

MEMORANDUM
AND
ARTICLE OF ASSOCIATION
OF
OVAL PROJECTS ENGINEERING
PRIVATE LIMITED

Certified to be true copy
For OVAL Projects Engineering Pvt. Ltd.

Nogendra Kumar

Authorised Signatory

OVAL PROJECTS ENGINEERING PRIVATE LIMITED

(Limited by Shares incorporated under Companies Act, 2013)

- (i) THE NAME OF THE COMPANY IS "OVAL PROJECTS ENGINEERING PRIVATE LIMITED."
- (ii) THE REGISTERED OFFICE OF THE COMPANY WILL BE SITUATED IN TRIPURA.
- (iii) THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:-

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

1. To carry on business of infrastructural works, turnkey projects in Oil and Gas & Power Projects.
2. To carry on the business of Civil, Electrical & Instrumentation, Mechanical, Process, Design Engineering, Project Management Consultancy, construction.
3. To transport, treat, process, fractionate, blend, purify and to generally deal in or market in all its forms and fractions including natural gas, liquefied natural gas, and by-products, co products and other kinds of chemicals by-products, and any such substances as may be obtained from treating, processing, fractionating, blending and purifying.
4. To plan, design and construct pipelines for gas, oil and oil products and other related facilities and systems for collection, gathering, treatment, fractionation, processing, blending, purification, distribution, marketing and sale of natural gas, oil and oil products and Manufacturing, fabrication & trading of Plants, equipments & machinery.
5. To generate, accumulate, transmit, distribute, purchase, sell and supply electricity power or any other energy from conventional/ non-conventional energy sources on a commercial basis and to construction, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipment, cables and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring to third person/s Power plants based on conventional or non-conventional energy sources, Solar energy Plants, Wind Energy Plants, Mechanical, Electrical, Hydel, Wind, Solar, Civil Engineering Works and similar projects.
6. To lay out, develop, construct, build, erect, demolish, alter, repair or do any other such civil and constructional work in connection with any building or building schemes, roads, highways, sewers, bridges, canals, dam, reservoirs, embankments, irrigations, improvements, sanitary, water electric works and power supply works or any other such structural works related thereto and for such purpose to prepare estimates, designs, plans, specifications or models related thereto.
7. To carry on the business of agriculture, horticulture, fishery farming along with hatchery, poultry farming (breeding, laying and hatchery), dairy farming, animal husbandry, to carry out any processes including production of feed, connected with any one or more of such products, scientifically store farm products, and to purchase, sell or otherwise deal in articles of farm product.
8. To carry on the business of running of taxies, buses, mini buses, trucks and conveyances of all kinds and to transport passengers, goods, commodities, livestock, merchandise and to do the business of transporters, forwarding and transporting agents, stevedore, carmen, whatfingers, cargo superintendents, package handlers and carting contractors and business of leasing out construction equipment and heavy construction machinery and heavy vehicles.
9. To carry on the business of manufacturers, producers, processors, buyers, sellers, distributors, commission agents and dealers in all kinds of cooked, semi cooked, uncooked food, aerated, artificial and

mineral waters, soft drinks, carbonated drinks, fruit and vegetable powders and preparations of all kinds, fruit juices, protein foods, instant foods and foods stuffs and provision of all kinds, to act as caterers."

(B) MATTERS WHICH ARE NECESSARY IN FURTHERANCE OF THE OBJECTS SPECIFIED IN III (A) ARE:

- 1) To acquire, establish or maintain one or more production facilities, contracting and trading units.
- 2) To acquire by amalgamation, purchase, takeover or otherwise the whole or part of the assets, liabilities and undertakings in India or elsewhere of any other company, body corporate, firm, association or individual carrying on or proposing to carry on any business which the company is authorized to carry on or possessed property suitable for the purpose of the company or which can be carried on in connection therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- 3) To enter into partnership or into any other arrangement for sharing profits or losses or any union of interests, joint ventures, reciprocal concession or co-operation with any person or persons, firms, association of persons, Hindu undivided families or company or companies, institutions, body corporate or corporates carrying on or engaged in or about to carry on or engage in, or being authorized to carry on or engage in and business or transaction which the company is authorized to carry on or engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
- 4) To enter into agreements and memorandum of understanding to form consortium with other business organizations (either Indian or Foreign) in the best interest of the company.
- 5) To acquire and take over either the whole or any part of business, good-will, trade marks, patents and property, assets and liabilities of any person or persons, firm or corporation carrying on any business which the company is authorised to carry on.
- 6) To procure the incorporation or recognition of the company in any place outside India.
- 7) To have branches all over India, to appoint branch managers and branch staff and to send out agents, officers and employees all over such branches.
- 8) To open current or deposit accounts with any Bank or Bankers and to pay into, and draw moneys from such accounts and operate on such accounts. To pay all the preliminary expenses of any kind and incidental to the formation and incorporation of the company out of the funds of the company.
- 9) To appoint agents and co-agents, factors, brokers, auctioneers for carrying on the business of the company.
- 10) To process, acquire, purchase, transfer, sell or apply for any patents, copy rights, mechanical devices, projects, trade marks, trade names, licences, concessions or any secret or other information as to any invention or device which may seem capable of being used for the purpose of the company or the acquisition of which the sale of which as the case may be seem to benefit to the company.
- 11) To amalgamate with any other company having objects altogether or in part similar to those of this company.
- 12) To invest the surplus funds and moneys of the company in any shares, stocks, debentures, debenture stocks, bonds, obligations and/or securities issued or guaranteed by any corporation, company or lawfully constituted body, government department, municipality, public body or authority and/or invest the funds and the moneys of the company in any immovable property, land or buildings or in any right to or interest in any immovable property, land or buildings and to vary such investments in such manner as the directors of the company may from time to time determine.
- 13) To enter into arrangements with any authorities, central, municipal, local or otherwise that may seem conducive to the company's objects or any of them and to acquire by grant, purchase or otherwise from any authority any rights, licences, grants, privileges and concessions of property or otherwise which the company may think fit and desirable to obtain and to carryout, exercise and comply with any such arrangements, licences, rights, privileges and concessions.

- 14) To draw, make, accept, endorse, discount, issue, negotiate and otherwise deal in negotiable instrument, including bills of exchange, promissory notes, bills of lading and warrants.
- 15) To remunerate any person or company for service rendered or to be rendered in acting as trustee for debentures or debenture stockholders or in pledging or assisting to pledge or guaranteeing the pledging of any of the shares of the company's capital or any debentures, debenture stock or other securities of the company or in or about the formation or promotion of the company or the conduct of its business or for guaranteeing payment of such debentures or debenture stock and interest.
- 16) To appoint attorneys and agents whether on commission or otherwise and constitute agencies and sub agencies of the company in India or elsewhere.
- 17) To borrow or raise money with or without security and/or to receive money or deposit subject to section 73 of the Companies Act, 2013 either with or without security and issue debenture of all kinds and conditions, simple or with a mortgage or charge fixed or floating perpetual or redeemable at a discount or at par or at premium as may be thought fit by the directors in their discretion and to charge the undertaking or any of the assets present or future of the company, including the uncalled capital of the company, but not on the reserved share capital, provided the company shall not carry on the banking business within the meaning of the Banking Regulation Act, 1949.
- 18) To lend money with or without security and/or to advance or deposit with or without security money's, securities, properties, assets of the company to or with such companies, firms, corporations, business or trade organizations, persons or persons and on such terms and conditions, as the directors may in their discretion think fit, proper or expedient.
- 19) Subject to the provisions of the Companies Act, 2013, in the event of winding up of the company to distribute among the members any properties or assets of the company or any proceeds of sale or transfer or disposal of any property of the company, but not so as to cause any unauthorized reduction of share capital.
- 20) To pay for any property, rights or privileges acquired by the company or for services rendered or to be rendered in connection with formation of or the business of the company, or to acquire any property for the company, or otherwise either wholly or partially in cash or in shares, bonds, debentures, or other securities of the company and to issue any such shares either as fully paid or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the company.
- 21) To promote any other company for the purpose of acquiring all or any part of the property rights and liabilities of the company or any other purpose which may seem directly or indirectly calculated to benefit this company.
- 22) To receive money on deposit and interest or otherwise and / or advance money (not amounting to banking) on mortgage of immovable property or on hypothecation or pledge of movable property or without security to such persons or companies and on such terms as may seem expedient and in particular to customers and persons having dealings with the company to guarantee the performance of contracts by any such person or company. The company shall not carry on banking business as defined under Banking Regulation Act, 1949.
- 23) To advertise, give publicity to the business of the company in all legitimate and proper ways.
- 24) To enter into such contracts for the purpose of the business of the company and to enter into such arrangements, schemes, as may be found necessary or expedient.
- 25) To capitalize such portion of the company as are not distributed among shareholders of the company in the form of dividend as the Directors of the company think fit, subject to the consent of the shareholders in general meeting and with the sanction of the general meeting of the shareholders to issue bonus shares, as fully paid up in favour of the shareholders.
- 26) To grant pensions, allowances, bonus, gratuities to employees, ex-employees of the company and to officers and ex-officers of the company or its predecessors in business or to the dependents of such employees or ex-employees or officers and to take over, found, establish, develop endow or contribute plans, schemes, arrangements or found for welfare fund such as superannuation, sickness, provident, accident fund or scheme and to support or contribute to any charitable or other useful

