


GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar West Bengal
Nizam Palace , 2nd MSO Building , 2nd Floor , 234/4, A.J.C.Bose Road , Kolkata -
700020, West Bengal, INDIA

FORM 16

[Refer Section 12(1)(b) of the LLP Act, 2008]

CERTIFICATE OF INCORPORATION

LLP Identification Number: AAE-3707

I hereby certify that CHALICE REAL ESTATE LLP is incorporated pursuant to section 12(1) of the Limited Liability Partnership Act 2008.

Given at West Bengal this Tenth day of July Two Thousand Fifteen.

Signature not Certified
CHALICE REAL ESTATE LLP
CIN: UAC18001WB2015LLP0000001

Registrar, West Bengal

Note: The corresponding form has been approved by DIP NARAYAN CHOWDHURY, Assistant Registrar and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 36(3)(ii) of the Limited Liability Partnership Rules, 2009. The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

Mailing Address as per record available in Registrar office:
CHALICE REAL ESTATE LLP
7th Floor, Gulmohr Co-operative Housing Society,, 6C, Middleton Street,,
Kolkata - 700071,
West Bengal, INDIA





प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U74999WB2011PTC161829

2011 - 2012

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

ADARSH HEIGHTS 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 उन्नीस अप्रैल दो हजार ग्यारह को मेरे हस्ताक्षर से कोलकाता में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U74999WB2011PTC161829

2011 - 2012

I hereby certify that ADARSH HEIGHTS 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 Nineteenth day of April Two Thousand Eleven.



(SWADHIN BARUA)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

ADARSH HEIGHTS PRIVATE LIMITED
16, GANESH CHANDRA AVENUE, 4TH FLOOR,
KOLKATA - 700013,
West Bengal, INDIA

(THE COMPANIES ACT, 1956)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ADARSH HEIGHTS PRIVATE LIMITED



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U74999WB2011PTC161829

2011 - 2012

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
ADARSH HEIGHTS 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 उन्नीस अप्रैल दो हजार ग्यारह को मेरे हस्ताक्षर से कोलकाता में जारी किया
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Form 1
Certificate of Incorporation

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Given under my hand at Kolkata this Nineteenth day of April Two Thousand Eleven.



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उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

ADARSH HEIGHTS PRIVATE LIMITED
16, GANESH CHANDRA AVENUE, 4TH FLOOR,
KOLKATA - 700013,
West Bengal, INDIA

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ADARSH HEIGHTS PRIVATE LIMITED

- I. The name of the Company is ADARSH HIGHTS 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:
- (A) The Main Objects for which the company is established are:
1. To carry on business as owners, builders, developers, contractors, traders consultants and maintainers of residential and commercial premises and all kinds of immovable properties including land.
- (B) The Objects Incidental or Ancillary to the attainment of the Main Objects of the Company are:
1. 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.
Construct and superintend buildings, offices, structures
 2. 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.
Import and purchase of machinery
 3. 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 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.
Purchase lease exchange-of property etc.
 4. To acquire from any person, firm or body corporate or unincorporated, whether in India or elsewhere technical information, know-how processes, engineering and operating data, plants, layouts and blue prints, useful for the design, erection and operation of plants, machineries or apparatus required for
Technical information and know-how

attaining the main objects of the Company and to acquire any grant or licence and other rights and benefits in connection therewith.

- Carrying on of other business* 5. To do other things ancillary to main business that may seem to the Company capable of being conveniently carried on in connection with the main objects or calculated directly or indirectly to enhance the value of or render profitable to any of the Company's property or right of which it may be advisable to undertake with a view to improving, developing, rendering, valuable or turning to account any property, real or personal, belonging to the Company or in which the Company may be interested and to do all or any of the above things, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with other and either through agents, sub-contractors, trustees, or otherwise.
- Disposal of undertaking and property of Company* 6. To sell, exchange, mortgage, let on lease, royalty or tribute grant licenses, easements, options and other rights over and in any other manner deal with or dispose off the whole or any part of the undertaking, property, assets, rights, and effects of the Company for such consideration as may be thought fit & in particular for stocks, shares, whether fully or partly paid-up, or securities of any other Company.
- Payment for property and services* 7. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them of shares or securities of the Company as paid-up in full or in part or otherwise.
- Advances deposits and loans* 8. To lend and advance money, either with or without security and give credit to such persons or (including government) firms, companies, individuals, etc. and upon such terms and conditions as the Company may think fit and not to carry on any chit-fund activities.
- Commercial obligations* 9. To undertake financial and commercial obligations, transactions and operations for achievement of the main objects of the Company.
- Guarantee and surety* 10. To guarantee performance of any contract or obligations of and the payment of money unsecured or secured of and interest on, any debentures, debenture stock or securities of any company corporation, firm or person in any case in which guarantee may be considered likely, directly or indirectly, to further the main objects of the Company to and in the above context to act as Sureties.
- Investment* 11. To invest any moneys of the Company in such investments (excluding own shares or stock in the Company) as may be thought proper.
- Borrowing* 12. 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.
13. To draw, make accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other *Negotiable instrument*

negotiable or transferable instruments or securities.

