

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

SHREE SIDDHI CONSTRUCTION PRIVATE LIMITED

I. The name of the Company is SHREE SIDDHI CONSTRUCTION PRIVATE LIMITED.

II. The Registered Office of 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 ON INCORPORATION:

i. To carry on the business of builders, contractors, engineers to layout develop construct, build erect demolish re-erect, alter repair, remodel or do any other work in connection with any building or building schemes.

ii. To engage in business of and investors in real estate for the benefit of its members, customers and general public and in particular of purchase, sale and trading of land and/or buildings and owning buying, selling, developing, hiring, letting subletting, maintaining, allotting, transferring, allotment, administering, exchanging, mortgaging, accepting lease tenancy or sub tenancy.

iii. To undertake and execute maintenance contracts for multistoried and other buildings, townships and other complexes of and in connection therewith.

B. Object incidental or ancillary to the attainment of the main objects:

1.

a. To build, construct, erect, improve, maintain, alter, enlarge, purchase, hire or otherwise acquire or provide any buildings, offices, or useful for the purpose or carrying out the above objects of the company and to purchase, take on lease or otherwise acquire lands

and hereditaments or any tenure, for the objects aforesaid, and to sell, lease or otherwise dispose of any property of the company.

- b. To equip machine shop or fabricating tools, machine parts, connectors, pins, etc, including installation or various machines like lathe machine, boring, shaping machine etc. and electroplating system.
 - c. To equip Electrical, Physical and chemical laboratories with different equipments for testing of incoming and outgoing materials to internal standard and national and international standards.
2. Subject to the provisions of the Act and directions issued by RBI to borrow or raise or secure the payments of money from any banks or any other person or persons for the purpose of the company's business in such manner and on such terms and with such right, powers and privileges as the company may think fit and particularly by issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligation or securities of the company with a view to mortgage or charge the undertaking and all or any of the uncalled capital for the time being of the company and to purchase, redeem or payoff any such securities, but not amounting to banking business as defined by the Banking Regulation Act, 1949.
 3. To guarantee the payment of money unsecured or secured by or payable under or in respect of share, promissory notes, bonds, debenture stock, contracts, mortgages, charges obligations or securities of any company or of any authority, supreme, municipal, local to otherwise and to guarantee the performance of the obligation of an interest or any stock, shares or securities except the business of banking company.
 4. To purchase and sell for any persons freehold or other house property, buildings or lands or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent.
 5. To purchase, acquire and undertake all or any part of the business property and liabilities of any business which this company is authorized to carry on or to possess the property suitable for the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
 6. To guarantee the performance of the obligations of and interest on any stock, shares or securities of the company, corporation, firm or person in any case in which such guarantee may be considered likely directly, or indirectly to further the objects of the company or interests of its shareholders.
 7. To procure the registration or recognition of the company in or under the laws of any place outside India.
 8. Subject to the provisions of the Companies Act, 1956, to amalgamate or to enter, into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint, adventure, or reciprocal concession with any person or persons or company or companies carrying on or engaged in or about to carry on or engage in, or being

authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit this company.

9. 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, work, cultivate, deal with and turn to account concession, grants, decrees, licenses, privileges, claims, options, leases, property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for the business of the Company and to purchase, charter, hire, build or otherwise acquire vehicles of any or every short or description for use on or under land or water or in the air and to employ the same in the carriage of articles of the Company.
10. To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which this company is authorized 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 to benefit the Company.
11. To issue debentures, bonds, obligations and securities of all kinds and to frame constitute and secure the same as may seem expedient, with full power to make the same transferrable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise, and to charge and secure the same by trust deed or otherwise on the undertaking of the company or on any specific property or rights, present or future, of the company (including if thought fit uncalled capital) or otherwise howsoever.
12. To facilitate and encourage the creation, issue or conversion of shares, stocks, debentures debenture-stocks, bonds, obligations in securities and to act as trustees in connection therewith and to take part in conversion of business concerns and undertaking into companies and the amalgamation, reconstruction and promotion of companies.
13. To apply for, purchase or otherwise acquire any patents, brevets d' invention, license, concessions and the like conferring any exclusive or non exclusive or limited right to use, or any secret or other information as to any invention 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 the company and to use, exercise, develop or grant license in respect of or otherwise turn to account the property, rights or information so acquired.
14. To constitute any trust with a view to the issue or perform securities based on or representing any shares, or other assets specifically appropriated for the purpose of any such trust, and to settle and regulate and, if thought fit, to undertake and execute any such trust and to issue, dispose of or hold any such preferred, or other securities.
15. To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employee of the company, or its predecessors in business or the dependants or connections of such persons and to grant pensions and allowances, and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibitions or for any public, educational, cultural, religious or other useful object, subject to the provisions of section 293 A of the Act.

16. To form, incorporate or promote any companies whether in India or in any foreign country, having amongst its or their object the acquisition of all or any of the assets or control, or development of the company or any other objects or object 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 on the company and to pay all or any of the cost and expenses incurred in connection with any such promotion or incorporation in or about the formation or promotion of the company or the conduct of its business or in or about the promotion or formation of any other company in which the company may have an interest.
17. To draw, make, accept, endorse, discount execute and issue promissory notes, hands, bill of exchange, bill of lading, warrants, debentures and other negotiable or transferrable instruments.
18. To communicate with Chambers of Commerce and other mercantile and public bodies throughout the world and concert and promote measures for the protection of trade, industry and persons engaged therein.
19. To subscribe to, become a member of, subsidies and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the company, and to procure from and communicate to any such association, such information as may be likely to further the objects of the company.
20. To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the company.
21. To pay for any rights or property acquired by the company and to remunerate any person, company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise,
22. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part of the undertaking or the company or any land, business, property, rights or assets of any kind of the company or any share or interest therein respectively in such manner and for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other body corporate having objects altogether or in part similar to those of the Company.
23. To pay legally any premiums or salamis and to pay for any property, right or privileges acquired by in connection with the promotion, formation of or the business of the company or for services rendered or to be rendered in connection with the promotion , formation of or the business of the company or for services rendered or to be rendered by any persons or firm, and to issue any such shares either fully paid up or with such amount credited as paid up thereof as may be agreed upon and to charge any such bond, debenture or other securities upon all or any part of the property of the Company .
24. To pay out the funds of the Company, all costs, charges and expenses preliminary and incidental to the promotion, formation establishment and registration of the Company.
25. To adopt such means of making known the services, business and interest of the company as it may deem expedient and in particular by advertising in the press, radio, television and cinema by circulars, by purchase, construction and exhibitions of work of art or general

interest, by publications of books and periodicals, and by granting prizes, rewards and donations.

