



प्रारूप 1

पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45200BR2012PTC018221

2011 - 2012

में एतद्वारा सत्यापित करता हूँ कि मैसर्स

PARAS GRIH NIRMAN 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 बाईस फरवरी दो हजार बारह को पटना में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U45200BR2012PTC018221

2011 - 2012

I hereby certify that PARAS GRIH NIRMAN 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 Twenty Second day of February Two Thousand Twelve

Validity Unknown
Digitally signed by
Deputy Registrar of
Companies, Bihar
Date: 2012.02.22
11:10:30

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:

PARAS GRIH NIRMAN PRIVATE LIMITED

SWEET WATER PLANET, RADHA RANI SINHA ROAD,, NEAR AKASHBANI CHOWK,
BHAGALPUR,

BHAGALPUR - 812001,

Bihar, INDIA



The Companies Act, 1956
(Private Company Limited by Shares)

Memorandum of Association

Of

PARAS GRIH NIRMAN PRIVATE LIMITED

- I. The name of company is **PARAS GRIH NIRMAN PRIVATE LIMITED.**
- II. The registered office of the company will be situated in the State of BIHAR.
- III. The objects for which the company is established are :
 - A. **THE MAIN OBJECTS TO BE PERSUED BY THE COMPANY ON ITS INCORPORATION.**
 1. To carry on the business of purchase, acquire, take on lease or in exchange or buy in any other lawful manner any area, land, buildings, structures and to turn the same into account, develop the same and dispose of or maintain the same and to build townships, markets, marketing complexes, nursing homes, hospitals, malls, resorts, shops, godowns, flats, apartments, residential units, hotels, cinemas, theaters, bars, restaurants, parks, gardens, swimming pools, schools, colleges for higher education, vocational training centre, libraries or other building or conveniences, damming facility, electric, telegraphic, television installation and to deal with the same in any manner whatsoever and to carry on the business of land dealing by mode of lease, agreement, hire purchase, outright sale, conversion sale by plotting and like activities, and to carry on business of cargo handling, at airport, dockyard, railways and ground maintenance work including restaurant, cleaning, operating supervising, managing, any work/job & to carry on the business of all types of contractors/ sub contractors/ agents, colonizers and to submit tenders and undertake to do all sort of work of civil, mechanical, electrical constructions and to do all activities incidental thereto.

- 10 To apply for, purchase or other acquire and obtain any patents, brevets inventions, license, permission, concession, process and the like conferring any exclusive or limited right (either in point of time otherwise) to use the same or any secret of other information as to any invention which may seem capable of being used for any purpose of the Company and to use, exercise, develop for grant licenses, in respect of or otherwise turn to account any such patents, inventions, licenses, permissions, concessions, processes.
- 11 To obtain any rights, concessions and privileges permissions and the like periodical otherwise which may be considered conducive to the interest of the business of the Company from any Government, States, Municipalities, Local boards, Museums, Libraries or any authorities, supreme or otherwise, and to enter into arrangements in connection therewith, and to carry out, use exercise, and comply with such rights privileges concessions and permissions and arrangements.
- 12 To acquire and undertake, the whole or any part of the business property an liabilities of any persons, firm or company carrying on any business which this Company is authorized to carry on, or be possessed or property suitable for the purpose of this Company.
- 13 To establish and maintain agencies, branches, places and local registers and procure the Company to be registered or recognized and to carry on, business in any part of the world.
- 14 To take all necessary or proper steps in legislature (central or Provincial or State) or with the authorities. governmental, municipal or otherwise or in any place in which the Company may have interest and to carry on any negotiations or operations for the purposes of directly carrying out the jobs of the Company and to pose any steps taken by any person which may be considered likely directly or indirectly to prejudice the interest of the Company.
- 15 To be interested in promoting and undertaking the formation and establishment of such institution, businesses, or companies (industrial, trading, manufacturing or others) as may be considered to be conducive to the business of the Company or to carry on any other business (industrial, trading, manufacturing others) which may seem to the Company capable of being conveniently carried on in connection with any of these objects or otherwise calculated, directly to render any of the Company's properties or rights for the time being profitable.
- 16 To invest the surplus money of the Company in shares, stock, bonds, debentures or other securities or any Government, Municipality, or other Public Bodies Companies or Associations.
- 17 Subject to section 58A of the Act to borrow or raise or secure the payment of

money in such manner and on such terms and with such powers and privileges as may be in thought fit and in particular by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company and with a view thereto mortgage and charge the undertaking and all or any of the immovable property present or Inline, and all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay off any such securities.

