



सत्यमेव जयते

प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45201JH2013PTC000920

2012 - 2013

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

AMBARAM INFRA (INDIA) 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 सात जनवरी दो हजार तेरह को झारखण्ड में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45201JH2013PTC000920

2012 - 2013

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

Given at Jharkhand this Seventh day of January Two Thousand Thirteen.

Validity unknown
Digitally signed by
Registrar of Companies, Jharkhand
Date: 2013.01.07 10:44:44
GMT+05:30

Registrar of Companies, Jharkhand

कम्पनी रजिस्ट्रार, झारखण्ड

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

AMBARAM INFRA (INDIA) PRIVATE LIMITED
C/O BIRANCHI NARAYAN, JAINA MORE, P.S. JARIDIH,
BOKARO - 829301,
Jharkhand, INDIA



New Book

OK

(THE COMPANIES ACT, 1956)

(PRIVATE COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

AMBARAM INFRA (INDIA) PRIVATE LIMITED

- I. The Name of the company is AMBARAM INFRA (INDIA) PRIVATE LIMITED.
- II. The Registered Office of the company will be situated in the state of JHARKHAND.
- III. The objects for which the company is established are :--
 - (A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-
 1. To carry on the business of builders and contractors for constructions and erections of all kinds and descriptions like buildings, flats, apartments, structures, water tanks, waterways, runways or demolition of all such constructions or structures and to purchase, sell, develop, take in exchange or on lease, hire or otherwise acquire any real estate property including land, mines, building, factories, mills, houses, cottages, shops, depots, warehouses, mineral rights, concessions, privileges, licenses, easement or interest in or with respect to any property whatsoever for the purpose of the Company in consideration for a gross sum or rent or partly in one way and partly in the other or for any other consideration and to provide for the conveniences commonly provided in multiplexes, flats, suites and residential and business quarters.
 2. To construct, execute, undertake, carry out, run, establish, acquire, maintain, remodel, repair, rebuild, alter, develop, work, control, manage, take on lease, purchase or acquire any electricity generating stations, telecom infrastructures, roads, highways, bridges, hostels, clubs, tanks, schools, hospitals, restaurants, places of worship, amusement, cremation and burial grounds, sewage system, irrigation projects, parks, gardens, libraries, reading rooms, orchestra stands, pavilions, pony and rickshaw or other vehicle stand shops, garages, dairy farms or other works which the company may think appropriate and to contribute or otherwise assist or work in association with any other person in any of the above or other undertakings and do any other act for the purpose of construction, erection, demolition, removal, maintenance, improvement, administration, development, working, controlling or management thereof.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:--

1. To acquire by concession, grant, purchase, barter, lease, licence or otherwise, lands, buildings and/or machinery, farms, water rights and such other works, privileges and rights of all types.
2. To develop and turn to account any land acquired by the Company or in which it is interested, and in particular by laying out and preparing the same for building purpose, constructing, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
3. To erect upon the lands belonging to the Company and upon any other such lands or property which may be taken on lease or license by the company, factories, buildings, houses and erections as may be required for carrying out the objects of the Company and, in particular, equip the said buildings and/or factories with machinery, immunities and facilities.
4. To construct, maintain, improve, develop, work, run, control and manage any water works, gas works, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working running, control and management thereof for the welfare of the officers and employees of the Company.
5. To buy, sell, exchange, install, work, alter, improve import, or export and otherwise deal in all kinds of plant, machinery, wagons, rolling stock, apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on any of the businesses which the Company is authorized to carry on or are usually dealt in by persons engaged in such business.
6. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world any patents, patent rights, brevets de invention, trade marks, designs, licenses, protection, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.
7. To expend money in experimenting on and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, process or information of the Company or which the Company may acquire or propose to acquire.
8. To pay for any lands and immovable or movable estates and/or properties or assets of any kind acquired by the Company or for any services rendered or to be rendered to the Company and generally to pay or discharge any consideration to be paid or given by the Company in money or in shares whether fully paid-up or partly paid-up debentures or obligations of the Company, or partly in one way and partly in another or otherwise, however, with power to issue any shares either as fully paid-up or partly paid-up for such purposes.