26. To take into consideration and to approve and confirm all acts, deeds or things that may be done or entered into with any person firm or body corporate by the promoters of the company, and further to enter into any arrangement, agreement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
27. To aid peculiarly or otherwise any association or other bodies having for its objects and solution settlement or summoning of industrial or labour problems or the promotion of the industry of trade.
28. To make a donation to such persons and in such cases and either of cash or other assets as the company may think as directly or indirectly conducive to any of its objects or otherwise expedient subject to the provisions of the companies Act, 1956.
29. In the event of winding up to distribute all or any of the property of the company amongst the members in specie or kind or any proceeds of sale of disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
30. To do all or any of the above things in any part of the world as principles, agents contractors trustees, or otherwise by or through trustees attorneys: agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world.
31. To carry on the business of organizing, promoting, marketing, advertising, distributing or dealing in products or services or activities related to Corporate fairs, trade fairs, crafts fairs and exhibitions, Road shows, other promotional activities, branding support or to act as an agent, distributor or dealer or provide such services on rent, or on contract basis in India or outside."

C. Other Objects:

1. To manufacture, buy, sell, exchange, refine, smelt, prepare, work, alter, improve, import, export and other wise dealt in Iron, steel and by-products, metal scraps, iron ores and minerals in all forms thereof and to carry on the business of Iron and Steel founders and manufactures, iron masters, steel makers, steel converts, fabricators, and to establish rolling mills and rollers in their respective branch.
2. To search, prospect, win work get, rise, quarry, smelt, refine, dress, manufacture, produce, plant, manipulate, convert, make merchantable, sell, buy or deal in lime, cement, glass, paper, sugar, oil, oil products, oil seeds, rice, dal, tea, coffee, rubber, cocoa, coal coke, iron, ironstone, marble, limestone, silica, mica, brick, earth, fireclay, manganese, mineral oils,

arches, clays, and other metals, metalliferous ores, minerals, and to manufacture, sell, buy, and deal in any of such articles and commodities and to carry on the business of manufacture of bricks, tiles, pipes, pottery, earthen ware, china and terra cotta, and cream and ceramic ware of all kinds.

3. To carry on the business of manufacturers or processors and/or importers, exporters, buyers, sellers, stockiest and distributors of and/or dealers in all kinds of chemicals, drugs, pharmaceuticals, plastics, paints, varnishes, paper, tyres, tube films and vehicles.
4. To carry on the business of chemists, druggists, researchers, technicians, designers, planners, testers, erectors, superintendents and contractors.
5. To carry on the trades or business of colliery proprietors, coal merchants, mines, smelters, engineers, lime-burners and manufactures of brick, tile, cements, lime coke and other by products of coal in all their respective branches.
6. To carry on the business of public carriers of goods, passengers, merchandise, corn commodities, and other products and goods and luggage of all kinds and description in any part of India and elsewhere on land, water and air by any conveyances whatsoever.
7. To manufacture, build, construct, develop, buy, sell, import, export, assemble, equip, distribute, exchange, barter, let on hire, buy or sell on hire purchase or installment system or otherwise deal in lorries, trucks, motor-cars, motor cycles, and other motor vehicles of all kinds and descriptions and generally to carry on the business as manufacturers, repairers, assemblers, mechanical engineers, carriage builders of motors, Omni buses, taxi-cabs, lorries, motor cars and all other kinds of vehicles for the transport of person and goods, whether propelled or moved by petrol, electricity, steam, oil power or other motives or mechanical power.
8. To carry on the business of engineering whether mechanical, electrical, structural, architecture, civil, chemical, marine, electronic and to engage in the business of metal workers.
9. To carry on the business of manufacturer of papers, envelopes, card board and mill board dyers and bachelors and tanners in all its branches and of makers, buyers and sellers of and dealers in any articles which can be manufactured out of pulp, compressed paper or paper stock and to sale in either or raw or partially or wholly completed prepared state all such papers envelopes, card board, mill board, fiber substances, pulp or thing as may furnished materials for paper manufacturing in any of its branches and to undertake all or any manufacturing or preparing processes connected with or useful for the purpose of such business or undertaking and generally to purchase and vend the raw materials and manufactured articles both in a whole sale and retail manner.
10. To manufacture, import, export, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils,

substances, material and things for industrial, commercial and domestic use as covered by the object clause.