- 18 To issue and deposit any security which the Company has power to issue by way of mortgage or charge to secure any sum also by way of security for the performance of any contracts or obligations of the Company.
- 19 To guarantee the payment of money unsecured or secured by a payable under or in respect of promissory notes, bonds, debentures stocks, contracts, mortgage, charges, obligations, instruments and securities of any company or of any authority supreme, municipal, local or otherwise or any person whom so ever whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations in connection with the Company's business.
- 20 To open and operate upon any banking accounts and draw, make, accept, negotiate assign, execute and issue and to buy, sell promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments in connection with the business of the Company
- 21 Subject to the provisions of Section 58A of the Companies Act, 1950 and the rules made there under to receive money for financing the business of the Company on deposit of loan upon such terms as may be thought fit provide however, that the Company shall not do any banking business as defined under the Banking Regulation Act, 1949.
- 22 To lend money on property or mortgage of immovable property or on hypothecation or pledge of movable property or without securities to such persons and on such terms as may seem expedient and in particular to customers or any person having dealing with the Company, but not amounting to banking business as defined under the Banking Regulation Act 1949.
- 23 To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-ventures, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as to directly benefit this Company.
- 24 To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly calculate to benefit this Company.

- 25 To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly to benefit this Company.
- 26 To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly conducting to any of the Company's objectives or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and to subscribe or guarantee money for charitable, benevolent or useful objects and to establish and support or aid in the establishment and support of associations, institutions funds, trusts and conveniences for the benefit of the employees or ex-employees or of persons having dealing with the Company or the dependents relatives or connections of such persons, and in particulars friendly or other benefit societies and to grant pensions, allowances, gratuities, bonuses, either by way of annual payments or a lump sum and to make payments towards insurance and form and contribute to provident and benefit funds, to or for such persons however subject to section 293A of the Act.
- 27 To grant aid, scholarship subsidy, loans etc for advanced studies in connection with the objects of the Company in or outside India to deserving persons where the Company is assured of good returns for the attainment of the objects of the Company
- 28 To maintain workshops, laboratories and to carry on research for the Company's products and business.
- 29 To sell or dispose of the whole or in part of the Company's assets, rights and other properties or any of the Company's undertaking.
- 30 To distribute among the members in species any property of the Company or any proceeds of sale of disposal of any property of the Company on its winding up, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required.

(C) The other objects for which the Company is established are :

1. To Start coaching for Bank probationary officers or for any kind of financial services competitive examination etc.
2. To Undertake the completion of Housing Colony Development, Flat Development or any individual house contribution which has been financed by Bank or to be financed by Bank on turnkey basis, It can also undertake Govt. civil & mechanical

work completion as per their own design or design modified by us with mutual consent.

3. To undertake any Govt. & private recruitment of officials as per their H.O. instruction.
4. To Hire Purchase of any asset, leasing (Private or Govt.) may be carried out with consent of lessee & lessor and both will provide suitable remuneration for the same.
5. To analyze and presentation of Banking Figure to help poor class/ rich class before public & govt. both, for better outcome of financial help under planning of Govt. of India and to develop information technology approvable by peasants and to take help from information technology of Gov. of Bihar.
6. To carry on all of the business , installers, maintainers, repairers of and dealers in electrical and electric appliances and apparatus of every description, and of and in radio, television and telecommunication requisites and supplies, and electrical and electronic apparatus, appliances, equipment and other articles, instruments and things required for or capable of being used for or in connection with the generation, transformation, propagation, radiation, distribution, supply accumulation and employment or application of electricity for radiating wires for wireless signaling, lighting heating, motive, X-ray, medical and other purposes whatsoever, and to manufacture, construct, maintain, carry out, repair, alter, work, buy, sell, let on hire and otherwise deal in works plant machinery, apparatus, fittings, furnishings, tools, materials, products, conveniences and things of all kinds capable, wires, lines, stations, exchanges, accumulators, dynamos, motors, batteries, switching, regulating, controlling signaling and radical apparatus, lamps, meters and engines.
7. To carry on trade or business as contractors, agents, guarantors, exporters, importers, in which the company is authorized to do the business factors, warehousemen and transporters.
8. To carry on business as producers, dealers, purchasers, sellers, processors importers, exporters, stockiest, agents, brokers, traders and retailers of all kinds of paper and boards and articles and from paper or pulp (mechanical or wood) and materials used to manufacture of, treatment of, paper including writing, printing, wrapping, and tissues, news print, paper for packing including corrugated and craft paper, synthetic paper, paper board, straw board, card board, card board boxes, leather board, mill boards, paste boards, pulps boards etc, and all kinds of pulp whether mechanical or chemical including dissolving pulp.