9. To purchase, acquire and undertake the whole or any part of the business, goodwill, property, rights assets and liabilities, of any Company firm, Hindu undivided family or person carrying on or proposing to carry on any business similar to that of this Company or possessed of the property or rights suitable for any of the purposes of this Company.
10. To lease, let out or hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part of the undertaking of the Company or any land, business property, rights or assets of any kind of the Company or any shares or interest there in respectively in such manner and for consideration as the Company may think fit, and in particular for shares or debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
11. Subject to section 391 to 394 of the Companies Act, & M.R.T.P. Act, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person(s) or Company(s) or Government or corporation owned by the Central and/or State Government(s) carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in or to amalgamate with any other Company having objects altogether or in part similar to those of this Company and to guarantee the contracts of or otherwise assist or subsidize any such person or Company or government or corporation and to place, take or otherwise acquire, to be increased in, hold, sell, deal in and dispose of share, shares, stocks, debentures and other securities of any such Company.
12. To promote, form and register and aid in the promotion, formation of any Company or companies subsidiary or otherwise 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 or indirectly calculated to benefit this Company and to transfer to any Company any property of the Company and to be interested in or take, or otherwise dispose of shares debenture and other securities in or of any such Company and to subsidize or otherwise assist any such Company.
13. To pay all or any costs, charges or expenses, whatsoever preliminary, incidental or relating to the promotion, formation registration or establishment to this or any other Company or to the raising, subscription, issue, settlement or quotation in any stock exchange of any portion of the original or future share, loan or other capital of this or any other Company and to remunerate by commission, discount or otherwise any person or company for services rendered in placing or assisting to place any such capital debenture stocks or securities or obtaining or assisting or to obtain a settlement or quotation of the same in any stock exchange or for any services, preliminary, incidental, or relating to or in connection with the promotion, formation, registration, or establishment of this or any such other company and to charge any payment of remuneration aforesaid to capital or revenue account.
14. To buy and sell foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf, and generally to invest and deal with the moneys of the Company in or upon such securities and in such manner as from time to time be determined.
15. To enter into any arrangement for sharing profits, union of interest, co-operation, joint ventures, reciprocal concession, agency or otherwise with any person or with any company (whether promoted or formed by the Company or not) carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire (and whether by original application or otherwise) shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same.
16. To enter into any arrangement with any Government, Central, State, local or foreign or authority, supreme, municipal, local or otherwise, or body corporate, firm or person, that may seem conducive to the Company's objects or any of them, and to obtain from any such

Government authority, body corporate, firm or person, any concessions, grants, decrees rights, subsidies, loans, indemnities, sanctions, protection, charters, contracts, licenses, powers and privileges whatsoever, which the Company may think it desirable to obtain and to carry out, exercise and comply with the same.

17. To apply for, tender, purchase, or otherwise, acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
18. To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
19. To acquire from any person, firm or body corporate or unincorporated, whether in India or elsewhere, technical know-how, information, processes, engineering, manufacturing and operating data, plans, lay outs and blue prints or other types of prints useful for the design, erection and operation of plant or plants required for attaining the main objects of the Company and acquire any grant or license and other rights and benefits in connection therewith.
20. To borrow or raise money or to receive money on deposit under provision of section 58A of the Act and direction of RBI for the purposes of the Company, in such manner and upon such terms as may seem expedient, and to secure the repayment thereof and of moneys owing or obligations incurred by the Company, and to create, issue and allot redeemable or irredeemable bonds, mortgages or other instruments, mortgage debentures (such bonds or debentures being made payable to bearer or otherwise and issuable of payable either at par, premium, discount, or as fully paid), and for any such purposes to charge all or any part of the property and profits of the Company both present and future including its uncalled capital. The company shall not carry on a any chit fund business.
21. To negotiate loans for the Company or other persons or bodies, to lend moneys, securities and other properties, to draw, make, accept, issue, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, hundis, drafts, bills of lading, warrants, and other negotiable or transferable instruments, and all kinds of securities and to become sureties and guarantors for any such purposes but not to do any banking business as defined under Banking Regulation Act, 1949.
22. To invest in other than investment in Company's own shares and deal with the moneys of the Company not immediately required in any scheduled banks or in trust securities or deposit on interest with any body corporate/individual/firm or in such other manner as is beneficial to the Company.
23. Subject to section 100 to 105 of the Act, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of 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 by law.
24. To insure any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
25. To promote, carry on, maintain and develop, trade of all kinds and trade, industrial, commercial and financial relations of every kind and description in all matters connected with the main objects of the Company.
26. To make donations to such persons and in such cases, and either of cash or other assets, as may be thought directly or in directly conducive to any of the Company's objects, 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 or benevolent objects, or for any exhibition not being one intended to serve the cause of any political party or for promoting any political purpose or for any public, general or other object, and to aid in the establishment and support of associations for the benefit of persons employed by having dealings with the Company, and in particular provident, friendly or other benefit societies and

to grant any pension, either by way of an annual payment or a lump sum, to any officer or servant of the Company, or to his relatives or dependents.

