



(THE COMPANIES ACT, 1956)

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

CENTRAL HOLDING PRIVATE LIMITED





Form I. R.

CERTIFICATE OF INCORPORATION

No. 21-89628 of 1999

I hereby certify that **Central Holding Private Limited.** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at **Calcutta** this **Fifteenth** day of **June** One thousand nine hundred and **Ninety-nine**.



Sd/- S. KARMAKAR
Registrar of Companies
West Bengal

PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

OF

**CENTRAL HOLDING
PRIVATE LIMITED**

- I. The name of the Company is CENTRAL HOLDING PRIVATE LIMITED.
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- III. The objects of the Company established are :-
 - [A] The Main Objects to be pursued by the company on its Incorporation :
 1. To engage in business of and investors in real estate for the benefit of its members, customers and general public and in particular of purchase, sale and trading of land and/or building and owning, buying, selling, developing, hiring, letting, subletting, maintaining, allotting, transferring, allotment, administering, exchanging, mortgaging, accepting mortgage, renting, leasing, subleasing, surrendering surrender, accepting lease tenancy or sub tenancy, constructing, reconstructing, repairing, maintaining, extending, altering or demolishing land, buildings, tenements, blocks, flats, apartments, offices, godowns, garages and building sites through its own agency or through contractors and purchasing, holding in stock or selling materials or trading in construction materials and

building accessories, electrical, sanitary, plumbing and others fixtures, equipments, plant, machinery, tools and appliances including furnitures, fixtures, household goods and decoration materials.

2. To act as builders, promoters and developers of lands, building, building sites, townships and other building complexes and to undertake and execute building complexes and in connection therewith to act as contractors for execution of land and building projects of all kinds and otherwise as contractors for execution, construction and completion of all sorts of projects and in connection therewith to act as engineers, architects, draughtsmen, interior decorators and generally to deal in immovable properties of all descriptions and tenures by purchase and sale or otherwise as may be necessary or thought proper.

3. To act as an agent for all kinds of material particularly in building materials, metal and minerals, chemicals, paints, hardware and stores.

(B). The object incidental or ancillary to the attainments of the main objects are :

1. To undertake and execute maintenance contracts for multistoried and other buildings, townships and other complexes of and in connection therewith and also otherwise to act as caretakers, engineers, advisers, estate agents, selling and purchasing agents and brokers for lands, buildings, factories, godowns, flats, clocks, offices, shops, garages, construction materials, furnitures, fixtures, equipments and appliances.

2. To let out flats, shops, godowns, garages, blocks or tenements to the shareholders on rents on to be fixed by the Company from time to time as deemed

necessary for the purpose of their self-occupation or for letting out to other parties.

3. To provide amenities, services and utilities required for or in connection with any housing estate, multistoried building or other development projects in real estates including clubs, recreating halls, playgrounds, swimming pools, gymnasium, parking spaces, water, gas, electric, telephone, television, and other facilities and also in connection therewith to act as builders, contractors, developers, promoters, plumbers, electricians, engineers and architects.
4. To buy, sell, import, export, refine, manipulate and otherwise deal in any articles of whatever description including stores and raw materials for all or any of the objects of the Company.
5. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation of any or all of the objects or business of the company and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
6. To act as agents in carrying on any business concerns and undertakings and to employ experts to investigate and examine into the condition, management, prospects, value and circumstances of any business, concerns and undertakings and generally of any assets, property or right of any kind.
7. To undertake, and carry on and execute all kinds of financial, commercial, trading and other operations which may seem to be capable of being conveniently carried on in connection with any of the objects of the Company or calculated directly or indirectly to enhance the value of or facilitate the realisation of or

render profitable, any of the property or rights of the Company.

8. To acquire, construct, carry out, equip, maintain, alter, improve, develop, manage work, control and superintend any electric light and gas work and power plants and any markets, water-works, tanks, staff and workers lines and houses and bustees, villages, roads, ways, tramways, bridges, canals, reservoirs, aqueducts, watercourses, dykes, drains, wharves, dye works, furnaces, crushing work, hydraulic work, workshops, factories, warehouses, sheds, dwellings, offices, shops, stores, buildings, and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company and to contribute to and subsidise or otherwise aid by taking part in any such operations.
9. To subscribe for, conditionally or unconditionally, to underwrite issue on commission or otherwise, take, hold, deal in and convert stocks, shares and securities of all kinds, and to enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concession or co-operation with any person Partnership or Company, and to promote, and aid in promoting constitute, form or organise any company or partnership for the purpose of acquiring and undertaking any property and liabilities of this Company or of advancing, directly or indirectly, the objects thereof, for any other purpose which the company may think expedient.
10. To frame rules, regulation and/or bylaws for carrying out the objects of the Company to be observed and followed by the members and tenants of the Company, whether self-occupying, sub-letting their flats, shops, godowns, garages, blocks, or tenants and to provide sanctions in the form of fines,

penalties, expulsion so as to enforce compliance with and obedience to the rules, regulations and byelaws or other instructions or directions issued by the Company from time to time.