14. To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d'invention, trade marks designs, licenses, protections, concessions and the like conferring an 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 purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit of the Company and to use exercise develop, grant licenses or privileges in respect of or otherwise turn to account the property, rights and information acquired. *Patents, etc.*
15. To expend money in experimenting on and testing and in improving or seeking to improve any patents rights, invention, discoveries, process or information of the company or which the company may acquire or propose to acquire. *Improvement of patents and other rights*
16. 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. *Research laboratories colleges and provision of lecture*
17. To acquire and undertake all or any part of the business property & liabilities of any person or company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly benefit the company in India or outside. *Acquire and undertake business*
18. To procure the registration or recognition of the company in or under the laws of any place outside India and to open branches of the Company at any place whether in India or outside India. *Registration of Company outside India*
19. 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. *Promotion*
20. 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. *Amalgamation and Partnership*
21. To enter into any arrangements and to take all necessary or proper steps with Government or with other authorities supreme, national, local, municipal or *Governments and other*

otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose directly or indirectly carrying out the objects of the company or effecting any modifications in the constitution of the company or furthering the interest of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly, or indirectly to prejudice the interests of the company or its members, promoter and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the Company or its members & to promote or assist the promotion whether directly or indirectly, of any legislation which may appear to be in the interest of the company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the company to obtain from any such Government authority or any Company by lawful means any charters, contracts, decrees rights, grants loans, privileges or concessions which the Company may think fit desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.

concessions and to promote and oppose legislation

22. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction of works of art or interest, by publication of books, pictures and periodicals and by granting prizes, awards and donations or in such other manner as the Company may deem desirable.
23. To undertake and execute any trust, the undertaking of which may seem to the Company, desirable, and either gratuitously, or otherwise and vest any real or personal property rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and without any declared trust in favour of the Company.
24. To apply the assets of the company in any way in or towards the establishment, maintenance or extension, of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including an association, institution or fund for the protection of the interest of masters, owners and employees against loss by bad debts, strikes combinations, fire accidents, otherwise or for the benefit of any clerk, workman or others at any time employed by the Company or any of its predecessors in business or their families of dependents and whether or not in common with other person or classes of persons and in particular or friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refectories, dining and recreation rooms, churches, chapels, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for purpose whatsoever.
25. To aid, pecuniary or otherwise any association, body or movement having for an object of the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion to industry or trade.
26. Subject to the provisions of the Companies Act, 1956 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject to the compliance of Central and State laws.
27. To establish and maintain procedure for the establishment and maintenance of

Publicity

Trusts

Establishment of association connected with company or for benefit of employees of company

Aid to labour and other industrial associations

Donations

Provident

*fund
Institution*

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.

*Distribution
in specie*

28. Subject to the provision of any law for the time being in force distribute amongst the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the company in the event of winding-up.

*Programs for
rural
development,
social and
economic
welfare etc.*

29. 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.

*Promotion and
growth of
national
economy etc.*

30. 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 Fund as the Directors may approve.

31. To buy, sell, purchase, repair, alter, improve, exchange let out on hire import, export and deal in all factories, works, plant, machinery tools utensils appliances, apparatus, products, materials, substances articles and things, capable of being used in any business which this Company is competent to carry on or which may seem capable of being profitable to deal with in connection therewith and to, experiment with, render marketable and deal in all products or residual and by products incidental or to obtain in any of the business carried on by the Company and to do all such other things as may be deemed incidental or conducive to the attainment of the main objects of the Company or any of them. *To do all things incidental*
32. To do all such other things as may be deemed incidental or conducive to the attainment of the above or any of them. *To do all things incidental*

