

The Companies Act, 1956

Company Limited by Shares

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**BRIDGE TRACK & TOWER
PRIVATE LIMITED**



भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पश्चिम बंगाल

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U74990WB1985PTC088744

मैसर्स MANISH FORGINGS PRIVATE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
MANISH FORGINGS PRIVATE LIMITED

जो मूल रूप में दिनांक छह जून उन्नीस सौ पचासी को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
MANISH FORGINGS PRIVATE LIMITED

के रूप में नियमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि. 507 (अ) दिनांक 24.6.1985 एस.आर.एन. B41190190 दिनांक 16/07/2012 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
BRIDGE TRACK & TOWER PRIVATE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र कोलकाता में आज दिनांक सोलह जुलाई दो हजार बारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, West Bengal

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U74990WB1985PTC088744

In the matter of M/s MANISH FORGINGS PRIVATE LIMITED

I hereby certify that MANISH FORGINGS PRIVATE LIMITED which was originally incorporated on Sixth day of June Nineteen Hundred Eighty Five under the Companies Act, 1956 (No. 1 of 1956) as MANISH FORGINGS PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B41190190 dated 16/07/2012 the name of the said company is this day changed to BRIDGE TRACK & TOWER PRIVATE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Kolkata this Sixteenth day of July Two Thousand Twelve.

Validly signed
Digitally signed
Date: 2012.07.16
Time: 11:11:11
+05'30'

Registrar of Companies, West Bengal

कम्पनी रजिस्ट्रार, पश्चिम बंगाल

*Note: The corresponding form has been approved by DEBASISH BANDOPADHYAY, 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:

BRIDGE TRACK & TOWER PRIVATE LIMITED
18, R N MUKHARJEE ROAD,, KOLKATA - 700001,
West Bengal, INDIA





प्रारूप • आई • आर •
Form I. R.

निगमन का प्रमाण-पत्र
Certificate of Incorporation

तां..... का सं.....
No..... 2896..... of 19, 85.....

मैं एतद द्वारा प्रमाणित करता हूँ कि.....
मनीष फोर्जिंग्स प्राइवेट लिमिटेड

कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन निगमित की गई है और कम्पनी परिचालित है।

I hereby certify that.....
HANISH FORGINGS PRIVATE LIMITED;

is this day incorporated under the Companies Act, 1956
(No. 1 of 1956) and that the Company is limited by shares.

मेरे हस्ताक्षर से गान तारीख.....
को दिया गया। सलिष ज्येष्ठ शुद्ध उन्नीस ती रात

Given under my hand at GWALIOR this.....
day of..... One thousand nine hundred and.....



SIXTH
JUNE
EIGHTY FIVE;
Marmalan
(S. Kumar) Registrar of Companies,
Madhya Pradesh, Gwalior





Co. No 38744.

(Section 18 (3) of Companies Act, 1956)

CERTIFICATE OF REGISTRATION OF THE ORDER OF COURT
CONFIRMING TRANSFER OF THE REGISTERED OFFICE
FROM ONE STATE TO ANOTHER.

The *Manish Forgings Pvt. Ltd.*.....
having by special resolution altered the provisions of its Memorandum
of Association with respect to the place of the registered office by
changing it from the State of.....*Madhya Pradesh*.....
to the State of *West Bengal* and such alteration having been
confirmed by an order of *Company Law Board, Western*
Region, Bench, Mumbai.....bearing date the *11.11.98*.

I hereby certify that a certified copy of the said order has
this day been registered.

Given under my hand at *Calcutta*.....this *14th*.....
day of *February*.....One thousand nine hundred
and *Ninety Nine*.....

[Signature]
Asstt. Registrar of Companies.

West Bengal



Company Limited by Shares

MEMORANDUM OF ASSOCIATION

OF

BRIDGE TRACK & TOWER PRIVATE LIMITED

I. The name of the Company is **BRIDGE TRACK & TOWER PRIVATE LIMITED**.

II. The Registered Office of the company will be situated in the state of **WEST BENGAL**.

III. The object for which the Company is established are:

A. THE MAIN OBJECT TO BE PERSUED BY THE COMPANY ON ITS INCORPORATION ARE:

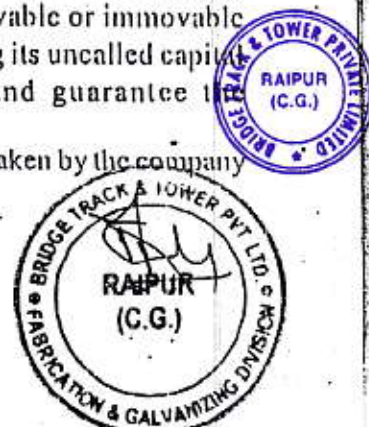
1. To Carry on the business of manufacture, Fabrication, Galvanizing, transportation, erection, commissioning, launching, execution, assembling, transmission line and telecom towers, OHE mast, mobile towers, mass towers and carry on other tower related activities.
2. To carry on, manage, supervise and control the business as designer, fabricator and erector of Tele communication towers of various types and heights and operating all types of telecommunication service.

B. OBJECT INCIDENTAL OR ANICILIARY OBJECTS FOR THE ATTAINMENT OF MAIN OBJECTS OF THE COMPANY:

3. To act as engineers, designers, consultants, hirers for and in connection with the aforesaid business.
4. To purchase, sale, let out, take on lease or exchange, hire or otherwise acquire and deal in movable and immovable property of all kinds, undertakings of every description, mortgages, shares, stocks, debentures, securities, policies, book debts, claims & interest in movable or immovable property and to establish and to carry on any business in connection with any or all of the above or which may be calculated to enhance the value of the properties or rights of the company or to facilitate the disposition thereof and to establish, maintain, alter and construct any farm, garden, mills or factories or building workshops or works and conveniences of all kinds as may be necessary for the purposes to achieve the main object of the Company.
5. To acquire or otherwise undertake the whole or any part of the business, property, assets and liabilities of any person or Company carrying on any business which the Company is authorized to carry on or possessed of property suitable for the purposes of the Company.
6. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted for as directly or indirectly to benefit this Company.