11. To let, lease, sell, re-sell, exchange, part with, transfer, purchase, mortgage, charge or otherwise deal with the Company's undertaking or lands, buildings, plants, machineries or other properties both moveable or immovables or any part thereof belonging to the company as security to Banks/Financial Institutions for the Loan/Advances/Credit facilities such as working capital limit, including bills, letter of credit, Bank guarantees sanctioned/to be sanctioned to third party whether Individual, firms or companies as security/collateral security.
12. To purchase, take on, lease or tenancy or in exchange hire take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, work cultivate deal with the turn to account concessions, grants, decrees, license privileges, options, leases, property real or personal rights or powers of any kind which may appear to be necessary or convenient for any business of the Company.
13. To acquire from any person, firm or body corporate or incorporate whether in India or elsewhere technical information, knowhow, processes, engineering, manufacturing and operating data, plant, lay-outs and blue prints usefull for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
14. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, leaselements, options and other manner deal with or dispose of the whole or any part of the undertaking property, assets, rights and effects

of the Company for such consideration as may be thought fit and in particulars for stocks, shares, whether fully or partly, paidup or securities of any other Company.

15. To pay all or any costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
16. To apply for the purchase or otherwise acquire any trade name or trade mark or any patent brevets, inventions, licences, registrations, concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention or design which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of or otherwise turn to account or profit the property, rights or informations so acquired and to expend money in experimenting upon and testing and improving and or seeking to improving any patents, inventions, designs, secret processes or rights which the Company may acquire or propose to acquire.
17. To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm, association of persons or company carrying on or proposing to carry on any of the business which this Company is authorised to carry on and undertake all or any of the liabilities of such persons etc. and or acquire interest or enter into any agreement or arrangement for sharing profits or co-operation or for limiting completion or for mutual assistance with any such person and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stocks or securities that may be agreed upon and to hold and retain or sell, mortgage, grant option over

and deal with any shares, debenture stocks or securities so received.

18. Subject to the provisions of the Companies Act, 1956 to amalgamate, enter into partnership or into any arrangement whether perpetual or terminable for sharing profit union of interests, joint adventures, reciprocal concessions or co-operation with any persons, association or company carrying on or engaged in or about to carry on or engaged in any business or transaction which this Company is authorised to carry on or engaged in or any business or transactions or course of action which may seem to the Company capable or being conducted so as directly or indirectly to benefit this Company or to prevent or minimise, apprehend loss or damage or cost to this Company or to any such Company as aforesaid, and to purchase, subscribe for or otherwise acquire and to hold shares (fully or partly paidup) or stocks in or a securities of or to lend money to guarantee the contracts engagements and obligations or subsidise or otherwise assist any such person firm, association or company and to sell, hold, reissue with or without guarantee or otherwise deal with such shares stocks or securities.
19. To establish, maintain, develop, extend subscribe to or subsidise any association, institution or fund which may seem directly or indirectly conducive to the interests of the Company and in particular with a view to the protection of the interests of masters, owners and employers against strikers, workmen's compensation or otherwise.
20. To purchase or otherwise acquire construct or erect manufacture, sale or deal in all buildings, plants, machineries, tools, implements and other articles and things which may be necessary or capable of being used, sold or deal in connection with the business or undertaking of the Company or any of them and to alter, improve, extend and to rebuild, replace or repair

any buildings, machinery and to other property of the Company and to work manage and control the same or join with other in so doing.

21. To sell, improve, manage, develop, exchange, mortgage, let on rent or in consideration of a share of profits either in money or in kind or otherwise grant licenses easements and other rights in any other and in any manner dispose of turn to profit or deal with all or any part of the property and rights of this Company.
22. To accept in consideration for the undertaking of the Company or for any property or rights sold, let or dispose of or any service rendered or to purchase, subscribe for or otherwise acquire and to hold the perpetual or redeemable debenture, stocks or obligations or the shares (fully or partly paid up) or stock of any Company.
23. To promote or form or join in promoting or forming any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or in which the Company is or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to pay the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment, registration and advertising or any such Company and the issue of its capital or securities and to guarantee the payment of any debentures, debenture-stock or other securities issued by any such company or any other company of concern in which this company may be interested and the interest thereon and the payment of the interest or dividends, upon the stock or shares of any such company.
24. Subject to the Provisions of the Act, and directions issued by the Reserve Bank of India to receive money on deposit or otherwise to lend money with or without

security to such person, and generally on such terms as may seem expedient, and in particular to tenants and customers of and other persons having dealings with the Company and to guarantee the performance of contracts by any third persons or company or companies or the discharge of obligations or engagements of any kind by them subject to the Banking Regulations Act, 1949. The Company shall not carry on any Chit Fund Business.