(C) Other Objects

1. To set set up, develop and manage integrated townships including housing, commercial premises, hotels, resorts, city and regional level urban infrastructure facilities such as roads and bridges, special economic zones.
2. To carry on the business of general contractors, builders, developers, engineers, architects, designers in all the respective branches and to make and enter into any contracts in relation to and to construct, erect, alter, improve, repair, pull down, restore, maintain, either alone or jointly with any other company or persons, works of all description on immovable properties of all sorts and kinds and to generally carry on all business in connection with building developing and civil construction works of all kinds.
3. To carry on business as owners, builders, colonizers, developers, promoters, proprietors, lessors, civil contractors and maintainers of residential buildings, bungalows, flats, colonies townships, commercial premises such as offices, shopping malls, hotels, resorts, industria buildings, mills and factory buildings, workshop buildings, cinema houses, hospitals, educational institutions like schools and colleges, recreational facilities, city and regional level infrastructure and in the process, purchase, take on lease or otherwise acquire and hold land and buildings along with all interest therein, whether residential or commercial or agricultural, whether free hold or lease hold, whether urban or rural or of any other tenure or description and wherever situated, for construction, development and maintenance thereof and in the process, enter into any contracts or agreements or arrangement with builders, property owners, individuals, Hindu undivided families, companies, trusts, societies and other associations or persons.
4. To develop, construct, build and/or to alter, decorate, plan, layout, erect, furnish, improve, repair, renovate, hire, set, transfer, mortgage, charge, assign, let, sublet, lease, sub-lease all types of lands, plots, buildings, bungalows, quarters, offices, flats, clubs, resorts, houses, structures, estates and immovable properties whether freehold or leasehold of any nature and description and where-ever situated for a gross sum or rent (or partly in one or the other) or any other consideration.

To construct, rebuild, alter, improve, enlarge, renovate, modernize, repair or

5. work up to any or all kinds of immovable. properties including and, buildings, houses, farms, hotels, factories, Industries, bridges, roads, highways, tunnels, reservoirs, darns and to do all that is normal in the business of civil construction works of all kind.
6. To acquire by lease, exchange, ownership, purchase, hire rent or otherwise, acquire deal in construct let out furnish and carry on all or any of the function of proprietors of dwelling house, lands and buildings, shops apartments, flats and immovable properties of all kinds or tenure or any apartments, flats and immovable properties of all kinds or tenure or any interest in the same and to develop, turn to account, construct, execute undertake maintain remodel, build, erect, demolish, repair, alter, re-erect or do any work, furnish any building or buildings scheme, part of any building hotels, clubs, colonies, complexes, apartments, markets, tanks, schools, hospitals, restaurants, baths place of amusements, works which the company may think appropriate and useful in this behalf and to carry on the business as proprietors of flats and buildings and to sell, let on hire, rent lease, give on hire purchase or out-right sale basis or otherwise apartments therein on such terms and conditions as the Company may think fit and to finance or assist in financing the sale of house, building, flats, either furnished or otherwise by way of hire purchase or deferred payment or outright purchase or any other mode and to finance the sale and maintenance of any such property agent, builders contractors, architects, planners and developers, decorator, furnish and maintain buildings works and sanitary conveniences of all kinds to lay out roads, drainage pipes, water pipes and electric installation and to set apart land for flower gardens and recreation grounds otherwise improve the land or any part thereof and to act as brokers, consultants, promoters, engineers, architects, contractors, draughtsmen, interior decorators, investors, and generally to deal in immovable properties of all descriptions and tenures by purchase and sale or otherwise as may be necessary of thought proper.
7. To carry on the business of traders, importers, exporters, consignors, consignees, principal owners, agents, factors, buyers, sellers of and dealers in all kinds of textiles, fabrics, hosiery goods, yarn, nylon. Polyester, acrylic rayon, silk, linen, cotton, wool, staple, viscose, synthetic and any other fibre or fibrous material, whether synthetic, artificial or natural, textile substance, allied products, by-products, and substitutes for all or any of them whether carried on by Company or otherwise and to run general stores and departmental showroom for the said purpose and to undertake the business of tailoring and fabrication of garments.
8. To carry on in India or elsewhere business as manufacturers, producers, merchants, agents, sub-agents, brokers, distributors, canvassers, identors, consignors, carriers, consignees, transport agents, dealers, traders, depot managers, importers and exporters in all kind of merchandise, commodities articles, things and goods and run general stores & departmental showroom for the said purpose and to undertake the business of tailoring and fabrication of garments and to act as clearing agent freight contractors, licensing agents, general brokers and to carry on any kind of commercial business.
9. To carry on the business of, printing, spinners, processors, weavers, producers, bailers, pressers and/or manufacturers of goods and products from jute, jute cuttings, jute rejections, hemp, cotton, wool, silk, synthetic fiber/materials, all types of blended fibers and materials and all other fibrous materials, hides and skins and the manufacture, production and/or cultivation thereof and the

business of buyers, sellers, traders, exporters, importers, consignors, consignees, principals and/or agents of and dealers in fashion wear items furnishings and to act as fashion designers.