11. To act as shipping agents, stevedores, freight and chartering brokers, ship brokers, charters of vessels, suppliers and purveyors of ships and other vessels and voting contractors.
12. To carry on all or any of the business of the manufacturers of dealers and works in cement, lime, plasters, mortar concrete, marble, mosaic tiles, whitening, minerals, clay, earth, gravel, sand, coke, fuel, artificial stones and builders, requisites of all kinds, nature and description of whatsoever.
13. To carry on the business of the manufacturers, importers, exporters and dealers in hardware, iron and structural goods of all kinds and in particular, M S Rods, channels, I-iron, beams, angles, washers, railings, collapsible gates, stairs columns, metal doors and windows and other building material including all kinds of ferrous and non-ferrous metal products machinery spares and parts and stores of any description required for building and construction and for mills, factories and other industries.
14. To render engineering, technical, management and other types of skilled and other services to all types of industries, organization in India or abroad including for office, advertising, accounting, computer, secretarial and taxation matters and without limiting the generality of the above two act as consultants.
15. To manufacture, export, buy, sell and deal in voltaic battery sales, power pack or storage batteries and battery containers and battery eliminators of different types required for or used in domestic, household, industrial, commercial, agricultural, mining, hospital, surgical or scientific appliances, machinery, apparatus or accessories and railways or tramways, automobile and other vehicles, air craft's, boats, ships, defense establishments, army, navy and air force, for wireless, radios, torches or toys, electronic equipments or otherwise and also to carry on business as manufacturers of and dealers in torches, toys, personal aids, and other appliances working on such batteries and such items and goods, which may be useful, akin or otherwise connected with any one or more of the aforesaid items or products.
16. To establish, purchase, sell, take or lease, hire or otherwise acquire and any textile mills, handlooms, power looms or other mills, cotton ginning and pressing factory, jute mills, jute presses, hemp or other fiber presses, spinning mills, weaving mills and chemical factories, waste plants or presses for pressing merchandise into bales and to cultivate, process, buy, sell, import, export, pledge, speculate, enter into forward transactions or otherwise deal in raw jute, hessian and B, twills, cotton, kappa's cotton, sheets, flax, hemp and silk.
17. To manufacture and carry on business of synthetic resin including silicon for molding, joining of cables, for use in formulating foundry resin and adhesives and also for formulating, emulsions etc. for industrial application.
18. To manufacture and carry on business of rubber and plastic base tape-adhesive and non-adhesive type for insulation and mechanical protection and also to manufacture woven and

non- woven cotton/glass fabric tape impregnated with insulating/semi- conducting varnishes for electrical application or otherwise.

19. To manufacture, import, buy, sell and otherwise deal in articles of different shares, so different shares construction from rubber and plastic based compound having special features like heat shrinkable, cold amalgamating with parent body using irradiation and heat treatment technique.

20. To carry on business of investment company and to invest in and acquire and hold and otherwise deal in shares, stocks debentures, bonds, obligations and securities issued to guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, reign rules, commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or elsewhere.

IV. The liability of the members is limited.

V. The authorized capital of the company is Rs. 10,00,000 (Ten Lakhs) divided into 1,00,000 Equity Share of Rs. 10 each, with the power to increase and decrease the capital and to divide the share in the capital for the time being in several clauses and to attach thereto respectively and preferential deferred, qualified or special right, privileges or condition, subject to the provisions of the companies Act, 1956.

We, the several persons, whose names and addresses are subscribed, hereunder 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, Description and Occupation of Subscribers	Numbers of Equity Shares taken by Each Subscriber	Names, Address, Description and Occupation of Witness
<p>ANIL KUMAR SRIVASTAVA HNO-335, Hari om Nagar Dinna Road Mangro. Jamshedpur - PIN No. - 831012 Occupation: BUSINESS</p>	<p>2375 Shares (Two Thousand Three Hundred Seventy five Shares)</p>	<p>Witness to all the subscribers SAURASH AGARWAL S/O BISHWANATH AGARWAL 6 RUSTOMJI MANSION, BISTOPUK JAMSHEDPUR - 831001 OCCUPATION - CHARGED ACCOUNTANT <i>(Signature)</i></p>
<p>ANIL K. Srivastava KAMAL KISHOR KAJARIA CHOWK BAZAR, JUG, SALAI Jamshedpur - 831006 OCCUPATION: BUSINESS</p>	<p>2375 SHARES (TWO THOUSAND THREE HUNDRED SEVENTY FIVE SHARES)</p>	
<p><i>(Signature)</i> Preetam Shukla Block A1, Flat No-203 Arihant Building 493/157A, G.T. Road (S) Howrah - 711102 Occupation - Business</p>	<p>2375 Shares (Two Thousand Three Hundred Seventy five Shares)</p>	
<p><i>(Signature)</i> Akhilash Chakraborty 161 Mulla Ram Bahu Street Kolkata - 700004. Occupation: Business</p>	<p>2375 Shares (Two Thousand Three hundred Seventy five Shares)</p>	
<p>BIMAL KUMAR SRIVASTAVA HNO. 335, Hari om Nagar Dinna Road Mangro. Jamshedpur. 831012 Jharkhand. Occupation: BUSINESS</p>	<p>500 SHARES (FIVE HUNDRED SHARES)</p>	
<p>Bimal Kumar Srivastava</p>	<p>10,000 Shares (Ten Thousand Shares)</p>	

DATE: 14/04/2012

PLACE: JAMSHEDPUR

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SHREE SIDDHI CONSTRUCTION PRIVATE LIMITED

PRELIMINARY

1. (i) The regulations contained in Table 'A' to the first schedule to the Companies Act, 1956, or any statutory modifications, thereof and so far applicable to Private companies shall apply to this Company subject to modifications, thereof and so far applicable to Private companies shall apply to this company subject to modifications, additions and alterations hereinafter contained in these regulations.

(ii) The marginal notes hereto shall not effect the construction hereof. In these regulations unless there be something in the subject or content inconsistent therewith:-

"The Act" means the Companies Act, 1956 or any other statutory modifications thereof for the time being in force.

"The company" means SHREE SIDDHI CONSTRUCTION PRIVATE LIMITED.

"Annual General Meeting" means meeting held pursuant to the provisions of section 166.

"Board" means the Board of Directors of the Company.

"Dividend" includes Bonus.

"The Office" means the registered office for the time being of the Company.

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

"Section" referred to in these regulations means the section of the Act.

"The Seal" means the Common Seal of the Company.

"Special Resolution" has the meaning assigned thereto by section 189 of the Act.

"In writing and written" includes word printed lithographed, represented or reproduced in any visible mode of form. Words importing the singular number shall include plural and viceversa. Words importing the masculine shall include feminine gender. Words importing persons include corporation.

(iii) Subject as aforesaid words or expression contained in these regulations shall bear the same meaning as in the Act or any statutory regulations become binding on the Company.

2. The company being a private company within the meaning of Section 2(35) & 3(1) (iii) of the Companies Act, 1956 the following provisions shall have effect namely:-
 - (a) No invitation shall be issued to the public to subscribe for any shares or debentures of the company.
 - (b) The number of members of the company (exclusive of the 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 the members after the employment ceased) shall be limited to fifty, provided that for the purpose of this provisions where two or more persons hold one or more shares in the company, jointly they shall for the purpose hereof be treated as a single member, and,
 - (c) The right or transfer the shares of the Company shall be and is restricted in the manner and to the extent herein after appearing.

