



सत्यमेव जयते

प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U70109WB2011PTC157454

2010 - 2011

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

MOONHOUSE INFRASTRUCTURE 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 सत्राह जनवरी दो हजार ग्यारह को मेरे हस्ताक्षर से कोलकाता में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U70109WB2011PTC157454

2010 - 2011

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

Given under my hand at Kolkata this Seventeenth day of January Two Thousand Eleven.



(SWADHIN BARUA)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में दर्ज पता

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

MOONHOUSE INFRASTRUCTURE PRIVATE LIMITED

40, WESTON STREET, KOLKATA - 700013.

West Bengal, INDIA

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MOONHOUSE INFRASTRUCTURE PRIVATE LIMITED

- I. The name of the Company is **MOONHOUSE INFRASTRUCTURE PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- III. The objects for which the Company is established are as follows :
 - A. **THE MAIN OBJECTS TO BE PERSUED BY THE COMPANY ON ITS INCORPORATION ARE :-**
 1. To carry on the business to acquire, purchase, prepare, exchange, hire, buy, sell, construct, reconstruct, build, develop, promote, execute, undertake, contract, maintain, manage, inventories, run, model, remodel, erect, demolish, alter, furnish, improve, enlarge, pulling down, decorate, architect or otherwise deal in lands, building, real estate, properties, furniture fittings, machines, to let out, lease, hire, rent, maintain, provision, of amenities, services, commercial & industrial, complexes, residential complexes, multipurpose housing, office building, houses, flats, apartments, hospitals, shopping malls, hotels, motels, resorts, holiday homes, restaurants, special economic zones, amusement parks, IT parks, cineplexes, multiplexes, auditorium, highways, bridges, golf course, film city, clubs, educational institute, place of worships, conference rooms, library rooms, dairy farms, agro-projects and all other kinds of movable and immovable properties and completion of all sorts of project relating to civil, electrical, mechanical electronics & telecommunication engineering, agriculture, estate management, negotiation, education, hospital, sports and to carry on the business of purchase, sale of building materials, construction, development, creation, expansion, design, modernization, management and maintenance of infrastructure projects & roads, highways, bridges, fly-overs airports, ports, railways, environmental engineering and managements, sanitation, water, waterways, sewerage, disposal, industrial estates, townships, industrial parks, food parks, bio-technology, nursery business, printing press, advertising agency, clinical laboratories, diagnostic centers, hospitals, nursing homes or any other facility of similar nature and to acquire, purchase, sell, transfer, subscribe, invest, hold, dispose of and/or deal in shares, stocks, debentures, debenture stocks, bonds, unit bonds, mutual fund, unit securities and to act as consultant, advisor, agent, maintenance, security services and to mobilize resources and to arrange both private and/or Government sector participations for development of infrastructure, hiring of machine, transportation & contract jobs, projects either on its own and/or in agreement, association, collaboration, and joint venture with any individual, body or bodies corporate, partners, firm, company or other organisations, central, state government, local authorities and any other statutory authority, foreign, collaboration projects and other related activities.

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

1. To operate current or deposit account with any Bank or Banks or to give loan upon such terms and conditions as the Company may approve, subject to the provisions of the Companies Act, 1956 & Rules framed thereunder and directions issued by Reserve Bank of India, provided the Company shall not do any banking business as defined under the Banking Regulation Act, 1949, and not carry on chit fund business. 1
2. To borrow or raise or secure the payment of money from any Bank or Banks or any financial institution or any other person or persons for the purpose of the Company's business in such manner and on such terms and with such rights, powers and privileges as the Company may think fit and particularly by issue of bonds, debentures, bills of exchange, promissory notes or other obligation or securities of the Company and with a view to hypothecate and/or in any way encumber or create charge on the undertaking and all or any of the immovable and movable properties, present or future, 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. 1
3. To enter into contract of every kind and description, agreements, partnership or arrangement for sharing of profits or joint venture with any person, persons or Company carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to acquire or join in acquiring any such business, as covered by the Objects Clause (A) above.
4. To sell, improve, manage, develop, exchange, mortgage, dispose off or turn into account or otherwise deal with all or any part of the undertaking, property, investments and rights of the Company.
5. To apply for purchase or otherwise acquire any patents, trademark, brevetsd' invention, licences, concessions, protections, rights, privileges, and the like conferring any exclusive or nonexclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem directly or indirectly of use or benefit to the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant licence, privileges in that respect or otherwise turn to account the property, right or in-formation so acquired and to assist encourage and spend money in making experiments tests, improvements of all invention patent and right, which the Company may acquire or propose to acquire. 14
15
6. To establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trust and conveniences calculated to benefit employees or ex-employees of the Company or the dependants or the connections of such persons, or subject to the provisions of the Companies Act, 1956 to subscribe or grant money for any charitable, national, religious, benevolent, object or fund; or for any purpose which may likely, directly or indirectly, further the main objects of company or the interest of its members or business subject to provisions of Section 293A of the Companies Act, 1956. 16.
17.
7. To distribute amongst the members of the Company dividends including bonus shares (including fractional Share Certificates) out of profits, accumulated profits of funds and resources of the Company in any manner permissible under law in the winding up. 18.
8. To allot shares in the Company to be considered as fully or partly paid up in payment or consideration of any service or property of whatever description which the Company may acquire.
9. To amalgamate with any company or companies having objects altogether or in part similar to those as this Company or any other Company, subject to the provisions of Sections 391 and 394 of the Companies Act, 1956. 19.
10. To open branches in India and elsewhere and to get the company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particulars by advertising in the press by circulars & publication of books & periodicals. 20.

11. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
12. To provide for the welfare of employees or ex-employees (including Directors and ex-Directors) of the Company and the wives and families or the dependants or connections of such persons by building or contributing to the building or dwelling houses or quarters, to grant money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments, by creating and from time to time subscribing or contributing to provident fund, institutions, funds, profits sharing or other schemes; or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries medicals and other attendance or assistant as the Company shall think fit.
13. To undertake, carry out, promote and sponsor rural development including any programme for promoting economic welfare of or the upliftment of the public in any rural area and to incur any expenditure or any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner and divest the ownership of any property of the Company to or in favour of any public or local Body or Authority or State Government or any public Institution of Trust or Fund or Organisation or person as the Directors may approve to establish and support or aid in the establishment and support or associations, instructions, clubs, societies, funds, trusts and conveniences constituted to benefit employees or ex-employees of the Company or the dependents or the connections of such persons or subject to the provisions of Companies Act to subscribe or guarantee money for any charitable, national, religious, benevolent, general or useful object or fund or for any purpose which may likely, directly or indirectly further the objects of Company or the interest of its member's business.
14. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, contracts, mortgages, charges, obligations and other securities of any Company or of any Authority, Central, State Municipal, local or otherwise or of any persons whomsoever, whether incorporated or not for the purpose of the business of the Company.
15. To promote, form or acquire any company and to take, purchase, or acquire shares or interest in any company and to transfer to any such company any property of this Company and to take otherwise acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and other securities in or of any company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise howsoever or in any other manner whatsoever and to subsidise or otherwise assist any such company.
16. To purchase raw goods, semi-finished goods or finished goods connected with the objects of the company and enhance the value of such goods by suitable means such as packaging, job work etc. and market the same in its own trade mark or trade name or otherwise.
17. To purchase or otherwise acquire any land, building or premises and to improve, manage, develop, exchange, lease, sell, mortgage dispose off, let, sub-let, turn to account or otherwise deal with all or any part of the property and rights of the company.
18. To purchase, acquire, build, construct, alter, maintain, enlarge, equip, pull down, remove or replace and to work manage and control any buildings. Offices, factories, mills, laboratories, shops, machinery equipments, apparatus, engines, roadways, trolley ways, reservoirs, water-courses, electric works and other works and conveniences, which may seem calculated directly or indirectly to advance the main objects of the Company, and to join with any other person or body corporate in doing any of these things.
19. To import and purchase any machinery, implement, apparatus, equipments, materials, articles and stores and to do all things for attaining the main objects of the company.
20. To purchase, take on lease, or tenancy or in exchange hire take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, plant, improve work cultivate deal with to do fishery business, poultry farming and turn to account concessions, grants, decrees licenses, privileges, claims, options, leases, property, real or personal, or rights of powers of any kind which

may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the Company.

21. Subject to the provisions of law in force & the rules framed thereunder & directives issued by R.B.I, for the time being to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debentures-stock perpetual or otherwise and to secure the payment of any money, borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or Company of any obligation under taken by the Company and not to carry on chit-fund business.
22. To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations exhibitions, classes, meetings and conferences in connection therewith.
23. To form, incorporate or promote any company or companies, whether in India or outside having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered.
24. Subject to the provisions of the Companies Act, 1956 or any re-enactment thereof for the time being in force, to amalgamate with Company(s) or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, Company or Companies, carrying on or engaged, in or about to carry on or engage, in or being authorised to carry on or engage in any business or transactions which the company is authorised to carry on or engage in or which can be carried on or in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
25. To establish and maintain procedure the establishment and maintenance of any contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any person who is or was at 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 or with any such subsidiary company, or who are or were at any time Directors or officers of the company or for any such other company as aforesaid and the wives, widows, families and dependents or any such persons, and also establish and subsidize and subscribe to any institutions, association, clubs or funds considered to be for the benefit of or to advance the interest and well-being of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid subject to the Compliance of Central State laws.
26. To undertake, carry out, promote and sponsor rural development including programme for promoting the social and economic welfare of or the upliftment of the people in any rural area and to include any expenditure or any programme of rural development and to assist in the execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "Programme of rural development" shall also include any programme for promotion of the social and economic welfare of or the upliftment of the people in any rural area which the Directors consider is likely to promote and assist rural development and that the words "rural area" shall include such areas as may be regarded as rural under Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement

any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divert the ownership of any property of the Company to or in favour of any public or Local body or Authority or Central or State Government or any Public Institution or Trust or Fund as the Directors may approve.

27. To undertake carry out, promote sponsor or assist any activity for the promotion and growth of the national economy and for discharging what Directors consider to be social and moral responsibilities of the company to the public or any selection of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the people of any section of the people and in such manner and by such means as the Directors may think fit and the directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books literature, newspapers, etc. or for organizing lecturer or seminars likely to advance these objects or for giving merit awards, scholarship, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust, etc. having any one of the aforesaid objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divert the ownership of any property of the Company to or in favour of any public or Local Body or authority or Central or State Government or any Public Institution or Trust or Find as the Directors may approve.

C. OTHER OBJECTS :

1. To carry on business as advisers and/or consultants on matters and problems relating to the import, export, industries, administration, management, organisation, accountancy, costing financial marketing, commercial or economic activities, labour, statistical, organisation, methods, quality control and data processing technical "know how", operation, manufacture, production, storage, distribution, sale and purchase of goods, property and other activities of and in relation to any business, trade, commerce, industry, mine, agriculture, housing or real estate and upon the means, methods and procedure for the establishment, construction, development, improvement and expansion of business, trade, commerce, industry, agriculture buildings, real estates, plant or machineries and all systems, methods, techniques, processes, principles in relation to the foregoing and to carry on business, of rendering services on any one or more of aforesaid matters to any person, firm, company, trust, association, institution, society, body corporate, government or government department, public or local authority or any other organisation whatsoever to act as intermediaries in the introduction of collaborators, sellers, purchasers, printers, tenants, agents, consumers and employees.
2. To carry on the business as printers, publishers, stationers, lithographers, stereotypers, electrotypers, photographers, printers, lithographers and engravers, die sinkers, book binders, designers, draftsman, paper and ink, envelope, account book, machine rulers, numerical printers, bag-makers, cardboard ticket calendars and bookseller, diary printers, dealers in playing visiting, railway, festive, complimentary, wedding or other ceremonial cards or fancy cards or valentines and to carry on business as advertisement and publicity agents and contractors in various ways and manners, including outdoor and in newspapers, magazines, books, screens, slides, walls, buses, railways, other transport vehicles and public places, audio-visual display and to prepare, advise and construct advertising devices and to publish or advertise the same through and media whatsoever.
3. To purchase, take on lease or otherwise acquire any iron and steel manufacturing Unit or Units, iron foundries, workshop, rolling mills, steel casting sheds, arc furnaces, wire drawing, units and other going concern dealing in metals and minerals and to carry on the business of manufacturers of and dealers in and exporters and importers of chilled iron shots and grits, designers and processors of light steel and any nonferrous casting, special steel casting, tool steel casting, high carbon steel, castings and ordinary mild steel casting with or without such elements as tungsten, chromium, nickel, molybdenum, manganese, silicon, vanadium etc., specially out of or in combination with steel sheets and scraps or pig iron or odd sheets and scraps of various metals or elements.
4. To exchange or otherwise acquire any land and buildings and any estate or interest therein and any rights connected with any such land and buildings and to develop and turn to account the same by

laying out and repairing the same by building and sale purchase of land/or building and to acquire and take out any business or undertaking carried on upon, or in connection with any land or building which the Company may desire to acquire as aforesaid and to construct, let out furnish and carry on all or any of the functions of proprietors of flat, dwelling house shops, offices, and manage the same or sale or give on rent the flats, house shops, offices, and manage the same or sale or give on rent the flats, house, dwelling house, offices.