10. To carry on the business of manufacture, producers, processors, traders, importers, exporters, consignors, merchants, brokers, consignees, principal owners, agents, wholesalers, retailers, combbers, job work, scourers, finishers, dyers, drapers, cutters, commission agents, assemblers, refiners, packers, distributors, tailoring & fabrication work, factors, buyers, sellers of and dealers in all kinds of garments, textiles, fabrics, hosiery goods, yarn, nylon, polyester, acrylic rayon, silk, linen, cotton, wool, staple, viscose, synthetic and any other fiber or fibrous material, whether synthetic, artificial or natural, textile substance, allied products, accessories, by-products, and substitutes for all or any of them and to treat and utilize any such manufacture, product or process whether carried on by Company or otherwise and to open and operate showrooms, run general stores and departmental showroom or any other outlet for consumable goods for the said purpose and to undertake the business of tailoring and fabrication of garments.
11. To establish, set up and run hotels, motels, guest houses, marriage halls, exhibition halls, holiday resortes, inns, restaurants, fast food centers, pizzerias, ice-cream parlours, departmental stores, cash and carry stores, retail stores, amusement and recreation centers, saloons, libraries, cold storages, clubs and to act as boarding and lodging house keepers and manufactures of ice-creams, aerated, minerals and artificial water and other drinks, purveyors and caterers.
12. To undertake and carry on the trade and business of shippers, ship owners, ship brokers, underwriters, ship managers, tug owners, shipping agents, loading brokers, freight contractors, carries by land and water, transport, haulage and general contractors, barge owners, lighter men, dredgers, railway and forwarding agents, refrigerators, store keepers, ship store merchants, warehousemen, wharfingers, pier and landing stage owners, ship breakers, manufacturers of and dealers in rope, tarpaulin, life saving appliances, ship machinery and engines, nautical instruments and ship's rigging gear, fittings and equipments, of every description, importers of ships and marine equipment of all description and to carry on the same business and other ancillary business either as principals or as agents or on commission basis or otherwise.
13. To carry on business of financing industrial enterprises, investments, trading and providing or arranging finance for individuals, firms, companies, or other persons either by creating charge on assets of borrowers or otherwise, by way of loans deposits, short term loan, equity participation, venture capital to technocrat, venture seed capital, deferred payments, hire purchase, leasing and/or renting business relating to all kinds of machinery, plant, equipments, ships, vehicles, aircraft, rolling stock, factories, durables, industrial, commercial and household goods, moveable and immovable property with or without security anywhere in securities, indemnities and securities, provided that the Company shall not carry on banking business as defined in the Banking Regulation Act 1949.
14. To deal in Computer Software, Hardware, Computer Stationeries, and other items related directly or indirectly to computer, to provide computer consultancy, computer site preparation, networking services and any other services related to computer i.e., Accounting, project report, market survey, system development, MIS, to give computer on lease, provide time in

computer, to provide consultancy and services in installation of computer system, computerizing any area or system in all types of industries and concerns whether situated in India or elsewhere.

15. To engage in publishing information on the computer, connected by modems and/or to the internet, run a Bulletin Board Services, run a Web Information Server, host home, pages for clients, rent or buy information to be hosted on the server, publish information on internet, CD-ROMs, paper or any other medium, set up servers in India and overseas, update information, form information provides, developed software for such purposes.
16. To carry on the business of manufacturers, producers, processors, traders, importers, exporters, consignors, consignees, principal owners, agents, factors, buyers, sellers of and dealers in all kinds of textiles, fabrics, hosiery goods, yarn, nylon, polyester, acrylic rayon, silk, linen, cotton, wool, staple viscose, synthetics and any other fibre or fibrous material, whether synthetic artificial or natural, textile sub-stances, allied products, by-products, and substitutes for all or any of them to treat and utilise any waste arising from any such manufacture, product or process whether carried on by Company or otherwise.
17. To carry on the business in India and elsewhere as manufacturers, assemblers, designer, builders, sellers, buyers, exporters, importers, factors, agents, hirers and dealers of electronic goods, digital and analogue data processing devices and systems, electronic computers, mini & micro processor based devices & systems, office automation systems, electronic data processing equipments, central processing units, memory, peripherals of all kind control systems inds, data communication equipment and control systems, satelimotte communication equipments and systems, telephone exchanges, remote control systems, software of all kinds including machine oriented and/or problem oriented, software data entry devices, data collecting systems, accounting and involving machines intelligent terminal controllers, media solid state devices, integrated circuits, transistors, liquid crystals, liquid display systems, diodes, resistors, capacitors, transformers and all related and auxiliary items, and accessories including all components of electronics, hardware and appliances of any type and description.
18. To acquire by purchase lease, exchange or otherwise and to carry on the business of contractors, iron founders, iron and steel manufacturers, mechanical engineers, civil engineers, consulting engineers, project engineers, technical consultants and manufacturers of agricultural, industrial and other machines, rolling stocks, parts and accessories, fabricators, tool-makers, brass founders, metal-workers boiler makers, millwrights, machinists, iron and steel converters smiths, wood-workers, builders, metallurgists, electrical engineers, water supply engineers, chemical engineers, chemists, chemical and physical analysts and manufacturers, builders, contractors or pollution and energy saving and pollution control devices, machinery and such other items and to export, import, buy, sell, manufacture, repair, convert, alter, let on hire and otherwise deal in machinery, implements, rolling stock, hardware and scrap of all kinds.
19. To open and run cinema-house, studios or distribute motion films, video and audio cassettes and laser disc for the exhibition of films and to pruce, finance, exploit and deal in motion pictures, photo displays and to conduct and carry on in all their respective branches of the business of film producers,