SHARES

3. The Authorised SHARE Capital of the Company is Rs. 10,00,000/- (Rupees Ten Lakhs) divided into 1,00,000/- (One Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and the shares shall be at the disposal of the Board of Directors and they may allot or otherwise dispose them of to such persons at such time and generally on such terms and conditions as they may think fit and proper.
4. If by the conditions of allotment of any shares the whole or part of the amount or issue price thereof shall be payable by installments then it shall, when due, to be paid to the company by the persons who for time being and from time to time shall be registered holder of the shares or his heirs, executors, administrators and legal representative.
5. Every member or his heirs, executors, administrators, assigns or other representatives, shall pay to the company the portion of the capital represented by his shares, which may for the time being remain unpaid thereon, is such amounts at such time or times and in

such members, as the directors shall from time to time in accordance with the company's regulations require to fix for the payment thereof and so long as any moneys whatsoever are due owing and remaining unpaid to the company by any members on any account however, such member in default shall not be entitled at the option of the Directors to exercise any rights or privileges available to him.

6. Save as permitted by Section 77 of the Act, the funds of the Company shall not be employed in the purchase or lent on the security of the shares of the Company. This article shall not be deemed to affect the power of the Company to enforce repayment of loans to members or to exercise a line conferred by the Articles hereafter.
7. As regards all allotments made from time to time the Company shall duly comply with the provisions of the Section 75 of the Act.
8. With the previous authority of the company in general meeting and the sanction of the court and upon otherwise complying with the section 79 of the Act, the Board may issue at discount share of a class already issued.
9. Members who are registered jointly in respect of a share shall be severally as jointly liable for the payment of all installments and call respect of such shares.
10. Save as herein otherwise provided, the Company shall be entitled to treat the member registered in respect of any share as the absolute owner thereof and accordingly shall not except as ordered by a court competent jurisdiction or as by statute required, be bound to recognize any equitable or other claim to or interest in such share on the part of any other person.
11. Shares may be registered in the name of any person, company or other body corporate. No more than four persons shall be registered jointly as members in respect of any share.

CERTIFICATES

12. Subject to the provisions of the Companies (Issue of Share Certificates) Rules, 1960 or any statutory modification or re-enactment thereof, share script shall be issued as follows:-
 - (a) The certificates of title to shares and duplicates thereof when necessary shall be issued under the seal of the company will shall be affixed in the presence of (i) two directors or a director and a person acting on behalf of another director under a duly registered Power-of-Attorney or two persons acting as attorneys for two directors as aforesaid, and (ii) the Secretary or some other persons appointed by the Board for

the purpose, all of whom shall sign such share certificate provided that if the composition of the Board permits of it, atleast one of it aforesaid three directors shall be a person other than a Managing or Whole time director.

- (b) Every member shall be entitled free of charge to one certificate for all the shares of each class registered in each name or if the Board so approves to several certificates each for one or more of such shares but in respect of each additional certificate the company shall be entitled to charge as fee of Rs. 2/- or such less than as the Board may determine. Unless the conditions of issue of any shares otherwise provide, the company shall within three months after the date of either allotment and on surrender to the company of its letter making the allotment or of its fractional equipments of requisite value(save in the case of issue against letter of acceptance or of renunciation or in case of issue of bonus shares) or within two months after the receipt of the application of the transfer of any of its share as the case may be complete and have ready for deliver the certificates of such shares. Every certificates of share shall specify the name of the persons thereon. Particulars of every certificates issued shall be entered in the Register of Members maintained in the form set out on the Act, or in a form as near thereto as circumstances admit against the name of the person to whom it has been issued indicating the date of issue. In respect of any share registered in the joint names of several members the company shall not be bound to issue more than one certificate and delivery of a certificate one to one of several members registered jointly in respect thereof shall be sufficient members.
- (c) If any certificate of any share be surrendered to the Company for subdivision or consolidation or if any certificate be defaced, torn or old decrepit, worn-out or where the pages in the reverse for recording transfers has been duly utilized then upon surrender thereof to the Company the Board may order the same to be cancelled and may issue a new certificate in lieu there of and if any certificate be lost or destroyed, then, upon proof thereon to the satisfaction of the Board and on such indemnity as the Board thinks fit being given a new certificate in lieu thereof shall be given to the party entitled to the shares to which such lost or destroyed certificate shall relate. Where a certificate has been issued in place of certificate which has been defaced, lost or destroyed, it shall state on the face of it and against the stud or counterfoil that it is issued in lieu of a share certificate or is a duplicate issue for the one so defaced etc. or destroyed, as the may be and in case of a certificate issued in place of one which has been lost or destroyed on the face thereof. For every certificate issued under this article there shall be paid to the Company the sum of Rs. 2/- or such smaller sum together with such cut off pocket expenses incurred by the company in investigating evidence of the Board may determined.
- (d) Where a new share certificate has been issued in pursuance of the last preceding paragraph particulars of every such certificate shall also enter in a register and Duplicate Certificate indicating against the name of the person to whom the certificate is issued, the number and date of the certificate in lieu of which the new certificate is issued and the necessary change indicate in the Register of Members by suitable cross reference in the "remarks". All entries made in the Register of

Members or in the Register of renewed and duplicate shall be authenticated by the secretary or such other person as may be appointed by the Board for the purpose of sealing and signing the share certificate under paragraph (a) hereof.