5. To carry on the business in the area of information technology which would include running the business of developing softwares, networking, web linking, web designing, data processing and e-commerce, internet and internet portals, e-mail and all types of information technology business and catering to the clients all sorts of services relating to information technology besides trading, purchasing, selling, importing, exporting and dealing in computers and computers peripherals, stationery, printer, ribbons, magnetic taps and other allied components for the attainment of the business of information technology and any other business or activity which can be conveniently carried on in this connection and to carry on the business of running institution of learning computer software and hardware technologies and to carry on the business of running computer educational institute for competitive examination.
6. To carry on in India or elsewhere the business to manufacture, produce, assemble, repair, install, maintain, convert, service, overhaul, test, buy, sell, exchange, modify, design, develop, export, import, renovate, discover, research, improve, manufacture, mould, print, insulate, hire, let on hire, broadcast, relay, exhibit, inform and to act as wholesaler, retailers, agent, stockists, distributors, show room owners, franchiser or otherwise to deal in all sorts of items, systems, plants, machines, instruments, apparatus, appliances, devices, articles or things of communications, tele communications, space communications, satellite communications, wireless communications, computer communications, telephonic & telegraphic communications, wave communications, under water communications and such other communication systems as may be discovered in future and to carry out all the foregoing activities for components, parts, fittings, fixture, accessories, tools, devices & system, connected thereto.
7. To carry on all or any of the business of buyers, sellers, suppliers, growers merchants, importers, exporters, indentors, brokers, agents assemblers, stockists, and dealers in gems and jewellery and silver utensils and ornaments and of all kinds of dealers in machinery items and man made fibres, textiles of all kinds and all types of yarn, cloths, oil and oilseeds tea, coffee, spices, dry fruits, drugs, leather goods, garments, hosiery and other related item, jute and jute product, cements, automobiles parts, coal, hard coke, soft coke, vegetable oil machine parts, industrial components plastics and earth moving spares electronic parts and devices and all kinds of metals, iron and steel and all steel based product G.I. Sheets, G.P Sheets, plastic and polymer product and other related items, pipe & other things required in connected therewith and to work as commission agents in and of all kinds cosmetic, cement chemical, minerals, potato, onions, consumer durables.
8. To establish, promote, subsidize, encourage, provide, maintain, organise, undertake, own, build, manage, construct, equip, develop, recondition, modernise, operate, conduct and to run in India or abroad educational establishments, curriculum centers, pre-school and educational/activity and other centers for kids & children by aid of modern techniques and equipments, schools, colleges, boarding houses, teaching classes for pre-school, primary, secondary and higher education in the field of improving I.Q., overall physical and mental development of kids & children by aids of modern methods and techniques, education through playing, commerce, arts, science, engineering, medical, pharmacy, mining, military, music, dance, acting, sports, journalism, management, social welfare and industry which can be imparted by students regularly in such fashion as may be develop from time to time by the company and to do all such activities and business as may be incidental or necessary for achievement of above objects.
9. To establish and carry on in India or elsewhere the business to acquire, undertake, promote, run, manage, own, lease, convert, build, commercialize, handle, operate, remove, construct, maintain, improve, exchange, furnish, recondition, hire, let on hire, develop, consolidate, subdivide & organise, hotels, restaurants, cafes, taverns, rest houses, tea and coffee houses, beer houses, bars, flight

carriers, lodging house keepers, refreshment rooms, night clubs, cabarets, swimming pools, turkish baths, lodges, apartments, housekeeper, cottage or grocers, pouterers, green grocers, licensed victuallers, discotheque, banquet halls, dressing rooms, laundries, hair dresser shops, stores, libraries, writing and news paper rooms, places of amusement, recreations, art galleries, sports, entertainment, health clubs, travelling agencies, motorcabs, theatrical and opera box offices, cinemas and to prepare produce, process, buy, sell, import, export, service, wholesale, retail, pack, repack or otherwise to deal in all kinds of vegetarian foods, non vegetarian foods, beverages, wines, waters, purveyors, cigarettes, tobaccos, soft drinks, ice creams, juices, cosmetics, clothes, provisions, spices and other allied goods, materials, substances, consumables & preparations connected thereto and to do all incidental acts and things necessary for the attainment of foregoing objects.

10. To promote, represent, organise, undertake, establish, conduct, handle, arrange, manage, own, operate, participate, facilitate, sponsor, encourage & provide the business as package tour operators for religious, educational & picnic purposes; daily passengers service operators, conducted tour operators; travelling agent for booking and reserving accommodations, seats, berths, compartments, coupes, complete, bogies, on railways, motor ships, motor boats, aeroplanes, steamships, motor bus and omnibuses; vehicle booking agent, hotel hooking agents, authorised railway ticket booking agent, ship booking agent, authorises airlines ticket booking agent, representatives of other travelling agencies, courier service agents, correspondents, parcel & postage booking agents, telephone both operators to provide necessary services for passport & visa; to handle conferences and meetings; to handle inward foreign tourist activities in India and abroad; to provide for guides, safe deposits & baggage transport; to act as an agent of bankers and to arrange travellers cheques, coupon drafts and other modes of foreign exchange on their behalf; to public magazines, bulletins & other literatures for tourism; export & import agent and to own, engage, hire, let on hire, contract or arrange, buses, coaches, bogies, charter, flights, helicopters, motor launchers, boats, taxies, rickshaws, tangas, baggis and other vehicles for tourists & passengers and to provide such facilities for national & international tourists.
11. To carry on the business of manufacturing, processing, producing, washing, dyeing ginning, pressing, spinning, weaving, krimping, bleaching, combing, doubling, finishing, sizing, colouring, printing, mercerizing, reeling, winding, throwing, embroidering, blending, sorting, gametting, stretching, drying, drawing, cutting, improving, buying, selling, reselling, importing, exporting, transporting, string, fabrication, developing, marketing, or suppling and to act as broker, trader, agent C & F agent, distributor, representative, consultant, collaborator, adatia, stockists, liasioner, jobworker, export house or otherwise to deal in all types of readymade garments, textiles goods, dress materials, fabrics, cloths, yarns, such as nets, matting, hosiery, plastic cloths, water proof fabrics, pavliners, americal cloths, imitation leather and rubber cloths, tents, durries, newar, ropes, rugs, carpets, carpet backing gloves, laces, terry fabrics, velvet, georgette, gaberdine, pashminas, floor cloths, twid, patto, canvas, khaddar, denim, stone wash, suitings, shirting, sarees and other similar items made on powerloom, handloom or mill by man made or natural materials like cotton, flax, hemp, linen, wool, nylon, viscose, ramie, polyster, silk, artsilk, rayon, jute, staple, fibres, cashmilon, filaments, terecotton, monofilaments, multifilaments, acrylics, polynosic, polypropeline, polyamide, polymethane, cellulose, dropping, spun or other fibrous substances or any combination thereof available at present and as may be invented in future.
12. To carry on business as manufacturers, producers, processors, makers, convertors, assembles, fabricators, repairers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all types of electronic components, devices, equipments, and appliances, such as television and wireless apparatus including radio receivers and transmitters, tape recorders, broadcast relay and reception equipments, phonographic and other equipments used in and or fro audio and visual communications, apparatus and equipments including those using electromagnetic, photocopiers, electronic lighting controls, continuous fan/ motor speed control, continuous flashers and fire alarm system, digital and other electronic clock, time relays, punch card machines, electromechanical pneumatic control, computers and automatic calculators, X-ray machine and tubes, surgical, medical and other appliances intended for electro and other therapy treatment and in all types of tapes, magnetic and otherwise, photographic films, projectors and cameras and capacitors, resistances, condensers, semi-conductors, transistors,

integrated and hybrid circuit, relays, potentio meters, connectors, printed circuits, coils, chocks, transformers, switch, volume controls, plugs, socket, aerial gears, diodes and allied items intended for and used in electronic devices, and in air conditioners, refrigerators, washing machines, heaters and cooking ranges and other types of domestic machines, heaters and cooking ranges and other types of domestic appliances and any types of equipments used in the generation, transmission and receiving of sounds, light and electrical impulses and components parts thereof and other materials used in or in connection with electronic and electrical industries and generation and supply of electricity and related activities.