9. To carry on business as exporters, importers, buyers and sellers of and dealers in all chemicals (including in particular soda ash, caustic soda, sulphuric acid, super phosphate, ammonium chloride, di-calcium phosphate, alcohol, chlorine products, both organic and inorganic such as polyvinyl chloride, carbon-tetrachloride, trichloroethylene, perchloro-ethylene, carbon disulphide, barium chloride, aluminum trichloride, titanium tetrachloride etc.) alkalis acids, cordials, drugs, tannins, essences and pharmaceutical, photo graphical, sizing, medical, chemical, industrial and other preparations and articles of any nature and kinds whatsoever, mineral and other waters, cements, oils, paints, pigments and varnishes, compounds drugs, dye stuff, organic or mineral intermediates paint and colour grinders, makers and dealers in proprietary articles of all kinds and electrical, chemical photographic, goods and materials.
10. To carry on the business of buying, selling, importing, exporting, distributing processing, exchanging, converting, altering, twisting or otherwise handling or dealing in cellulose, viscose, rayon yarns and fibers, and such other fibers or fibrous materials, transparent paper and auxiliary chemical products allied products or substances or substitutes for all or any of them or yarn or yarns for textile or other use as the Company may deem necessary expedient of practicable.
11. To carry on all or any of the business namely, cotton spinners and doublers flax, hemp and jute spinners, linen and rayon , flax, hemp jute and wool merchants, wool combers, worsted spinners, woolen spinners, yarn merchants, worsted stuff, bleachers and dyers and makers of vitriol, bleaching and dyeing materials, and to purchase, prepare, comb, spin, dye and deal in flax, hemp, jute, wool, cotton, rayon, droppings, silk and other fibrous substances, and to weave or otherwise manufacture, buy, and sell and deal in linen, cloths, oil cloth, rubber cloths water proofs of all kinds, and other goods and fabrics, whether textile, felted, netted or looped.
12. To carry all or any of the business, installers, maintainers, repairers of and dealers in equipments, appliances, instruments, apparatus, machines, and things of all kinds and of every description required for or capable of being used in hospitals, nursing homes, dispensaries and pathological laboratories.
13. To carry on the business of, nursing homes, dispensaries, pathological laboratories, chemists, druggist, pharmacists in India and elsewhere.
14. To purchase, prepare, refine, import, export, sell and to generally deal in jaggery, melada and all products or by-products there of and food products generally and in connection there with to acquire construct and operate sugar or other

distributors, buyers, sellers, agents or merchants of glass, glassware, glass goods, mirrors, looking-glass, scientific glass wares, glass bottles, containers, toys, decorative articles, sheet and plate, glass bangles, false pearls, phials and all kinds of articles prepared of glass and to carry on the business of glass leveler, patent solver, glass embosser, ecclesiastical lead workers, glass tablet, show card and show case manufactures.

21. To carry on the business of producers, exporters, importers, traders, dealers, distributors, buyers, sellers, agents or merchants of sheet and safety glass toughened, plate looking, window, decorative and other type of types of glass required in or used for industrial, domestic, house-hold, building, furniture, electric fittings, transport vehicles and other purpose.
22. To produce, refine, prepare, import, export, purchase, sell, treat and generally to deal in all kinds of ceramics, sanitary ware, earth ware, stoneware, china terracotta, porcelain products, bricks, tiles, pottery pipes, insulators, refractories of all description and or by-products there of building, materials, general, and in connection there with, either as Principal or Agents, either solely or in Partnership with others to take on lease or acquire, erect, construct, establish, operate, and maintain, ceramics pottery industries, factories quarries, mines, collieries, workshops and other works.
23. To produce, refine, prepare, import, export, purchase, sell and generally to deal in all kinds of cement (ordinary, white, coloured, portland, alumina, blast furnace, silica etc.) cement products of any description (pipes, poles, asbestos sheets, blocks, tiles, garden-wares, etc.) lime, limestone and/or by-products there of, and in connection there with to take on lease or acquire, erect, construct establish, operate and maintain cement factories quarries and collieries workshops and other works.
24. To prospect, explore, open and work claims or mines, drill and sink shafts or wells and raise, pump, dig and quarry for gold, silver minerals, ores, diamonds and precious stones, oil, petroleum, coal, earth, and other substances.
25. To purchase, sell, import, export, repair service and generally deal in all types of reprographic photo copying, duplicating and other office and business machine equipments and ancillary parts, inks, papers, ribbons, plates, equipments etc.
26. To carry on the business or dealers and fabricators of all kinds of fiber glass and fiber glass Products and all other allied goods and products made out to fiber glass with rising thermo-plastics, gypsum etc. for various uses and applications in

diverse fields such as chemical engineering, electrical industry, automobile, marine, structural, safety equipment, medical and surgical, sports goods, thermal, acoustics and electrical insulations, cold storage handling, furniture, household goods etc.