CALLS

13. Subject to the provision of section 91 of the Act, the Board of Directors may, from time to time make calls upon the members in respect of any money un-paid on their shares and the members shall pay to the company, the amount called on their shares at the time or times and place or places appointed by the Directors. No call shall exceed one-fourth of the nominal value of the shares and be payable at less than one month from the date fixed for the payment of the last preceding call. The directors however shall be entitled to accept from the members, willing to advance the whole of the nominal amount of any share in the advance.
14. Fourteen clear days notice shall be given to every member specifying the time and place of payment, provided that a call be revoked or postponed at the discretion of the Board of Directors. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed and subject to approval of the directors call may be made payable by installments.
15. The joint holders of the share or shares shall jointly as well as severally, be liable to pay all calls or installments due in respect of such shares.
16. If a sum called in respect of a share or shares is not paid on or before the day appointed for the payment thereof to the time of actual payment the interest shall be charged at the rate of five per cent per annum or at such lower rate as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.

FORFEITURE AND LIEN

17. If a member fails to pay any call or installment of call on or before the day appointed for the payment thereof the Board of Directors may, at any time thereafter during such time as any call or installment or any part thereof remains unpaid, serve a notice on such member requiring him to pay the sum together with interest that may have accrued as per Clause 16 of these Articles and any expenses that may have incurred by the Company, by reason of such non-payment and the notice shall name a day (not being less than fourteen clear days from the date such notice) and place or places on and at which, the calls or installment or any part thereof and interest and expenses are to be paid. The notice shall also state that in the event of non-payment on or before the day so named in the notice, the shares in respect of which the call was made will be liable to be forfeited.

18. If the requisition of such aforesaid notice are not complied with by the member on which the notice has been given the shares may at any time the rafter before the payment of any call or installment, interest and expenses, due in respect thereof, be forfeited by the Directors and such forfeiture shall be recorded in the minute book of Directors. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
19. Where any share or shares shall have been so forfeited, notice of such forfeiture shall be given to the member concerned and an entry of that forfeiture with date thereof shall be made in the register of Members.
20. Any share so forfeited shall be deemed to be property of the Company and the Directors may sell, or otherwise dispose of the same in such manner as they may think fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms and conditions as it may think fit.

TRANSFER AND TRANSMISSION

21. Subject to the provision of Section 108 to 112 and 250 of Act and statutory modifications thereof the transfer of share or shares shall be affected by a duly stamped instrument of transfer executed by the transferor and transfer in the form prescribed under the Act.
22. The Board of Directors may without assigning any reason, decline to register the transfer of any share or share to transfer of whom they do not approve. But the Directors may before the transfer is affected give permission in advance for a contemplated transfer and such permission shall be binding on the Company.
23. A share may be transferred by a member or other person entitled to transfer to any members selected by the transferee and by a member to any son or daughter, father, mother, brother, sister, husband or wife of such member and save as aforesaid on share shall be transferred to any person who is not a member of the Company unless such person is approved by the Directors.
24. Except where the transfer is made pursuant to this article, the person proposing to transfer any share or shares hereinafter called the 'proposing transferor' shall give notice in writing hereinafter called the 'transfer notice' to the Company of his intention transfer the share or shares, such transfer notice shall specify the sum which the proposing transferor fixes as the fair value and shall constitute the company as his agent for the sale of the share or the shares at the price so fixed.
25. If the company shall within a pace of 60 days after being served with such transfer notice find the member or person approved as aforesaid willing to purchase the share or shares hereinafter called the 'purchasing members' and shall have given notice to the proposing transferor then the proposing transferor shall be bound upon the payment of the fair value to transfer his share of shares to such member or person as selected by the Directors.

26. In case no sum be specified in the transfer notice a fair value or in case the proposing transferor and the purchasing member do not agree as to the fair value of the share or shares, then the auditor of the Company shall, on the application of either party, certify in writing the sum 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 to be acting as the expert and accordingly the provisions of the Indian Arbitration Act shall not apply.
27. The executor or administrator of a deceased member (not being one of several members registered jointly in respect of a share) shall be the only person recognized by the company as having any title to the share registered in the name of such member and in case of the death of any one or more of the members registered jointly in respect of any share, the survivor shall be the only person recognized by the company as having any title or to interest in such share but nothing herein contained shall be taken to release the estate of a deceased member from any liability on the share held by him jointly with any other person before recognizing any executor or Administrator the Board may require him to obtain a grant of probate or letters of administrator the Board may require him to obtain a grant of probate or letters of administrator or other representation, as the case may be, from a competent court in India and having effect in Bihar, provided nevertheless that in any case where the Board in its absolute discretion thinks fit it shall be lawful for the Board to dispense with the production of probate or letters to the Administration or such other legal representation upon such terms as to indemnity or otherwise as the Board in its absolute discretion may consider adequate.
28. Any committee or guardian of a lunatic or any person becoming entitled of or to transfer a share in consequence of death or bankruptcy or insolvency of any member upon producing such evidence that he sustains the character in respect of which he proposes to act under this as the Board thinks sufficient, may with the consent of the Board (which the Board shall not be bound to give) be registered as a member in respect of such shares or may subject to the regulations as to transfer therein before contained, transfer such share, this article is hereinafter referred to as THE TRANSMISSION ARTICLE.
29. (i) If the person so becoming entitled under the Transmission Article to be registered as member in respect of the share himself he shall deliver or send to the company, a notice in writing signed by him stating that he so elects.
(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing as instrument of transfer of the share.
(iii) All the limitations, restrictions and provisions of these articles relating to the right to transfer and the registration of a transfer shall be applicable to any such notice of transfer as aforesaid as if the death, insanity bankruptcy or insolvency of the members not occurred and the notice of transfer were a transfer signed by that member.
30. A person so becoming entitled under the transmission article to a share by reason of death, lunacy, bankruptcy or insolvency of the members shall subject to the provisions of the article (68) and of section 206 of the Act, be entitled to the same dividend and other advantages to which he would be entitled if he were the registered member in respect of the shares, provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the shares and if the

notice completed with within ninety days the Board may thereafter withhold payment of all dividends, bonuses or other money payable in respect of the shares until the requirement of the notice are complied with.