25. To guarantee the payment of money, secured by or payable under or in respect of shares, bonds, debentures, debenture-stock, contracts, mortgage, charges, obligations and securities of any authority, supreme, municipal, local or otherwise of any persons whomsoever whether incorporated or not incorporated.
26. To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, with railway Companies, canal companies, shipping companies, dock commissioner, carries and other persons corporations or companies in any part of the world which may seem conducive to the Company's object or any of them and to obtain from and such Government or authority or any such railway or other company, persons or corporation any rights privileges and concessions which and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
27. To register the Company or constitute it as an anonymous or other society to procure it to be recognised in any foreign country or place.
28. Subject to the provisions of the Act, and direction issued by the Reserve Bank of India to raise or borrow money in such manner as the Company shall think fit and to secure the payment of any such money and

interest thereon or the carrying out fulfilment or discharge of any contracts, engagements, obligations or liabilities of the Company of any kind whatsoever (including guarantee for the discharge of any contracts, or engagements or any third party) in such manner and on such terms as many seem expedient and in particular by the issues of debentures or debenture stocks whether perpetual or otherwise and charged or not charged upon the whole or any part of the undertaking property and right of the Company both present and future, including its uncalled capital, and to redeem or contract to redeem any such debenture or debenture-stock or other security or obligation of the Company either at a premium or otherwise.

29. To issue at par or at a premium or discount debenture mortgage, debentures and debenture-stock payable to bearer or otherwise or and either permanent or redeemable or repayable and collaterally or further to secure of the Company by a trust deed or other surance.
30. To take all necessary or proper steps in any legislature (Central or State) or with the authorities, Governments, local, municipal or otherwise or any place in which the Company may have interest to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company of effecting any modifications in the constitutions of the Company for furthering the interests of the members, and to oppose any steps taken by any persons on Company, which may be considered likely to prejudice the interests of the Company or its members, directly or indirectly.
31. To invest and deal with moneys of the Company not immediately required upon such securities and/or in such manner as may from time to time be determined by the Board of Directors of the Company.

32. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
33. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure, the giving of donations, gratuities pensions, allowances or emoluments to any persons who are or were at any time in the employment or services of the Company or of any Company which is a subsidiary of the Company or is allied to or associated with Company or with any such subsidiary Company, or who are or were at any time Directors of officers of the Company or of any such other Company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subsidise and subscribe to any institutions, associations clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such persons as aforesaid, and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
34. To undertake, carry out promote or sponsor any programme of rural health or development, including any programme for mass immunisation or for promoting the health, social and economic welfare or the uplift of the public in any rural or other areas, to assist in the execution and promotion of any such programmes, either directly or through the agency of any person or persons or in any other manners, and to incur expenditure on any such programme or rural health or development, with power to the Directors to transfer, with or without consideration, or divest the ownership of any property of the Company to or in favour of any person or persons including any public

or local body or authority, Central or State Government, and public institution or any Trust or Fund as the Director may, in their sole and absolute discretion decide.

35. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging social and moral responsibility of the Company to the public or any section of the public, as also any activity which is likely to promote national welfare or social, economic or moral uplift of the public or any section of public and in such manner and by such means as may be thought fit and without prejudice to the generality of the foregoing, undertake carry out, promote and sponsor any activity for publication or any books, literature newspapers etc. or for organisation lectures or seminars likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, Fund, Trust etc. having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner in order to implement any of the above mentioned objects or Purpose transfer without consideration or at such fair or concessional value and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts or Funds.
36. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific national public or other institutions or objects of any exhibition-but not intended to serve political cause or purpose.