27. To buy, sell, refine, reclaim and deal in used oil and other oil of all kinds.
28. To carry on the business, dealers, importers, exporters, buyers, sellers, merchants, contractors brokers, commission agents and molders of all kinds of plastic, Pvc, Polypropylene, Polystyrene, plasticizers, polyethylene and polymers, articles goods and products of all kinds in the manufacture of which above are used including shoes, pipes, and tubes, sheets, industrial moulding, general moulding, fittings, of all types, conduits, stabilizers etc.
29. To carry on the business of traders, importers, exporters buyers, sellers, dealers, stockiest, agents, distributors, and concessionaires of all substances, merchandise, goods, chemicals, machinery, tools, implements, hardware, articles, parts, apparatus, things and materials and to undertake transact and execute agency business and for such purpose to undertake preparation and for making of such articles and to do all such things as are incidental or conducive to the carrying on of such business.
30. To develop properties, real estates, develop land, construct, single storied, double storied, triple stories, multistoried buildings of all classes viz. residential, official, commercial complex, hotels, motels to acquire, purchase and develop and anywhere in the country, to construct building complexes and structures of different types and all types in the widest sense of the term, for sale, hire, lease or let out the same on rent and to act as property dealer and commission agent of real estate, to induct tenants, to collect rents and carry on legal formalities and necessities arising out in course of dealing with the parties.
31. To develop and construct properties, villas, huts, cottages, fun centers, health clubs, health resorts, fast food centers, canteens, eating houses, markets, market place, super markets, agricultural marketing yards, vegetables, fruits and other raw eating item fiestas, and to upkeep and maintain them and maintenance charges from them.
32. To carry on the business of & to purchase, acquire, take on lease of any new property and develop the same and to undertake civil construction work or to act as Civil Contractors of private and public enterprises and central government department, bodies, corporation, firm and to design structure and architecture of

any buildings, housing, nursing homes, hospitals, health care centers, hotels, motels, complex buildings, factory sheds, beauty clinics, massage centre, days cares centre for small children etc and to do any, acts incidental there to.

33. To carry on the business of manufacturers, dealers, agents, processor traders, stockiest, importer, exporter, of all and any type or kinds of building materials in connection therewith.
34. To carry on the business of planters and Cultivators of Eucalyptus trees. Teak trees or timber and plantations of all and every descriptions, growers winners, manufacturers processors, processors, importers exporters, distributors, stockiest, sellers, buyers and dealers and dealers in trees, timbers tea, coffee, cardamom pepper, spices, rubber and gutta-percha and gums of every descriptions corn, coca, rice, paddy, oil copra, coconuts, sugar plantations, cinchona , grains, cereals, cotton, silk, vegetable agricultural, sericultural and horticultural products and to manufacture dispose of, buy, and deal in the said products.
35. To carry on the business of agro-based industry of all and every descriptions Fish Culture, Poultry, Goatry, Hatcheries, of all kind of Animals Breedry. Honey Bee Farming, Dairy Farming. Sheep Farming, Rabbit Farming, Mushroom growing and to aid, assist, finance and protect and promote the interests of Agro-Industries and its connected activities.
36. To carry on the business of Security services, intelligence services, guard services & its allied services.
37. To carry on the business of placement services, recruitment services & its allied services.
38. To carry on the business and to deal and act as intermediary in insurance products, share trading, debenture, bond, mutual fund, deposits and other derivatives.
39. To carry on the services of providing education through educational centers, computer training centers, vocational training centers, and all other related activities.

IV. The liability of the Company is Limited.

V. The Authorised Capital of the company is Rs. 5,00,000.00 (Five lacs) divided into 1,000 (One Thousand) Equity shares of Rs. 500.00 (Five Hundred) each with rights privileges and conditions attaching there to as are provided by the regulations of the company with power to increase or decrease the capital of the company and to divide the shares from time to time into several classes and attach there to respectively such preferential, redeemable, or special rights in such manner as may be determined in accordance with the regulations of the company.

We the several person shows' names, and address 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 opposite our respective name.

Name address, description And occupation of subscribers and his/her father's/husband's name	No. of Share taken by each subscriber	Sign. of the subscriber	Name address, description And occupation of witness and his/her father's/husband's name
① MURLI DHAR S/o - SRI JAGDISH DAS At :- G. B. LANE, MUNDICHAR BHAGALPUR-1 occ :- Businessman	100	Murli Dhar	R. N. Pandey Registrar Patna Reg. No. 3301. R. N. Pandey Legal Services Firm Road Patna-1
② Yogendra Pandit S/o - Shahdeo Pandit At + po - Aghengani Sultanpuri Bhagalpur occ - Businessman	100	Yogendra Pandit	
TOTAL	200	(Two Hundred Only)	

PLACE: PATNA

DATE: 22.02.2012

THE COMPANIES ACT, 1956

(PRIVATE COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

PARAS GRIH NIRMAN PRIVATE LIMITED

1. In the regulations :

- (a) The "Act" means The Companies Act, 1956.
- (b) Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

APPLICATION OF TABLE "A"

- 1 The regulation contained in Table A in the first schedule to the Companies Act, 1956 shall apply with respect to such provisions as are applicable to private limited companies and so far as are not negotiated or modified by or not contained in the articles that may from time to time be framed by the company.
- 2 The Company is a Private Limited company within the meaning of section 2 (35) and 3 (1) (iii) of the companies Act, 1956 and accordingly the following provisions shall have effect viz.