manufacturers, licensors, licensees, printers, proprietors, hirers and dealers and agents, for films, of all and every kind and description, cinema equipments, photographic instruments and materials, entertainment electronic materials of every kind and descriptions and such other functions, operations and works which can be conveniently undertaken and carried out by persons in such business.

20. To establish, set-up design, construct, take over and run all kinds of hospitals, dispensaries, clinics, laboratories, medical centers, X-ray and scanning centers, pathological and all types of medical facilities, health clubs and to design, manufacture, import, export, buy, sell, manufacture, import, export, treat and deal in all kinds of pharmaceuticals, chemicals, medicines and hormones, herbals and essences.
21. To establish, maintain and operate shipping, air transport, and road transport services and all ancillary services and for these purpose or as independent undertakings, to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to own, work, manage, and trade with steam, sailing, motor and other ships, trawlers, drifters, tugs and vessels, and motor and other vehicles with all necessary and convenient equipment, engines, tackle gear, furniture and stores and to maintain, repair, fit out, refit, improve, insure, alter, sell exchange or let out on hire or hire purchase of charte or otherwise deal with and dispose of any of the ships, vessels, and vehicles or any of the engineers tackle, gear, furniture, equipment and stores of the company.
22. To carry on the business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires of and dealer in commodities of all kinds.
23. To act as travelling agents for railways, airways, roadways and shipping lines and to provide, arrange, organize and manage all related service including booking and reservations for hotels, transport, cinemas, recreation centers, theatres, operas, concerts, sports events, trade fairs, and all other facilities as are generally arranged or provided by the travel agents.
24. To carry on the business of 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, advice, manufacture and construct advertising devices and to publish or advertise the same through any media whatsoever.
25. To carry on the business as importers & exporters, manufacturers, buyers, sellers, traders, merchants, identors, brokers, agents, commission agents, assemblers, refiners, cultivators, miners, mediators, producers, packers, stockists, distributors, advisors, hire purchasers of & all kinds of rubberized cloth, food grains, dairy products, soap detergents, biscuits, surgical, diagnostics, medical pulses, leather & finished leather goods, leather garments, leather products, all related items in leather, electric and electronics components and goods, iron & steel, aluminium, mineral, ferrous and non-ferrous metal, stainless steel, jute and jute products, textile, cotton, synthetic, fibre, silk yarn, wool and woollen goods, handicrafts & silk artificial synthetic, readymade garments, design materials, timber garments, processors, printers, in all textiles goods, timber cosmetics, stationary, tools & hardware, pigments,

plastics & plastics goods, plastic granules, sugar, tea, coffee, paper packing material, chemicals, cement spices, grain, food grains, factory materials, house equipments, rubber & rubber products, coal, coal products & coalter, fertilizers, agriculture products, industrial engineering goods and equipments, office equipments, hospital equipments, railway accessories, medicine, sugar & sugar cane, automobile parts, building construction & materials, fur & fur made items, toys, building plans, consumer products, consumer durables, coal & coke, mica products, gems & jewellery, imitation jewellery, all kinds of battery, dry flowers & plants, printing, transportation & all other kinds of goods and merchandise, commodities and articles of consumption of all kinds in India or elsewhere.