- institutions, societies, clubs, originations, associations or funds and to subscribe or guarantee money for or towards and national, charitable, benevolent or other useful purpose, object, scheme, plan, fund or for any exhibition.
- 27) To sell or dispose of the undertaking of the company or any part thereof for such considerations as the directors may think fit and in particular wholly or in part for shares (fully paid or otherwise) debenture or securities of any other company having objects altogether or in part similar to those of this company.
- 28) Subject to the provisions of the Companies Act, to sell, transfer, exchange, lease, sub-lease, mortgage or charge rights, privilege or to mortgage, charge or pledge any of the properties of the company as the directors may think fit and to improve and make more efficient or productive the business of the company.
- 29) To buy such property or properties for and on behalf of the company, as the directors of the company may think fit.
- 30) To appoint legal and technical advisors as the directors may think fit and to appoint bankers, auditors and such other persons as employees, officers or agents or advisors of the company as the directors may think fit and to pay out of the funds of the company the necessary expenses for the same.
- 31) To undertake and execute trusts, the undertaking where as may seem desirable either gratuitously or otherwise, to advance the interest of the company.
- 32) To subscribe or contribute to any charitable institutions or any benevolent funds at the direction of the directors, subject to the provisions of the Companies Act, 2013.
- 33) Subject to the provisions of the Companies Act, 2013, to give guarantees or become surety or furnish security for any persons, firms or company and in particular persons having dealings with the company and to guarantee the payment of moneys secured by or under or in respect of debentures, mortgages, charges, securities of any company or person, to guarantee the performance of any contract or obligation of any person or any companies.
- 34) To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repair, maintenance, improvement or extension of any property of the company or for any other purpose conducive to the interest of the company.
- 35) To undertake, promote, assist or engage in all kinds of research and development work and to set up laboratories, purchase and acquire any instruments required for the same and / or give endowments, scholarships or otherwise any other assistance either monetary or otherwise to whomsoever for the purpose.
- 36) To acquire by concessions, grant, purchase, amalgamation, barter, lease, license or otherwise, either absolutely or conditionally and either solely or jointly with others any tract or tracts of country, lands, houses, estates, farms, forests, plantations, quarries, mines, minerals, rights, water rights way leaves and other works easement rights, privileges and hereditaments and any machinery, plant, utensils, trademarks and other movable or immovable property of any description whatsoever at any place or places in India or in any foreign country and together with such rights as may be agreed upon and to spend such money as may be deemed requisite and advisable in the exploration, working, surveying, cultivation and development thereof.
- 37) To purchase, take on lease, or in exchange or otherwise acquire, erect, maintain equipment, construct, re-construct, repair, renovate or adopt, movable or immovable property including buildings, residential bungalows, quarters, offices, chawls, warehouses, godowns, structures, erections, workshops, mills, factories, foundries or places for manufacturing, plants, machinery, accessories, implements, appliances, apparatus and other things found necessary or convenient for the purpose of the company and also to extend the business of the company by purchasing, acquiring, getting transferred, adding to, altering and enlarging all or any of the buildings, mills, factories, premises, places being the property of the company or on all of the lands for the time being the property or in possession of the company and by expending from time to time such sum or sums of money as may be necessary or expedient for improving, adding to, altering, repairing and maintaining the buildings, structures, machinery, plants and property for the time being of the company and to sell or mortgage or let out on hire all or any portion of the same as may be thought desirable.

- 38) To provide for the welfare of employees or ex-employee of the company and wives and families, or the dependents or connections of such persons by building or contributing to the building of the houses or by grants of money, pensions, allowances, compensation or other payments or creating and subscribing or contributing to provident funds or other funds, institutions or trust and by providing or subscribing or contribution towards places of instructions and recreation, hospitals and dispensaries, medical and other assistance as the company shall think fit.
- 39) To adopt such means of making known business and the services of the company as may seem expedient and in particular advertising in the press, by circulars, by purchase or by exhibition of works of art or interest by publication of books and periodicals and by granting prizes, rewards and donations.
- 40) To subscribe, contribute, or grant money to any charitable, benevolent, rural development, religious, social, scientific, national or other fund's institutions, and objects and to any individual or body unless otherwise prohibited by law.
- 41) To employ or engage experts, agents, Indian or foreign consultants in connection with the planning of all or any of the objects of the company.