- (a) No invitation shall be issued to the public to subscribe for any shares in or debentures of the company.
- (b) The number of members of the company (exclusive of persons who are in the employment of the company and persons who having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased) shall be limited to fifty provided that for the purpose of this sub-clause where two or more persons jointly hold one or more

shares in the company they shall be treated as a single member.

- (c) The right to transfer shares shall be restricted as hereinafter provided.
- (d) Prohibits any invitation or acceptance of deposit from persons other than its members, directors or their relatives.
- (e) The paid up capital of the company is Rupees One Lakh Only.

SHARES TO BE UNDER THE CONTROL OF THE BOARD OF DIRECTORS

- 1 Subject to the provisions of the Companies Act, 1956 and these Articles, the share be under the control of the Board or Directors who may allot or otherwise dispose of the same on such terms and conditions and at such times as the Board of Directors may deem fit and proper, to any person, any shares either at a premium or at such consideration as the Board of Directors think fit.
- 2 Except as required by law, no person shall be recognized by the company as holding any shares upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof), any equitable contingent, future, or partial interest in any share, or any interest in any fractional part of a share, or except only as by these regulation or by law otherwise provided) any other rights in respect of any share except as absolute right to the entirely there of in the registered holder.
6. (i) Every person whose name is entered as a member in the register of member shall be entitled to receive within three months after allotment or within two months after the application for the registration or transfer.
 - (a) One certificate for all his shares
 - (b) Several certificates, each for one or more of his shares upon payment of two rupees for every certificate the first
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid thereon.
- (iii) In respect of any shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of the certificate of a share to one of several joint holders shall be sufficient delivery of to all such holders.
7. If share certificate is defaced, lost or destroyed it make renewed on payment of such fee, if any, exceeding two rupees, and on such terms if any, as to evidence and indemnity and the payment of out of pocket expenses, incurred by the investigating evidence, as the Directors think fit.

LIEN

8. The Company shall have first and paramount lien upon all the shares registered in the name of member whether solely or jointly with any other for his debts, liabilities and engagements whether solely or jointly with any other persons to or with in the company whether the period of payment, fulfillment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration or transfer of share shall not operate as waiver of the Company's lien, if any, on such share.

TRANSFER OR TRANSMISSION OF SHARES

9. (a) The instruments of transfer of any share in the company shall be executed by or on behalf of both the transfer and transferred.
(b) The transfer or shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
10. Subject to the provisions of section 103 of the Act shares in company shall be transferred subject to the restrictions here in after specified.
11. Any member desiring to sell his share/shares must, except when the transfer is made pursuant to article 12, notify the Board of Directors, the number of shares, the fair price and the name of the proposed transferee and the Board must after to other share holders the number of share/shares offered at the fair price, if the offer is accepted the share be transferred to the acceptee but if the shares are not accepted within one month from the date of the notice to the Board, the holder may dispute transfer them at the same or higher price to a 3rd, part, 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.
12. Any share may at any time be transferred by a member to his child or other issue son-in-law, father, mother, brother, sister, nephew niece, wife or husband and any share of a deceased member may be transferred by the executor or Administrator or to any child or other issue, son-in-law, father mother, brother, sister, nephew, niece, widow or widower of such deceased member and shares standing in the name of the trustees of the will of any deceased member and may be transferred upon any change of the trustees for the time being of such will.
13. No transfer of any shares shall be made or registered without the previous sanction of the board of Directors. The Board of Directors may without assigning any reason decline to register any transfer of shares upon which the company has lien or of the shares which are not fully paid up or to any transfer whom the

Directors do not consider desirable to be admitted as a member.

FORFEITURE OF SHARES

- 14 If a member fails to pay any call on the day appointed for payment thereof, the Board may, at any time there after during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of call installment as is unpaid, together with any interest which may have accrued.
- 15 If the requirements of any such notice as aforesaid are not complied with, any share in respect of which 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.
- 16
 - (a) A forfeited share may be sold or otherwise disposed on such terms and in such manner as the Board thinks fit.
 - (b) At any time before or disposal as aforesaid the Board may cancel the forfeiture of such share.
- 17 A person whose shares have been forfeited shall cease to be a member in respect of the forfeited share, but shall notwithstanding the forfeiture, remain liable to pay to the company all moneys as at the date of forfeiture, were presently payable by him to the company in respect of the shares.