7. To enter into partnership or into any arrangement for sharing profits, interest, of Union cartels, co-operation, joint venture, reciprocal concession or amalgamate with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being carried or conducted so directly or indirectly to benefit this Company and to lend money to or guarantee the contracts of or otherwise assist any such person or company and to take or otherwise acquire shares & securities of any such company or any other company having objects altogether or in part similar to those of this Company or which may be conducive to the Company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.
8. To sell, let, exchange or otherwise deal with the undertaking of the Company or any part thereof for such consideration as the company may think fit and in particular for shares, debentures or securities of any other Company.
9. To promote, incorporate, acquire, any other company for the purpose of acquiring all or any of the property, assets and liabilities of this company or for any other purpose which may seem, directly or indirectly calculated to benefit this Company.
10. To purchase, or otherwise acquire in India or abroad any patents, invention, licences, concessions, copy rights, exhibition rights, trade marks and the like conferring any exclusive or limited right to use any invention, process or article which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem directly or indirectly to benefit this Company and to use, develop or grant exercise, licences in respect of or otherwise turn to account the property so acquired.
11. To establish and support or aid in the establishment and support of Association, Institution, provident funds, and other funds, trusts and conveniences calculated to assist the Company in the conduct of his business or to benefit employees or ex-employees of the Company or the dependents or connection of such person or to benefit public and to grant pensions and allowances and to make payments towards insurance and to subscribe, donate or guarantee money for charitable, religious, social or benevolent or any other objects beneficial to the Company or public or for any exhibition of useful objects or for any other purpose subject to the restrictions imposed in Section 293A of the Companies Act 1956.
12. To distribute any of the property of the Company among the members in-specie subject to the provision of the Companies Act, 1956 in the event of winding up.
13. To guarantee the performance of any contract or obligation of any company, 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 the interest of its share-holders.
14. To borrow or raise or secure the payment of money in such manner as the company shall think fit and by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property stock-in-trade and other movable or immovable assets, book-debts and claims-in action both present and future including its uncalled capital if any, and by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other persons or company of any obligations undertaken by the company or any other persons or person as the case may be.



- To pay property, rights or privileges, acquired by the Company or to remunerate any person or company for services rendered or to be rendered.
16. To manage, let, mortgage, sell, underlet or otherwise turn to account or dispose of or deal with all or any part of the real or immovable and personal or movable property and right or the Company whenever and however acquired.
 17. To sell or dispose of the undertaking of the Company or any part thereof upon such consideration as the Company may think fit.
 18. Subject to the provisions of the Sec. 58A of the Companies Act, 1956 and the Rules made in here under and the directives of the Reserve Bank of India, to receive, deposit at interest or otherwise or borrow money or lend money on mortgage of immovable property or without any security and on such terms as may seem expedient but not to do the business of Banking within the meaning of Banking Regulation Act, 1949.
 19. To procure the registration or recognition of the Company in/or under the laws of any place outside India and to establish agencies or branches in India or elsewhere.

C. THE OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN 'A' & 'B' ABOVE ARE :-

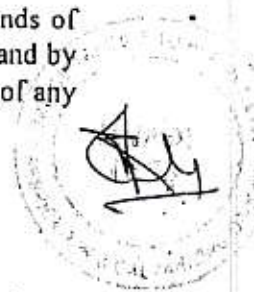
20. To acquire by purchase, grant, concession, licence, lease, barter or otherwise whether absolutely or conditionally and/or either solely or jointly with others, any land, tract, or land or lands in India or any where else, and to acquire rights and/or interest connected with such tract or tracts granted by Government or the ruler or owners thereof, and to spend such money as may be found necessary and advisable for surveying, exploring or developing any tract or tracts acquired by the Company.
21. To give, let out, lease, exchange any of the lands or a part thereof, of the company cultivators for filling and cultivating and/or for growing crops and/or vegetables, fruit and all other types of agricultural produce.
22. To enter into contracts with cultivators for acquiring by purchase, barter, grant, exchange or otherwise the crops and other produce grown or cultivated by them.
23. To carry on business as breeders of and dealers in livestock (including in that term horses, asses, donkey, mules, pigs, cattle, sheep, goats, and other animals) cattle rearers, sheep, farmers, poultry farmers, graziers, livestock agents, eggs, meat and producers, salesmen, importers and exporters of livestock and to carry on the trade as business of fellmongering, tanning and dealers in hides, fat, tallow, grease, offal and other animal products.
24. To cultivate, grow, produce or deal in any dairy products and to carry on the business of farmers, dairy men, contractors, dairy farmers, millers, purveyors and vendors of milk, cream, cheese, butter, poultry and provisions of all kinds, growers of and dealers in corn, hay and straw, seeds men, and nurserymen, and to buy, sell and trade in any goods usually trade in any of the above business or any other business associated with the farming interest which may be advantageously carried on by the Company.
25. To purchase, sell, import export produce or otherwise deal in preserved vegetables tinned fruits, and all types of food products, foodgrains, develop and exploit farms, horticulture, agricultural, animal husbandry, dairy, poultry and allied farming lines which can be conveniently carried on in farming business or to assist any one in this business and to carry on the business of farming and acrial spraying.



26. To treat, cure, submit to any process of manufacture and prepare for the market (whether on account of the Company or others) agricultural products of all kinds of things whatsoever and to deal in dairy, piggery, farm and garden produce of all kinds.
27. To acquire, collect and gather by fishing or purchase all varieties of sea food (including prawns, shrimps, lobsters, pomfrets, etc) and to process, pack and prepare the same for sale and export.
28. To plant, cultivate, produce and raise sugarcane and to acquire, construct and operate sugar mills, distillery and laboratory mills, and other works.
29. To cultivate tea, coffee, cinchona, rubber and other produce and to carry on the businesses of planters in all its branches and to carry on and do the business of cultivators winpers and buyers of every kind of vegetable mineral, or other products of the soil, to prepare, manufacture and render marketable any such product, and to sell, dispose of and deal in any such produce, either in its prepared, manufactured, or raw state, and either by wholesale or retail.
30. To acquire, construct, operate, buy, sell or work flour mills, sugar mills, dal and besan mills, rice mills, paper mill, oil refineries, spinning and weaving mills, soap and stone mills, and candle manufacturing factories.
31. To carry on business as bakers and manufacturers of and dealers in bread, flour, rawa, maida, biscuit and farinacious compounds and materials of every description.
32. To carry on business as brewers, distillers and manufacturers of and merchants and dealers, in vinegar, acetic acid, glucose, wines, spirits, beers, porter, malts, hops, grain, meal yeast, aerated water, carbonic acid gas, mustard, pickles, sauces, condiments of all kinds, cocoa, coffee, preserves and all or any other commodities and things which may be conveniently used or manufactured in conjunction with many of the above business.
33. To carry on the business of Tobacconists and in all its branches and to sell, make up and manufacture tobacco, cigars, cigarettes, snuff, and other articles usually sold by tobacconists.
34. To purchase sell, import, export, all types of oils and/or to carry on business of extration of oil, from all oil-bearing commodities and seeds, and manufacture crude oil refined oil, perfumed and other type of oils.
35. To carry on business of planters, growers and cultivators of rubber and gutta percha and sell, purchase, import, export, manufacture and deal in articles of any description made or prepared with rubber (both natural and synthetic).
36. To carry on the business of timber and lumber yards and saw mill proprietors, and to buy, sell, prepare for the market, import, export and deal in timber and woods of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber of wood is used, to carry on the business of logging and lumbering, purchasing acquiring and leasing timber berths and so far as may be deemed expedient the business of general merchants or any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above calculated directly or intirectly to render profitable or to enhance the value of the Company's property or rights for the time being.
37. To carry on business as manufacturers of and dealers in plywood, hardwood, blocks for flooring and other purpose. boxes, windows, doors, wood-pulp, wool, masts, spars, derricks, ~~sheeters~~ (C.G.) wholly or partly made from wood, bricks, cement or stone.
38. To carry on the business of manufacturer and of dealers in pulp and paper of all kinds, and articles made from paper or pulp, and materials used in the manufacture for treatment of paper including cardboard, mill boards and oil papers and packing cartons and newsprint and photographic raw films.