27. To aid and support, pecuniary or otherwise, any person, association, body or movement, having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade concerning the objects or business of the Company or related interests.
28. To carry on any other trade, business or undertaking which may seem to the Company capable of being conveniently carried on in connection with any of the Company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property movable or immovable belonging to the company or in which the Company may be interested.
29. To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising through any audio-visual means, in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, any by granting prizes, rewards and donations or in any other manner considered suitable.
30. To arrange for the marketing and sale of the products and byproducts of the company and of such raw materials, goods and articles remaining in its possession as are normally necessary for carrying on the business of the Company but are not immediately required for use by it, and, for that purpose, either to establish its own shops, agencies or marketing organizations or to appoint selling agents and/or distributors (whether individuals, firms or bodies corporate) in any place in or outside India, to allot, specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay remuneration to such selling agents and/or distributors by way of such commission or in such other manner as the Company may deem fit.
31. To guarantee the performance of any contract or obligation of and the payment of money unsecured or secured of, or interest on any securities of, any company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the main objects of the Company or the interests of the shareholders.
32. To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund, or any special or other fund or account whether for repayment of redeemable preference shares, redemption of debentures or debenture stock, for special dividends, for equalizing dividends, for repairing, improving, extending and maintaining any part of the property of the Company and/or for any other purpose whatsoever.
33. 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.

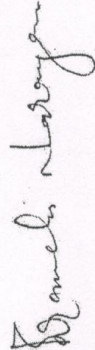
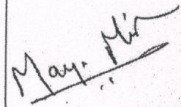

34. To provide employment opportunities to the educated unemployed persons by providing avenues for employment to suitable persons in the various fields of activities of the company and to provide for welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of house or by grant of money, pensions, allowances, compensation or other payments or from time to time, by creating and subscribing or contributing to provident fund and other funds, institutions or trusts and by subscribing or contribution towards place of instruction recreation, hospitals and dispensaries, medical and other assistance as the Company shall think fit.
35. To give on loan money to such person or persons, partnership firm or firms Hindu Undivided Family or families, or other company whether on security or otherwise, as may be conducive to the interest of company but not connected to Banking business as defined under Banking Regulation Act, 1949.
36. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the Company in any person or persons or company on behalf of or for the benefit of the Companies and with or without and declared trust in favour of the Company.
37. To distribute as dividend or bonus among the members or to place reserve or otherwise to apply, as the Company may, from time to time, think fit, any money received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of on forfeited shares, and moneys arising from the sale by the Company of forfeited shares, subject to the provisions of the Companies Act, 1956.
38. To send out to foreign countries, its directors, employees or any such person or persons for investigating possibilities of any business or for procuring and buying any machinery or establishing trade connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.
39. To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise in connection with the main business of the Company.
40. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others and either by or through agents.
41. To agree to refer to arbitration any dispute, present or future between the Company and any of the company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign systems of law.
42. To take into consideration and approve and confirm all acts, deeds or things that may be done or entered into promoters of the company and further to enter into any arrangements, agreements or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in connection with formation of the company.
43. To do such other things as may be considered as incidental or conducive to the fulfillment of the main objects of the Company or any of them.

(C) OTHER OBJECTS:--

1. To carry on business as distributors, agents, traders, merchants, contractors, brokers, and otherwise deal in merchandise , goods, products and articles of all kinds including clearing agent, forwarding agents, licensing agents, general brokers and to carry on any kind of commercial , agency or auction business.
2. To carry on the business as importers and exporters of all commodities, goods , services and to act as import and export and to carry on the business as advisors, consultants, business consultants, indenting agents, sellers and purchasers of licenses, resale orders, permits and quotas entitlements and other financial advisory services.