We, the
formed in
number c

Signature

13. To run, own, manage, administer diagnostic centres, scan centres, Nursing Homes, Hospitals, Clinics, Dispensaries, Maternity Homes, child welfare and family planning centres, clinical pathological testing laboratories, X-ray and ECG clinics and to act as consultants and advisers providing technical know-how, technical services and allied services for the establishment, operation and improvement of Nursing Homes, Hospitals, Clinics, Medical Institutions, Medicals centres and laboratories in India and abroad. To acquire, establish and maintain one or more Diagnostic centres for the reception and treatment of persons suffering from illness, or mental defect or for the reception and treatment of persons during convalescence, or of persons requiring medical attention of rehabilitation. To carry out medical development of all fields of medical sciences, and in therapies of medical treatment with maintenance, so as to afford medical relief in a better way.
 14. To acquire, purchase, sell, transfer, subscribe, invest, hold dispose of and/or deal in shares, stocks, debentures, debenture-stocks, unique bonds, mutual fund shares, unit securities, commercial papers or other financial instruments and/or obligations issued by any company or companies, constituted or carry on business in India or elsewhere or issued or guaranteed by any government state sovereign dominions municipals, public authorities or bodies, financial institutions, banks, insurance companies, corporation, public set or undertaking and/or trust whether in India or elsewhere.
 15. To carry on the business of dealers in, hirers, lessors, repairers, cleaners, storers and warehousemen of automobiles, motor cars, lorries and vans, motor-cycles, cycle-cars, motors, scooters, carriages, amphibious vehicles and vehicles suitable for propulsion on land, sea, or in the air or in any combination thereof and vehicles of all descriptions (all hereinafter comprised in the term "motors and other things", whether propelled or assisted by means of petrol, spirit, steam, gas, electrical, animal or other power, and of engines, chassis, bodies and other components, parts and accessories.
 16. To carry on the business of dairy farms, farmhouse gardens, honey, farming Plantation, fruit, kitchen, garden fisheries and produce poultry feed, cattle feed, pig feed, fish feeds, milk, cream, butter, ghee, cheese, bakery, confectionery, poultry, eggs, fruits, vegetable oils, vegetable ghee, prokpies, sensofer, prawns, poulted meat, table delicacies and to purchase acquire keep, maintain breed, sell or otherwise dispose of all kinds of cattles, cows, buffaloes, pigs, poultry feeds supplement and live or dead stock of all descriptions.
 17. To carry on all or any of the business of manufacturers, of installers, of repairs, of buyers and sellers of instruments, fittings and appliances for and in connection with aviation brokers, managers of shipping property, managers of aircraft property, freight contractors, carriers by air, land and sea, barrage owners, lightermen stevedores, ship repairers, aircraft repairers, ship builders, aircraft builders, engineering in all its branches, importers, exporters, forwarding agents, ice merchants, refrigerating storekeepers, warehousemen, wearfingers, and general traders.
 18. To act as consultants and/or advisors on all matters with respect of buying, installation, maintenance, running, management etc, of computer (both hardware & software), peripherals, consumables, accessories & media, any office machine as require by persons, firms, companies, associations, trusts, society or organizations whatsoever in India or elsewhere or commonly dealt in by persons engaged in such business or which may conveniently be dealt in connection therewith.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 10,00,000/- (Rupees Ten Lakhs) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce the capital of the Company and to divide or subdivide the shares in capital for the time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate of any such rights privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being.

1. **NIRU**
S/o.
H. N
P. O.
Jharl
Busin

2. **KANTI**
S/o. R
280 B
Bhuli I
Bank I
Busin

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

Signature, Name, Father's name, Address, Description & Occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Name, Addresses, Description & Signature of Witness
<p>1. NIRANJAN KUMAR SINGH S/o. Sri Kanta Prasad Singh H. No. B/280, Viii. Bhuli 'B' Block P. O. Bhulinagar, Dist. Dhanbad Jharkhand-828104 Business</p>	<p>9000 (Nine Thousand)</p>	<p>I have Witness to Two Signatories</p> <p>ATUL KUMAR LABH Practising Company Secretary S/o. Sri Maheshwar Narayan Labh A. K. LABH & CO. Company Secretaries 40, Weston Street, 2nd Floor Kolkata-700013 C. P. No. 3238</p>
<p>2. KANTA PRASAD SINGH S/o. Rajdeo Singh 280 Bhulinagar 'B' Block Bhuli Nagar, Bhuli Police Station Bank More, Dhanbad-828104 Business</p>	<p>1000 (One Thousand)</p>	
<p>TOTAL</p>	<p>10000 (Ten Thousand)</p>	

Kolkata Dated the 11th day of January, 2011.

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MOONHOUSE INFRASTRUCTURE PRIVATE LIMITED

INTERPRETATION

1. The regulation contained in **Table 'A'** in the first schedule of the Companies Act, 1956, as amended from time to time so far as they are not hereinafter excluded, modified or altered and are applicable to a Private Company shall apply to the Company.
2. Regulations No.9, 10, 11, 12, 22, 23, 24, 26, 27, 28, 40, 41, 42, 43, 49(2), 53, 64, 66, 84, 95, 98 of the Table 'A' shall not apply to the Company. Remaining clauses of Table 'A' shall apply to the Company so far as they are not modified to the contrary by these Articles and as far as such modifications are not inconsistent with the provisions of the Companies Act, 1956 as amended from time to time.
3. Unless the context otherwise requires, words or expression contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof.

"The Company" means as above.

The marginal notes are inserted for convenience and shall not affect the construction hereof and in these presents unless there be something in the subject inconsistent therewith.

The **"Act"** means the Companies Act, 1956, and includes any re-enactment or statutory modification thereof for the time being in force and **"Section"** shall mean a section of the said Act.

"Directors" means the Directors for the time being of the Company.

"The Board of Directors" or **"The Board"** means the Board of Directors for the time being of the Company.

"The Managing Director" means the Managing Director for the time being of the Company so appointed.

