प्रारुप 1
पंजीकरण प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या : U45400BR2013PTC020954 2013 - 2014

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

SAI MEGA REALDEVELOPERS 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 चौदह अगस्त दो हजार तेरह को पटना में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45400BR2013PTC020954 2013 - 2014

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

Given at Patna this Fourteenth day of August Two Thousand Thirteen.

Validity unknown
Digitally signed by Uttam Sitaram Patole
Date: 2013.08.14 01:01:39 GMT+05:30

Registrar of Companies, Bihar
कम्पनी रजिस्ट्रार, बिहार

*Note: The corresponding form has been approved by Uttam Sitaram Patole, Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.
The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
SAI MEGA REALDEVELOPERS PRIVATE LIMITED
FLAT NO. - 203, RAMESHWAR SUSHILA COMPLEX,, SOUTH MANDIRI ROAD,,
PATNA - 800001,
Bihar, INDIA

MEMORANDUM OF ASSOCIATION

OF

SAI MEGA REALDEVELOPERS PRIVATE LIMITED

(THE COMPANIES ACT, 1956)
(PRIVATE COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

SAI MEGA REALDEVELOPERS PRIVATE LIMITED.

I. The name of the Company is **SAI MEGA REALDEVELOPERS PRIVATE LIMITED.**

II. The Registered office of the company will be situated in the state of Bihar.

III. The objects for which the company is established are:

(A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To act as contractors and sub-contractors and to undertake, promote, design, construct, reconstruct, alter, decorate, furnish and improve buildings, offices, roads, factories, warehouses, shops, schools, collages, mills and in particular to promote and execute various housing schemes and complexes including row housing, ownership flats, apartments on suitable plots of land, which may be purchased, taken on lease, in exchange of the construction as per scheme in India and abroad.

2. To carry on the business of construction, building, operating, managing roads, bridges, highways, ports, industrial and software parks, sewage and drainage systems. To carry on the business of rendering technical advice, consultancy in construction, management, operation of roads, highways, ports, industrial and software parks, sewage and drainage Systems, generation of power, providing basic, cellular and private telephone services .

3. To carry on the business of developers of urban and rural immovable properties, builders, engineers, surveyors, architects, consulting engineers, building experts and advisors, decorators, designers, planners, house owners and house sellers of flats, mansionettes, dwelling houses, shops, offices, hotels and recreational complexes, stadia, industrial estates; lessees of lands, flats and other immovable properties wherever situated, or rights or interests therein or connected therewith, to prepare building sites, and to contruct, reconstruct, pull down, alter, improve, decorate and furnish and maintain flats, mansionetters, dwelling houses, shops, offices, buildings, hotels and motels and recreational complexes, industrial estates, works and conveniences, to lay out roads and pleasure gardens and recreation and playgrounds, disneylands, fair and exhibition grounds; to plant, drain or otherwise improve the land or any part thereof.

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

1. To render expert advice for or to aid or assist in entering into and to arrange for or to enter into,any collaboration agreement or agreements with any person ,firm,company,body corporate,association or organisation of any foreign country for the construction and technical know-how for construction and for project planning and designing for any new or old project or for the improvements of any existing unit or units.

2. To undertake the work of architectural and engineering designs, installation for equipment's such as hydraulic turbines, hydraulic gates, civil and engineering projects and equipment, remote controls, frequency regulations, circuit breakers, switching gears, rectifiers, pressure reducers, synthesizers, gears, boiler and engineering devices, machinery and equipments of all kinds.

3. To advice on submissions of tenders and reports to any governmental or international agency or authority or authority or other persons in connection with the feasibility or cost or benefits to be derived from any manufacturing,mining,converting or processing enterprises or public work.

4. To improve and elevate the technical and general knowledge of persons engaged in, or about to be engaged in the building trade or in any employment,manual or otherwise, in connection therewith and with a view thereto provide for the delivery of lectures and the holding of classes ,and to test by examination or otherwise the competence of such persons and to award certificates and to institute and establish scholarships,grants,rewards and other benefications.

5. Subject to Sections 58A, 292 and 293 of the Act and the Regulations made thereunder and the direction issued by Reserve Bank of India, to receive money, securities, valuables of all kind on deposit or safe custody (not amounting to the business of Banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money in such manner as the Company shall think fit and in particular by issue of debenture or debenture stocks (perpetual or otherwise) and to secure the repayment of any money borrowed or raised on owing by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital and guarantee and performance by the Company or any other such person or body corporate of and any obligation undertaken by the Company or any other such person or company, as the case may be.

6. To subsidies, assist and guarantee the payment of money or the performance of any contract, engagement or obligation by any person or companies and in particular customers of the Company or any person or companies with whom the company may have or intended to have business relations.

7. To adopt such means of making known the business of the Company as may seem expedient.

8. To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock or any voting trust certificate in respect of the shares of the capital stock, script, warrants, right, bonds debentures. notes, trusts, receipts and such other securities, obligations, choose in action and evidences of indebtedness of interest issued or created by any corporation, companies, syndicates, associations, firms, trusts of persons, public or private or by the Government or by any state territory, province, Municipality, 0, by any Governmental agency and as owner thereof to possess and exercise all the rights, powers and privilege of ownership and the

right to execute consent and vote thereon and to do any or all acts and things necessary or advisable for the preservation, protection, improvement or enhancement in value thereof.

9. To enter into partnership or into any arrangement for sharing profits or losses or any union of interest, joint ventures, reciprocal concessions or co-operation with any persons or persons or company or companies, carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on.

10. To acquire and take over either the whole or part of business, goodwill, trademarks, patents and property, assets and liabilities of any person or persons, firm or corporation carrying on any business which the company is authorized to carry on.

11. To establish branches and agencies of the Company in India and elsewhere and to discontinue the same whenever necessary.

12. To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid shares or by the issue of the securities or partly in one mode or partly in another, on such terms as may be determined.

13. To open Bank accounts with any Bank and to pay into, draw money from such accounts.

14. To payout of funds of the Company all costs, charges and expenses which the Company may lawfully pay for the promotion of any project of any nature and payment of technical fees or with respect to the promotion, formation, establishment and registration of any Company and/or the issue. of its capital or which the Company shall consider to be preliminary, including there in the cost of printing and stationery, brokers fees and lawyers or any other experts fees and expenses attendant upon the formation of agencies branches and local boards.

15. To procure the registration of the Company in or under the law of any foreign country.

16. Subject to the provisions of section 391 to 394 and 394A of the Companies Act.1956 to amalgamate or merge or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture of reciprocal concession with any person or persons, partnership firm/firms, or company or companies carrying on or engaged in any business or transaction which the company is authorized to carry on or engaged in.

17. To obtain any information as to, any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant licenses privileges in respect or otherwise turn to account the property rights or information so acquired and to assist, encourage and spend money in making experiments of all inventions, Patents and rights which the Company may acquire or purpose to acquire.