ALTERATION OF CAPITAL

18. The company in the general meeting may from time increase the capital by creation of new shares of such amount as may be deemed expedient. The new shares may be divided into preference shares or equity shares and may be issued upon such terms and conditions and with such rights and privileges attached thereto, as the general meeting resolving upon the creation thereof shall direct and if no direction be given, as the directors should determine and in particular, such shares may be issued with preference or qualified rights, to dividends.

CALLS

19. In addition to the provision contained in Table A to the companies Act, 1956 the Directors may from time to time at their discretion extend and fix time for the payment of all calls or installments as the Board may seem fairly entitled to such extension. The Board may also in similar circumstances revoke any call or installment. The Board may also at its discretion condone or forgive the interest on the call or installment not paid within the prescribed time.

GENERAL MEETING AND NOTICES

20. The provisions of the Companies Act, 1956 as regards the calling, convening and conducting of the meetings and the relevant issue of notices shall apply to the annual or extra ordinary general meeting, held by the company subject to the following :
- (a) No business shall be transacted at any General Meeting unless a quorum of members is present. Two members present personally shall be quorum for a general meeting.
 - (b) The chairman of the Board of Directors shall preside at every general meeting but if at any meeting he shall not be present within thirty minutes after the time appointed for holding the same or shall be unwilling to preside, the members present shall choose one of the Directors or if no Director be present shall choose from the member present to be chairman of the meeting.
 - (c) All general meeting other Annual General Meeting shall be called extraordinary general meeting.

BOARD OF DIRECTORS

21. Until otherwise determined by a general meeting the number of directors shall not be less than two or more than eleven including the managing Director, whole time Director or Directors.
22. Until otherwise determined by a general meeting the qualification of every Directors shall be his holding not less than twenty equity shares of the nominal value of Rs. 2000/- (two thousand) in his own name. A Director may act before acquiring the qualification shares but he must acquire the same within two months from the date of his appointment.
23. The first Directors of the company shall be :

1. YOGENDRA PANDIT
2. MURLI DHAR

ALTERNATE DIRECTORS

24. The Board may co-opt as and when necessary any member of the Company as any alternate directors to act and in the absence of Directors from the state for a period of not less than three months provided that such alternate Director shall vacate his office on the return of the Director concerned such alternate Director

shall not be required to hold any qualification shares as provided as provided in the Articles.

ALLOWANCE TO DIRECTORS FOR ATTENDING MEETING

25. The remuneration of every Director shall be such a sum not exceeding rupees five hundred (500/-) for each meeting of Board of Directors or of a committee of Directors attended by him. The Directors shall be entitled to be paid traveling hotel and other expenses incurred by them in attending and returning from the meeting of Directors or any committee of Directors or in connection with business of the Company.

REMUNERATION FOR EXTRA SERVICE

26. Any Directors, being willing is called upon to do any work or extra services, other than that which would be his duty as a Director to do or make any special exertion in going and/or residing out or otherwise in the interest of the company and/or the business of the company, the Directors may in addition to reimbursing him in respect of any expenses incurred by him on behalf of the company and in addition to any remuneration to which under these presents he is entitled, award to subject to the provisions of the companies act, such special remuneration as may be determined by the Directors to such Director for his extra services.

DIRECTORS MAY CONTACT WITH COMPANY

27. Subject to the restriction on, it any imposed by the Articles and any by the Act, no Director and other officer or employed of the company shall be disqualified from his office by contracting with the company either as vender, purchaser, agent, broker or otherwise. Any such contract or any contract or arrangement, in to by or on behalf of the company in which a Director or any officer or employee shall be in any way interested shall not be avoided. The Director or any officer or employee so contributing or being so interested shall not be liable to account for the company for any profit realized by any such contractor arrangement by reason only of such Directors, or officer or employee holding the office in the fiduciary relation hereby established. However, the nature of his or their interest must be disclosed by him or them in accordance which the provisions of Section 299 of the Act where that section be applicable.
28. In accordance with sub section 2 of section 300 of the Act, a Director may as a Director vote or take part in any discussion in respect of may contract or arrangement in which he is interested or concerned, and his vote shall not be void and his presence shall be counted for the purpose of forming the quorum at the time of any such discussion or vote. A general notice such as referred to in sub section (8) of the Section 299 shall be sufficient disclosure under this Article.

29. A Director, officer or employee of this company may become a Director of any company promoted by this company, or in which it may be interested as a vendor member or otherwise and no such Director or Member or such company except to the extent and under the circumstances, as may be provided in the Act.