"Officer" - **"Officer"** includes any director, manager, or secretary, (or any person in accordance with whose directions or instructions the Board of Directors or any or more of the directors is or are accustomed to act), but save in sections 477, 478, 539, 543, 545, 621, 625 and 633 does not include an auditor, **"Officer who is in default"** shall mean any officer of the Company who is knowingly guilty of the default, non-compliance, failure, refusal or contravention mentioned in that provision, or who knowingly and willfully authorizes or permits such default, non compliance, failure, refusal or contravention.

"Secretary" - **"Secretary"** includes a temporary or Assistant Secretary and person or persons appointed by the Board to perform any of the duties of a Secretary.

"Persons" includes corporations and firms as well as individuals.

"Office" means the Registered Office for the time being of the company.

"Register" means the Register of Members to be kept pursuant to Section 150 of the Act.

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

"Month and Year" means the English calendar month and English calendar year respectively.

"In Writing" and **"Written"** includes, printing & lithography and any other modes of representing or reproducing words in a visible form.

"Gender" - "Word" importing the masculine gender also include the feminine gender.

Words importing the singular number shall include plural and vice versa and words importing the masculine gender shall include the feminine and the words importing persons shall include body corporate, firm, association of persons and society registered under Societies Registration Act.

"Debenture" includes debenture stocks.

"Share" - "Share" means share in the share capital of a Company and includes stock except where a distinction between stocks and shares is expressed or implied.

"Meeting" or "General Meeting" - "Meeting" or "General Meeting" means a meeting of Members.

"Meeting" "Annual General Meeting" - "Annual General Meeting" means a General Meeting of the Members held in accordance with the provisions of sections 166 of the Act.

"Meeting" "Extraordinary General Meeting" - "Extraordinary General Meeting" means an Extraordinary General meeting of the Members duly called and constituted and any adjourned holding thereof.

"Dividend" - "Dividend" includes bonus.

"Special Resolution" and "Ordinary Resolution" have the same meanings assigned thereto by Section 189 of the Act.

"These Presents" means the Memorandum of Association and the Articles of Association of the Company for the time being in force.

"Year" and "Financial Year" - "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by section 2(17) of the Act.

"Proxy" includes Attorney duly constituted under a power of Attorney.

"Articles" means these Articles of Association or as altered and modified from time to time accordance to law.

PRIVATE COMPANY

4. The Company is "PRIVATE COMPANY" within the meaning of Section 3(l)(iii) of the Companies Act, 1956 and accordingly :-
 - 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 the persons who having been formerly in the employment of the company, were members of the Company while in that employment and have continued to be members after the employment ceased), shall be limited to fifty PROVIDED that for the purpose of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as single members
 - c) The right to transfer the share(s) of the company is restricted in the manner and to the extent hereinafter appearing.
 - d) The minimum paid up Capital of the Company is Rupees One Lakh.
 - e) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.
5. The company may at any time be converted into a public company by complying with the provisions of Section 44 of the Act.

SHARE CAPITAL

6. a) The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided under clause no. V of the Memorandum of Association of the Company.

- b) The Company shall have the power to increase or reduce the capital for the time being of the company and to divide the shares in the capital into several classes with rights, privileges or conditions as may be determined.
- c) The shares shall be under the control of the Board who may classify, allot or otherwise dispose of the same to such persons on such terms and conditions and either at a premium or at par or subject to the provisions of the Act at a discount and at such times as the Board thinks fit and with full power to make call for the allotment of any share either at par or at a premium or at a discount and for such time and for such considerations as the Directors may think fit. The right attached to different classes of shares may be varied in accordance with the provisions of the sections 106 & 107 of the Companies Act, 1956.
- d) Subject to the provisions of the Act, the company shall have power to issue shares, redeemable and/or convertible preference shares with any preferential, deferred, qualified or special rights, privileges or conditions attached thereto as may be considered appropriate by the Board of Directors from time to time. This redemption can be made out of profits which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the company and the Board may, subject to the provisions of the Act, exercise such power in such manner and on such terms as the Company may, before the issue of such preference shares, determine by Special Resolution.
- e) The joint holders of shares shall severally as well as jointly be liable for payment of all installments and calls due in respect of such shares.
- f) Application for allotment of shares in the name of minors could be made through their guardians, provided full amount payable on the face value of shares is paid along with such application for shares and application for allotment of shares by HUF may be made through their Karta.

TRANSFER AND TRANSMISSION OF SHARE

- 7. a) Subject to the restriction of these articles a share may be transferred by a member or other person entitled to transfer, to any person including minor selected by the transferor, at a fair value but no share shall be transferred to a person who is not a member unless such person selected by the transferor, is approved by the Board of Directors unanimously as one of whom it is desirable in the interest of the Company to admit to membership. In case the Board of Directors do not approve the person selected by the transferor such shares shall be transferred to any person including minor selected by the Board of Directors unanimously as one of whom it is desirable in the interest of the Company to admit to membership.
- b) In case any difference arises between the proposing transferor and the purchaser as to the fair value of a share, the Auditors of the Company, shall on the application of either party, certify in writing the same which in the opinion is the fair value and such sum shall be deemed to be the fair value.
- 8. a) The person proposing to transfer any share to a non-member (hereinafter called transferor) shall give previous notice in writing to the Company of his such intention by registered Post at registered office. Such notice shall constitute the Company his agent for the sale of share or shares to any member of the company at the fair value fixed in accordance with provisions in the Articles.
- b) Shares specified in the transfer notice shall be offered to the member in such order as shall be determined by list drawn in regard thereto and the list shall be drawn in such manner as the Directors may think fit.
- c) If the company shall not within the span of two calendar months after being served with a notice of transfer as aforesaid, the proposing transferor shall, at any time after three calendar months, be at liberty to sell and transfer such shares to any person at any price, provided that the Directors may refuse to register any such share in the name of a body corporate.
- 9. a) The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register transfer of any share, whether or not it is a fully paid-up share.
- b) The Company shall be entitled to register any shares in the name of minor, if fully paid up and allow the dividend thereof to be collected by such person as it deems the guardian of such minor share-holder.