18. To adopt such means of making known the business of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

19. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types.

20. To remunerate any person or company for services rendered or to be rendered in acting as trustees for debentures, debenture stock holders or placing or assisting to place or guarantee the placing of any of the shares in the Company's capital or debentures, debenture-stock or other securities of the Company, or in or absolute he formation or promotion of the Company or to conduct of its main business or for guaranteeing payment of such debentures or such other debenture Stock and interest subject to the provisions of Section 314 of the Act.

21. To appoint attorneys and agents whether on commission or otherwise and constitute agencies and sub-agencies of the Company in India or elsewhere.

22. To distribute any of the property of the company in species or otherwise among the members, in the event of winding up, subject to the provisions of Section 100 to 105 of the Companies Act, 1956.

23. To enter into any arrangements with any Government or any authority, Supreme, Municipal, Local or otherwise that seem beneficial to any of the company's object and to apply for, promote and obtain any act of Parliament privilege. concessions licenses, or authorization of the Government or any other such authority whether local or otherwise for enabling the company to carry on its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such act, privilege, concession, license or authorization.

24. To lease, let on hire, mortgage, pledge, hypothecate, dispose of the whole or any part or parts of the undertaking of the Company or any land other movable 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 deem fit and particular for shares, debentures or securities of any other such body corporate having objects altogether or in part similar to those of the Company.

25. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-con, tributary pension or superannuation fund and to give or procure the giving of donations, gratuities, pensions, allowances emoluments, bonuses, profit sharing bonus, benefits or any other payment to persons who are or were at any time in the employment or service of the Company, its predecessors in business 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, or who are or were at any time or Officers of the company or any of such other Company as aforesaid and the wives, widows, families, dependents or connection of any such person and to provide for the welfare of all or any of the aforesaid persons, from time to time, by subscribing, subsiding or contributing to any of institution" association, funds, clubs, trusts, profit sharing or other schemes and by building, contributing to the building or dwelling house or quarters and by providing, subscribing or contributing towards recreation, hospitals and dispensaries, medical and other attendance and to make payment to or towards the insurance as aforesaid either alone or in conjunction with any such other company as aforesaid.

26. To undertake, carry out, promote and sponsor any programmer for promoting the social and economic welfare of the employees of the company and to incur any expenditure on any programme for welfare of the employees and their development and in order to implement any such programme or scheme of transfer without consideration or at such fair/concessicfnal value any assets of the company to the welfare body formed for the implementation of welfare programmers for the employees of the Company as the directors may deem fir.

27. To acquire from any person, firm or body corporate whether in India or elsewhere technical information, know-how, and operating data, plans layouts and blue prints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire or grant any license and other rights and benefits in the foregoing matters and things..

28. To enter into collaboration agreement, to acquire technical know-how and/or any financial assistance-and/or to acquire any plant or machinery and/or to manufacture and/or fabricate and/or produce and or assemble any plant and/or machinery and/or equipment under any such collaboration agreement.

29. To train or pay for training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's main objects.

30. To advance money to such persons or companies and on such basis as may seem expedient and in particulars of customers and other having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or any such persons or companies and to give guarantee and indemnities.

31. Subject to the provisions of Sec. 77 of the Companies Act 1956 to invest other than investment in Company's own shares. the surplus funds of the Company, from time to time in Government securities or in other securities as may from time to time be determined by the directors and from time to time to sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary In that behalf for pursuing main objects.

32. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the company and to obtain and justify public confidence and to avert or minimize financial disturbances which might affect the Company.

33. To confer upon any encumbrances or trustees for any encumbrances of uncalled capital, .such powers of making and enforcing calls and voting the transfer of shares not fully paid up as maybe thought fit.

34. To issue or guarantee the issue of or the payment of interest on the shares, debentures, debenture stock or other security or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue.

35. To purchase, take on lease or license or in exchange, hire or otherwise, any real and/or personal property and any rights or privileges and advantages of any kind whatsoever necessary Of convenient for the business of the Company or may enhance the value of any other property of the Company and in particular, the land (freehold, leasehold or other tenure) tenements, buildings, basements, machinery, plant and stock-In-trade and on any such lands to erect buildings, sheds, god owns, or such other structures for the business of the Company and also for the residence and amenity of the employees, staff and other workmen and erect and install machinery and plant and other equipments which may be deemed necessary or convenient or profitable for the purpose of the Company's and either to retain any property to be acquired for the purpose of the Company business or to resell, mortgage, let on lease or otherwise deal with and to turn the same account as may seem expedient.

36. To create any subscription fund, sinking fund, Insurance fund or any other special funds whether for repairing, improving, extending, or maintaining any of the property of the Company or for any

other purpose conducive to the interest of the Company, or the staff or labor or for any development fund.

37. To purchase or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person firm or company, carrying oh or proposing to carry on any business which this company is authorized to carry on or possessed of property or rights suitable for any of the objects 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 and to purchase acquire sell and deal in property, shares, stocks or debenture stock of any such person, firm or company and to conduct, make or to carry into affect any arrangements in regard to the winding up of the business of any such person, firm, or company.

38. Subject to Section 293A of the Act, to make donations, to any persons or institutions in such form of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and also to Subscribe, contribute or otherwise assist or grant money for charitable, scientific, religious or benevolent, national, public or such other institutional objects or for any exhibit or for any public, general or other objects.

39. To give to any director, officers, servants, or employees of the Company any share or interest in the profits of the Company's business by way of commission or otherwise or any branches thereof and whether carried on by own means or through the agency of any subsidiary company or not, and for that purpose to enter into any arrangements which the Company may seem expedient.

40. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives, or between the Company and the third parties, to arbitration in India, or at any place outside India and to observe and perform and to carry out or enforce the awards.

41. Subject to the provisions of the Companies Act, 1956, to vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit to the company and with or without any declared in favor of the company.

42. To enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary or guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any other business or branch so carried on with power at any time to close any such business or branch either temporarily or permanently and or to appoint Directors or Managers, of any such subsidiary company.

43. To do all or any of the above things either as principals, agents, brokers, trustees, contractors or otherwise and either by or through agents, brokers, sub-contractors, trustees or and otherwise and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the main objects.

44. To do all event and every things necessary, suitable or proper for the accomplishment of any.of the main business or the attainment of any of the main objects of the Company.

45. To import, exchange, buy, wholesale or retail all such goods, articles and things as are necessary or expedient for the conduct of the company's main business.

46. To carry on the business of providing outsourcing services for all processes, sub Processes, transactions, activities and all other work performed by business in various industries within India and across the world. This includes those process or sub processes that are enabled by information technology. It also includes date, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers.