26. 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, lighter men stevedores, ship repairers, aircraft repairers, ship builders, aircraft builders, engineering in all its branches, importers, exporters, forwarding agents, ice merchants, refrigerating storekeepers, warehousemen, wear fingers, and general traders.
 27. To manufacture, develop, improve, maintain, service, buy, sell, import, export, exchange and otherwise deal in all kinds of power supplies of general or any customized specifications and all kinds of computer and micro processors based systems, their parts, components and systems, computer hardware and accessories and related equipment, computer software, printed circuit board, mother board, computerized magnetic tapes, magnet drums, magnetic discs, magnetic cards, magnetic core, magnetic tools and buy, sell or otherwise deal in all kinds of computer hardware, software, their programmes and accessories including security systems.
 28. To invest in and acquire, hold, sell and otherwise deal in shares, debentures, whether partly or fully convertible bonds or non-convertible bonds, shares, units savings, certificates, commercial papers obligations whosoever constituted or carrying on the business and to acquire any such shares, stocks debentures, bonds etc. by original subscription, brought out deals, tender, purchase, exchange or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conducive or incidental to the ownership thereof.
 29. To establish, maintain and operate Special Economic Zone (SEZ), Industrial Parks, Residential townships, roads, bridges, flyover, infrastructure projects, Cinema Halls, Multiplexes etc and to act as consultants, agents, contractors for the same or to act on a BOT (Build Operate Transfer) basis.
 30. To do all such other acts, deeds or things as are incidental or conducive in the opinion of the Board of Directors to the above objects or any of them.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the company is Rs. 10,00,000/- (Ten Lac only) divided into 1,00,000 (One Lac Only) Equity Shares of Rs.10/- (Rupees ten) each with power to increase or reduce the same in accordance with the provisions of Companies Act, 1956 and to classify or reclassify the Share Capital.

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

Names, Address, Signatures, Description & Occupations of Subscribers	Number of Equity Shares to be taken by each Subscriber	Name, Address Descriptions and Occupation of Witness
<p style="text-align: center;">Sd/-</p> <p>1. BISHNU KUMAR AGARWAL S/o Chiranji Lal Agarwal 37A Gorcha Road 1st Floor, Flat No - 1B Kolkata-700019 BUSINESS</p>	<p>5000 (Five thousand only)</p>	<p>Witness to both the signatories Sd/- Priyanka Chhawchharia D/o Sri Lalit Kumar Chhawchharia 20L, Tolly Park, 6A, N.S.C. Bose Road, Kolkata-700040 Chartered Accountant Mem No. ACA-067546</p>
<p style="text-align: center;">Sd/-</p> <p>2. NARESH KUMAR AGARWAL S/o Chiranji Lal Agarwal 12 May Fair Road, 2nd Floor Kolkata-700019 BUSINESS</p>	<p>5000 (Five thousand only)</p>	
	<p>10000 (Ten thousand)</p>	

Place: Kolkata.

Dated : 18th day of April 2011

THE COMPANIES ACT, 1956
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ADARSH HEIGHTS PRIVATE LIMITED

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 exclude, modified or altered and are applicable to a Private Company shall apply to the Company.
2. Regulations No. 21, 22, 23, 26, 27, 28, 40, 42, 43, 49(2), 53, 64, 66, 84, 95, 98 and 99 of Table 'A' shall not apply to the Company.
3. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof.

"The Company" means the above named company.

The marginal notes are inserted for convenience and shall not affect the construction 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 of 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.

"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.

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

"In writing" and "Written" include printing & lithography and any other modes of representing or reproducing words in a visible form.

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

"Debentures" includes debenture stocks.

"Special Resolution" and "Ordinary Resolution" have the same meanings assigned there to be Section 189 of the Act.

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

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

PRIVATE COMPANY

*Private
Company
under Section
3(1)(iii)*

4. The Company is a Private Company, within the meaning of Section 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 the 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 purpose of this provision, where two or more persons hold one or more shares jointly in the Company they shall be treated as a single member.
- (c) The right to transfer the shares(s) of the Company is restricted in the manner and to the extent herein-after appearing.
- (d) The minimum paid up capital is Rs.10,00,000/- (Rupees Ten lac)
- (e) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

*Allotment of
Shares*

5. The Company shall have power to issue Preference Shares carrying a right to redemption out of profits which would otherwise be available for dividend or out of the 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 of the provision of Section 80 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.

