with moneys already borrowed (a part from temporary loans obtained from the Company's bankers in ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves not set apart for any specific purposes in that case the Board shall borrow without the consent of the Company.

For Omkara Engicon Pvt. Ltd


Director

7 For Omkara Engicon Pvt. Ltd

Director

37. The Board of Directors may raise or secure repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular 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 and promissory notes, bills of exchange or other negotiable instruments.

DIVIDENDS AND RESERVES

38. Provisions of Clauses 85 to 94 of Table 'A' shall apply.

CAPITALISATION OF PROFIT

39. Provisions of Clauses 96 and 97 of Table 'A' shall apply.

ACCOUNTS

40. Provisions of Clauses 95 of Table 'A' shall apply.
41. The Directors from time to time, in accordance with the provisions of Section 210, 212, 217 and 219 of the Companies Act, cause 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 the Section.

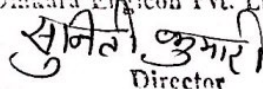
WINDING UP

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

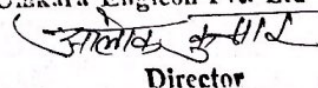
INDEMINITY

43. Every Director, Officer or Agent for the time being of the Company shall be indemnified out of the funds of the Company, against any liability incurred by him in the normal courses of business of the Company subject to the provisions of Section 201 of the Companies Act.

For Omkara Engicon Pvt. Ltd


Director

For Omkara Engicon Pvt. Ltd


Director

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

Name, Occupation & Descriptions of the Subscribers and his/her father's/husband's name	Addresses	Number of Equity Shares taken by each subscriber	Signature of the subscribers	Name Address, Occupation & Descriptions of the witness and his/her father's / husband's name
SUNITI KUMARI Husband's- Alok Kumar Surdaspur, Town/Vill: Charui, Anchal: Ghoshi, District: Jahanabad 804432. Bihar P.S. Ghoshi Business		500 (Five Hundred)		Signature of All Subscribers Witnesseth Sd/- Rajeev Kumar Jha Rajeev Kumar Jha S/o, Narendra Jha Jha & Associates Chartered Accountants Flat No: 406-407 Grand Plaza, Frazer Road Patna - 800 001 Chartered Accountant
ALOK KUMAR S/o. Sri Ram Bhawan Sharma Surdaspur, Town/Vill: Charui, Anchal: Ghoshi, District: Jahanabad 804432. Bihar P.S. Ghoshi Business		500 (Five Hundred)	Sd/- Alok Kumar	
Total: 1000 (One Thousand Shares)				

DATE: 06.07.2012
PLACE: PATNA

For Omikara Engicon Pvt. Ltd

सुनिती कुमारी

(Alok Kumar)