(C) THE OTHER OBJECTS ARE:

1. To acquire and hold shares, stocks, debenture, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere or by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad and to acquire these by original subscription, tender, purchase, exchange, or otherwise and to subscribe for the same, either conditionally or otherwise and to guarantee for subscription thereof and exercise and enforce all rights and powers conferred by or incidental to the ownership there of.

2. To carry on the business of financing industrial enterprises and to make loans give guarantees and provide securities to any other company or other persons whether promoted and/or managed by this company or not. To acquire or takeover with without consideration and/or .carry on the business of shares and transfer agents and as financial advisors and management consultants by themselves or in partnership with other companies or other persons and generally to carry on business as financiers and for that purpose to give loans, with or without security and on such terms and conditions as the company may in its absolute discretion deem fit, to any person or persons to enable them to purchase either by themselves or jointly with any other person or persons, all kinds of machinery automobiles and their parts, accessories, components, stores and spares.

3. To constitute any trusts with view to the. issue of preferred and deferred or any other such special stocks, or securities based or representing any shares, stocks 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 trusts and to issue, dispose off or hold any such preferred, deferred or other special stocks or securities. To transact on all kinds of agency business and in particular in relation to the investment of money, the purchase and sale of business property or under-takings. To contract with leaseholders, borrowers, lenders, annuitants and other for the establishment accumulation, provisions and payment, sinking funds, redemption funds, depreciation funds, renewal funds, endowment funds and any other special funds and that either in consideration of a lump sum of an annual premium or otherwise and generally on such terms and conditions as may be deemed fit.

4. Subject to the approval of RBI under RBI Act, 1934 and as amended by RBI (Amendment) Act 1997 to establish carry on and undertake the business of finance, and trading, hire purchase, leasing, chartering, renting and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant, machinery such as Pollution control equipments and systems, cooling towers, chimneys, silos, automobile wheels, rims, Alternative energy systems, Electronics and Electronic equipments, Pharmaceuticals and Medical equipments diagnostic equipments, instrumentation equipments, control valves, all types of on shore and off shore services for Oil and Gas Industry or oti1erwise, ships, scaffolding equipments, corrosion protection insulation and anti-fouling activities equipments used for manufacturer of all kinds of Laminates, DG set, Motor cars and buses, Computers data processing equipments and components, Subject to the approval RB.1. under RB.1. Act, 1934 as amended by RB.1. (Amendment) Act, 1997.

5. To establish, carry on and undertake take business of finance, and trading, hire purchase, leasing, chartering, renting, repairing and to finance lease operations of all kinds of land and buildings, factory sheds, god own, storage houses, shops display centers and such other similar properties, subject to the approval of RBI under RBI Act, 1934 as amended by RBI (Amendment) Act, 1997.

6. To finance to assist in financing the sale ,export and import of goods, articles or commodities of al land every kind or description by way of hire purchase or deferred payments or similar transactions, Subject to tl1e approval of RBI under Act, 1934 as amended by RBI (Amendment) Act, 1997.

7. (a) To manufacture, assemble, market, fabricate, lease, supply, distribute, buy, sell, import, export, design, manipulate, exchange, alter, improve prepare, install, maintain, repair, or otherwise dealing any or all types of electronic equipment such as electronic typewriters, printers, word processors, mini and microcomputers, computer peripherals, microprocessor based equipment floppy diskette, CDs, Modems, Winchester hard disc drives, terminals, monitors, daisy wheel printers, black and white and color televisions, photocopy and photographic equipment, telephone and telecommunication equipment, teleprinters, private automatic branch exchanges, electronic and electrical gadgets, video recorders, video games, electronic calculators, radar equipment, electronic accounting and business machines, electronic control instruments, electronic cash registers and cheque writing, machines, intercom equipment, electronic sound and amplifier systems, projection electronic hobby kits, electronic hardware, electronic clocks equipment T.V. signal boosters, electronic X-ray and other medical equipment, electronic synthesizers, electronic sirens, radio telephones, electronic navigational aids, electronic alarm systems, electronic traffic control systems, electronic laboratory equipment, electronic weighting machines, black and white and color TV deflection components, fly back transformers video projection equipment, electronic toys and games and screens of all kinds.

(b) To manufacture, assemble, market, fabricate, lease, supply, distribute buy sell export, import, design, manipulate, exchange, alter, improve, prepare, install, maintain, repair or otherwise deal in any or all types of printed circuit boards, switches, semi conductors, transistors, integrated circuits, memory chips, diodes, connectors, resistors, rectifiers, capacitors, digital meters, transformers, generators, control panels, valves, thrusters timbers plugs and sockets, leak detectors, button cell battery charges of all kinds.

8. (a) To purchase, sell, develop, take in, exchange or on lease hire or otherwise acquire, whether for investment or sale or working the same any real or personal estate including lands, mines, factory, buildings, mills, houses, cottages, shops, depots. warehouses, machinery, plant, stock, stock-in trade mineral rights, concessions, privileges, licences, ease mentor interesting or with respect to any property whatsoever for the purpose of the Company in consideration for a gross sum or rent or partly in one way and partly in other or for any other such consideration of all types.

(b) To carry on business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the conveniences common provided in flats, suites and residential and business quarters.

9. To establish and carry on the business of construction, Contractors, Jobbers, erectors, suppliers, engineers for undertaking any construction work relating to any building, flats dams roads and to carrying on contracts and jobs in connection with corrosion protection, insulation and anti-fouling activities and to provide all types of goods, systems and services for anti-corrosion and insulation engineering and anti-fouling activities.

10. To carry on the business of manufacturers, importers exporters and dealers in all types of anti-corrosion and insulation materials, chemicals, equipment and components used for application in anti-corrosive, insulation and anti-fouling appliances methods and processes.

11. To breed, rear and purchase live-stock of all kinds, to farm and buy animal produce of all kinds, to prepare, manufacture and render marketable any such produce and to sell, dispose of and dealing the same either in the manufactured or in raw state.

12. To undertake the manufacture of production of calcined petroleum coke and calcined anthracite coal and the sale thereof.

13. To carry on the business of manufacturers, importers and exporters of and dealer in ferrous and non-ferrous Casting of all kinds and in particular steel, chilled and malleable castings, special alloy castings, gun metal, copper, brass and aluminum castings and foundry work of all kinds.

14. To carry on the business of Contractors of Buildings, constructional Engineers and Architects.

15. To carry on the trade or business of iron masters, steel makers, steel converters, colliery proprietors coke manufacturers. miners smelters, engineers tin plate makers and iron founders in all their respective branches.

16. To search, prospect, win, work, get, raise, quarry, smelt, refine dress, manufacture, manipulate, convert, make merchantable sell, buy, import, export or otherwise deal in iron or all kinds of metal metalliferrous, ores, and of other minerals and substances and to manufacture sell, import buy, import, export and otherwise deal in Buy such articles and commodities.