- c) Subject to the provisions of these Article a member may transfer any share or shares held by him/her to his/ her spouse or relatives by way of gift or for any pecuniary consideration.
 - d) The transfer books and the register of members may be closed during the 14 days immediately preceding each of the AGM but not exceeding in the aggregate 45 days in each year and 30 days at any one time subject to section 154 of the Act.
10. Notwithstanding anything contained contrary elsewhere in these Articles, whenever any member of the Company who is employed by the Company as a full time Director or otherwise resigns or is dismissed from employment or is removed from such directorship, the Board may at any time within 14 days of his resignation or dismissal or removal resolve that such member will demand transfer of his share or shares to any one nominated by the Board at a fair value to be fixed by the Auditors. Should the said member decline to transfer his share or shares the Company may receive the purchase money and shall there upon cause the name of the person nominated by the Board to be entered in the Register as the holder of the share or shares and shall hold the purchase money in trust for such member. The Board shall have the power to issue a fresh or duplicate share certificate or certificates, to the person nominated by the Board as aforesaid and cancel the original share certificate or certificates. The receipt of the Company for the purchase money shall be a good discharge to the person nominated by the aforesaid powers the validity of the proceeding shall not be questioned by any person.
11. Any person becoming entitled to or to the transfer of any shares in consequence of the death or insolvency of any sole holder thereof or in any way other than by transfer, upon producing such evidence of his title thereof that he sustains the character in respect of which he proposes to act under this Articles as the Directors think sufficient may with the consent of the Directors (which they shall not be under any obligation to give) and without production of any probate or letters of administration or succession certificate and upon such terms as to indemnity or otherwise as the Directors may impose, be registered as a member himself in respect of such consent may with such consent and subject as aforesaid transfer the share to such other person as the Directors may approve of unanimously.
- However, in the event of his proposing to transfer such other person as aforesaid, it shall be subject to the same restrictions as those hereinbefore.

FORFEITURE AND SURRENDER OF SHARE

12. If any members fails to pay any call on the day appointed for payment thereof the Board may, at any time thereafter, during such time as any part of call or installments remaining unpaid, serve a notice on him requiring payment of such amount on the call as is unpaid together with any interest which may accrued.
13. The notice aforesaid shall
- (a) Name a further day (not being earlier than the expiry of 14 days from the date of service of notice) on or before which payment required by the notice is to be made; and
 - (b) State that in the event of non payment on or before the day so named the share in respect of which the call was made will be liable to be forfeited.
14. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given, may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
15. Any share forfeited shall be deemed to be the property of the Company and the Directors may sell or otherwise dispose of or annul the forfeiture thereof upon such condition as they think fit.
16. Any member whose share has been forfeited shall ceased to be a member in respect of forfeited share, but shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments and expenses owing upon or in respect of such shares at the time of forfeiture until payment thereof and interest at a rate of 12% per annum and the director may enforce the payment thereof, if they desire.
17. The Director may accept the surrender of any shares as may be permissible in law.

18. Upon any sale after forfeiture, surrender or for enforcing lien in purported exercise of the power herein given the directors may cause the Purchaser's name to be entered in the register of members in respect of the shares sold and the purchasers shall be bound to see the regularity of the proceedings or to the application of the purchase money and after his name has been entered in the register in respect of shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only.

SHARE CERTIFICATE

19. The certificate of title to the shares shall be issued under the seal of the company in the manner prescribed under the rules framed under the Act. The Company shall comply with the provisions of such rules.
20. Every member shall be entitled to one certificate for the shares registered in his name or if the Board so approves, upon paying such fees as the Board may from time to time determine, to several certificates, for one or more of such shares.
21. The certificate of shares registered in the name of two or more persons shall be delivered to the first named person in the register, and this shall be a sufficient delivery to all such holders.
22. If any certificate is worn out or defaced, then upon production thereof to the Board it may order the same to be cancelled and may issue a new certificate in lieu thereof, and if the certificate be lost or destroyed then upon proof to the satisfaction of the Board and on such indemnity as the Board deems adequate being given, a new certificate in lieu thereof will be given to the party entitled to such lost or destroyed certificate. The sum of Rs.10/- shall be paid to the Company for every certificate issued under the clause, and the Company shall also be paid all expenses incurred in investigating evidence of loss.

ALTERATION IN CAPITAL

23. The Company in General Meeting may from time to time by ordinary resolution increase the share capital by such sum and to be divided into shares of such amount, as may be specified in the resolution.
24. The company may by ordinary resolution: -
- a) Consolidate or divide all or any of its shares capital into shares of smaller or larger amount than its existing shares;
 - b) Sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by the Memorandum, subject nevertheless, to the provisions of clause (d) of sub-section (1) of section 94 of the Act.
25. The Company by special resolution may reduce in any manner subject to the requirements of the law:
- a) Its share capital;
 - b) Any capital redemption reserve account, or
 - c) Any security premium account.

PROCEEDINGS AT GENERAL MEETING

26. a) A General Meeting may be called by giving not less than 21 days clear notice in writing duly specifying the place, the day and the hour of meeting, to the persons entitled to vote thereat in the manner laid down in the Act, provided that a General Meeting may be called after giving shorter notice than that specified above if the shareholders of the Company holding more than 95 percent of the paid up capital of the Company carrying right to vote at a meeting so agree in writing.
- b) Any omission to give notice to or the non-receipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.
 - c) Save as otherwise expressly provided by the Act all resolutions shall be passed at general meetings by special resolution.

27. a) The Chairman may, with the consent, of any meeting at which a quorum is present, and shall if so directed by meeting, adjourn the meeting from time to time and from place to place.
- b) Any business may be transacted at any adjourned meeting in addition to the business left unfinished at the meeting from which the adjournment took place provided a notice of additional business to be transacted at the adjourned meeting is given as in the case of an original meeting.
- c) When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting.
- d) Save as aforesaid, it shall not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- e) If at an adjourned meeting also a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall stand dissolved and be called afresh.
- f) Two members present personally shall be a quorum for all purposes at any adjourned meeting or annual general meeting.

BOARD OF DIRECTORS

28. Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two and not more than twelve.
29. The First Directors of the Company.
 1. **NIRANJAN KUMAR SINGH**
 2. **KANTA PRASAD SINGH**
30. The Board shall have power to appoint the directors generally and to appoint additional directors to fill any casual vacancy only upto the date of the next Annual General Meeting of the Company.
31. Unless the company resolves otherwise in General meeting, Directors shall not be required to hold any shares as qualification shares.
32. Directors shall not be liable to retire from office by rotation.
33. The Board may appoint any person to act as alternate Director to act for a Director during his absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held and such alternate director shall ipso facto vacate office as and when the absentee director returns to the State or vacates this office as Director.
34. In the event of the Company borrowing any money from and while such money remains due, any financial corporation, institution, government, government body, bank, collaborator, person or any other loan giving agency or source shall have, if the terms of agreement so provide, power and may exercise such power to appoint one or more directors of the company and any director so appointed shall hold office during the pleasure of or may be removed or substituted by any person by the appointing authority, provided such appointment or removal shall be in writing signed by the appointee and served to the Company.
35. The Company may, by ordinary resolution of which special notice has been given in accordance with Section 190 of the act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such director may have for damages or for breach of any contract of service between him and Company.
36. The Company may, subject to the provisions of Section 284, appoint another person in place of a Director removed from office under the immediately preceding article in the same meeting and may in general meeting appoint any person as a Director provided special notice has been given to the Company of the intention to propose him together with a notice in writing by the intended director of his willingness to be elected.
37. In addition to the grounds mentioned in Section 283 of the act, the office of a Director would be vacated if any Director resigns his office by notice in writing to the Company.