37. Subject to the provisions of the Companies Act, 1956, or any other law for the time being in force to distribute in specie or otherwise as may be resolved any property or asset or the company including the shares debentures, or other securities of any other Company formed to take over the whole or any part of the assets of liabilities of the Company by so that no distribution amounting to reduction of capital be made except with the sanction (if any) for the time being required by law.
38. To indemnify, members officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of any thing done or ordered to be done by them for and in the interest of the Company any loss damage or misfortune whatsoever which shall happen in the execution of the duties of their office or in relation thereof.
39. To do all or any of the above things and all such other things as are incidental or as may be conducive to the attainment of the above object or any of them in India or any part of the world and as principals agents, contracts, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

III(C)The other objects of the Company not indicated in III(A) and III(B) above are :

1. To carry on the business of dealing and/or manufacturing and/or dehydrating and/or processing and/or preserving and/or canning, vegetables, fruits, and garden produce of all kinds, meat, edible or otherwise vegetable products, diary products and fruit products or all kinds, juices and squashes of all kinds, including turbide clear sweet or other.

2. To carry on the business of hides and skin, in tanneries, leather goods, leather garments, all articles and things made out of leather of each and every description including footwear, wearing apparel office requisites and upholstery.
3. To carry on the trades or business of timber merchants and proprietors of saw mills, planing moulding and turning mills, importers of timber mahogany and wood timber goods, timber contractors, wood workers and to buy, sell, grow, prepare of market, manipulate, import and export and deal in timber and wood of all kinds and to and deal in articles of all kinds in the manufacture of which timber or wood is used and to buy clear plant and work timber estates.
4. To carry on the business of cold storage, warehouse keepers and stores of all commodities, goods or articles in refrigerator, refrigerator chambers, ice chambers, or otherwise and to do the business of ice makers, ice vendors, hires of and dealers in refrigerators, refrigerating chambers and apparatus relating thereto.
5. To do business of importing, exporting, producing, improving repairing, altering exhibiting, using manipulating distributing of buying and selling, acquiring and letting on hire-purchase system or on instalment basis on hire-purchase system or on instalment basis on hire and otherwise dealing in all sorts of merchandise, machineries and goods.
6. To act as estate or house agents, managers brokers, selling agents, with respect to any kind of movable and immovable property.
7. To establish, purchase, sell, take on lease, hire or otherwise acquire and work rolling mills, machine tool rooms, smithshops, workshop, machine shops, iron

and other metals, tonndries, factories mills; smelting works, hydro-electric works, engineering shops, fabrication works, gas works, refineries forging works, plastic, polythene and PVC Products, factories, chemical, plants and works solvent oil extraction plants, distilleries, safe deposit vaults, textile mills, Cotton mills, Jute mills powerlooms, and handloom factories sizing and processing works dyeing and bleaching works, cotton ginning pressing factories jute and other fibre presses waste plants cement factories chemical factories, pharmaceuticals and medical works, paints, pigments and varnish factories, paper and pulp mills, flour mills, rice, dal and oil mills, bakeries, forests, saw mills, veneer mills, board factories, toys factories, plywood factories, furniture and cabinet making factories, ship and vessel building factories carriages and wagon factories, shellac and resin factories, pulverising factories, chemical factory heavy machine works, laboratories, mines, quarries, collieries, manganese, iron ore and other mines tea, and coffee estates, plantation orchard, dairies cold storages, ice factories, food beverage and preparations works, hydraulic works, tramways ropeways and other industrial undertakings, factories, works and plants.

8. To undertake the office of and act as trustee, executor administrator, manager receiver, agent or attorney, or for any person or persons, Company, Corporation, Government, State of authority, supreme, municipal, local or otherwise and generally to undertake, perform and trust agency business and any office or confidence.
9. To manage, or let the properties whether belonging to the Company or not, and at such rent and on such conditions as the Company shall think fit, to collect rents and Income and to supply to tenants and occupiers and others lights, heat, refreshments

attendants, messengers, waiting-rooms, reading rooms, meeting rooms, lavatories, bath houses, laundry, convenience, garages recreating facilities and other advantages which from time to time the Company shall consider desirable or to do such jobs as Commercial Agents, Estate Agents, and brokers and required to do.

10. To plant, grow, cultivate, procedure, refine, import, buy, sell, manufacture, blend and in any way deal in tea coffee, rubber cocoa and other food beverages and preparation and to carry on business as planters and merchants, both whole sale and retail, sugar merchants, confectioners, refreshment room proprietors, refreshments contractors farmers, dairymen, fruiterers, graziers, timber merchants and as lead rollers, printers, publishers, press owners, tobacconists dealer, in foreign and colonial produce and wares of all kinds.
11. To acquire, hold, purchase, sell make advances upon and otherwise deal either for ready or on forward transactions in shares, stocks, debentures, debentures stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any Company (body corporate or under-taking) or whatever nature and whatsoever nature and whatsoever constituted, or carrying on business in shares, debentures-stocks, bonds mortgages, obligations and other securities issued or guaranteed by any Government, Sovereign ruler, Commissioners, Trust, Municipal, local or other authority or body of whatever nature, whether in India or abroad and to carry on all kinds of investment business.
12. To search for get work raise merchantable, sell and deal in minerals and substances and to manufacture and sell patent synthetic fuel and to carry on business as manufactures of basic fine and heavy chemicals, manures, distillers, dyestuff makers, gas makers,