17. To carry on the business of running motor lorries motor taxis, motor mini buses and conveyances of all kinds and on such lines and routes as the company may think fit and to transport passengers and goods and to do to the business of common carriers.

18. To carry on the business of hotel, restaurant, cafe, tavern refreshment room and boarding and lodging housekeepers beer housekeepers licenses victuallers wine beer and spirit merchants, aerated mineral and artificial water and other drinks purveyors, caterers for public amusements generally dealers in ivory novelty and goods and as general merchants guar age proprietors livestock stable keepers job masters farmers dairy men importers and brokers of food, live and dead stock and foreign produce of all descriptions hair dresses, perfumers, Chemicals, proprietors of clubs bath, dressing rooms launders rendering, writing and newspapers room, libraries grounds and places of amusements recreation sport entertainment and instructions of all kinds tobacco and cigar merchants.

19. To produce steel bricks and bails from steel scrap and cast iron scrap.

20. To carry on the business of travel agents, Bank Mukadmas for railways shipping and airways and road transport corporations, companies or bodies and carriers by land water and air, barge property and freight contractor forwarding agents, clearing agents, stevedores ship chandlers, caterers in railways, airlines and steamship companies, underwriters and insurers of ships, crafts, goods and other property theatrical and opera box office promoters, cinema exhibitors producers and distributors and merchants, refrigerating store keepers and as proprietors conducting safe deposits vaults general agents, ice merchants, and carry on the business or running night clubs, swimming pools, playing of launches and boats bakery and confectionary.

21. To carry on business as bakers and manufacturers of and dealers in bread flour, rave, maida, biscuits and farinaceous compound and materials of every description.

22. To carry on business of manufacturers of and dealers in sugar, gar, and khandsari, sugar chocolates, toffees and such other allied products thereof.

23. To carry on business as breweries distillers and manufacturers of, and merchants and dealers in vinegar, acetic acid, glucose, wines, spirits beers, Porter malt; shops, malt, shops, grain meal, yeast, aerated, water, carbonic acid gas mustard pickles, cocoa, coffee and Saudis condiments of all kinds.

24. To carry on the business of stationers, printers, lithographers, stereotype, electro-types, photographic, printers, photo lithographers engravers, dysinquers, envelop manufacturers, machine rulers, numerical printers, paper bag and account book makers, box makers, type founders, photographers manufacturers of and dealers playing, visiting railways, festive, complimentary and fancy cards and aleatines, dealers in parch dealers in stamps agents for the payment of a stamp and such other duties advertising agents designers, draftsman booksellers and publishers.

25. To carry on the business as manufacturers and dealers in boots, shoes, clogs, all kind of footwear and leather and plastic goods lasts, boats, trees, laces buckles, leggings boot polishes, accessories and fittings.

26. To carry on the business of tobacco consists in all its branches and to sell, make up and manufacture tobacco cigars, snuff and such other articles usually sold by tobacconists.

27. To carry on the business as watch and clock repair electroplaters, dressing bags makers importers and exporters of and buy sell and deal in watches, clocks cutlery shopping bags and bronzes.

28. To carry on business of manufacturers and dealers of radios, televisions sets, teleprinters, telecommunication and electronic equipments telephone equipments, radars, computers business machines and their components, valves transistors, condensers and coils.

29. To carry on business of manufacturers or dealers in typewriters, calculating machines computers cleaners, sewing and printing machines, air-conditioning equipment, air conditioners, refrigerators, coolers, ice-cream manufacturing machinery and to maintain air conditioned godowns for storage of goods.

30. To carry on business of a system and general laundry, and to wash, clean, purify, scour bleach, wring; dry iron, colour dye, disinfect, renovate and prepare for use all articles of wearing apparel, household, domestic and other cotton silk, and woolen fabrics repair, let on hire alter, improve treat and deal in all apparatus, machines materials and articles of all kinds.

31. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shops.

32. To carry on the business of cold storage of fruits. Vegetables seeds, fish meat agricultural, products, milk and dairy products and such other perishable items of all types.

33. To carry on the business of production, distribution or exhibition of films and motion pictures, including the running of theatres, cinemas, studios and cinematographic shows and exhibitions.

34. To carry on the business of builders and contractors, architects, decorators, merchants and dealers in stone bricks, sand, lime bricks, cement, timber, hardware and other building materials and acting as house agents.

35. To establish and work cement. manufacturers and to carry on the business of cement manufacturers, time burners and ceramics including sanitary fitting and china ware.

36. To carry on the business of manufacturers or dealer of tractors, automobiles, earth-moving equipments, internal combustion engines, boilers locomotives and compressors.

37. To manufacture and or deal in automobile parts, spare parts and components of machineries and to act as agents for manufacturers of various parts and components.

38. To cultivate, grow, produce or deal in any agriculture, vegetable or fruit products, processed food and extruded snacks and to carry on all or any of the business of armers, dairyman, milk contractors, dairy farmers, millers surveyors and vendors of milk and milk products condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds, growers of and dealer in corn, hay, and straw, seeds men, and nursery men and to buy, sell, manufacture, and trade in any goods usually traded in any of the above business or any other business inclusive of staple food and medicinal preparations from milk, vegetable and animal products or any substitute for any of them Associated with the farming interests.

39. To cultivate Tea, coffee, cinchona, rubber and other produce and to carry on the business of planters in all its branches, to carry on and do the business of cultivators winners and buyer of every kind of vegetable, mineral or other products of the soil, to prepare manufacture and render marketable and such products, and to sell, dispose off and deal in any such produce, either in Its prepared, manufactured or raw state, and either by wholesale or retail.

40. To carry on the business of manufacture and sale of patent medicines and preparations and to carry on the business of manufacturers buyers, and sellers of and dealers in all kinds of medicines and medical preparations and drugs.

41. To carry on business of manufacturers or dealers in soaps, cosmetics, perfumes and toilet requisites.

42. To carry on the business of manufacturer so for dealer so and paper of all kinds and articles made from paper or pulp and materials used in the manufacturers or treatment of paper, including cardboard, mill boards and wall and coiling papers and packaging cartons and newsprints and photographic raw films.

43. To manufacture and deal in all chemical products and their intermediates dyes, drugs medicines and pharmaceuticals petroleum and its products, and derivatives, paints, products and derivatives paints, and varnishes, explosives and ammunitions, vegetable oil, their products and derivatives, all types of heavy chemicals such as sulphuric and other acids, caustic soda ash, all types of textile chemicals and sizing and finishing materials photographic chemicals, clay and boards, including straw boards glycerin and allied products, industrial and pharmaceutical organic and inorganic chemical fertilizers,

pesticides, manures ringsides and allied products, fats, wares and .their products, hides skins and leather.

44. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers and distributors for petroleum companies.