38. The management of the business of the Company shall be vested in the Board of Directors and the Board of Director may exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise authorised to exercise or do and as are not hereby or by statute directed or required to be exercised or done by the Company in general meeting but subject, nevertheless, to the provisions of the act and to these presents & regulations from time to time made by the Company in general meeting not being inconsistent with the provisions of these presents, provided that no such regulations shall invalidate any prior Act of the Directors which would have been valid if such regulation had not been made.
39. Subject to the provisions of the act, the Director may from time to time at their discretion, raise or borrow from any Director, member, person, firm, Company or bank any sums of money at such interest and upon such security and conditions in all respects as they think fit or expedient and in particular by the issue of debentures, debenture-stock or bonds of the company and by mortgage, charge or other security on all or any properties of the company or any part including its uncalled capital for the time being.
40. The Board of Directors shall have the power to delegate any of the powers or authorities vested in them, except such as are not hereby or by statute directed or required to be expressly exercised or done by the Directors in a Board Meeting, to the Managing Director(s), wholetime Director(s), Director(s)-in-Charge or any other person(s) as they think fit and proper.
41. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be attorney or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding these vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit and any power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise such attorney to delegate all or any of the powers, authorities and discretions vested in him.
42. Each Director shall be entitled to be paid up of the funds of the company for attending meeting of the Board or a committee thereof including adjourned meetings such sum as sitting fees as shall be determined from time to time by the Directors but not exceeding their limits as prescribed in Section 310 of the Act.
43. The remuneration of Directors shall from time to time, be determined by the Board and the same may be in the form of a monthly allowance or in any other manner and may be equal or varying in the case of each Director.
44. 1) The remuneration of the directors shall, in so far as it consists of a monthly payment be deemed to accrue from day to day.
- 2) In addition to the remuneration payable to them in pursuance of the Act of the Articles, the Directors may be paid all travelling, hotel and other out pocket expenses incurred by them.
- (a) In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company including the adjourned meetings and/
or
- (b) In execution of their duties as Directors of the Company or in connection with the business of the Company.
45. If any Director being willing, shall be called upon to perform extra services in going or residing away from his place of residence for any of the purposes of the Company or to give special attention to the business as a member of committee of Directors or to hold any office in Company or to work as contractor, agent, purchaser or to perform any other duty or to make any special exertions for any of the purposes of the Company, the company may subject to the provisions of the Act remunerate such Director by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors and such remuneration may either be in addition to or in substitution for any other remuneration to which he may otherwise be entitled.
46. Any Director may hold any other office in the Company in conjunction with the office of Director on such terms as to remuneration and otherwise as may be fixed by the Board, subjected to the provision of Section 314 of the Act.

47. The Company may, subject to the provisions of these Articles and the Act, pay a commission on the net profits of the Company to its Directors whether in whole or part-time employment of the company or not.
48. The quorum for a meeting of the Board shall be two third of its total strength, any fraction contained in that two-third being rounded off as one or two directors, whichever is higher and if a quorum is not present within fifteen minutes from the time appointed for the meeting, it shall be adjourned until such date and time as the Chairman of the Board shall appoint.
49. A resolution circulated amongst the Directors and signed by all the members of Board or committee thereof, then in India or by majority of such of them as entitled to vote on the resolution, shall be as valid and effectual as if had been passed at a meeting of the Board or a committee duly convened and held.
50. Subject to the provision of Section 297 of the Act, a Director shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise, for goods, materials or services or any such contract entered into by or on behalf of the Company with a relative of such director or firm in which such Director or relative is partner or with other partner in such firms or a private company of which such director is a member or Director, be avoided, nor shall any director so contracting or being such member or so interested be liable to account to the company for any profit realised by such contract by reason of such director holding that office or of fiduciary relation, thereby established.
51. Regulations 67 to 70 and 73 to 80 of Table 'A' shall apply.

MANAGING & WHOLETIME DIRECTORS

52. Subject to the provisions of section 197A of the Act the Board may, from time to time and with the unanimous consent, appoint one or more Directors to be managing Director or wholetime Director or Managing Directors or Wholetime Directors of the Company, either for a fixed terms or without any limitation as to the period for which he is or they are to hold such office, and may from time to time (subject to the provisions of any contract between him or them and the Company), remove or dismiss him or them from office and appoint another or other in his place or their places.
53. A managing or Wholetime Director shall be subject to the same provisions as to resignation and removal as the other Director, and he shall, ipso facto and immediately cease to be Managing Director, or whole-time Director, as the case may be if he ceases to hold the office of Directors from any cause.
54. Subject to the provisions of the Act and in particular to the prohibition and restrictions contained in section 292 thereof the Board may, from time to time, entrust to and confer upon a Managing Director or Whole time Director for the time being such of the powers exercisable under these persons by the Board as it may think fit and may configure such powers for such time to be exercised for Such objects and purposes and upon such terms and conditions, and with such restrictions as it think fit and the Board may from time to time, revoke, withdraw, alter or vary all or any of such powers.

BORROWING POWERS

55. The Director may, from time to time, at their discretion borrow any sum or sums of money or make any arrangement for finance for the purpose of the company and may raise or secure the payment and such sum or sums or the financial arrangement in such manner and upon such terms and conditions in all respect as they think fit and in particular by making, drawing, accepting or endorsing on behalf of the company any promissory notes or bills of exchange or by issuing bond, perpetual or redeemable debentures or debenture-stock or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company both present and future including its uncalled capital for the time being.

DIVIDEND

56. The profits of the company shall be divisible amongst the members in the proportion to the amount of capital paid-up on the shares held by them respectively at the date of declaration of the dividend.
57. The Company in AGM may declare a dividend to be paid to the members but no dividend shall exceed the amount recommended by the Directors. No dividend shall be payable except out of the profits of the financial year or any other undistributed profits and no dividend shall carry interest as against the Company.

58. The directors may from time to time pay the members such interim dividends as in their judgement the position of the company justifies.
59. Director may retain any dividend on which the Company has a lien and may apply it in/on towards satisfaction of the debt liabilities or engagement in respect of which lien exists.
60. Any one of several persons who are registered as the joint holders of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.
61. Subject to section 205A of the Act, the Directors may retain the dividends payable upon shares in respect of which any person under the transmission clause is entitled to become a member or in respect of which any person under that clause is entitled to transfer until such person shall become a member in respect thereof or shall duly transfer the same.
62. All the dividends on any share not having a registered owner entitled to require payments of and competent to give a valid ownership for the same shall remain in suspense until some competent person is registered as the holder of the share and all the dividend remaining unpaid shall be dealt within the manner as provided under section 205A of the companies Act, 1956

CAPITALISATION OF PROFITS

63. The company in General Meeting may upon the recommendation of the Board, resolved subject to the provisions of the Act:-
 - a) That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account or otherwise available for distribution.
 - b) That such sum be accordingly set free for distribution in the manner specified in clause.
 - c) Among the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.
64. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in the Act, whether in or towards: -
 - a) Paying up any amounts for the time being unpaid on any shares held by such members respectively.
 - b) Partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (c) below.
 - c) Paying up in full, unissued shares of the company to be allotted and distributed, and credited as fully paid up, to and amongst such members in the proportion aforesaid.