INCREASE AND REDUCTION OF CAPITAL

31. The Company in general meeting may from time to time, by ordinary resolution increase the capital by the creation of new shares of such amount and such classes as may deemed expedient.
32. Subject to these articles and to any special rights or privileges for the time being attached to any shares in the capital of the company and then issue, the new shares may be issued upon such terms and conditions and with such rights and privileges attached thereto, as the general meeting resolving upon the creation thereof, shall direct and if no direction be given as the board shall determine and in particular such share may be issued with preferential or qualified right to dividend and in the distribution of assets of the company.
33. Before the issue of any new shares, the company in general meeting may make provision as to the allotment and issue of new shares in particular may determine to whom the same shall be offered in the first instance and whether at par or at a premium or, at a discount, subject to the provision of section 79 of the act.
34. Any capital raised by the creation of new shares shall be considered part of the, then existing capital of the company and shall be subject to the provisions herein contained with reference to calls and installments, transfer and transmission, forfeiture, lien and otherwise.
35. If, owing to any Inequality in the number of new shares to be issued and the number of shares held by members entitled to have the offer of such new shares, any difficulty shall arise in the appointment of such new shares or any of them amongst the members, such difficulty shall in the absence of any direction in the resolution creating the shares or by the company in general meeting be determined by the Board.
36. The company may, from time to time, by special resolution, reduce its capital, and any capital redemption reserve account or share premium account may be used in any manner and subject to any incident authorized and consent required by law.

ALTERATION OF CAPITAL

37. The Company in general meeting may, by ordinary resolution:

- (a) Consolidate and divide all or any of its share capital into share of larger amount than its existing shares;
 - (b) Sub-divide its existing share or any of them into shares of smaller amount than is fixed by the memorandum so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share is derived;
 - (c) Cancel any share which at the date of the passing of the resolution have not been taken or agreed to be taken by the person and diminish the amount of its share capital by the shares so cancelled.
38. The resolution whereby any share is sub-divided may determine that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital, voting or otherwise, over or as compared with the others or other subject, nevertheless to the provisions of section 106 of the Act.
39. Subject to the Provisions of section 100 to 105 inclusive of the Act, the Board may accept from any member the surrender on such terms and conditions as shall be agreed to all or any of his shares.
40. All or any of the rights and privileges attach to each class of shares may be subject to the provisions of section 106 and 107 of the Act, be modified, commuted, affected, abrogated, varied or dealt with by agreement between the Company and any person, purporting to contract or on behalf of that class, provided such agreement is (A) consented to in writing by the holders of at least three-fourths of the issued share of that class or (B) sanctioned by a Special Resolution passed at a separate general meeting of the holders of shares of that class in accordance with section 106 (1) (b) of the Act and all the provision hereinafter contained as to general meeting shall mutates mutandis , apply to class meeting , except that quorum thereof shall be not less than two persons holding or representing by proxy one-fifth of the nominal amount of the issued shares of the class. This Article is not by implication company shall comply with the provisions of section 192 of the Act as to forwarding a copy of any such agreement or resolution to the Registrar of Company.

BORROWING POWERS

41. The Board of Directors may from time to time their discretion borrow or secure the payment of any sum or sums or money or machinery and other movable or immovable properties under hire purchase Agreement or otherwise for the purpose of The Company , subject to the provision of Act, Financial Corporation state Aid Small

Industries Corporation, And / or Nation Small Industries Corporation and/ or Industrial Credit and Investment Corporation, and/ or Central or State Industrial Development Bank, and/or Corporation of Life Insurance Corporation of India or indigenous and/or Foreign Banks, and/or State or Central Government and/or Semi Government or Private Agencies, Authorities and Institutions and/or other persons, firms or Companies, on security or otherwise and may secure the repayment or payment of any sum or sums in manner and upon such terms and condition in all respect as they or fit, and in particular by the creation of any mortgage or charge on the undertaking of the whole or any part of the property, present or future of the uncalled capital of the company or by the issue of debentures or debenture stock of the Company, perpetual or redeemable charge upon the undertaking all any part of the property of the Company, both present and future including its uncalled capital for the time being and the Directors or any them may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable as consideration for giving of any much guarantee as may be determined by the Directors with power to the Directors to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or charge on the undertaking of the Company or upon any of its property of assets or otherwise.

42. Subject to the provisions of the Act, if any uncalled capital of Company is included in or charged by any mortgage or other security the Directors may by instrument under the company's seal authorize the person in whose favor such mortgage or security is executed or any other persons, in trust for him to make calls on the members in respect of such uncalled capital and the provisions herein before contained in regard to calls shall mutatis mutandis apply to calls made under such authority and such authority may be made exercisable, either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Director's powers or otherwise and shall be assignable if so expressed to be.
43. Debentures and other securities may be made assignable free from any equalities between the company and the person to whom the same may be issued.
44. Any debentures or other securities may be issued at a discount premium and with special privileges as to redemption, surrender, drawings and with a right to convert in share to shares in the company with the sanction of the company in General Meeting.
45. The Board of Directors shall comply with the provisions of the Act, in respect of mortgage or charges created by the company and the registration thereof and the transfer of debentures of the company and registers required to be kept in respect of such mortgages, charges and debentures.

GENERAL MEETINGS

46. The first ANNUAL GENERAL MEETING shall be held by the company within 18 months of its incorporation.

47. Subsequent ANNUAL GENERAL MEETING shall be held by the company in each year, but not more subject to the provisions of section 166 of the Act.
48. The business of the Annual General Meeting shall be that of receiving and considering the Profit and Loss Account, the Balance Sheet and reports of the Directors and auditors to elect Directors in the place of those retiring to appoint auditors and fix their remuneration and to declare dividend.
49. All general meeting other than Annual General Meeting shall be called Extraordinary General Meeting.
50. All business transacted at any Annual General Meeting other than the business which under these presents ought to be transacted at an annual general meeting and all business transacted at an extra ordinary general meeting shall be deemed special.
51. At least twenty one days' notice (exclusive of the day on which the notice is served but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company in general meeting to such persons as are under the Act, or the regulations of the Company entitled to receive such notice of the company but the accidental omission to give notice or non-receipt of notice by any member shall not invalidate the proceeding at any general meeting.
52. A general meeting may be called on giving shorter notice than that specified in the article if consent is accorded thereto;
 - (a) In case of an annual general meeting by all the members entitled to vote thereat;
 - (b) In case of any other meeting by the members of the Company holding not less than 95 percent of the total voting power exercisable at that meeting provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the other, those members shall be taken into account for the purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.
53. The board may, whenever it thinks fit , call an extra-ordinary general meeting of the Company. The Board shall on the requisition of such number of members of the Company, as is specified under section 169(4) forthwith proceed to call an extraordinary general meeting of the Company and the provisions of section 169 shall apply to such meeting.