3. To carry on the business of tourist and travel agents, running motor lorries, motor taxis, motor omnibuses, tanks, lorries, coaches, jeeps, trailers, trolleys and conveyances of all kinds and on such lines and routes as the company may think fit, transport agents, to transport passengers and goods and generally to do the business of common carriers and contractors, to arrange and operate tours and to facilitate traveling and provide for tourists and travelers, and of freight and passage brokers and representatives of airlines, steamship lines, railways and other carriers whether in India or abroad
 4. To carry on the business of cultivators, growers, manufacturers, millers, grinders, rollers, processors, cold stores, canners, preservers, refiners, bottlers, buyer, seller and dealer whether as wholesalers or retailers or as exporters or importers or as principals or agents in agricultural, vegetables, fruit products, herbs, medicines, flowers, drinks, fluids, and other preservable produces and processed foods, protein, health, instant goods of all kinds including baby and dietetic foods & cereals and to establish, improve, develop & run industries, projects enterprises or programmes for processing and preservation of agricultural produce, forest produce and products or pisciculture, sericulture, apiculture and of animal origin for purposes of increasing quality or availability or otherwise of goods and subsidiary foods in all their forms and variations either for export or consumption in the country and to carry on business of farmers, dairymen, milk contractors, dairy farmers, rice and flour milling, purveyors and vendors of milk and milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, cash crops and provisions of all kinds
 5. To carry on business as hoteliers, motellers, restaurant owners, sweet-meat merchants, refreshment room proprietors, refreshment contractors and own and run garages, shops stores, godowns, bars, refreshment room, cafeterias, restaurants and places for sale, custody, bailment, deposit or protection of the valuable goods and commodities.
 6. To carry on the business as house, land and estate agents and to arrange or undertake the sale, purchase of, advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers or vendors of and to manage lands, buildings and other property, whether belonging to the Company or not and to let any portion of any premises for residential, trade or business purposes, other private or public purposes and to collect rent and income and to supply to tenants and occupiers and others, refreshments, clubs public halls, messengers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry, conveniences, electric conveniences, garages and such other advantages thereof.
 7. To open, establish, manage, run, equip, control, maintain, undertake, transact and to carry on the business of General Merchants, Departmental Stores, Provisions and Commodities requisite for personal or house hold use, Chain Stores and agency business of all goods and merchandise.
- IV. The liability of the members is limited.
- V. The Authorized Share Capital of the Company is Rs.50,00,000 (Rs.Fifty Lacs only) divided into 5,00,000 (Five Lacs only) equity shares of Rs. 10(Ten) each. The Company will have the rights to increase and/or reduce its capital and divide its capital for the time being into shares of different classes and to attach to any such shares such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company in accordance with the provision of the Companies Act, 1956.

We several persons whose names and addresses are subscribed, below are desirous of being formed into a company in pursuance of this 'Memorandum of Association' and respectively agree to take the number of shares in the capital of the company set opposite our respective names :

Sl. No.	Name, Address, Description and Occupation of subscribers	Number of equity Shares taken by each subscriber	Signature of Subscriber	Names, Addresses, Description & Occupations of witnesses.
1.	<p>BIRANCHI NARAYAN S/O SADANANAD PRASAD ADDRESS: JAINA MORE BOKARO - 829301 JHARKHAND (BUSINESS)</p>	<p>25000 [TWENTY FIVE THOUSAND]</p>		<p>WITNESS TO ALL SIGNATORIES</p> <p> (MAYUR MISHRA) Chartered Accountant Mem. No. 411244</p>
2.	<p>ARADHANA D/O GOPAL PRASAD BARANWAL ADDRESS: C/O GANGA PRASAD BARANWAL, GANDHI ROAD, BEHIND BEKUNTH BHAWAN, DHANBAD - 826001 JHARKHAND (BUSINESS)</p>	<p>25000 [TWENTY FIVE THOUSAND]</p>	<p></p>	<p>G.K. SUREKA & CO. 2ND FLOOR, PUSHPA TOWER, BEHIND TRIKOOT APARTMENT, RADIUM ROAD, RAUCHI - 834001</p>
	TOTAL	50,000	[FIFTY THOUSAND SHARES]	

Dated: 26/12/2012

Place: BOKARO

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AMBARAM INFRA (INDIA) PRIVATE LIMITED