SHARE CAPITAL

6. (a) The Authorised Share Capital of the Company shall be such amount and divided into such shares as may from time to time be provided under clause no. V. of the Memorandum of Association of the Company. *Share Capital*
- (b) The Share in the Authorised capital of the company for the time being shall be under the control of the Board of Directors who may by unanimous approval of all directors allot or otherwise dispose of the same or any of them to such persons including minor in such proportion & on such terms & conditions & either at a premium or at par or (subject to compliance with the provisions of Section 79 of the Act) at a discount and at such time as they may from time to time think proper and with full power to give to any person the option to call for or be at a premium being exercisable at such time and for such consideration as the Directors think fit.
- (c) The Company may, from time to time by ordinary resolution in general meeting increase the share capital of the company by such sum, to be divided into shares of such amount, as may be specified in the resolution.
- (d) The Company may, by special resolution, reduce, in any manner subject to the provisions of the Act:
- (i) its share capital
 - (ii) any capital redemption reserve account or
 - (iii) any share premium account
- (e) The company may by ordinary resolution:
- (i) Consolidate and divide all or any of its share capital into shares of larger amount than the existing shares
 - (ii) Sub-divide existing shares or any of them into shares of smaller amount than what is fixed by Memorandum
 - (iii) cancel any shares which at the date of passing of the resolution have not been taken by any person, and diminish the amount of its share capital by the amount of shares so cancelled.
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 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. *Transfer*
- (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.
- (c) The directors may, in their absolute discretion and without assigning

any reason thereof, decline to register any transfer of any share, whether or not it is a full paid-up share.

- (d) The Company shall be entitled to register any shares in the name of any minor person if fully paid up and allow the dividend thereof to be collected by such person as it deems the guardian of such minor shareholder.

*Directors/
Employees/
Share holders*

8. 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 to his shares or share 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 thereupon cause the name of the person nominated by the Board to be entered in the registrar 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 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.

Transmission

9. 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 there of that he sustains the character in respect of which he proposes to at 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 of Succession certificate and upon such terms as to indemnity or otherwise as the Directors may impose, be registered as a member himself of such share, 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 to such other person as aforesaid, it shall be subject to the same restrictions as those hereinbefore.

PROCEEDINGS AT GENERAL MEETING

*Notice for
General
Meeting*

10. (a) A general Meeting may be called by giving not less than 7 days clear notice in writing duly specifying the place, the day and the hour of the meeting, by registered post acknowledgement due to the persons entitled to vote there at 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 a right to vote at 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 resolutions.

11. (a) The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. *Adjourned Meeting*
- (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 the 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 be 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

12. Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two and not more than nine. *Number of Directors*
13. The subscribers to the Memorandum and Articles shall be the first directors of the Company: *First Directors*
14. The Board shall have power to appoint the directors generally and to appoint additional directors and to fill any casual vacancy upto the next annual general meeting. *Additional Directors*
15. Directors shall not be required to hold any qualification shares. *Qualification shares*
16. Directors shall be not liable to retire from office by rotation. *Retirement*
17. 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 date in which meetings of the Board are ordinarily held and such alternate director shall ipso vacate office if and when the absence director to the state or vacates his office as Director. *Alternate Directors*
18. 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 of 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 appointer and *Appointment by financial Institution*

served to the Company.

- Removal of Directors* 19. 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.
- Appointment of Directors* 20. The Company may, subject to the provisions of Section 284, appoint another person in place of Director removed from office under the immediately preceding Articles 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 his together with a notice in writing by the intended director or his willingness to be elected.
- Resignation of Directors* 21. 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.
- Management of the Company* 22. The management of the business of the Company shall be vested in the Board of Directors and the Board of Directors may exercise all such power 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 done by the Company in general meeting but subject, nevertheless, to the provision 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 regulations had not been made.
- Borrowing Powers of the Directors* 23. Subject to the provisions of the Act, the Directors from time to time at their discretion, raise or borrow from any director, member, person, firm, Company or bank any sums of money at interest and upon such interest and upon such security 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.
- Power to delegate authorities* 24. The Board of Directors shall have the power to delegate any of the power 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.
- Appointment by Power of Attorney* 25. The Directors may from time to time and at any time by power attorney appoint any Company, firm or person or body or person, whether nominated directly or indirectly by the directors to be attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those 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 powers 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 and such attorney to delegate all or of the powers, authorities and discretions vested in him.

26. 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. *Remuneration of Directors*
27. Each directors shall be entitled to be paid up of the funds of the Company for attending meetings of the Board or a committee thereof including adjourned meeting 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. *Sitting fees*
28. 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. *Remuneration of Directors*
- 2) In addition to the remuneration payable to them in pursuance of the Act or the Articles, the directors may be paid all travelling, hotel and other expenses incurred by them -
- a) In attending and returning from meetings of the Board of Directors or any committee thereof of general meetings of the Company including the adjourned meetings or
- b) In execution of their duties as Directors of the Company or in connection with the business of the Company.
29. In 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 be 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 may otherwise be entitled. *Remuneration for extra services*
30. 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, subject to the provisions of Section 314 of the Act. *Holding of any other office*
31. 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 Director whether whole or part-time employment of Company or not. *Commission to Directors*
32. The quorum for a meeting of the Board shall be one third of its total strength any fraction contained in that one-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. *Quorum of the meeting*
33. A resolution circulated amongst the Directors and signed by all the members of Board or committee thereof, in India or by majority of such of them as are 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. *Resolution by circulation*
34. Subject to the provisions 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, 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.