PROCEEDINGS AT GENERAL MEETING

54. Two members entitled to vote, present in person shall be a quorum at a General Meeting and no business shall be transacted at a general meeting unless the quorum be present at the commencement of the business.
55. If within half an hour from the time appointed for holding a meeting of the company a quorum is not present, the meeting if called upon the requisition of a member, shall stand dissolved. In any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place as the Board may determine. If the adjourned meeting also quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be quorum.
56. The chairman, if any, of the Board shall be the chairman of the General Meeting of the Company.
57. If the chairman is not present within the 15 minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting the Directors present may elect one of their member to be the chairman of the meeting.
58. If at any meeting no Director is willing to act as a Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their member to be Chairman of the meeting.
59. 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.
60. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
61. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of original meeting.
62. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
63. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
64. In the case of an equality of votes, whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

65. (a) Save as hereinafter provided on a show of hands every member present in person shall have one vote and every person present either as a proxy if he is not entitled to vote on his own right or as a duly authorized representative of body corporate shall have one vote for every equity share held by him provided that no member will be entitled to vote so long as any dues on his shares remain unpaid.

(b) Save as hereinafter provided, on a poll, the voting right of a member shall be as specified in Section 87 of the Act. Provided that the company or body corporate shall vote by proxy so long as a resolution of its Board of Directors under the provisions of Section 187 of the Act is in force and the representative named in such resolution is present at the general meeting at which the vote by proxy is tendered.

66. Where a company or a body corporate (hereinafter called "member company") is a member of the Company, a person duly appointed by the resolution in accordance with the provisions of Section 187 of the Act, to represent such member company at a meeting of the company, shall not be reason of such appointment, be deemed to be proxy and the production at the meeting of a copy of such resolution duly signed by one director of such member company and certified by him or them as being a true copy of the resolution shall on production at the meeting be accepted by the company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote on behalf of the member company which he represents, as that member company could exercise.

67. Any person entitled under the Transmission Article to transfer any share may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty eight hours at least before the time of holding the meeting of adjourned meeting as the case may be, at which he proposes to vote he shall satisfy the Board of his right to transfer such shares, unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. If any member be lunatic, idiot or non compos mentis, he may vote whether on a show of hands or at a poll by his committee, curator bonis or other legal curator and such last mentioned persons may give their votes by proxy.

68. Where there are members, registered jointly in respect of any share, any one of such persons may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled there to and if more than one of such members be present at any meeting either personally or by proxy that one of the said member so present whose name stands on the register first in respect of such share alone be entitled to vote in respect thereof. Several executors or administrators of deceased member in whose name any share is registered shall for the purpose of this article be deemed to be members registered jointly in respect thereof.

69. The instruments appointing proxy shall be in writing under the hand of the appointee or of his attorney duly authorized in writing or if such appointer is a body corporate be under its common seal or the hand of its officer or Attorney duly authorized.

70. The instrument appointing a proxy shall be deposited at the office of the Company not less than forty eight hours before the time of holding the meeting at which the person named in the instrument purports

71. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death insanity revocation or transfer of the share would have been received by the company at the office before the vote is given. Provided nevertheless that the chairman of any meeting shall be entitled to enquire such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and the same has not been revoked.

72. Every instrument appointing a proxy shall be retained by the company and shall, as nearly as circumstances will admit, be in either of the forms in schedule IX to the Act or a form as near thereto as circumstances admit.

73. No member shall be entitled to exercise any voting right either personally or by proxy at any meeting of the company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has and has exercised any right of lien.

74.(a) Any objections as to the admission or rejection of a vote either on a show of hand or on a poll made in due time, shall be referred to the Chairman who shall forth with determine the same and such determination made in good faith shall be final and conclusive.

(b) No Objections shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meetings shall be valid for any person.

DIRECTORS

75. Unless otherwise determined by the Special Resolution, number of Directors shall not be less than two and not more than ten.

(a) The persons hereinafter named shall become the First Directors of the Company:

- (1) Mr. ANIL KUMAR SRIVASTAVA
- (2) Mr. KAMAL KISHORE KAJARIA
- (3) Mr. AKHILESH CHANDRA PANDEY
- (4) Mr. PREETAM SHARMA
- (5) Mr. BIMAL KUMAR SRIVASTAVA

76. The above named Directors shall hold office for the life unless they voluntary resign or otherwise become incapacitated to act as such.

77. The Board of Directors may at any time and from time to time appoint any member as a Director either to fill any casual vacancy or as an addition to the existing Board but so that maximum number as fixed by Article 75 hereof shall not at any time be exceeded. Any Director so appointed shall hold office only until the next Annual General Meeting of the Company.

78.No Qualification shares is required to be held by the Directors of the company.

79.Until otherwise determined by the company in General Meeting every Director shall receive out of the funds of the company a sum not exceeding Rs.250/- for each meeting attended by him. In addition to the above meeting fee the Directors may be paid all traveling and other expenses actually and properly incurred by him in connection with attending the meeting of the board.

80.If any Director shall be called upon to perform extra services or to make any special exertion in going or residing abroad, or otherwise for any of the purpose of the company shall subject to the provisions of Section 314 of the Act, remunerate such Director either by a fixed sum or by a percentage of profit or otherwise as may be determined by the Board.

81. Subject to the provisions of Section 314 of the Companies Act, 1956 (whenever applicable), the Board of Directors shall have power to elect one or more of them to the office of managing directors/directors, and/or whole time directors (finance, administration, production, marketing) to hold office fir such terms and for such remuneration as may be determined by the board from time to time.