PRELIMINARY AND INTERPRETATION

1. The regulations contained in Table 'A' in the First schedule to the Companies Act, 1956 in so far as the same are applicable to a private limited company shall be the regulations of this Company save and except those hereinafter amended or substituted by articles hereunder set forth.
2. In these articles, unless there be something in the subject or context inconsistent therewith:-
 - (a) "The Act means the Companies Act 1956 as amended up to date.
 - (b) "The Company means **AMBARAM INFRA (INDIA) PRIVATE LIMITED**.
 - (c) "Board" means the Board of Directors of the company.
 - (d) "Dividend" includes bonus.
 - (e) "Memorandum" means the Memorandum of Association of the Company.
 - (f) "Articles mean the Articles of Association of the Company.
 - (g) "Seal" means the common seal of the Company.
 - (h) "The Registrar" means the Registrar of companies, Jharkhand.
 - (i) "Office" means the Registered office of the Company.
 - (j) "The Directors" means the Director for the time being of the Company.
 - (k) "The Managing Director" means the Managing Director for the time being of the Company.
 - (l) "Month" means the calendar month.
 - (m) Proxy includes attorney duly constituted under Power of Attorney.
 - (n) "Register means the Register of Members to be kept pursuant to section 150 of the Companies Act, 1956.
 - (o) Words importing the singular number also include the plural number and vice-versa.
 - (p) Word importing the masculine gender also includes the feminine gender.
 - (q) Person includes corporation as well as individual.
 - (r) In writing or written include printing Lithograph and other modes of presenting or reproducing words in a visible form.

PRIVATE COMPANY

3. 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.
 - (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 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 the shares of the Company is restricted in the manner and to the extent hereinafter appearing.
 - (d) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.
 - (e) The minimum paid up capital of company shall not be less than Rs. 1,00,000/- (Rupees One Lakh).

SHARE CAPITAL

4. The Authorized Share Capital of the Company is Rs.50, 00,000 (Rs.Fifty Lacs only) divided into 5, 00,000 (Five Lacs only) equity shares of Rs. 10(Ten) each.
5. Subject to rules and restrictions in the Companies Act, 1955 the Company shall have the power to increase or reduce the capital and to divide the share capital into several classes with rights, privileges or conditions as may be determined and to consolidate or sub-divide or re organize the shares and to vary such rights as may be determined in accordance with the regulations of the Company. The Company may issue preference shares which shall or at the option of the Company shall be, liable to be redeemed, subject to the provisions of the Companies Act, 1956.
6. Subject to the provisions of the Act and these Articles the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons in such proportions and on such terms and conditions and either at a premium or at par a discount and at such times as they may from time to time think fit and proper.
7. The Directors may allot and issue shares in the capital of the company as payment or part payment for any property, goods or machinery supplied, sold or transferred or for services rendered to the company in or about the formation or promotion of the company or the conduct of its business and any shares so allotted may be issued as fully paid up or as partly paid up shares.

TRANSFER AND TRANSMISSION OF SHARES

8. A share may be transferred whether for consideration either in cash or in kind or otherwise by a shareholder or any other person entitled to transfer the same to any other shareholder selected by the transferor or to his wife or any of his heirs or lineal male ascendants or descendants of any shareholder. No shareholder will be entitled to transfer his shares or any portion thereof to any person other than those mentioned above.
9. Subject to the restrictions laid down in these articles, the share of the company shall be transferred by the holders of shares only with the consent of the Board in writing. The Board, on being informed by a member by a letter intimating his desire to sell a part or whole of his holding, shall circulate copies of such letter among the share-holders of the company asking them to offer to purchase the shares at their fair value. In case none of the shareholders of the Company are prepared to purchase the same, the shares may be transferred to a persons who is not a member, selected by the transferor and approved by the Board as on whom it is desirable in the interest of the company to admit the membership
10. In case any difference arises between the proposing transferor and the purchasing member as to the fair value of shares, the Auditors of the company shall on the application of either party certify in writing the same which in their opinion is the fair value and such sum shall be deemed to be the fair value and in so certifying the Auditors shall be considered as experts and not as arbitrators and accordingly the Indian Arbitration Act, 1940 shall not apply.
11. Subject to the provision of section 111 of the Act, the Board of Directors may refuse to register any transfer of shares (a) where the company has a lien on the share and (b) the Directors may by resolution, refuse, registration of any transfer of shares to a person of whom they do not approve. If the Directors refuse to register transfer of a share, they shall within two months of the date on which the application for transfer was lodged with the company, give to the transferee and the transferor notice of the refusal.
12. The executors or administrators or the holder of a succession certificate issued in respect of the shares of a deceased member (not being one of several joint holders) shall be the only person whom the company shall recognize as having any title to the shares registered in the name of such member and in case of the death of any or more of the joint holder of any registered shares the survivor or survivors shall be the only person or persons recognized by the company as having any title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Provided nevertheless that in any case where the Directors in their absolute discretion, think fit, it shall be lawful for the Directors to dispense with the production of probate or letters of Administration or a Succession Certificate or such other legal representation upon such terms (if any) as to indemnify or otherwise as the Directors may consider or desirable.