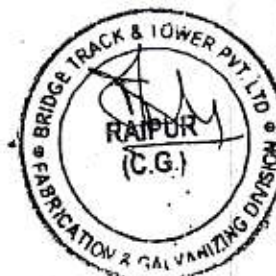
39. To carry on the business as manufacturers of petrochemicals and its bye-products, and corresponding products.
40. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealer and distributors for petroleum companies, to run service stations for the repairs and serving of automobiles and to manufacture or deal in fuel oils, cutting oils, greases etc.
41. To manufacture, generate, produce or sell, dispose of and deal in industrial gases, domestic gases for heating and lighting gas, steam, heat, light, electricity or any other motive power obtained by incinerating, burning, forest refuse, wood, plant, and other refuse and all other residual products resulting therefrom.
42. To carry on the business, as manufacturers of and dealers in electrical engines of electricians, contractors, manufacturers, constructors, suppliers of and dealers in electric and other appliances, electric motors, fans, lamps, furnaces, household appliances, batteries, cables, wire lines, drycells, accumulators, lamps and works and to generate distribute and supply electricity for the purpose of light, heat, motive power and for all other purpose for which electrical energy can be employed, and to manufacture and deal in all apparatus and things required for or capable of being used in connection with the generation distribution, supply, accumulation, and employment of electricity including in the terms electricity all power that may be directly or indirectly derived therefrom or may be incidentally hereafter discovered in dealing with electricity.
43. To manufacture, produce, buy self, import, export or otherwise deal in all types of heavy and light chemicals, chemical elements and compounds.
44. To carry on the business as manufacturers of and dealers in dyes, dyestuffs, dyewares, gases, plaster of paris, gypsum, plaster, salts, acids, Alkalies, tanning, essences, cordials, oil, paints, isinglass, colours, glues, gums, plasters, pigments, varnishes, organic or mineral intermediates, compositions and laboratory reagents.
45. To carry on all or any of the business of manufacturers, importers, exporters, buyers, sellers and distributing, agents of and dealers in all kinds of patent, pharmaceuticals medicinal and medicated preparations, patent, medicines, drugs, herbs, and in pharmaceutical, medicinal, proprietary and industrial preparations, compounds, and articles of all kinds chemists, druggists and chemicals manufacturers and to manufacture, makeup, prepare, buy, sell and deal in all articles, substances, and things commonly or conveniently used in or for making up, preparing, or packing any of the products in which the Company is authorised to deal or which may be required by customers or persons having dealing with the Company.
46. To purchase, sell, import, export, manufacture and to carry on the business of distributing agent or dealers in perfumes, creams, unguents, hair dressings, washes, pomades, dyes, cosmetics, skin preparations, soaps, oils, oleaginous and vapracious substances, beauty specialities, toilet requisites, preparations and accessories of every description and to manufacture; make up, prepare, buy, sell and deal in all articles, substances and things commonly or conveniently used on in or for making up, preparing or packing any of the products in which the Company is authorised to deal or which may be required by customers.
47. To manufacture, purchase, sell, import, export or otherwise deal in all types of agricultural inputs and appliances such as fertilizers, manures, diesel engines, pumping sets, seeds, insecticides, tools and appliances.
48. To carry on the business of manufacturers, producer, refiners of and dealers in all kinds of plastic resins and goods and articles made from the same and compounds, derivatives and by products and to carry on research and development work in relation to the application of any chemical or other process to any material or substance aforesaid.



49. To carry on the business of manufacturers, of and dealers in plastics, PVC, nylon, rayon, man-made and synthetic products and other mouldable and formative productions and raw material and ingredients thereof of all goods, appliances apparatus, effects and things capable of being manufactured for the same.
50. To manufacture, purchase, sell, import or otherwise carry on the business of adhesives, gums, guwar, rubber compounds, synthetics etc.
51. To manufacture, purchase, sell, import, export, or otherwise deal in all types of raw materials used in the rubber and plastic industries and products such as reclaimed rubber, rubber substitutes, factories, rubber compounds, rubber chemicals, solvents, colours, all types of rubber goods, synthetic rubber and all other allied products.
52. To carry on the business of spinning, weaving, manufacturing or dealing in jute, hemp, cotton, wool, silk, fist, or any other substance, and the cultivation thereof and the business of buyers and sellers of any such fibrous substances or manufacturing, preparing dyeing or coloring processes and mercantile business that may be necessary or expedient thereto and to purchase and vend raw materials and manufactured articles.
53. To manufacture, purchase, sell, import, export, or otherwise, deal in paper newsprint, paper board, straw board, cardboard, fiber board, clipboard, corrugated paper, transparent paper, craft paper, carbons, inks, parchment and corks.
54. To manufacture, import, export, buy, sell distribute, or otherwise deal in all types of minerals and chemical.
55. To manufacture, assemble, fabricate, importexport, buy, sell, distribute, lease out of otherwise deal in all kinds and types of hand tools such as spanners, wrenches, plains, water pump pliers, allenkeys, screw drivers, wrench, pipes, chisels, sledge, hammers, pick axes, nuts, bolts, bolt clippers, wire cutters, hacksaw blades, socket, sets, vices, screws, automatic machinable materials, dies, tools, jigs, fixtures, electronic and mechanical instruments, goods and equipment and allied products used in any industry or for defence, communication, aviation, transport, medical research, recreation, educational or domestic purpose and install, service or repair, overhaul and maintain all such equipments.
56. To manufacture electrical and mechanical machinery, electric cables, wires, and conductors and appliances and materials required in the manufacture of the same.
57. To manufacture, import, export, in wholesale or retail any radiographs, phonographs dictaphones, televisions, videos, etc, and all sorts of electrical and wireless sets, instruments and articles.
58. To manufacture and/or produce and/or otherwise engage generally in the manufacture or production of or dealing in electrical kilowatt/hour meters, magnets, electromagnets, power cable, industrial cables, voltmeters and other types of measuring instruments, electrical, or non-electric, dies, casting, screws, nuts and bolts, transformers of all types circuit breakers, punched card machine, computers and calculators, hoists, elevators, trolleys, and coaches, winches, power generators, magnetic separators, winder, air compressors, welders, fans, of all types, switches and motors or all types, drill, electrical grinders, air conditioners, refrigerators, domestic washing machines, television and wireless apparatus including radio receivers and transmitters, electronic instruments, videos, transistors and allied items, watches and clocks, cameras and any other household appliances and any equipment used in the generation, transmission and receiving of sound, light and electrical impulses and component, parts thereof and other materials and products in India and elsewhere.