Certified to be true copy
For OVAL Projects Engineering Pvt. Ltd.
Nagenelm Kishore
Authorised Signatory




C) OTHER OBJECTS:

1. To form and maintain networks and make by-laws to regulate such networks.
2. To act as management for technical, industrial, financial, commercial and investment consultants, personnel and labour advisors, legal and taxations consultants, consulting engineer operations, research consultants, staff and management recruitment consultants, computer service bureau and advisors, market surveyors, project engineers, quality control and efficiency experts, expert and marketing services and / or consultants in sophisticated management techniques to establish and render all or any consultancy and other services of professional or technical nature to industry, firm, associations, entrepreneurs, institutions, body corporate or corporate and to undertake assignments, job and appointment and to enter into contract thereof and to develop and run project divisions and to undertake techno-economic feasibility and promotion, planning and implementation of new projects and to act as registered share transfer agents and management consultants.
3. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
4. The authorized share capital of the company is Rs. 50,00,000/- (Rupees Fifty Lacs only) divided into 5,00,000 (five lacs) equity shares of Rupees 10/- (Rupees Ten) each only..

Certified to be true copy
For OVAL Projects Engineering Pvt. Ltd.

Nagendra Debnath
Authorised Signatory

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

Sl No.	Name, Address, Description and occupation of each subscriber	No. of equity shares taken by each subscribers	Signature of Subscriber	Signature of witness with address, description and occupation
1.	SAIKANT PANDEY S/O SRIPAT PANDEY R/O H.NO.-206 ASHOKA ENCLAVE PART-1 SECTOR-34, FARIDABAD SALARIED EMPLOYEE	16667 1667		I witness the signatures of All the Six Subscribers TARUN KAPOOR CHARTERED ACCOUNTANT S/O JAGDISH CHANDER KAPOOR B-7 HANS BHAWAN, BAHADUR SHAH ZAFAR MARG NEW DELHI 110002
2.	Sutipal Singh D/O Harjeet Kaur 31 Station Road Dhakuwara KOLKATA-31 BUSINESS	1667 16667 \$1667		
3.	Ratan Debnath S/O:- Lt. Jatindra Ch. Debnath R/O:- East Dholeswar chandrapur PO:- East Agastala Tripura - 789007 Business.	1667		
TOTAL				

Place: FARIDABAD

Dated 16-09-2013

Certified to be true copy
For OVAL Projects Engineering Pvt. Ltd.
No general
Authorised Signatory

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

Sl No.	Name, Address, Description and occupation of each subscriber	No. of equity shares taken by each subscribers	Signature of Subscriber	Signature of witness with address, description and occupation.
	<p>Dhimesha Chandra Sarkar S/o of Achha Mohan Sarkar R/O 94, Cheshinmai TOST:- Cheshinmai Business</p> <p>Suchandra Deb. 8/0 Birendrach Dor. R/O 173 North Banamaliপুর, East Agartala Sadar, west Tripura. Business.</p> <p>Nagendra Deb Nath 40-48, Jai SHyam Road Sadar. Agartala west Tripura Business</p>	<p>1666</p> <p>1666</p> <p>1667</p>	<p>Dhimesha</p> <p>Suchandra Deb.</p> <p>Nagendra Deb Nath</p>	<p>I witness the signatures of All the six subscribers</p> <p>Tarun Kapor- MN095949 TARUN KAPOOR, CHARTERED ACCOUNTANTS S/O JAGDISH CHANDER KAPOOR 8-7, HANS BHAWAN, BHADOL SHAH ZAKAR MARG NEW DELHI 110002</p>
TOTAL		10000	TEN THOUSAND	

Place FARIDABAD

Dated 16-09-2013

Certified to be true copy
For OVAL Projects Engineering Pvt. Ltd.
Nagendra Deb Nath
Authorised Signatory

THE COMPANIES ACT, 2013
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
OVAL PROJECTS ENGINEERING PRIVATE LIMITED

1. Subject to as hereinafter provided the Regulation contained in Table F in Schedule 1 to the Companies Act, 2013 hereinafter referred as "Table F" shall apply to this Company.
2. The Company is a Private Limited Company within the meaning of Section 2(68) of The Companies Act 2013 and accordingly: -
 - a) Restricts the right to transfer its shares.
 - b) Limits the number of its members to two hundred not including:
 - (i) Persons who are in the employment of the Company and
 - (ii) Persons who, having been formerly in the employment of the Company were members of the Company while in that employment and have continued to be members after the employment ceased, and
 - c) Prohibits any invitation to the public to subscribe for any shares in, or debentures of the company.

Provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this regulation be treated as a single member.

CAPITAL:

3. ******(i) The Authorised share capital of the company is Rs.50,00,000/- (Rupees Fifty Lakh only) divided into 5,00,000 (Five Lakh) Equity shares of Rs.10/- (Rupees Ten only) each, with power to increase, reduce, alter or reorganize the capital as provided in the Companies Act, 2013. The Company may issue preference shares, which are liable to be redeemed, subject to the Provisions of Companies Act, 2013.
(ii) The Paid up capital of the company shall be minimum of Rs. 1, 00,000/- (Rupees One Lac) only.
4. The shares shall be under the control of the Board of Directors, who may subject to clause (2) thereof, allot or otherwise dispose of the same to such applicants as they think proper and on such terms and conditions as they determine.
5. The Company shall, except as otherwise provided by its Articles, be entitled to treat the registered holder of any shares as the absolute owner thereof and shall be under no obligation to recognize any interest, equity of trust in or affecting any shares other than the absolute rights thereto of the registered holder.
6. The Company shall have a first and paramount lien on every share for all monies whether presently payable or not, called for and payable at a fixed time, in respect of that share and all shares standing registered in the name of a person for all money due from him or his estate to the Company. The Company's lien if any, on the shares shall extend to all dividends payable thereon.

****** Before the date 22 Dec 2015 it was (i) The Authorised share capital of the company is Rs.1,00,000/- (Rupees One Lakh only) divided into 10,000 (ten thousand) Equity shares of Rs.10/- (Rupees Ten only) each, with power to increase, reduce, alter or reorganize the capital as provided in the Companies Act, 1956. The Company may issue preference shares, which are liable to be redeemed, subject to Section 80 of the Act

SHARE CERTIFICATE:

7. Every person whose name is entered as a member in the register of members of the Company shall without payment of any fee, be entitled to a certificate under the common seal of the company signed by two directors and the secretary or any other officer

authorized thereof specifying the shares held by him and the amount paid up therein, provided that in respect of shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for shares to one of several joint holders shall be sufficient delivery to all.

8. If any share certificate is defaced, lost or destroyed it may be renewed on payment of One Hundred rupees and on such terms as to evidence and indemnity as the Directors think fit and subject to the Companies (Share Capital & Debenture) Rules, 2014.

CALLS ON SHARES:

9. The Board of Directors may from time to time make calls upon the members in respect of any money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium). Each member shall pay to the Company, at the time and place so specified, the amount called on his shares. A call may be revoked or postponed at the discretion of the Board of Directors.
10. A call shall be deemed to have been made at the time when the resolution of the Board of directors authorizing the call was passed and may be required to be paid by installment if necessary. The joint holders of shares shall be jointly and severally liable to pay all calls in respect thereof.
11. If the sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the appointed day for payment, to the time of actual payment at ten percent per annum or at such rate as the Board of Directors may determine. The Board of Directors shall be at liberty to waive payment of any such interest either in whole or in part.
12. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purpose of these regulations, be deemed to be a call duly made and payable on the date on which, by the term of issue, such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses for forfeiture or otherwise shall apply as if such sum had become payable by virtue of call duly made and notified.
13. The Board of Directors may, if it thinks fit, receive from any member willing to advance the same, all or any part of the money uncalled and unpaid upon any shares held by him.

TRANSFER OF SHARES:

14. Subject to the restrictions of these Articles, shares shall be transferable, but every transfer must be in the form prescribed under section 56 of the Companies Act, 2013 and the provisions as to the transfer and the instrument of transfer contained in section 56 of the Companies Act, 2013 so far as it is applicable to a private company shall apply. A fee not exceeding Rs.100/- (Rupees One Hundred only) as the Board of Directors may determine from time to time shall accompany the application for transfer.
15. No member shall be entitled to transfer his shares in the company except with the previous sanction of the Board of Directors.
16. No share shall be transferred to a person who is not a member so long as any member is willing to purchase the same at value agreed to mutually by the transferor and transferee and in the event of dispute, by arbitration governed by sole arbitrator being the then Chairman of the Board of Directors.
17. In order to ascertain whether there is any one among the members willing to purchase the share, the member intending to transfer the share shall give notice (hereinafter called a transfer notice) of his intention in writing to the Company. Such notice shall specify the number of shares proposed to be transferred and their value and also state that the Company has been appointed as his agent for the sale of share therein mentioned. However, this provision is not applicable to a mutually agreed transfer of share from one member to another or from one member to his wife or her husband, son(s) and daughter(s).
18. As soon as possible after the receipt of such notice, the Board of Directors may meet and decide regarding the transfer of such shares and the decision of the Board of Directors shall be final.
19. Both the intending transferor and the purchasing member shall execute the instrument of transfer in accordance with the provisions of Section 56 of the Companies Act, 2013, and complete the transactions.
20. The Board of Directors may in their discretion refuse the transfer of shares to any person, who, in their opinion, is not desirable in the interest of the company to be admitted to the membership. The Board of Directors may refuse to register any transfer of shares on