GENERAL MEETING

13. All General Meetings other than Annual General Meeting shall be called Extraordinary General Meeting.
14. Subject to the provisions of Section 169 of the Act. The Board may whenever it thinks fit, convene an Extra-ordinary General Meeting.
15. Save as therein otherwise provided, two persons personally present shall be a quorum for a general meeting and no business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
16. Subject to any rights or restrictions for the time being attached to any shares on a show of hands every member present in person shall have one vote. The voting right of every member present in person or by proxy shall be in proportion to his share in the paid up capital of the Company. No member personally present shall be entitled to vote on a show of hands unless such member is body corporate present by a representative duly authorized under Section 187 of the Act.
17. No member shall be entitled to be present or to vote on any question at any General Meeting or be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such member.
18. General Meeting shall be convened on not less than seven days' notice to the members and the auditors of the Company specifying the place, day and hour of the meeting with a statement of the business to be transacted at the meeting. The accidental omission to give any such notice to or non-receipt of any such notice by any member shall not invalidate the proceedings of the general meeting.

A general meeting with the consent of all the members may be called on by a shorter notice or in such manner as the members think fit.
19. An explanatory statement in respect of special business under Section 173 of the Act need not be annexed or sent with any notice of any general meeting.

DIRECTORS

20. Until otherwise determined by the Company in the general meeting the number of Directors shall not be less than two or more than eleven.
21. The following persons shall be the first Directors of Company:
 - (1) BIRANCHI NARAYAN
 - (2) ARADHANA

22. The Directors of the Company shall not be required to hold any qualification shares in the Company.
23. The Directors shall not be liable to retire from their office by rotation.
24. In accordance with the provisions of Section 313 of the Act, the Board shall have power to appoint alternate Director(S). An alternate Director(S) need not hold any qualification shares.
25. In accordance with the provisions of Section 260 of the Act, the Board shall have power to appoint Director(S).
26. The remuneration of each of the Director (S) including Managing Director shall be determined by the Board of Directors from time to time. Until such remuneration is determined the Directors including the Managing Director shall be paid a sum of Rs.250/- for each meeting of the Board of Directors attended by them and the directors including the Managing Director shall also be paid all traveling, hotel and other expenses incurred by them in attending and reporting for meeting of the Board or general meeting of the Company or in connection with the business of the Company.
27. If any Director being willing is called upon to perform extra services or to make any special exertions for the purpose of the Company or in giving special attention to the business of the Company may remunerate such Director either by a fixed sum or at a percentage of profit or otherwise subject to Section 314 of the Act.
28. The continuing Director (S) may act notwithstanding any vacancy in their body but if their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Director(S) may act for the purpose of increasing the number of Director(s) to that fixed for the quorum or for summoning a general meeting of the Company and for no other purpose.
29. The company may, by ordinary resolution, of which special notice has been given in accordance with the provisions of section 190 of the act, remove any Director including the Managing Director if any, before the expiration of the period of his office notwithstanding anything contained in these regulation or in any agreement between the company and such Director. Such removal shall be without prejudice to any contract of service between him and the company.
30. If a Director appointed by the company in general meeting, vacates office as a Director before his term of office is due to expire in the normal course, the resulting casual vacancy may be filled up by the Board, at a meeting of the Board, but any person so appointed shall retain his office only so long as the vacating Director would have retained the same if the vacancy had not occurred, provided that the Board may not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under article 32.
31. Subject to the provisions of section 297 and 299 of the Act, no Director shall be disqualified by his office from contracting with the Company, nor shall any such contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director contracting or being so interested be liable to account to the company for any profit realized by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established, but it is declared that the nature of his interest must be disclosed by him/her at the meeting of the Directors at which the contract is determined if his interest then exists, or in any other case at the first meeting of the Directors after he/she acquires such interest.

32. If at any time the company obtains any loans or any assistance by way of guarantee or otherwise from any contract or arrangement with any financial institution or corporation or Government or any Government Body or Bank where by the institution subscribes for the issue of the company's shares or debentures or provides any assistance to the Company in any manner whatsoever and it is a term of the relative loan, assistance, or contract or arrangement that institution shall have the right to appoint one or more Director or Directors to the Board of the company then subject to the provisions of section 255 of the act and subject to the terms and conditions of such loan, assistance, contract or arrangement, the institution shall be entitled to appoint one or more Director or Directors, as the case may be to the Board of the company and remove from office any Director so appointed and to appoint another in his place or in the place of a Director so appointed who resigns or otherwise vacates his office. Any such appointment or removal shall be made in writing and shall be served at the office of the company. The Director or Directors so appointed shall neither be required to hold any qualification share nor be liable to retire by rotation and shall continue in office for so long as the relative loan, assistance, contract or arrangement as the case may be, subsists or as long as the institution holds any shares of the company in terms thereof.