35. Regulations 67 to 70 and 73 to 80 of Table 'A' shall apply.

BORROWING POWERS

Borrowing powers

36. The Directors may, from time to time, at their discretion may 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 of such sum of sums or the financial arrangement in such manner and upon such terms and conditions in all respects 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 bonds, 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.

MANAGING OR WHOLETIME DIRECTORS

Power to appoint Managing Director or Wholetime Director

37. 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 o wholetime Directors of the Company, either for a fixed term 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.

To what provision he shall be subject

38. 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 Wholetime Director, as the case may be, if he ceases to hold the office of Directors from any cause.

Powers of Managing Director or Wholetime Director

39. Subject to the provisions of the Act and in particular to the prohibition and restriction contained in section 292 thereof the Board may, from time to time, entrust to and confer upon a Managing Director or Wholetime Director for the time being such of the powers exercisable under these present by the Board as may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions and with such restriction as it thinks fit, and the Board may from time to time, revoke, withdraw, alter or vary all or any of such powers.

SECRECY

General

40. No members 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 held before the Company in General Meeting.

41. Subject to the provisions of the Act, every Director, Manager, Auditor, Secretary, Treasurer, Trustee Members 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 accounts 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 a Court of Law or by the person to whom such matters relate except so far as may be necessary in order to comply with any of the provisions in these presents contained. Nothing herein contained shall affect the powers of Central Government or any Officer appointed by the Government to enquire or to hold an investigation into the Companies affairs. *Secrecy*
42. No member or other person (not being 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 of the managing Director or, Subject to Articles 41 to require discovery 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 a trade secret mystery of trade of secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board or Managing Director it will be inexpedient in interest of Company to communicate. *No Member to enter the premises of the Company without permission*

RECONSTRUCTION

43. On any sale of the undertaking of the Company the Board or the Liquidators on a winding up may, if authorised by 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 or the members, of 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) under Section 494 of the Act as are incapable of being varied or excluded these Articles. *Reconstruction*

SEAL

44. 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 a 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 share certificates *Seal*

shall be sealed in accordance with the provision of the Companies (Issue of share certificates) Rules, 1960 as in force from time to time.

CAPITALISATION OF PROFITS

- 45 The Company in General Meeting may upon the recommendation of the Board, resolve subject to the provisions of the Act-
- (a) (i) that it is desirable to capitalize any part of the amount for the time being standing to the credit of the Company's Reserve accounts or to the credit of the Profit and Loss Account or otherwise available for distribution.
 (ii) that such sum be accordingly set free for distribution in the manner specified in clause (b) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.
- (b) 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-
- (i) paying up any amounts for the time being unpaid on any shares held by such members respectively.
 (ii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (iii) below.
 (iii) 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.

WINDING UP

- Distribution of Assets* 46 If the Company shall be wound up and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that as nearly may be losses shall become 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.

- Distribution of Assets in specie* 47 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

- Indemnity* 48 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 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 persons, whose names and addresses and descriptions are subscribed below, are desirous of being formed into a Company in pursuance of this Article of Association and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names:

Names, Address, Signatures, Description & Occupations of Subscribers	Number of Equity Shares to be taken by each Subscriber	Name, Address Descriptions and Occupation of Witness
<p>1. Sd/- BISHNU KUMAR AGARWAL S/o Chiranji Lal Agarwal 37A Gorcha Road 1st Floor, Flat No - 1B Kolkata-700019 BUSINESS</p> <p>2. Sd/- NARESH KUMAR AGARWAL S/o Chiranji Lal Agarwal 12 May Fair Road, 2nd Floor Kolkata-700019 BUSINESS</p>	<p>5000 (Five thousand only)</p> <p>5000 (Five thousand only)</p>	<p>Witness to both the signatories Sd/- Priyanka Chhawchharia D/o Sri Lalit Kumar Chhawchharia 201, Tolly Park, 6A, N.S.C. Bose Road, Kolkata-700040 Chartered Accountant Mem No. ACA-067546</p>
	<p>10000 (Ten thousand)</p>	

Place: Kolkata.

Dated : 18th day of April 2011