59. To carry on the business of manufacturers of and dealers in all kinds of electrical goods and appliances.
60. To design, develop, assemble manufacture, build, repair, sell, service, distribute automobiles, buses, rail coaches, ships, boats and all types of bodies, frames, compartments, cabinets, and other containers of all types of automobile chassis, trucks, buses, and coaches, vans, ambulances, or other carrier of all sorts or railway wagons, railway coaches, aircrafts and all other mobile or stationery equipments.
61. To carry on the business of dealers, importers, exporters, stockiest, distributors, wholesalers and retailers of all types of component parts used for or in connection with all types and description of automobiles, eyeless, vehicles, and conveyances and their engines, chassis, bodies, and all other things used in connection there with.
62. To carry on business of hirers, repairers, cleaners and storsers of motor cars, motor cycles, scooters, motor boats, motor launches, motor buses, motor lorries, cabs, aeroplane, sea planes, gliders and other conveyances of all description, dealers of petrol, spirit, diesel, atomic or other fuels.
63. To manufacture, produce, purchase, sell, import, export, or otherwise deal in all types of magnets, magnet products, magnet tools and implements and magnetic remote control devices motors and generators.
64. To develop, design, assemble, manufacture, fabricate, produce, import, export, buy, sell, operate, run, let on hire, or otherwise deal in plants, machineries, tools, equipments, appliances, spares implements, accessories, petrol and diesel engines for land reclamation, forest cleaning, spraying, thrashing, harvesting, sowing, ploughing, digging and all other types of machinery used in agricultural operation, tractors, earthmovers, and all other like and allied equipments.
55. To manufacture, produce, prepare, process, vulcanize, repair, retred, export, import, purchase, sell and generally to carry on business in tyres and semi-tyres of different types of vehicles, industrial tyres, inner tubes, and other repair materials.
66. To carry on the manufacture of spare parts of automobiles, locomotives, tractors and any other machinery.
67. To manufacture or deal in bricks, tiles, sanitary ware, bath room fittings and fixtures, fishing sisterns, commodes, wash basins, pipes and rubber of plastic, clay or any other material, earthenware, pottery articles, china and terracotta and ceramic ware of all kinds and to carry on business as quarry masters and stone merchants,
68. To carry on the business of manufacturer, repairer, importer, exporter or otherwise dealers in furniture and fixture made from wood, brass, fiberglass, plastics or other alloys and to carry on the business by wholesale or retail and whether manufacturing or otherwise of house furnisners, upholster, upholster and dealers in and hirers, repairs, cleaners, and warehouses of furniture, carpets, linoleums, finishing fabrics, and other floor coverings, household utensils, china and glass goods fittings, colourful curtains, handmade home furnishing and carpets, household requisites of all kinds and all the things capable of being used therewith or in maintenance and repair thereof.
69. To carry on the business of interior and exterior decorator, construction contractors furnitures, designers, consultants, and planners of buildings and landscapes.



70. To carry on the business of drappers, customers, robe, dress and mantle makers, tailors silk mercers, makers and suppliers of princely wears, clothing, linteric and trimming of every kind, corset makers, furriers, general drappers, haberdashers, milliners, hosieries, gloves, lace makers and dealers, feather dressers, and merchants, hatters, dealers in fabrics and materials, all kinds of synthetic fibres, hand spun, hand-woven, khadi, cotton silk, and wollen fabrics, and to deal in all other kinds of materials as may be conveniently carried on with the above business.
71. To carry on the business of manufacturers of and dealers in boots, shoes, clogs, all kinds of footwear and leather and plastic goods, boots, laces, buckles, leggings, boot polish and accessories and fittings.
72. To purchase, manufacture, treat import, sell, export, let on hire, alter or otherwise deal with other as principals or agents either solely or in partnership with others, sewing coughing, button holes, button holding and stitching, cutting machineries of all kinds, span buttons, nut buttons, needles, safety pins, buckles and other tailoring and allied, materials, tools and machineries.
73. To undertake and carry on the business as manufacturers, assemblers, fabricators of dry cells, and batteries, accumulators and storage batteries, cadmium, rechargeable batteries flash lights, carbon electrodes, zinc callots and all appliances and replacement parts and things, used in the manufacture of or in connection with such coils, batteries, and flash lights.
74. To carry on the business of manufacturers of and/or dealers in radios, transistors, television sets, videos, wireless instruments and devices, tape-recorders, record-players, laud speakers, amplifiers, gramophones and recorders.
75. To carry on business as goldsmiths, silversmiths, jewelers, gem merchants, watch and clock repairers, electroplates, dressing bag makers, importers and exporters of bullion, and buy, sell and deal (wholesale and retail) in bullion, precious, stones jewelry, watches, clocks, gold or silver cups, shields, electroplate of cutlery, dressing bags, bronzes, articles of virtue, objects of art and such other articles and goods as the Company may consider capable of being conveniently dealt in relation to its business and to manufacture and establish factories for manufacturing goods for the above business.
76. To manufacture all kinds of watches and clocks or any or all their accessories and part and to act as wholesale or retail dealers thereof and to import and export them.
77. To manufacture, purchase, sell, import, export, or otherwise deal in all types of metallic toys, mechanical and electrical toys, dolls, plastic and wooden toys, musical toys, and educational toys and games.
78. To manufacture and deal in all kinds of earthenware, pottery or articles of clay, cement, gypsum, sand or other earthy matter or a combination of two or more of them and to carry on the business in all kinds of these products of the Company or allied thereof.
79. To carry on the business of manufactures of or dealers in glass products including sheet and plate glass, optical glass, glass wool and laboratory ware.
80. To carry on business as manufactures or dealers in, or as stockiest, importers, and exporters, or brokers and commission agents of packing materials, cartons, containers, boxes and cases made of jute, Hessian, paper, boards, wood, glass, plastic, pulp, cellulose films, polyethylene, rubber tube, metal, metal foils, gelatin, tin flexible, treated, laminated or other materials.