45. To carry on the business of manufacturers and dealers in all types of rubber, leather, celluloid, bakelite, plastic and all other chemicals, rubber and plastic goods, particularly industrial rolls, rollers, sheets beltings and consumer goods such as tyres, tubes and such other allied products as chapels, shoes medicals and surgical goods.

46. To carry on business of electrical engineers, electricians, contractors, manufacturers, constructors, suppliers of and dealers in electric and other appliances electric motors, fans, lamps, furnaces, household appliances, batteries cables, wire lines, dry cell accumulators, lamps and works and torte, accumulate, distribute generate and supply electricity for the purpose of light, heat, automotive power, and for all other such purpose for which electrical energy can be employed, and to manufacture and deal in all apparatus and thing connected with the generation, distribution, supply, accumulations, and employment of electricity including the terms electricity all power that may be directly or indirectly derived there form or may be incidentally hereafter discovered in dealing with electricity.

47. To carry on the business of manufacturing, assembling, buying, selling, reselling, exchanging, altering, importing, exporting hiring, letting on hire, distributing or dealing in ships, boats, barges, launches, submarines, and other underwater vessels, aero planes, airships sea plan flying boats, hydro planes and aircrafts and aerial conveyances of every description and all kind of transport or conveyance of passengers, merchandise or goods of every description whether propelled or assisted by means of petrol, spirit, electricity, steam, oil, vapor, gas, petroleum, mechanical, animal or any other such motive power all component parts, accessories equipments and apparatus for use in connection therewith.

48. To carry on the trade or business of manufacturing, assembling, buying selling, reselling, exchanging, altering, importing, exporting, letting on hire, or distributing or dealing in railway carriages, wagons, carts, vehicles, rolling stocks and conveyance of all kind whether. for railway tram ways road, field, such other traffic or purpose and also for railway and such other applications thereof.

49. To carry on the business of machinists, makers of machinery, mechanical engineers from founders, brass foundries iron and .steel converters, makers, blast furnace proprietors, repairs boiler makers smiths, sand blast proprietors, consulting engineers japanners and annotators.

50. To carry on the business of manufacturers of dealers in wood products plywood matches and wooden or metal furniture.

51. To carry on the business of dealers in arms and ammunitions if permitted by law.

52. To carry on the business of manufacturers of and dealers in glass products, such as steel and plate glass, optical glass, glass wool and laboratory ware of *all* types.

53. To carry on the business of manufacturers of or dealers in textiles, such as man made fibers, cotton, silk, jute, woolen and synthetics.

54. To carry on the business of manufacturers of or dealers in industrial machinery of all types, including bearing, speed reduction units, pumps, machine tools and agricultural machinery. and earth moving machinery including road rollers, bull-loaders, shovels and dozers, dumpers. drag lines and light engineering goods such as cycles and sewing machines and their components.

55. To carry on the business as manufacturers, dealers, stockiest, importers and exporters of engineering drawing sets, hardware steel rules, measuring, tapes cutting tools, hand tools, precision measuring tools, machine tools, Garage tools, hardware tools, instruments apparatus and other machinery, plant equipment articles, appliances their component parts and accessories.

56. To carry on the business as manufacturers, dealers, stockiest, exporters and importers of bolts, nuts, nails, rivets, hinges, hools an all other hardware items of all types and descriptions.

57. To carry on business as manufacturers, dealers, stockiest, exporters and importers of forging, casting, stamping of all metals, machinery parts, moulds, press tools, jigs, fixtures, injections and compressions moulding and steel products of all kinds.

58. To carry on business as manufacturers, stockiest, importers, exporters, repairs and dealers in dynamos, motors, armatures, magnets, batteries conductors insulators, transformers, converters, switch boards, cookers, engines, guns presses, insulating materials, and electric plant appliances and suppliers of every description.

59. To carry on the business as manufacturers, dealers, stockiest, importers and exporters, of buckets, bath tanks, trunks, metal furniture, safes, chimneys and pipes.

60. To carry on the business as manufacturers, dealers, stockiest, importers and exporters of wearable and unwearable fabrics, high density polyethylene and poly propylene woven, sacks and tarpaulins of various qualities and types.

61. To carry on the business as manufacturers, dealers, stockiest, importers and exporters suppliers and commission agents and to carry on the business or wholesale and retail in all kinds of merchandise such as textile yarn, steel, spices, rice, wheat dry fruits chemicals, dyes and grains.

62. To carry on the business of timber and timber merchants, timber yard and saw mill proprietors and to buy, sell, prepare for market, import, export, and deal in timber and wood of all kind and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used to carry on the business of logging and timbering purchasing, acquiring and leasing timber berths.

63. To carry on the business as manufacturers of and dealers in plywood, hardwood blocks, for flooring and other purposes, boxes, windows, doors, wood pulp, wood wool, masts, spares, derricks, sleepers, tool handles, paneling, wood work furniture and articles of all description wholly or partly made from wood bricks cement or stone.

64. To carry on the business as manufacturers of or dealers in or stockiest, importers and exporters of packing materials, cartons, containers, boxes and case made of paper, boards wood glass, plastic,

pulp, cellulose films, polyethylene rubber metals, metal foils, gelatins, tin flexible treated laminated or other materials.

65. To carry on the business as manufacturer so for dealer asstockists,importers and exporters of bottles, jars, fiber, boxes, corrugated containers, aluminum foils of all types, wooden drums packing cases, rods, wires, ropes, stripes, conductors, equipment required for generation, distribution and transmission of electric energy cables, motors, fans, furnaces, batteries and accumulators.

66. To act as trustees, executors, administrators, attorneys, nominees and agents and to undertake and execute trusts of all kinds and (subject to compliance with any statutory condition) to exercise all the power of custodian trustees and trust corporations.

67. To procure or develop and supply and patents inventions, models, designs, scientific or industrial formulas or processed.

68. To procure or developand supply technical know-how for the manufacture or processing of goods, materials or in the installation or erection of machinery or plant for such manufacture or processing or in the working of mines, oil wells or other sources of minerals deposits, or in search for or discovery or testing of minerals deposits, or in search for on in carrying out any operations relating to agriculture, animal husbandry, dairy, or poultry farming, forestry or fishing or finishing or rendering services in connection with the provision of such technical know-how.

69. To carry on the profession of consultants, on management, employment, engineering, industrial, and technical matters to industry and business and to act as employment agents.

70. To carry on the business of printing and publishing book, magazines, journals and newspapers and to act as agents in connection therewith.

71. To undertake or arrange for the writing and publication, books, magazines, journals or pamphlets on Subject relating to trade, commerce, industry, agriculture banking, insurance, investment, taxation, finance, economics, law and other subjects.

72. To acquire or set up and run schools, colleges, training and professional institution and music and dance centers.

73. To undertake or promote research in economic, fiscal, commercial, financial, technical and scientific problems.

74. To carry on the business of manufacturers of and dealers in all kinds of packaging, packing requisites and cartons made of cardboard, straw board, wood, glass or any other materials, metal, glass, or plastic containers as also containers of any other material.