APPOINTMENT, REMUNERATION ETC. TO MANAGING DIRECTOR/ WHOLE TIME DIRECTOR

30. The Director may from time to time subject to section 314 of the Act appoint any one or more of their body to exercise power as Managing Director's whole time Directors for such period and upon such terms as they think fit and may vest in such Managing Director's generally as they may think fit and such powers may be exercisable for such period or periods upon such terms as to remuneration otherwise as the Directors may determine. The remuneration, if any to be the Managing Director whole time Director/s shall be considered as a part of the company. The Director/s may delegate such of their powers to the Managing Directors whole time Director/s subject to the provision of Section 292 of the companies Act. 1956.

MANAGEMENT OF THE COMPANY BY DIRECTORS

31. The management of the business of the company shall be vested in the Director may exercise all such powers and do all such acts and things the company is by its Memorandum of Association or otherwise authorized to exercise and do and which are not hereby or by statute directed or required to be exercised and or done by the company in General Meeting. But subject nevertheless to the provision of the Act and the Memorandum of Association and the Articles and to any regulation not being inconsistent with the Memorandum of Association and these Articles from time to time made by the company in General Meeting provided that no such regulation shall invalidate any prior Act or Directors which would have been valid if such regulations had not been made.

POWERS OF DIRECTORS

32. Board shall by means of regulation passed at a meeting or the Board shall have power and authority on shall behalf of the company to make call on shareholders in respect of money unpaid on their shares to issue debentures, to borrow moneys otherwise than on debentures to invest the funds of the company and to take loans the Board shall have the powers by resolution passed at a meeting to delegate to any committee of Directors or the managing Director or whole time

Director of the company the power to borrow moneys, to invest the funds of the company or to make loans to the extent specified in sub section (2), (3) and (4) respectively of section 292 of the companies Act. The Board of Directors of the company shall the power and authority to sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where company hold more than one undertaking, the whole or substantially the whole of any such undertaking remit or give time for payment of debt by the Director or any other persons, invest otherwise than in trust securities the seal 33. Without prejudice to the provisions of the Act, the Board shall have power at any time and from time to time to appoint for the purpose or the business of the (company Agent, Distributor and such other representatives, on such remuneration and/commission and such other terms as may be agreed upon and such termination of appointment shall be in accordance with such agreed terms subject to the provisions of the Act and these present.

- 33 To Board shall have power at any time and from time to time to appoint consultants and/or Advisors or any other proper persons on such remuneration or commission and on such other terms as may be agreed upon at the time of appointment, to obtain consultation and or consulting services from such persons in order to fulfill the consultation jobs and works undertaken by the company and or the purpose of the company's business whenever the Director may think fit and necessary and are of the opinion that said type or consultation is not the coming or not available from the Directors, officer, employee and the members of the company.

CIRCULAR RESOLUTION

34. A resolution signed by all members of the Board of Directors be valid and have effect as if it has been passed at the regular meeting of the Board of Directors. The said resolution, however, be incorporated in the minutes of the meeting of the Board of Directors next following the date of the said resolution.

PROCEEDINGS OF THE MEETING OF BOARD OF DIRECTORS

35. A meeting of the Directors for time being at which quorum is present shall be competent to exercise all or any of the authorities, power and discretion by/or number these Articles vested in/or exercisable by the Director generally. The Directors shall have powers to appoint committee or committees consisting of not less than two members and delegate such powers as may be necessary for the function of the committee.
- 36 The chairman of the Board of Director/or Managing Director, whole time Director may at any time call a meeting of the Board.
- 37 Questions arising at any meeting shall be decided by a majority of votes, each

Directors having one vote and in case of any equality of vote the chairman shall have a second or casting vote.

- 38 The Directors may elect for a period of one year or any other period or periods as they think fit and proper a chairman of the Board or director who shall take chair at the Board meeting. But if there be no such chairman or he be not present within, half an hour after the appointed time of meeting the Director present shall choose someone of their number to chairman of such meeting.
- 39 All acts done by the Directors, a committee of Directors shall not withstanding that it be afterwards discovered that there was some defect in the appointment of any Director or committee or that they or any of them was disqualified be valid as if every such person had duly appointed and was duly qualified.
- 40 Subject to the provisions of section 289 of the companies Act 1956 a resolution in writing signed by and approved by the majority of the Directors shall be as valid, effectual as if has been passed and approved at a meeting of Directors duly called and constituted any such resolution shall be recorded in the Minute Book or the proceedings of the Board Meetings.

BORROWING POWER

- 41 The Directors may, at any time and from time to time at their discretion raise or borrow any sum or sums of money by receiving loans, advances, deposits for fixed period or otherwise with or without security or otherwise for the purpose of the company from any person/s firm/s or company/s expressly including any member of the company as they deem fit. The Directors may secure the repayment of such money together with interest or premium thereon, in such manner and upon such terms and conditions in all respect as they think fit and in particular by way or mortgaging and/or charging and/or pledging the whole or any part of the company's movable and immovable property and assets, present or future including the company's uncalled capital (if any) and may issue bonds debentures or debenture stock either charged upon the whole or the assets and properties of the company or not so charged or otherwise. Any bonds, debentures, debenture stock's or other securities or to be issued by the company shall be under the control of the Directors, who may issue them upon such terms and conditions and in such manner and for the benefit to the company.