81. To carry on the business of manufacturing, purchasing, selling, preparing and dealing in washing and toilet soap, oils and fats, detergents, caustic soda ash, sodium silicate, glycerine, perfumes and its by products and allied products and to produce, extract, extrude, raise, make marketable, import, sell, buy, act. as agents, stockiest, distributors or otherwise deal in all kinds of cosmetics, oil seeds, fats, oil cakes and all types of products of oil.
82. To carry on the business as manufacturers of or dealers in or as stockiest, importers, and importers, repairs of operating table, operation lights, head mirrors, fowlers, beds, wheel chairs, trolleys, cupboards, incubation tubes, anesthetic equipments including oxygen cylinders all kinds of body scanners, X-Ray operators, X-Ray units, X-Ray equipments, and all other surgical instruments.
83. To run a publishing house and publishing of periodicals, magazines, newspapers catering to various interest pertaining to medical, social, moral, commerce, industry and trade.
84. To carry on the business of stationers, stenotypes, photographic printers, photo lithographers, engravers, manufacturers, type founders, photographers, manufacturers and dealers in paper, parchment, ink, pencils, fountain pens, stamps, complimentary and fancy cards and valentine, designers, draftsman, ink manufacturers, advertising agents, booksellers and manufacturers of any other articles or things of this character, similar or analogous to the foregoing or any of them or connected therewith.
85. To purchase, sell, import, export, repair, hire, alter, exchange, manufacture of otherwise deal in all sorts of refrigerators, air conditioners, room coolers washing machines, iron presses, steam presses geysers, mixers, toasters, transformers, televisions, radios, electric, appliances of all kinds and descriptions.
86. To carry on the business of manufacturing, producing, processing, clearing, scouring, and bleaching, dyeing, disinfecting, renovating, and laying of cerpets, underlays, articles of floor and covering, furnishing fabrics and materials of all kinds.
87. To acquire land and plots for colonization or otherwise, sell plots, construct buildings for sale and rent or both on installments or otherwise.
88. To undertake, enter into contract in relation/to erect, construct, maintain, alter, repair, pull down and reter either alone or jointly with any other Company or persons work of all descriptions including factories, mills, laboratories, furnaces, reactors, wharves, docks, kilns, pairs, railways, roads, bridges, warehouses, engines, machinery, railway carriages, wagons, ships, and vessels of every description, gas works, electric whoks water works, drainage and sewage works, and building of every description.
89. To establish, run and burn brick kiln limestones, Cement kilns, and manufacture all or any of building material irtlusive of prefabricating, repairing, lining, and roofing materials and purchase, sell import, export, or otherwise deal in lime burners, ceramics, sanitary fittings, iron, and all other building materials.
90. To transact and carry on agency and distribution business and act as selling agents of joint stock, limited, Companies, private or public and of firm of individuals and to enter into working arrangements of all kinds with Companies, corporations, firms or Individuals.
91. To carry out marketing services, survey generally and also on behalf of such parties as may be approved by the Company from time to time and to publish reports of the market survey carried out by the Company.
92. To carry on the business of exporters, importers, commission agents and distributors, of stainless steel and its products.



93. To lend or advance money either with or without security and to arrange or negotiate loan and to carry on the business of financiers, brokers, money lenders and bill brokers.
94. To purchase sell, or hire out or sell on hire purchase system all kinds of motor vehicles cycles, aeroplanes, launches, boats, mechanical or otherwise, sewing machines, radio, sets, gramophones, pianos and musical instruments, cameras electric fans, cinematography machines and apparatus, heaters, refrigerators, and other electrical domestic appliances, furniture, wooden and metallic household equipment and all classes of machines and/or other articles the company may deem fit.
95. To invest in or subscribe or purchase or otherwise acquire in India or abroad shares, stocks, debenture securities (Government or other) or other interests in any other Company, movable or immovable property of any kind, to make payments thereon in advance of calls and to hold, sell exchange, underwrite or otherwise dispose of or deal with the same from time to time as may seem expedient or to otherwise invest the money of the Company.
96. To buy, sell, exchange underwrite, acquire, take up and hold and deal in shares, stocks, debentures, bonds and securities of all kinds and description and to carry on the business of underwriters and brokers.
97. To carry on the business of agents for insurance in all companies, in all or any of the branches including life, marine, motor, accident, public liabilities, livestock, sickness, fidelity guarantees, workmen's compensation, burglary and/or branches.
98. To carry on the trade or business or dealing in and agents for lands, buildings, factories, houses, flats, and other residential, commercial, agricultural, and mining properties as and construct, maintain and after residential, commercial and industrial plots and properties and give them on lease/rent.
99. To purchase, sell, sub-divide, consolidate, any land and to do the business of colonisers, town planners.
100. To act as trustees, executors, attorneys, receivers, administrators, nominees, agents to undertake guarantee and indemnity business, execute trusts of all kinds and to exercise all the powers of custodians and trustees.
101. To carry on the business of hotel, restaurant, cafe, tavern beerhouse, refreshment room and boarding house-keepers, licensed victualers, wine, beer and spirit merchants, importers and manufacturers of created mineral and artificial waters and others drinks, importers and manufacturers of aerated mineral and artificial waters and others drinks, purveyors, caterers, carriage; taxi, motor, car, motor lorry, proprietors, ice merchants, importers and brokers of food, livestock and foreign products, of all description hairdressers perfumers, proprietors of clubs, baths, dressing rooms, libraries, grounds and places off amusement, recreation sports, entertainment and instruction of all kinds, tobacco cigar and cigarette merchants, travelling agents for railway and shipping companies and carriers.
102. To carry on the business of advertising agents, advertisement, contractors and designers of advertisements, in all their branches.
103. To carry on the business of film manufacturers, film apparatus, film producers, both sound and silent, hippodrome and circus proprietors, managers of cinema houses, video halls, theaters, concert halls, picture places and studios, to carry on the business of letting or subletting the use of cinema hall, video hall theaters, picture places studios or other machinery, apparatus, building or structure of the Company for purpose of use, exhibitions, display of films, dramatic or theatrical performances, concerts or other machinery, apparatus, building or structure of the Company of films, dramatic or theatrical performances, concerts or other entertainments, or amusements or objects allied to or of similar kinds of the Company and to provide for the production, direction, exhibition, representation, display, whether by mechanical means or otherwise of plays, operas, air or other theatrical performances, operas vaudevilles, ballets, pantomimes, juggling mesmeric, logic, hypnotic, spectacular.