75. To carry on the business of transport, cartages and haulage contractors garage proprietors, owners and characters of road vehicles, air-crafts, ships tugs, barges and boats of every description, lighter man, carriers of goods and passengers by road, rail water, or air, Carmen, cartage contractors, stevedores, cargo superintendents, packers hullers, warehouse-men, storekeeper and job masters.

76. To carry on business as manufacturers of petrochemicals and its by-products and corresponding products.

77. To carry on the business of cotton spinners and doublers flax, hemp and jute spinners liner and cloth manufacturers flux, hemp, jute and wood merchants, wood combers, worsted spinners, yarn merchants, worsted stuff manufacturers, bleaches and dyers and makers of vinyl, bleaching and dyeing materials.

78. To carry on the business of manufacturers of and dealers in flour, rava, maida biscuits, bread, chocolates and other sweets of every description, oils of all kinds and to buy, sell, manipulate or deal with wholesale and retail grains, seeds, pulses and commodities.

79. To undertake and transact all kinds of agency business and to carry on and promote any business commercial or otherwise under sound principles to set or as distributors agents, contract main representation and indenting agents on commission on and or allowances as may be deemed fit.

80. To run service station for the repairs and servicing of automobiles and to manufacture, deal in fuel oils and greases.

81. To carry on the business or businesses, of manufacturers, importers and exporters of and dealers in forgings, press, structural and rolling works of all kinds and in particulars steel rolling, rods, bars, wire, sheets and all kinds of ferrous and non-ferrous rolling works.

82. To advance, deposit or lend/money, securities and properties to or with any Company,. body, corporate, firms, person or association with or without security and on such terms as may be determined, from time to time, However the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949.

83. To carry on the business as Managers to issues, management stock, Government consultants underwriters and brokers or stock, shares, debenture, Bonds and Units of Unit Trust of India.

84. To carry on the business of manufacturers, importers, exporters, buyers and sellers in all type of raw material required for manufacturing of picture tubes of all types for television sets monitors and all such components used therein.

IV. The Liability of the members is Limited.

V. The Authorized Share Capital of the Company is Rs. 1,00,000/- (Rs. One Lacs) divided into 10,000 (Ten Thousands Only) Equity Shares of Rs.10/- each.

We, the several person, whose names, address and description are subscribed, hereunder are desirous of formed into a Company in pursuance of this **Memorandum of Association** and we respectively agree to take the number of shares in this capital of the Company set opposite to our respective name.

Name, Address, Description & Occupations of the Subscriber and his/her Father's Husband's Name	Number Of Equity shares taken by each subscriber	Signature of the Subscriber	Name, Address, Description & Occupations of the witness and his/her Father's/Husband's Name
1) Pawan kumar S/O- Sarwan Modi , Occupation-Business, At – C/o Dasrath Prasad, Maurya Path Khajepura Near Jay Marble , Patna - 800014, Bihar	4,000 Equity Share of Rs 10 Each. (Four thousands equity share of Rs. ten each)	SD	I WITHNESS OF THE SUBSCRIBER , DHIRAJ KUMAR, CHARTERED ACCOUNTANT,S/O SRI RAJA RAM PRASAD B-25 3RD FLOOR MAURYA COMPLEX DAK BUNGLOW PATNA-1 M.N 421878 SD
2) Manjusha Kiran D/O- Prabhat Kiran, Occupation-Business, At – Maurya Path, Khajepura, Near Jai Mobile, B.V.Collage, Patna – 800014, Bihar	6,000 Equity Share of Rs 10 Each. (Six thousands equity share of Rs. ten each)	SD	

Total number of shares taken: 10,000 Equity share of Rs.10 each
(Ten Thousands equity share of Rs.Ten each)

ARTICLES OF ASSOCIATION

OF

SAI MEGA REALDEVELOPERS PRIVATE LIMITED

(THE COMPANY ACT, 1956)

(PRIVATE COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

SAI MEGA REALDEVELOPERS PRIVATE LIMITED

1. The Regulation contained in Table' A " in the Schedule I to the companies Act, 1956 shall apply to the company except in so far as otherwise expressly incorporated hereinafter.

II. INTERPRETATION

2. (I) In these Regulations:-

(a) "The Act" means the company Act, 1956, as amended. From time to time

(b) "The Seal" means the common Seal of the company.

(II) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof in force.

III. PRIVATE COMPANY

3. This company is a Private company within the meaning of Sections 2-(35) and 3 (i) (iii) of the companies Act, 1956, and accordingly:-

(a) No invitation shall be issued to the public to subscribe for any shares in or debentures of the company;

(b) The number of members of the company (exclusive of persons who are in the employment of the company, and persons, who having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employments ceased is limited to fifty provided that for the purpose of this definitions where two or more persons jointly hold bow or more shares in the company, they shall be treated as single member; and

(c) The right to transfer the shares in the company is restricted in the manner and to the extent hereinafter appearing.

(d) Prohibits any invitations or acceptance of deposits from persons other than its members, directors or their relatives.

IV. CAPITAL.

4. The Authorized Share capital of the company shall be Rs.1,00,000 (One Lac) which are divided into 10,000 (Ten Thousand) equity shares of Rs.10 each (Rupees ten each) such as given in the clauses v of the Memorandum of Association or altered, from time to time, thereat payable in the manner as may be determined by the Directors, with power to increase, reduce , sub- divide or to repay the same or to

VI. GENERAL MEETINGS

10. All General meeting other than the Annual General Meeting shall be called Extra- ordinary General Meetings.

11. (i) The Board of Directors may, whenever it thinks fit, call an Extraordinary General Meeting.

(ii) If at any time there are not within India Directors capable of acting who rare sufficient in number to from a quorum, any Director or any two members of the company may call an Extra- ordinary General Meeting in the same manner, as nearly as possible as that in which such a meeting may be called by the Board.

(iii) Subject to Section 190 and 219 of the Act, any general meeting may be called by giving to the members clear seven day notice or a shorter notice than of seven days if consent thereto is given by members in accordance with the provisions of Section 171 of the companies Act,1956.

VII. PROCEEDINGS AT GENERAL MEETINGS

12 (i) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) At least two members present in person shall be a quorum.

13. The Chairman if any, of the Board of Directors shall preside as Chairman of every General Meeting of the company.

14. If there is no such chairman or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be chairman of the meeting.

15. If at any meeting, no Director is willing to act as Chairman or if no Director is present within 15 (fifteen) minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairman of the meeting.

16. **(i)** 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.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting form which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting.

17. In the case of equality of. Votes, whether on a show of hands or on poll, the Chairman of the meeting at which the meeting at which the show of hands takes place or at switch the poll is demanded, shall be entitled to a second or casting vote.

18. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

VIII. DIRECTORS

19. The business of the company shall be managed by the Directors who may pay all expenses incurred in setting up and registering the company and may exercise all such powers of the company as are not restricted by the act or any statutory modification thereof for the time being in force or by these Articles required to be exercised by the company in general meeting subject nevertheless, to any regulations of these Articles, to the provisions of the Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the company is general meeting. Noting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

20. The following shall be the first Directors of the Company:-

1. **PAWAN KUMAR**
2. **MANJUSHA KIRAN**

21. The number of Directors shall not be less than two and not more than fifty.

22. No person shall be elected as Director (except as a first Director or a Director appointed by the Director) unless seven days notice shall have been left at the Registered office of the company of intention to propose him together with notice in writing signed by himself signifying his willingness to be elected.

23. The Directors need not hold any qualification shares in the Company,

24. **(a)** Subject to the provisions of the Companies Act,1956 and Rules framed there under, each Director shall receive out of the funds of company by way of sitting fees sum not exceeding Rs.2500/- (Rupees Two Thousand five Hundred only) for every board meeting attended by him,

(b) The Directors shall also be paid traveling and other expenses for attending and returning from meetings of Board of director (including hotel expenses) and any other expenses properly incurred by then in connection with the business of the company. The Directors may also be remunerated for any extra services done by them outside their ordinary duties as Directors, subject the provision of Section 314 of the Act.

25. Subject to the provisions of the companies Act, 1956, if any Director, being will in shall be called upon to perform extra services for the purposes of the company, the company shall remunerate such Director by such fixed sum or percentage of profits or otherwise as be determined by the Directors and

such remuneration may be either in addition to or in substitution for his remuneration as provided above,

26. Subject to the provisions of section 314 of the companies Act, 1956, the remuneration of Directors may be a fixed sum or by a percentage of the net profits or otherwise.

27. Subject to sections 297 and 299 of the Act, no Director shall be disqualified by his office from contracting with the company nor shall any such contract entered into by or on behalf of the company in which any Director shall be in any way interested be avoided, nor shall any director contracting or being so interested be liable to account to the company for any profit realized by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established by him/her at the meeting of the Director at which the contract is determined, if his/her interest then exists or in any other case, at the first meeting of the Directors after he /she acquires such interest,

28. The Director may appoint any person to be and ultimate Director to act for a director (hereinafter in this article called the original director) during his absence for a period not less than 3 months from the state in which meeting of the Directors are ordinarily held, but such ultimate Directors shall, ipso facto vacate office if: and when the original Director returns to the State in which the meetings of the Directors are ordinarily held, subject to Section 313 of the Act.

29. The Director shall not be liable to retire from the office by rotation.

30. The Company may, from time to time, by ordinary resolution increase or reduce the number of Directors within the limits specified in Article 21.

31. The Directors shall have the power, at any time and from time to time, to appoint any person as Additional Director in addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number of fixed for Directors in these articles. Any Director so appointed, shall hold office only until the next following annual general meeting, but shall be eligible there at for election as Director.

32. The Company, may be special resolution, of which special notice has been given in accordance with the provisions of the section 190 of the companies Act.1956 remove any Director including the managing Director, if any, before the expiration of the period of his office, notwithstanding anything, contained in these articles in any agreement between the company and such Director, such removal shall be without prejudice to any contract of service between him and the company.

33. If the Director appointed by the company in general meeting , vacates office as a director before his term of office will expire in the normal course, the resulting casual vacancy may be filed up by the Board of Directors at meeting of the board, but any person so appointed shall retain his office so long only as the vacating director would have retained the same if vacancy had not occurred, provided that

the board may not fill such a vacancy by appointing thereto any person who has been removed from the office of director under Article 32.

34. Subject to sections 58 – A and 292 of the Act, in the event of company borrowing any money from any financial corporation or institution or Government or any Government body or a collaborator, bank, person or persons or from any other source, while any money remains due to them or any of them, the lender concerned may in case loan agreement so provides exercise the right and power to appoint from time to time, any person or persons to be a director or Director or Directors of the company and the Directors so appointed shall not be liable to retire by rotation, subject, however, to the limits prescribed by the companies Act, 1956. Any person so appointed, may at any time be removed from the office by the appointing authority who may from the time of such removal or in case o death of resignation of person, may appoint any other or others in place. Any such appointment or removal shall be in writing. Signed by the appointer and served on the company. Such Director need not hold any qualification shares.

35. Section 283 of the companies Act, 1956 shall apply regarding vacation of office by director. A Director shall also be entitled to resign from the office of Directors from such date as he may specify while so resigning.

36. The Directors may, from time to time, subject 10 the provisions of sections 197 A and 314 of the companies Act, 1956, appoint one or more of their body to the office or the Managing Director or whole time director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His/ her appointment will be automatically terminated if he ceases to be a Director.

37. A managing or whole time director may be paid such remuneration (whether by way of salary, commission, or participation in profits or partly in one way and partly in other) as the Director may determine.

38. The Directors, subject to section 292 of the companies Act, 1956 may entrust to and confer upon a Managing or whole time Director any of the powers exercisable by them, upon such terms and conditions and with such restrictions, as they may think fit and either collaterally with or to the exclusion of their own power s and may from time to time revoke, withdraw or alter or vary all or any of such powers.

IX. PROCEEDING THE BOARD

39. The quorum necessary for the transaction of business of Directors shall be minimum two or one third of the total numbers of Directors whichever is higher subject to section 287 of the companies Act, 1956.

40. Subject to the provisions of section 285 of the Act a meeting or the Board of Directors shall be held at least once in every three calendar months and at least four such meetings shall be held in each calendar year. The Directors may meet together for the discharge of the business, adjourn and other wise regulate their meetings and proceedings as they think fit.

41. Notice of every meeting of the Board of Directors of the company shall be given in writing to every Director for the time being in India and at his usual address in India to every other Director.

42. A meeting of Directors for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and desecrations by law or under the articles and regulations for the time being vested in or exercisable by the Directors.

43. The managing Director or a Director may at any time or secretary upon the requisition of Director (s) shall convene a meeting of the Directors.

44. The questions arising at any meeting of the Directors shall be decided by majority of votes and in case of any equality of vote, the chairman shall have second or casting vote.

45. The Directors may elect a Chairman of their meeting and determine a period for which he is to hold office. If at any meeting the chairman is not present within fifteen minutes of the time appointed for holding the same or is unwilling to preside , the Directors present may choose one of their numbers to be the chairman of such a meeting.