SEAL

42. The Board shall provide a "Common Seal" engraved with full names of the company in legible character for the purpose of the company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and the Directors shall provide for the safe custody of the company for

time being. The seal shall not be affixed to any instrument except by the Authority of a resolution of the Board of Directors shall sign every such instrument which the seal be so affixed and it shall be conclusive evidence of the fact seal had been properly affixed.

ACCOUNTS & AUDITS

43. The Board of Directors shall cause proper and true accounts to be kept.
- (a) Of all assets and liabilities of the company.
 - (b) Of all sums of money received or expenditure made by the company and the matters in respect of which such receipt and expenditure took place and of all sales and purchases of goods by the company.
 - (c) Of such particulars relating to go the utilization of materials of labor as may be prescribed under section 209 (1) of the Act.
44. The aforesaid books of accounts shall ordinarily be kept at the registered office of the Company or subject to the provisions of the section 209 of the Act at such place or places as the Directors shall from time to time decide. All such books of accounts, documents, vouchers, securities and all other papers etc. shall be open to inspection of all Director at any time during the usual business hours.
45. Once in every year the accounts of the company shall be examined and the correctness of the balance sheet and profit and loss account shall be certified by one or more auditor or auditors.
46. The remuneration of the Auditor or Auditors shall be fixed by the company in general meeting except the remuneration of the first auditor or auditors to full casual vacancies which may be fixed by the Board of Directors.

DIVIDENDS AND RESERVES

47. The company in general meeting may declare dividends with shall not exceed the amount recommend by the Board of Directors.
48. No dividend shall be paid or distributed otherwise than out of profits of the company for the year or out of the undistributed profits of the earlier years. All dividends shall be declared and paid according to the amounts paid upon a share.
49. The Board of Directors may, before recommending any dividend, set sits out of the profits such sum or sums of money as it thinks fit as reserve or reserves in accordance with the provisions of section 205 (2A) of the Act which the profits may properly by applied. The Board of Directors may carry forward any profit

which it may think prudent not to divide without setting that aside as reserve.

- 50 The Board may from time to time pay the members such interim dividends as appear to it to be justified by the profits of the company.
- 51 The Board may deduct any dividend payable to any member all sums or money if any, presently payable by him to the company on accounts of calls or otherwise in relation to the shares or any other liability.

INDEMNITY

52. Subject to the provisions of the companies Act 1956 every Director, Managing director, Secretary and any other officer of the company for the time being acting in relation to any of the affairs of the company and their heirs, executors and administrators respectively shall be indemnified out of the assets of the company from and against all claims, proceedings, cost, losses, damages expenses which they or any of them shall or have or may incur and/or sustain by reason of any act done or omitted to be done in or about execution of their duties or in their respective offices or trusts except such if any, as they shall incur or sustain by or through their own willful neglects or defaults respectively and no such officer or trustee or for joining in any receipts for the sake of conformity or for the solvency or honesty of any bankers or other person with whom any money or effects belonging to the company may be lodged or deposited for safe custody for any insufficiency or deficiency of any security upon which any money of the company shall be invested or for any other loss or damage to any such cause as aforesaid or which may happen in or about the execution of his office or trust unless the same shall happen through willful neglect of such officer or trustee.

WINDING UP

53. If the company shall be wound up either voluntarily or otherwise of the surplus assets, if any, shall be applied first in the repayment of the capital paid up on shares and the excess, if any, shall be distributed amongst the members in proportion to the number of shares held by them respectively at the commencement of the winding up.

We the several person shows names, and address are subscribed, are desirous of being formed into a company in pursuance of this Article of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective name.

Name address, description And occupation of subscribers and his/her father's/husband's name	No. of Share taken by each subscriber	Sign. of the subscriber	Name address, description And occupation of witness and his/her father's/husband's name
MURLI DHAR S/O- SRI JAGDISH DAS A/- G.B. LANE, MUNDICHAH BHAGALPUR- 1 OCC:- Businessman	100	Murli Dhar	<i>Ramesh Chandra</i> <i>Rep. No- 3301</i> <i>R. N. Prasad Legal Services</i> <i>Feroz Road Patna-1.</i>
2. Yogendra Prasad S/r Shaldeo Prasad A/- 20. Abouganj Sultani Bhagalpur OCC- Businessman.	100	Yogendra Prasad	
TOTAL	200	(Two Hundred Only)	

PLACE: PATNA

DATE: 22.02.2012