104. To carry on the business of production distribution of films and motion pictures, including the running of theaters, cinemas, studio and cinematographic shows and exhibitions.
105. To carry on the business of running hospitals, nursing homes, clinics, dispensaries, maternity homes, child welfare and family planing centers, diagnostic centers pathological laboratories, X-Ray clinics and also to carry on the business of running creches.
106. To acquire or set up and run schools, colleges, training and professional institution and music, dance and art centers.
107. To carry on the business of steam 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 or improve, treat and deal in all apparatus, machines, materials and articles all of which are capable of being used for any such purpose.
108. To carry on the business of common carriers in all its branches, and carry goods, animals and passengers on land, water on air, on such lines and between such place as the Company may from time to time determine by means of vehicles and conveyances of all kind and description whatsoever, whether propelled or moved by petrol, diesel oil kerosene oil power or any other oils electricity, atomic energy, steam, vapour, gas or other motor mechanical power or otherwise.
109. To carry on the business of travelling agents, forwarding and clearing agents, lighterman, whatfingers; and to lease, charter or hire for any period or number of journeys, cars, lorries, buses, trucks, tractors, boats, ships, aircrafts, carriages, vehicles and conveyances of all description and kinds whatsoever, and any other business which can be carried on in connection with the above.
110. To construct, build, equip and maintain cold-storage and chambers, refrigerators, room coolers, and freezing houses for storage and preserving all types of fruits and vegetables, dehydrated food, provisions, medicines, commodities, articles, things and preparations of all kinds and descriptions whatsoever.
111. To carry on the business of manufacturers of and dealers in ice, ice creams and to build manage, run or control, give and take on lease ice and icecream factories and manufacture and deal in machineres thereof
112. To carry on the business of warehousemen, stores, custodians, surveyors, assessors, provision of sale deposit vaults and auctioneers of goods and articles of every description and to issue receipts, certificates and warrants to person warehousing goods and articles with Company.
113. To establish maintain and operate shipping transport and all ancillary services (Public & Private) and for purpose or as an independent undertaking to purchase, take in exchange, charter, hire, build, construct or otherwise acquire, and to own, work, manage and trade with ships and boats of any description and kind or any shares, stocks or securities of Companies possessed of or interested in any ships and to maintain repair, fit out, refit, improve alter, sell, exchange or let out on hire, purchase or charter or otherwise deal with and dispose of any of the ships.
114. To carry on the business of purchase and sale of the petroleum and petroleum products, to act as dealers and distributors of petroleum companies to run service station for the repair and servicing of automobiles and manufacture or deal in fuel oils, cutting oils, greases, etc.
115. To repair, work, dismantle, assemble ships, and vessels of any class and fit out refit, improve and to undertake the sale and purchase of ships and vessels.



116. To Carry on the business of manufacture, Fabrication, Galvanizing, transportation, erection, commissioning, launching, execution, assembling linking of steel bridge girders, electrification of railways line, bridge and all type of railway track, products, projects, dams, flyovers, highways etc
117. To Carry on the business of metal founders, winning and working of minerals, production and working of metals, ferrous and non-ferrous and other substances and to engage in the production, manufacture, preparation and the business of forging of steel and alloy steel, iron & alloyed iron, iron & alloyed iron castings, billets, ingots, scrap and any other mineral or metal and allied products.
118. To Carry on the business of forgings manufacture, import, export, deal in, purchase, sell, engineering items, parts for every industry and use otherwise, and hardware and for that purpose to install, purchase or otherwise acquire all plants, equipments, facilities required for the purpose of carrying on of the business as aforesaid.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs.2,00,00,000/-(Rupees Two Crore Only) divided into 20,00,000 Equity Shares of Rs.10/- each with power to increase or decrease the same in accordance with the provisions of the Companies Act, 1956.



We, the several persons whose name, description and address are subscribed herein below are desirous of being formed into a Company in pursuance of the Memorandum of Association and we respectfully agree to take the number of shares in the capital of the Company set opposite to our respective name :

Sl. No.	Name, Father's name, address occupation and description of the subscriber	No of Shares taken by the subscriber	Signature	Name of witness address, occupation and description
1.	Mrs. Alka Singh W/o. Shri Vinod Kumar Singh Fafadih RAIPUR (M.P.) Housewife	One Share only	Sd/- Alka Singh	Witness to Subscribers No. 1 & 2 SANJAY SINGHAL (Student) Rajkumar College, Raipur(M.P.)
2.	Omprakash Singhania S/o. Late Shri Jaidayal Singhania 155, Ramsagarpara Lyaout Opp. Desh Bandhu Press RAIPUR (M.P.) Chartered Accountants	One Share only	Sd/- Omprakash Singhania	



THE COMPANIES ACT, 1956
A COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

BRIDGE TRACK & TOWER PRIVATE LIMITED

I. PRELIMINARY

1. The regulation contained in Table 'A' in the First Schedule to the Companies Act, 1956 or any statutory modification thereof (hereinafter referred to as "the Act.) shall apply to this company in so far as the same are applicable to a private limited company and are not in consistant with or repugnant to any of. the regulations contained hereinafter. Table 'A' to apply

2. The Company is a Private Company within the Meaning of sections 2(35) & 3 (i) (iii) of the Companies Act 1956 and accordingly : Private Company
 - a) The number of members of the Company (excluding persons who are in employment of the Company and persons who having been formerly in the employment of the Company were member of the Company while in that employment and have continued to be member after the employment ceased) shall not exceed fifty but where two or more persons hold' one or more shares in the company jointly, they shall for the purpose of this clause be treated as a single member.
 - b) . no invitation shall be issued to the public to subscribe for a shares in or debentures of the company and
 - c) the right to transfer its shares shall be restricted in the manner and to the extent hereinafter provided.