46. Subject to the provisions of section 58 A and 292 of the Act, and Regulations made there under and directions issued by the Reserve Bank of India, the Directors may delegate any of their powers , other than the power to borrow and to make calls issue debentures and any other powers which by reason of the provisions of the Act cannot be delegated , to committees consisting of such member or members of their body as they may think fit, and they may from time to time revoke and discharge any such committee either wholly or in part and either as to person or persons. Every committee so formed, in exercise of powers so delegated, shall conform to any regulations that may, form, time to time, be imposed on it by the Directors and all acts done by any such committee in conformity with such regulations and in fulfillment of the purpose of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

47. A resolution not being a resolution required by the Act or by these Article to be passed at a meeting of Directors, may be passed without the meeting of the Directors or a committee of Directors provided

that the resolution has been circulated in draft together with necessary papers, if any, to all the Directors or to all the members of the committee that in India (not less that eh quorum fixed for a meeting of the Board or committee, as the case may be) all other Director or members at their usual addresses in India, and has been approved by such of the Directors as then in India or by a majority of such of them as are entitled to vote on the resolution.

48. All acts done by a person shall be valid, notwithstanding that it may be afterwards discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provisions contained in the Act or in these

Articles. Provided that this Article shall not give validity to acts done by a Director after his appointment has been shown to the company to be invalid or to have terminated.

X POWERS OF THE DIRECTORS

49. Subject to sections 292 of the Act, the Directors shall have the right to delegate any of their powers to such managers, agents or other persons as they may deem fit and may at their own discretion revoke such powers.

50. The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have power of general direction, management and superintendence of the business of the company with full powers to do all such acts, matters and things deemed necessary proper or expedient fort carrying on the business of the company, and to make an sign all such contracts and to draw and accept on behalf: of the company all such bills of exchange, hundies, cheques, drafts and other Government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the company except only such of them as by the Act or by these present are expressly directed to be exercised by shareholders in the general meetings

XI. INSPECTION OF ACCOUNTS

51 (I) The Board of Directors cause proper books of account to be maintained under section 209 of the Act.

(2) The Board of Directors shall also from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations account books of the company or any of them, shall be open to the inspection of members not being Directors.

(3)No member (not being Directors shall have any right of inspecting any account book or document of the company except as conferred by law or authorized by the Board or by the company in general meetings.

XII. SECRECY

52. Subject to the provisions of the Act, every manager, auditor, trustee member of committee, office, servant agent, accountant or other person employed in the business of the company shall, if so required by the Board of Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transaction of the company with its customers and the state of accounts with individuals and in matters relating thereto and shall be such declaration pledge himself not to reveal any of the maters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any general meeting or by the law of country an except so far ass may be necessary in order to comply with any of the provisions of these presents and the provisions the companies Act, 1956

XIII. BORROWING POWERS

53. Subject to the provisions of section 58 A and 292 of the companies Act, 1956 and regulations made there under and directions issued by the Reserve bank of India, The directors shall have the power, from time to time and at their discretion, to borrow, raise or secure the payment of any sum of money for the purpose of the company in such manner and upon such terms and conditions in all respects as they think fit and tin particular by the issue of debentures or bonds of the company or by mortgage or charge upon all or any or the properties of the company both present and future including its uncalled capital for the time being .

XIV. OPERATION OF BANK ACCOUNTS

54. The Directors shall have the power to open Bank Accounts , to sign cheques on behalf of the company and to operate all banking accounts of the company and to receive payments make endorsements , draw, and accept negotiable instruments, hundies and bills or may authorize any other person or persons of exercise such powers.

XV. INDEMNITY

55. Subject to the provisions of Section 201 of the companies Act, 1956, the Chairman, Directors, Auditors, managing Directors and other officers for the time being of the Company. And any trustees for the time being acting in relation to any of the affairs of the company and their heirs executors, administrator shall be indemnifies out of the assets and funds of the company from or against all suits, proceedings, costs , charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or committee in or about the execution of their duties in their respective offices except those done through their willful neglect of default. Any such officer or trustee shall not be answerable for acts, omissions, neglects or defaults of any other officer or trustee.

XVI. WINDING UP

56. (I) If the company shall be wound – up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members in specie or in other wise he whole or any part of the assets of the company, whether they consist of property of the same kind or not.

(II) For the purpose afore said , the liquidator may set such value as he deems fair upon any property to be divided as afore said and may determine how such division shall be carried out as between the members of different classes of members.

(III) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts to the benefit of the contributories as the liquidator shall "think fit but so that no member shall be compelled to accepts any shares or other securities whereon there is any liability.

XVII. THE SEAL

57. (I) The Board of Directors shall provide a common seal for the purpose of the company and shall provide for the safe custody of the same.

(II) The seal may not be affixed to any instrument except by the authority of resolution of the Board or of a committee of the Board authorized by it in that behalf and except in the presence of at least one director and that one director shall sign every instrument to which the seal of the company is so affixed in his presence. The share certificate will, however, be signed and sealed in accordance with Rule 6 of h companies (issue of share certificates) Rules, 1960

XVIII. BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

58. The Directors shall lay before each Annual General Meeting, the profit and loss Account for the financial year of the company and Balance sheet made up to the end of the financial year only and audited by a qualified auditor under the provisions of the Act.

XIX. AUDIT

59. The first Auditors of the company shall be appointed by the Board of Directors within one month after its incorporation who shall hold office till the conclusion of first annual general meeting

60. The Directors may fill up any casual vacancy in the office of the Auditors.

61. The remuneration of the Auditors shall be fixed by the company in the Annual General meeting except that remuneration of the first or any Auditors appointed by the Directors may be fixed by the Directors.

We, the several person, whose names, address and description are subscribed, hereunder are desirous of formed into a Company in pursuance of this **Articles of Association** and we respectively agree to take the number of shares in this capital of the Company set opposite to our respective name.

Name, Address, Description & Occupations of the Subscriber and his/her Father's Husband's Name	Number Of Equity shares taken by each subscriber	Signature of the Subscriber	Name, Address, Description & Occupations of the witness and his/her Father's/Husband's Name
1) Pawan kumar S/o - Sarwan Modi, Occupation-Business, At – C/o Dasrath Prasad, Maurya Path, Khajepura, Near Jay Marble, Patna – 800014, Bihar	4,000 Equity Share of Rs 10 Each. (Four thousands equity share of Rs. ten each)	SD	I WITHNESS OF THE SUBSCRIBER , DHIRAJ KUMAR , CHARTERED ACCOUNTANT,S/O SRI RAJA RAM PRASAD B-25 3RD FLOOR MAURYA COMPLEX DAK BUNGLOW PATNA-1 M.N 421878 SD.
2) Manjusha Kiran D/o - Prabhat Kiran, Occupation- Business, At – Maurya Path, Khajepura, Near Jai Mobile, B.V.Collage, Patna -800014, Bihar	6,000 Equity Share of Rs 10 Each. (Six thousands equity share of Rs. ten each)	SD	

Total number of shares taken: 10,000 Equity Share of Rs.10 each
(Ten thousand Equity Share of Rs. Ten each)