PROCEEDINGS OF BOARD MEETING

33. The Directors may meet together as for the dispatch of business from time to time and shall so meet at least once in every three months and at least four such meetings shall be held in every year and they may adjourn or otherwise regulate their meetings and proceedings as they may think fit.
34. Subject to the provisions of Section 287 of the Act, the quorum for a meeting of the Board of Directors shall be two Directors or one-third of the total strength whichever is higher. For the purpose of this Article an alternate appointed by a Director shall be counted in a quorum at a meeting at which the Director appointing him is not present.
35. The meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under the regulations of the Company or of the Act for the time being vested in or exercisable by the Directors generally.
36. Questions arising at any meeting of Directors shall be decided by majority of votes and in case of an equality of votes the Chairman of the Board of Directors shall have a second or casting vote.
37. A resolution determined by majority without any meeting of Directors and evidenced by writing to have been circulated amongst all the Directors at their usual address in India shall be as valid and effectual as a resolution duly passed at a meeting of the Directors, subject to the provision of Section 289 of the Act.
38. If a meeting of the Board cannot be held for want of quorum then the meeting shall be adjourned to such day, time and place as the Director or Directors present at the meeting may fix.

POWERS OF DIRECTORS

39. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting.
40. (I) Subject to the provisions of the Act and these Articles but without prejudice to the general powers conferred by these Articles the Directors shall have power from time to time at their discretion to accept deposits from members of the Company either in advance of calls or otherwise and generally to raise or borrow money either from a bank or from elsewhere for the purpose of the Company, subject to the provisions of the Act and these Articles, the payment or repayment of any sum or sums of money borrowed by the Company may be raised or secured in such manner and upon such terms and conditions in all respects as the Directors may think fit and in particular by the issue of debentures perpetual or redeemable, or any mortgage or charge or other security on the undertaking or on the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.
- (II) Subject to the provisions of the Act and these Articles, any debenture, or other securities may be issued at a discount, premium or otherwise and with any privileges and conditions as to redemption, drawing, allotment of shares and otherwise.
41. The Board shall have power at any time and from time to time, to appoint any person as a Director as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting of the Company and shall then be eligible for re-election.
42. Subject to section 292 of the Act, the Directors shall have the right to delegate any of their powers to such managers, agents or other person as they may deem fit, and may at their own discretion revoke such powers.
43. The Board of Directors shall have powers for the engagement and dismissal of managers, engineers, assistants, clerks and other employees and shall have power of general discretion, management and superintendence of the business of the Company with full powers to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the company, and to make and sign all such contracts and to draw and accept on behalf of the company all such bills of exchange, hundies, cheque, drafts and other Government papers and instruments that shall be necessary, proper or expedient, except only such of them as by the Act or by these presents are expressly directed to be exercised by shareholders in the general meeting.
44. The Board shall have power to pay the costs, charges and expenses, preliminary and incidental, to the promotion, formation, establishment and registration of the company and shall also pay to the promoters all costs and charges they may have incurred in acquiring properties, machineries or other rights which company may take over from them.

MANAGING DIRECTOR

45. The Board of Directors may appoint one or more of their body to be the Managing Director or Managing Directors or whole time Director or whole time Directors of the Company either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office on such terms as they deem proper and may from time to time subject to the provisions of any contract between the Company and him or them, remove or dismiss him or them from office and appoint another or others in his or their place or places.
46. The remuneration of the Managing Director or Managing Directors or whole time Director or whole time Directors shall subject to the provisions of any contract between the Company and him or them, be from time to time fixed by the Directors and may be by way of fixed salary or commission and/or in any other mode and may be in addition to the remuneration for attendance at the Board meetings and any other remuneration which may be provided under any other clause.
47. The Directors may from time to time subject to the provisions of the Act entrust to or confer upon the Managing Director or managing Directors or whole time Director or whole time Directors for the time being such of the powers exercisable by the directors under these presents or by law as they may think fit and confer such powers for such time and to be exercised for such objects and purposes and with such restrictions as they may think expedient and they may confer such powers either collaterally with or to the exclusion of or in the substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

MANAGER OR SECRETARY

48. Subject to the provision of Act, any manager Secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit and any Manager or Secretary so appointed may be removed by the Board.