II. SHARE CAPITAL

3. The authorised share capital of the company shall be such amount as may be from time to time authorised by Clause V of the Memorandum. Share Capital



4. The Company shall have power to issue preference shares carrying a right to redemption out of profits or out of proceeds of fresh issue of shares or liable to be so redeemed at the option of the Company, and the directors may subject to the provisions of Section 80 of the Companies Act, issue such shares on such terms and in such manner as they think fit or as required by the Financial institutions.
- Allotment of Shares 5. Subject to the provisions of these Articles, the shares shall be under control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as they may think fit whether at par or at premium..
- Allotment other than cash 6. The Directors any also allot and issue any shares in the capital of the company as payment in full or part for any property, goods, machinery, or other commodity supplied, sold, transferred or for services rendered to the Company.
- Acceptance of Shares 7. An application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within meaning of these Articles, and every person who thus or otherwise agrees to accept any shares any whose name is entered not he Register of Members shall for the purposes of these Articles, be a shareholder.
- Installment on shares to be duly paid as liability of members 8. If by the conditions of allotment of any shares the whole or part of the amount of issue price thereof shall be payable instalments, every such instalment shall when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the shares or by his heirs, executors, administrators and legal representatives.
- Transfer of Shares to others 9. Without prejudice to the provisions contained in Article 11 hereof, no share shall be transferred to a person who is not a member of the Company so long as any person selected by Directors as one whom it is desirable in the interest of the Company to admit to membership is willing to purchase the same at the fair value as calculated by the auditors of the Company.
- Transfer Notice 10 a) Except where the transfer is made pursuant to Article 11 hereof, the person proposing to transfer any shares (hereinafter called "the proposing transferor") shall give notice in writing (herein after called "the transfer notice") to the company that he desires to transfer the same. Such notice shall constitute the Company his agent for the sale of the shares to any member of the Company (or persons selected as aforesaid) as the fair value fixed as aforesaid. A transfer notice may include several shares and in such case shall operate as if it were separate notice in respect of each. A transfer notice shall not be revokable except with the sanction of the Directors.



(3)

- b) If the Company shall, within the space of 30 days after being served with a transfer notice find a member or person selected as aforesaid and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value as per Article 9 hereof to transfer the shares to the purchasing member or person so selected. Company to find out purchasing member
- c) If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the Company may receive the purchase money and shall thereupon cause the name of the purchasing member or person to be entered in the Register as the holder of the shares and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member or person and after his name has been entered in the Register in purported exercise of the aforesaid power, the validity of the proceeding shall not be questioned at any person. Default in transferring after becoming bound to transfer
- d) If the company shall not, within the space of 30 days after being served with a transfer notice, find a member (or person selected as aforesaid) willing to purchase the shares and give notice in the manner aforesaid, the proposing transferor shall at any time within three calendar months thereafter be at liberty to sell and transfer the share to any person and at any price. Company unable to find purchasing member

11. Any share any be transferred

- a) by a member or other person entitled to transfer to any member. Transfer of shares from members to member
- b) by a member to any child or lineal descendant, son-in-law, father, mother, brother, sister, nephew, niece, wife of husband of such member.
- c) in case of death of a member by his heirs, executors, administrators or by the holder of the succession certificate to any child or lineal descendant, son-in-law, father, mother, brother, sister, nephew, niece, widow, or widower of such deceased member.

12. Subject to the provisions of sec 111 of the Companies Act, the Directors may also without assigning any reason there of refuse registration of any transfer of shares to a person not previously approved by them. If the Directors refuse to register transfer of any share they shall within two months after the date on which transfer was lodged with the Company send to the transferee and the transferor notice of the refusal. Directors may refuse transfer without assigning any reason, Notice of refusal



III. GENERAL MEETINGS

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| Types of General Meetings | 13 | All general meetings other than the Annual General Meetings shall be called Extra-Ordinary General Meetings. |
| Notice of General Meetings | 14. i) | Seven clear days notice shall be given for calling a general meeting but the Directors may call such meetings by shorter notice if consent of the members is obtained as required in the Act. |
| | ii) | The Board may, whenever it thinks fit, call an Extra Ordinary General Meeting. |
| | iii) | If at any time there are not within India, directors capable of acting who are sufficient in number to form a quorum for a meeting, any Director or any member of the company may call an Extra Ordinary General Meeting in the same manner or as near thereto as possible, as that in which a meeting may be called by the Board. |
| Quorum | 15. | No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Two members present in person shall be a quorum. |
| Chairman of board to preside | 16. | The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company. |
| Chairman absent or unwilling | 17. | 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 shall elect one of their members to be the Chairman of the meeting. |
| Directors absent or unwilling to preside | 18. | If at any meeting, no Director is willing to act as Chairman if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be the Chairman of the meeting. |
| adjournment of meeting | 19. 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. |
| Business of adjourned meeting | ii) | No business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place unless notice of the other business is given as is required for calling a general meeting. |
| Notice of adjourned meeting | iii) | 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. |
| | iv) | Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting of the business to be transacted thereat. |



20. In the case of any equality of votes, whether on a show of hands or on a poll, the Chairman of meeting at which the show of hands takes place or at which a poll is pending shall be entitled to a second or casting vote. Casting vote of Chairman
21. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. Meeting to proceed pending poll
- IV. DIRECTORS**
22. Until otherwise determined by the general meeting the number of directors shall not be less than two or more than seven. The first directors of the Company, On its incorporation are - No. of Directors and First directors
1. Mrs. Alka Singh
 2. Mr. Mahesh Kumar Dulani
23. No person other than a retiring director shall be elected a Director (except as a first director or as an additional director) unless four days notice shall have been left at the Registered Office of the Company of the intention to propose him, together with a notice in writing signed by himself of his willingness to be elected.
24. The Directors shall not be required to hold any qualification shares unless the same is required by a resolution passed at a meeting of the Board of Directors. Directors not to hold qualification shares unless so resolved
25. The Director shall be paid a sum not exceeding Rs. 250/- for each meeting of the Board of Directors attended as may from time to time be determined by the Directors, besides all travelling, hotel and other expenses incurred by them for attending the meeting, for coming over from their place of the residence to the place of the said meeting. Meeting Fee
26. If any Director, being willing shall be called upon to perform extra services or to make any special exertions for the purpose of the Company, the Company may remunerate such Director either by affixed sum or at percentage of profits or otherwise as may be determined by the Board subject however to provisions of section 314 of the Companies Act. Remuneration Sec. 314 to be complied
27. The Board may appoint an 'Alternate Director to act for a director during his absence for a period of not less than 3 months from the State in which meeting of the Board is ordinarily held, subject to Section 313 of the Act or any Statutory modification thereof. Additional Directors
28. The Board shall have power to appoint from time to time a person / persons as additional director/directors who shall hold office until the next following General Meeting. Nominee Directors
29. In the event of the Company borrowing any money from Industrial Finance Corporation of India or Industrial Credit and Investment Corporation of India or the national Industrial Development Corporation or the other State Financial Corporation or Removal of Directors



Government body or collaborator or any other loan agency or source, while any money remains due to the said Corporation or the Government body or the Financier or collaborator, shall have and may exercise the rights and powers to appoint time to time any person or person to be director of the Company. Any person so appointed may at any time be removed from office by the said Corporation or Government body or Finance or collaborator, who may from i.e. time of such removal or in case of death or resignation of and person so appointed, appoint any other or others in the place Any such appointment or removal shall be in writing signed by the Corporations or Government body or the Financier or collaborator, one served on the Company. The person or persons so appointed to the Board of Directors shall not be subject to retirement by rotation and need not hold any qualification share.