MEMBERS

65. Every person who is subscriber to the memorandum and Articles and/or who intends to be or becomes a member of the Company shall, subject to provisions of any Law in force, be bound by the provisions of Memorandum and Articles of the Company and any matter of dispute arising between the company and any such person as regards mutual rights, obligations or otherwise shall be subject to the jurisdiction of the court having jurisdiction over the registered office of the company in respect to the disputed matter.

BUY BACK OF SHARES

66. Subject to in full compliance of the requirements of Section 77A, 77AA and 77B, of the Companies Act, 1956 or corresponding of any re-enactment thereof any Rules and Regulations as may be prescribed by the Central Government, or any other appropriate authority in this regard, either the Company in General Meeting may, at any time and from time to time, by Special Resolution authorise or their Board of Directors may itself approved and authorise buy-back of any part of the share capital of the Company fully paid up on that date.

CHIEF EXECUTIVE OFFICER OR CEO

67. Subject to the provision of the Act,
 - (1) A Chief Executive Officer or CEO may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit, and any Chief Executive Officer or CEO so appointed may be removed by the Board.

- (2) A director may be appointed a Chief Executive Officer or CEO.
68. A provision of the Act, or these regulations requiring or authorising a thing to be done by or to a Director and the Chief Executive Officer or CEO, shall not be satisfied by its being done by the same person acting both as director and as, or in place of the Chief Executive Officer or CEO.

ARBITRATION

69. All internal/external disputes of the Company relating to interpretation of Articles, among the shareholders vis-à-vis or between Directors, joint directors, Managing director shall be resolved subject to the provisions of the Indian Arbitration Act, 1940 as amended from time to time.

ACCOUNTS

70. a) The Board of Directors shall, from time to time, determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members (not being Directors).
- b) No member (not being Director) shall have any right of inspecting any accounts or books of account of the Company except as conferred by law or authorised by the Board of Directors or by the Company in a General Meeting.

AUDIT

71. a) The first Auditor of the Company shall be appointed by the Board of Directors within one month from the date of incorporation of the Company and Auditor so appointed shall hold office until the conclusion of the first Annual General Meeting.
- b) At each Annual General Meeting the Company shall appoint an Auditor to hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting.
- c) The remuneration of the Auditor shall be fixed by the Company in the General Meeting or in such manner as the Company in the General Meeting may determine, in case of an Auditor appointed by the Board of Directors his remuneration shall be fixed by the Board.
- d) The Board of Directors may fill any casual vacancy in the office of the Auditor and while any such vacancy continues the remaining Auditors, if any, may act, but where such vacancy is caused by the resignation of the Auditors the vacancy may be filled up by the Company in a General Meeting.
72. If the company shall be wound up whether voluntarily or otherwise the liquidators may with the sanction of a special resolution, divide among the contributories in specie or kind any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the contributories or any of them, as the liquidators, with the like sanction, shall think fit.

SECRECY

73. No member shall be entitled to require or receive any information concerning the business, trading and customers of the Company beyond such information as to accounts and business of the Company as is by these presents or by the Act directed to be laid before the Company in General meeting.
74. Subject to the provisions of the Act every Director, manager, Auditor, Secretary, Treasurer, trustee, member of a Committee, Accountant, Agent Officer, Servant or other person employed in the business of the Company shall when required to sign a declaration pledging himself to observe a secrecy respecting all transaction of the Company with customers and the state of account with individuals and in matters relating thereto and in all technical matters concerning equipment and process and shall by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or the Auditors or by resolution of the Company in General Meeting or by Court of Law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained. Nothing herein contained shall effect the powers of Central Government or any officer appointed by the Government to enquire or to hold an investigation into the Company's affairs.
75. No members or other person (not being a director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or the Managing Director or, subject to article 41 to require, discover of or any information

respecting any detail of the trading of the Company or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to conduct of the business of the Company and which in the opinion of the Board or managing Director will be in expedient in interest of Company to communicate

RECONSTRUCTION

76. On any sale of the undertaking of the Company the Board or the liquidators on a winding up may, if authorised by a special resolution, accept fully paid or partly paid-up shares, debentures, or securities of any other company, whether incorporated in India or not other than existing or to be formed for the purchase in whole or in part of the property of the Company and the Board (if the profits of the Company permit) or the Liquidators (in a winding up) may distribute such shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit or property, otherwise than in accordance with the strict legal rights of the members or contributors of the Company and for the valuation of any such securities or property at such price and in such manner, as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by and valuation or distribution so authorised and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up such statutory rights (if any) of the Companies Act as are incapable of being varied or excluded by these Articles.

SEAL

77. The Directors shall procure a seal to be made for the safe custody thereof. The seal shall not be affixed to any instrument except by the authority of the resolution of the Board or a Committee of Directors. Every instrument or deed to which the seal is affixed shall unless the same is executed by a duly constituted attorney of the Company be signed at least by one Director in whose presence the seal is so affixed provided however, that shares certificates shall be sealed in accordance with the provision of the Companies (issue of shares Certificates) rules, 1960 as in force from time to time.

WINDING UP

78. If the Company shall be wound up and assets available for distribution among the members as such be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly may be losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively. If the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the shares held by them respectively. But this Articles is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
79. If the Company shall be wound up, whether voluntarily or otherwise the Liquidators may with the sanction of a special resolution, divide among the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the contributories or any of them, as the Liquidators, with the like sanction, shall think fit.

INDEMNITY

80. Every Director, Manager, Secretary or officer of the company or any person (whether an officer of the Company or not employed by the Company and person appointed as Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such director, Manager, Secretary, Officer, Employees or Auditor in defending any proceeding, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by the court.

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

Signature, Name, Father's name, Address, Description & Occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Name, Addresses, Description & Signature of Witness
<p>1. NIRANJAN KUMAR SINGH S/o. Sri Kanta Prasad Singh H. No. B/280, Viii. Bhuli 'B' Block P. O. Bhulinagar, Dist. Dhanbad Jharkhand-828104 Business</p>	<p>9000 (Nine Thousand)</p>	<p>I have Witness to Two Signatories</p> <p>ATUL KUMAR LABH Practising Company Secretary S/o. Sri Maheshwar Narayan Labh A. K. LABH & CO. Company Secretaries 40, Weston Street, 2nd Floor Kolkata-700013 C. P. No. 3238</p>
<p>2. KANTA PRASAD SINGH S/o. Rajdeo Singh 280 Bhulinagar 'B' Block Bhuli Nagar, Bhuli Police Station Bank More, Dhanbad-828104 Business</p>	<p>1000 (One Thousand)</p>	
TOTAL	<p>10000 (Ten Thousand)</p>	

Kolkata Dated the 11th day of January, 2011.