which the company has a lien. The Board of Directors may also decline to transfer the shares if the number of members exceeds the limit prescribed under these articles.

21. Any person or persons becoming entitled to any share by any court sale or other coercive sale shall offer such share to the other member of the Company and it is only in the event of refusal to purchase by every member of the company that such persons shall have the right to have his name registered as a member of the Company.
22. Any money due from the Company to a shareholder may with or without the consent of such share holder be applied by the Company in or towards the payment of any money due from him and for the latter money the company shall have a first lien on all shares held by such holder and on dividends accruing thereon, with full power of the same in respect of the shares subject to any lien.

GENERAL MEETINGS:

23. Ten days clear notice, specifying the place, the day and the hour of every General Meeting and in the case of any special business to be transacted a statement setting out all materials facts concerning the business attached to the notice, shall be given to the members in the manner hereinafter provided. Every Annual General Meeting shall be called for at any time during business hours, on a day that is not a public holiday and shall be held at the Registered office of the company or at any other place in the locality in which registered office is situated and notice calling for such meeting shall specify it as Annual General Meeting. The Directors may whenever they think fit convene general meetings and shall also convene general meetings and shall also convene extraordinary general meetings on requisition by such number of members as are required under section 103 of the Companies Act, 2013.
24. Two members present in person shall be the quorum for the general meeting of the shareholders. No business shall be transacted at any General Meeting unless a quorum of members as present at the time the meeting proceeds to business.
25. On a show of hands every member present in person shall have one vote. On a poll every members present in person or by proxy shall, subject to the provisions of Section 108 of the Companies Act, 2013 have voting right in proportion to his share of the paid up equity share capital of the Company.
26. The Chairman shall preside over every general meeting, but if he is not present within 15 minutes of the time appointed for holding the meeting or is unwilling to act as the Chairman, the members present at the meeting shall choose one of the Directors who is present and if the Director also declines to take the chair, one among the members present be voted to be the Chairman of the meeting.

BOARD OF DIRECTORS:

27. Unless otherwise determined by the Company in General Meeting the number of Directors shall not be less than two and not more than 9.
28. Subject to Provisions of the Companies Act, 2013 the following shall be the first Directors of the Company who shall be non-rotational Directors till they voluntarily resign :
 1. **DHIRENDRA CHANDRA SARKAR**
 2. **NAGENDRA DEBNATH**
 3. **RATAN DEBNATH**
 4. **SUTAPA DAS**
 5. **SRIKANT PANDEY**
 6. **SUCHANDRA DEB**
29. The Directors shall not be required to hold qualification shares in the company.
30. The Company in general meeting shall have power at any time to appoint one or more person as non-rotational Director for such time and on such terms as they may be determined.
31. The remaining Director shall be appointed by the company in General Meeting and shall hold office till they resign or are removed from office or are otherwise to be deemed to have vacated their office by virtue of any provision of law or these Articles, casual vacancies being filled up in accordance with the provision mutatis mutandis of Section 161 of the Act.