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| Board Meeting | 30. | Subject to the provisions of Section 284 of the Act, the Company may by an ordinary Resolution, remove any Director before the expiry of his period of office and appoint another person in his stead. |
| Decision by majority | 31. | The Board of Directors may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. |
| | 32. | Save as otherwise expressly provided in the Act; question arising at any meeting of the Board shall be decided by majority of votes. In case of an equality of votes, the Chairman of the Board or the Chairman of the meeting, as the case may be, shall have a second or casting vote. |
| Chairman | 33. | The Chairman of the Board shall take the Chair at every meeting of the Board of Directors. If at any meeting the Chairman is not present within thirty minutes after the time appointed for holding the meeting the other directors present may choose one of their member to be Chairman of the meeting. |
| Quorum | 34. | Two directors personally present or 1/3rd of the total strength whichever is higher shall be quorum for the Board meeting. |
| Resolution by Circulation | 35. | A resolution determined by majority without any meeting of Directors and evidenced by writing to have been circulated amongst all the Directors in India shall be as valid and effectual as resolution duly passed at a meeting of the Directors, subject to the provisions of Section 289 of the Companies Act. |
| General power of the company vested in Directors | 36. | The control of the Company shall be vested in the Directors and the business of the Company shall be managed by the Directors who in addition to the power and authorities by those present or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the company and are not hereby or by statute expressly directed or required to be exercised by the company in General Meeting, provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. |



37. The Directors may from time to time at their discretion borrow and secure the payment of any sum or sums of money for the purpose of the Company. The Directors may secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and, in particular, by the creation of any mortgage or charge on the undertaking or the whole or any part of the property, present and future, or by the issue of debentures or debenture stock of the Company charged upon all or 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 of them may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf on the Company or any interest payable thereon and shall be entitled to receive such payment as consideration for the giving of any such guarantee as may be determined by the Directors with power to them to indemnify the guarantors from or against liability under their guarantee by means of a mortgage or charge on the undertaking of the Company or any of its property or assets or otherwise.
- Borrowing powers of
Directors
38. The Director shall have subject to the provisions of Section 292 of the Act, the right to delegate all or any of their powers to such manager, agents or other persons as they may deem fit from time to time and may of their own discretion revoke such powers.
- Delegation Power
by Directors
39. No Director shall be disqualified from office by contracting with the Company any such contract entered into by or on behalf of the Company in which any Director shall be in anyway interested be avoided nor shall any Director contracting or being so interested be liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established but it is declared that the nature of the interest must be disclosed by the Director(s) concerned at the meeting of the Board at which the contract is determined if his interest then exists or in any other case at the first meeting of the Board held after acquisition of such interest as required under section 279 of the Act.
40. Subject to the provisions of Section 267 of the Act or any statutory modification thereof, the Board may at any time appoint one or more of the Directors to be a Managing Director, whole -time Director to conduct the business of the Company and may make, such appointment on such terms and may from time to time vest in or assign to the Managing or wholetime Directors such powers, discretions and duties as may seem expedient but subject always to the general superintendence, control and direction of the Board which may from time to time also revoke, withdraw, alter, or vary all or any of such power.
- Managing
whole-time Directors



V. ACCOUNTS AND AUDIT

- Inspection of Accounts by
41. a) The Board shall from time to time determine whether and to what extent and at what times and places and under that conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members (not being directors).
- b) No member (not being a Director) shall have any right of inspecting any accounts or books of accounts of the Company except as conferred by law or authorised by the board or the by the company in general meeting.
- General Provision
42. The directors shall in all respect comply with the provisions of Sections 209, 210, 211, 215, 216, 217, 220 and 221 of the Act, so far as they are applicable to a private company and the profit and loss Account, Balance Sheet, Auditor's report and every other documents required by law to be annexed or attached, as the case may be, to the balance sheet as referred to in Section 219 of the Act, shall be sent to every member and debenture holder of the Company and every trustee for the debenture holders of the Company at the time and in the manner prescribed under section 219 of the Act.
- Audit
43. Once at least in every year the books of accounts of the Company shall be audited. The appointment, powers, rights, remuneration and duties of the Auditors shall be regulated by Section 224 to 231 of the Act.

VI. SEAL

- Affixing of Seal
44. The Directors shall provide for the safe custody of, the Seal. the Seal shall not be affixed to any instrument except by the authority of the Board and unless and until the Board shall otherwise determine, every instrument to which seal is affixed, shall be signed by at least one director.

VII. WINDING UP

- Distribution of assets
45. Subject to the provisions of the Act, the assets of the Company on its winding up may be distributed among the members in specie or in kind.

VIII. INDEMNITY

46. Subject to the provisions of Section 201 of the Act, every officer or agent and auditors of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under section 637A which relief is granted to him by the Court



We, the several persons whose name, description and address are subscribed herein below are desirous of being formed into a Company in pursuance of the Articles of Association and we respectfully agree to take the number of shares in the capital of the Company set opposite to our respective name.

Sl. No.	Name, Father's name, address occupation and description of the subscriber	No. of Shares taken by the subscriber	Signature	Name of witness address, occupation and description
1.	Mrs. Alka Singh W/o. Shri Vinod Kumar Singh Fafadih RAIPUR (M.P.) Housewife	One Share only	Sd/- Alka Singh	Witness to Subscribers No. 1 & 2 SANJAY SINGHAL (Student) Rajkumar College, Raipur(M.P.)
2.	Omprakash Singhania S/o. Late Shri Jaidayal Singhania 155, Ramsagarpara Lyaout Opp. Desh Bandhu Press RAIPUR (M.P.) Chartered Accountants	One Share only	Sd/- Omprakash Singhania	