82. The board may elect a chairman annually out of one of themselves at such remuneration as the board may decide.

83. The continuing Directors may act notwithstanding any vacancy in their body but so that if the number falls below the minimum above fixed, the Directors shall, not except for the purpose of filling up vacancies, act so long as the number is below the minimum.

84. (a) The office of a Director shall become vacant if:

- i). He fails to obtain within the time specified in sub-section (1) of section 270 or at any time thereafter ceases to hold, the share qualification if any, required of him by Articles of the Company;
- ii). He is found to be unsound mind by a Court of competent jurisdiction;
- iii). He applies to be adjudicated as an insolvent;
- iv). He is adjudged an insolvent;
- v). He is convicted by a court of any offence involving moral turpitude and sentenced thereof to imprisonment for not less than six months;
- vi). He fails to pay any call in respect of shares of the company held by him whether alone or jointly with others within six months from the last date fixed for the payment of the call unless the Central Government has by notification in the official gazette removed the disqualification incurred by such failure;
- vii). He absents himself from three consecutive meeting of the Board of Directors or from all meetings of the Board for continuous period of three months whichever is longer, without obtaining leave of absence from the board;
- viii). He (whether by himself or by any person for his benefit or on his account to , or any firm in which he is a partner or any private company of which he is a

- a Director) accepts a loan or any guarantee of security for a loan from the Company in contravention of Section 295;
- ix). He acts in contravention of Section 299
 - x). He become disqualified by an order of court under section 203;
 - xi). He is removed in pursuance of section 284; or
 - xii). Having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company.

(b) Notwithstanding anything in clause (iv), (v) and (x) above, the disqualification referred to those clauses shall not take effect;

- i) For thirty days from the date of the adjudication, sentence or order;
- ii) Where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence, or conviction resulting in the sentence of order until the expiry of seven days from the date on which such appeal or petition is disposed of; or
- iii) Where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence conviction or order and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.

85. The Company may by ordinary resolution remove a Director(not being a Director holding office for life and a Director appointed by Central Government in pursuance of section 408 of the Act), before expiry of his period of office.

86. The board of Directors shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorized to exercise and do provided that the Board shall not exercise any power to do any act or thing, which is directed or required by the Act or any other provisions of the law or by the Memorandum of Association of the Company or by the articles to be exercised or done by the Company in General Meeting. No regulation made by the Company in general shall invalidate any prior act or acts of the Board which would have been valid if the regulation had not been made.

87. The Board may approve all such expenses preliminary to the establishment and formation of the Company as they may think fit.

88. The Board may appoint any person to act as alternate Director for a Director during the latter's absence for a period of not less than three months from the state in which the meeting of the Board are ordinarily held and such appointment shall have effect and such appointee while he holds office as an alternate Directors shall be entitled to have notice of meetings of the Board and to attend and vote thereat accordingly but he shall not required any qualification and shall if so fact vacate office if and when the Director in whose place the alternate Director was

appointed returns to the state in which meetings of the Board are ordinarily held or the Director vacates office as a director.

PROCEEDINGS OF DIRECTORS

89. The board of Directors may meet for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit, provided however, that the Board shall meet at least once in every three calendar months.

90. Managing Director of the company shall whenever necessary and upon the request of any one the Directors, convene a meeting of the Board of Directors.

91. The quorum for a Meeting of the Board shall be one-third of its strength (any fractions contained in that one-third being rounded of as one) or two Directors, whichever is higher.

92. Question arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the chairman shall have a casting vote.

93. subject to the provisions of Section 292 of the act and any statutory modification thereof it shall be lawful for the directors , to delegate all or any of their powers to a committee of Directors, managing Directors and others.

94. All acts done by a Director shall be valid notwithstanding that if any afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in the Act or any statutory modification thereof.

95. Subject to the provisions of the Act in particular to the prohibitions and restrictions contained in Section 292 thereof , the Board may, from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these present by the Board as it may think fit and may confer such powers at any such time and to be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as it thinks fit and may confer such powers, either collaterally with or to the exclusions of and in substitution for all or any of the board on that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers.

SEAL

96. The Board shall provide for the safe custody of the seal and the seal shall never be used without the authority of the resolution of the Board, previously given or of a Committee of the Board authorized by the Board in that behalf and save as provided in Article 12 (a) thereof, at least one director of the Company shall sign every instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the company notwithstanding any irregularity touching the authority.

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

Names, Address, Description and Occupation of Subscribers	Numbers of Equity Shares taken by Each Subscriber	Names, Address, Description and Occupation of Witness
<p>ANIL KUMAR SRIVASTAVA H.No-335, Hari om Nagar Diyona Road Mangro. Jamshedpur - PIN - 831012 Occupation: Business Anil K Srivastava</p>	<p>2375 Shares (Two Thousand Three Hundred Seventy five Shares)</p>	<p>Witness to all the Subscribers SUDAN BHARWAL S/O BISHWANATH BHARWAL 6, ROSHMI MANSION, BISTUPUR JAMSHEDPUR - 831001 OCCUPATION - CHARTERED ACCOUNTANT Sudhan</p>
<p>KAMAL KISHOR KAJARIA CHOWK BAZAR, JUG SAHAI Jamshedpur - 831006 Occupation: Business Kamal Kajar Freehold Share Block A1, Flat No-203 Arihant Enclave 493/B/57A G.T. Road (S) Howrah - 71102 Occupation - Business Kajaria</p>	<p>2375 SHARES (TWO THOUSAND THREE HUNDRED SEVENTY FIVE SHARES)</p>	
<p>Akhilash Chakraborty 161 Mulla Ram Bha Street Kolkata - 700041 Occupation: Business Akhilash</p>	<p>2375 Shares (Two Thousand Three Hundred Seventy five Shares)</p>	
<p>BTMAL KUMAR SRIVASTAVA H.No. 335, Hari om Nagar Diyona Road Mangro. Jamshedpur. 8310012 Jharkhand. Occupation: Business Bimal Kumar Srivastava</p>	<p>500 SHARES (FIVE HUNDRED SHARES)</p>	

DATE: 14/04/2012
PLACE: JAMSHEDPUR