32. The Company may, from time to time, in General Meeting increase or reduce the number of Directors within limits laid down in Articles 27 and determine in what rotation such increased or reduced number shall go out of office.
33. The Director shall have power at any time and from time to time, to appoint any other person to be an additional Director but the total number of Directors shall not at any time exceed the maximum limit fixed by articles 16 above. The Board of Directors shall also have the power to fill a casual vacancy in the board.
- Any Directors appointed as an additional Director or to fill a casual vacancy shall continue in office till the next annual general meeting held after such appointment but shall be eligible for appointment by the company as a Director at the meeting, subject to the provisions of the Act.
34. Subject to the provisions of the Companies Act, 2013 and rules framed there under. The Directors shall be entitled to the following:
- (a) A sitting fee not exceeding Rs.250/- (Rupees two hundred fifty) or Rs. 150/- (Rupees one hundred Fifty) for attending each meeting of the Board of Directors or subcommittee thereof respectively.
 - (b) Such traveling and other expenses for attending meeting of the Board or subcommittee or for other business of the company as the Directors may determine from time to time.
35. Subject to the provision of the Companies Act, 2013 if any Director, being willing, shall be called upon to perform extra service or to make any special exertions in the going or residing away from the place of his normal residence for any of the purposes of the company, the company may remunerate the Directors so doing either by a fixed sum or by a percentage on profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration above provided for the Directors.
36. The Board of Directors may appoint any alternate Directors in accordance with the provisions of Section 161 and the Act.
37. Subject to Section 188 and 184 of the Act, no Director shall be disqualified from his office by contracting with company either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the company in which any Director shall be concerned or interested be avoided, nor shall any Director so contracting or being so concerned or interested be liable to account to the company for any profit realized by any such contract or arrangement by reason of such Directors holding that office or of the fiduciary relations thereby established, but the nature of interest must be disclosed by him at the meeting of the Director at which the contract or arrangement is determined if his interest then exists or in any other case at the first meeting of the Director after acquisition of his interest, but these provisions shall not apply to any contract by or on behalf of the company to give the Directors or any of them may suffer by reason of becoming or being sureties for the company, A general notice that a Director is a member of any specified firm or Company shall as regards any such transaction be sufficient disclosure under this clause and after such general notice it shall not be necessary to give any special notice relating to any particular contract with such firm or Company

POWERS OF THE DIRECTORS

38. The business of the Company shall be managed by Board of Directors who may pay all such expenses preliminary or incidental to the promotion, formation, establishment and registration of the company, as they think fit, and may exercise all such powers and do all such acts as may be exercised or done by the Company and are not by statute or these Articles, required to be exercised or done by the Company in general meeting but subject nevertheless to any regulations in these Articles and to the provisions of any statute and to any regulation not inconsistent with these Articles made by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
39. The Board of Directors may from time to time subject to the provisions of Section 73 and 179 of the Act and the Rules made there under and director issued by Reserve Bank of India raise or borrow any sums of money for and on behalf of the company from the members or other persons, companies, banks, financial institution, corporation or they may themselves advance money to the Company on such interest as may be approved by them.
40. The Board of Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the company or the mortgage or charge of all or any part of the property of the company and of its uncalled capital for the time being.

PROCEEDINGS OF DIRECTORS

41. The quorum necessary for the transaction of the business of the Directors in the company shall be at least two or one third number whichever is higher, subject to Section 174 of the Act.
42. Subject to the provisions of Section 175 of the Companies Act, 2013 and except a resolution which the act specifically requires to be passed in a Board Meeting, a resolution in writing approved by a majority of Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly called, held and constituted.

CHAIRMAN

43. The Board of Directors may from time to time appoint any Director to be the Chairman of the Board for a fixed term or without any limitation as to the period for which he is to hold such office.
44. The Chairman of the Board of Director shall be subject to the same provisions as to resignation and removal as the other Directors and he shall ipso facto cease to be the Chairman if he ceases to hold the office of the Director for any cause.

MANAGING DIRECTOR

45. Subject to Section 196 and 188 of the Act, the Board may, from time to time, appoint any one or more Director(s) of the Company on such terms and conditions as the Board may think fit and for a fixed term or without any limitation as to the period for which he is to hold such office, and may, from time to time, (subject to the provisions of any contract between him and company) remove or dismiss him from and appoint another in his place.
46. A Managing Directors shall (subject to the provision of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors and shall, ipso facto cease to hold the office, of the Director for any causes.
47. A Managing Director shall, in addition to the remuneration payable to him as a Director of the company as sitting fee receive such remuneration as may be sanctioned by the Board from time to time, and such remuneration as may be fixed by way of salary or commission or participation in net profit or by any all these modes.
48. Subject to the provisions of Section 179 of the Act, the Board of Directors may, from time to time, entrust to and confer upon a Managing director from the time being such of the powers as are exercisable under these article by the Board as it may think fit and may entrust or confer such powers for such periods and to be exercised for such object and purpose, and upon such terms and condition and with such restriction as it may think fit. The Board of directors may, from time to time, revoke, withdraw, alter or vary all or any such powers.