ACCOUNTS AND AUDIT

49. The Board shall cause proper books of accounts to be maintained as required under Section 209 of the Act.
50. The Directors shall have power to amend the audited accounts of the company of any financial years which have or have not been laid before the Company in a general meeting if they consider it necessary and in the interest of the Company. All such amendments shall along with the comments of the auditors of the Company thereon be laid before the company in a general meeting held for the first time after such amendment for consideration and approval by the members of the Company.

51. Subject to the provisions of Section 209 of the Act, the Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors.
52. No member (not being a Director) or any other person shall have any right of inspecting any account books or documents of the Company except as conferred by law or authorized by the Board or by the Company in general meeting.
53. Auditors shall be appointed and their duties and power shall be regulated in accordance with the provisions of Section 224 to 231 of the Act.

DIVIDENDS AND RESERVES

54. The Company in General Meeting may subject to the provisions of Section 205 of the Act declare dividends, but no dividend shall exceed the amount recommended by the Directors.
55. The board may from time to time pay to the members such interim dividends as appear to the Board to be justified by the profit of the Company.
56. The Directors may deduct from any dividend payable to any member on or in respect of a share all sums of money, if any, presently payable by him to the Company on account of calls or otherwise.
57. The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as reserve or reserves which shall, at the discretion of the Board, be applicable, for any purpose to which the profits of the company may properly be applied. The Board may also carry forward any profits which setting them may think prudent not to divide, without aside as a reserve.
58. No dividend shall bear interest against the Company.

COMMON SEAL

59. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of the Board or of a committee of the Board authorized by it in that behalf and except in the presence of one Director or the Managing Director or such other person as the Board may appoint for the purpose who shall sign every instrument to which the seal of the company is so affixed in his presence.

SECRECY

60. Every Director, Manager, Auditor, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant, or other person employed in the business of the company shall observe strict secrecy respecting all transactions of the company with the customers and the state of accounts with individuals and in the matters relating thereto and shall not 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 as such or by any meeting or by a 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.
61. No Member shall be entitled to visit or inspect any works of the Company without the permission of the Directors to be required discovery of or any information respecting any details of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.


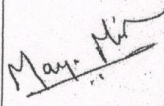
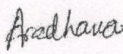
WINDING UP

62. If the Company shall be wound up either voluntarily or otherwise, the surplus assets, if any shall be applied first in repayment of the capital paid up on the shares and the excess, if any, shall be distributed amongst the members in proportion to their number of shares held by them respectively at the commencement of the winding up.
63. If the assets available for distribution shall be insufficient to repay the whole of the paid up capital then such assets shall be distributed in such a way so that as nearly as may be the losses shall be borne by the members in proportion to their capital paid up or ought to have been paid up at the commencement of winding up on the shares held by them respectively.

INDEMNITY

64. 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 any person appointed as auditor shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Manager, Secretary, Officer, Employee or Auditor in defending any proceedings civil or criminal in which judgment is in his favor 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 several persons whose names and addresses are subscribed, below are desirous of being formed into a company in pursuance of this Articles of Association, and respectively agree to take the number of shares in the capital of the company set opposite our respective names :

Sl. No.	Name, Address, Description and Occupation of subscribers	Number of equity Shares taken by each subscriber	Signature of Subscriber	Names, Addresses, Description & Occupations of witnesses.
1.	<p>BIRANCHI NARAYAN S/O SADANANAD PRASAD ADDRESS: JAINA MORE BOKARO - 829301 JHARKHAND (BUSINESS)</p>	<p>25,000 [TWENTY FIVE THOUSAND]</p>		<p>WITNESS TO ALL SIGNATORIES</p> <p> (MAYUR MISHRA) Chartered Accountant Mem. No. 411244</p>
2.	<p>ARADHANA D/O GOPAL PRASAD BARANWAL ADDRESS: C/O GANGA PRASAD BARANWAL, GANDHI ROAD, BEHIND BEKUNTH BHAWAN, DHANBAD - 826001 JHARKHAND (BUSINESS)</p>	<p>25,000 [TWENTY FIVE THOUSAND]</p>		<p>G.K. SUREKA & CO. 2ND FLOOR, PUSHPA TOWER, BEHIND TRIKOOT APARTMENT, RADIUM ROAD, RANCHI - 834001</p>
	TOTAL	50,000	[FIFTY THOUSAND SHARES]	

Dated: 26/12/2012

Place: BOKARO