INSPECTION OF ACCOUNTS

49. (i) The Board of Directors shall cause proper books of be maintained under Section 176 of the Act.
- (ii) 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 condition or regulations account books of the company or any of them ,shall be open to the inspection of the member not being directors.
- (iii) No member not being a director shall have any right of inspecting any account book or document of the company excepts as conferred by the Act and other laws authorized by the Board or by the company in general meetings.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

50. Balance sheet and Profit and loss account will be audited once in a year by a qualified auditor appointed for the purpose by the company for correctness as per provisions of the Act.

AUDIT

51. The first auditors of the company shall be appointed by the Board of Directors within one month of the incorporation of the company who shall hold the office till the conclusion of first annual general meeting.
52. The Board of Directors may fill up any casual vacancy in the office of the Auditors.

53. The remuneration of the auditors shall be fixed by the company in the annual general meeting or in such manner as the company in the annual General Meeting may determine except that remuneration of the first or any Auditors by the Directors may be fixed by the Directors.

THE SEAL

54. The company shall have a Common seal and the directors shall provide for the safe custody thereof. the seal shall not be applied to any instrument except by the authority of a resolution of the Board of Directors and in the presence of least two Directors and such Directors shall sign every instruments to which the seal shall be affixed in his presence provided nevertheless that certificate of shares shall be signed in accordance with the Rule & applicable provision of the companies Act, 2013.

SECRECY




55. Subject to the provisions of the Law of land and the Act, no member or other person (not being a Director) shall be entitled to require the discovery of any information respecting the company business or any matter which is or be in the nature of trade secret or secret process relating to the conduct of the business of the company and which in the opinion of the Directors will be inexpedient in the interest of the Company to communicate, or examine the properties of the company without the permission of the Directors.

INDEMNITY

56. Subject to the provision of section 197 of the Companies Act 2013 every officer or agent for the time being of the company shall be indemnified out of the assets of the company against any bonafied liability incurred by him in defend any bonafied proceeding whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 463 of the Companies Act, 2013 in which relief is granted to him by the court.

Certified to be true copy
For OVAL Projects Engineering Pvt. Ltd.

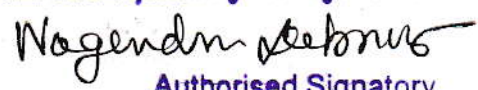
Mogendra Behera
Authorised Signatory

S. No.	Name, address, description and occupation of each subscriber	Signature of Subscriber	Names, address, description, occupation and signature of the witness
1.	SRIKANT PANDEY S/O SRIPAT PANDEY R/O H. NO. 206 ASHOKA ENCLAVE PART-I. SECTOR-34, FARIDABAD SALARIED EMPLOYEE		
2.	Sus D/O Hare Krishna Das 31 Station Road, Dhakuria, KOLKATA -31 Business	Sus	
3.	Ratam Debnath S/o:- Lt. Jatindra ch. Debnath. R/o:- East Dhaleswar. Chandrapur, po:- East Dhaleswar. Tiripura - 799007 Business.		I witness the signature of All the six subscribers  TARUN KAPOOR CHARTERED ACCOUNTANT S/O JAGDISH CHANDER KAPOOR B-7 HANS BHAWAN, BAHADUR SHAH ZAFAR MARG NEW DELHI 110002

Place: FARIDABAD

Dated: 16-03-2013

Certified to be true copy
For OVAL Projects Engineering Pvt. Ltd.


Nagesh Kumar
Authorised Signatory

S. No.	Name, address, description and occupation of each subscriber	Signature of Subscriber	Names, address, description, occupation and signature of the witness
	<p>Dhirendra Chandra Sarkar S/o Achhali Mohan Sarkar R/o 94, Cheskimai Post Cheskimai</p> <p>Suchandee Del. S/o Birendra Ch. Das. R/o 173 North Banamali pur, East Agartala. Sadar, West Tripura.</p> <p>Business.</p> <p>Nagendra retno S/o Rudra Ramen retno R/o 48, Jael ASHAPAM. Road. Sadar. Agartala, West-Tripura. Business.</p>	<p>D Sarkar</p> <p>Suchandee Del.</p> <p>Nagendra retno</p>	<p>I witness the signatures of All the six subscribers</p> <p>Caution: MNO 9595</p> <p>TARUN KAPOOR CHARTERED ACCOUNTANTS S/O JAGDISH CHANDEK KAPOOR B-7 HANS BHAWAN, BAHADUR SHAH ZAFAR MARG, NEW DELHI 110002</p>

Place: FARIDABAD

Dated: 16-09-2013

Certified to be true copy
For OVAL Projects Engineering Pvt. Ltd.

Nagendra retno
Authorised Signatory