metalurgists and chemical engineers and to purchase or otherwise acquire and to sell dispose off and deal with mines and mining rights, and property supposed on contain minerals or precious stone of all kinds and undertakings connected therewith and to work, exercise develop and turn to account mines and mining rights and any undertakings, connected therewith and to buy, sell, refine, manipulate and deal in minerals of all kinds.

13. To organise, run, maintain, operate, promote the business of interior decorators, furniture and carpet desiners and manufacturers, boutiques, operators of fashion centres, fashion shows and to make, acquire deal in any way in handicrafts, objects of art, precious stones, jewellery, whether artificial or otherwise, and articles where in precious stones may be used, in textile fabrics and to manufacture and deal in any products as are dealt in by boutiques, fashion shows and interior decorators.

IV. The liability of the members is limited.

- V. The Authorised Share Capital of the Company is Rs. 5,00,000/- (Ruppees Five Lacs only) divided into 50,000 Equity Shares of Rs. 10/- each with power to increase or decrease the capital and to divide the capital shares into shares of several classes and to attach thereto such preferential, qualified or special rights. privilliges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or arrogate any such rights privileges or conditions in such manner as may for the time being be provided by regulations of the Company subject to the provisions of the law.

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

Signature, Name, Description, Address and occupation of subscribers	No. of Equity Shares taken by each subscriber	Signature, Name, Description, Address and occupation of
<p>1) SHAMIM AHMED KHAN S/O: NASIR AHMED KHAN ADDRESS: 4/1/H/12, J. K. GHOSH ROAD, BELGACHIA, KOLKATA-37 OCCUPATION: BUSINESS</p> <p>2) ANIS AHMED KHAN S/O: NASIR AHMED KHAN ADDRESS: 4/1/H/12, J. K. GHOSH ROAD, BELGACHIA, KOLKATA-37 OCCUPATION: BUSINESS</p> <p>3) ZAFAR AHMED HKAN S/O: NASIR AHMED KHAN ADDRESS: 4/1/H/12, J. K. GHOSH ROAD, BELGACHIA, KOLKATA-37 OCCUPATION: BUSINESS</p> <p>4) SHAHZADA SALIM KHAN S/O: NASIR AHMED KHAN ADDRESS: 4/1/H/12, J. K. GHOSH ROAD, BELGACHIA, KOLKATA-37 OCCUPATION: BUSINESS</p> <p>5) PERVEZ AHMED KHAN S/O: NASIR AHMED KHAN ADDRESS: 4/1/H/12, J. K. GHOSH ROAD, BELGACHIA, KOLKATA-37 OCCUPATION: BUSINESS</p>	<p>2400 (Two Thousand Four Hundred)</p> <p>2400 (Two Thousand Four Hundred)</p> <p>2400 (Two Thousand Four Hundred)</p> <p>2400 (Two Thousand Four Hundred)</p> <p>2400 (Two Thousand Four Hundred)</p>	<p>Witness to all the signatories:</p>
<p>TOTAL</p>	<p>12000 (Twelve Thousand)</p>	

Kolkata, dated this 29th day of November, 2023

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

OF

**CENTRAL HOLDING
PRIVATE LIMITED**

PRELIMINARY

1. The regulation contained in Table 'A' in Schedule 1, to the Companies Act, 1956 (hereinafter referred to as Table 'A') shall apply to the Company, in so far as the same are applicable to a private Company, except that such regulations as embodied in this Articles of Association shall exclude corresponding provision in Table 'A' aforesaid.

PRIVATE COMPANY

2. The Company is a 'Private Company' within the meaning of Sections 2 (35) and 3 (1)(iii) of the Companies Act. 1956 and accordingly :

- a) any invitation to the public to subscribe for any shares in to debentures of the Company is hereby prohibited :
- b) the number of members of the Company (exclusive of persons who are in the employment of the Company and persons who, having been formerly in the employment. The Company, were members of the Company while in that employment and have continued to be members after the employment ceased) is not to exceed fifty : PROVIDED THAT where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this Article, be treated as single member ; and
- c) the right to transfer the shares in the Company is restricted in the member and to the extent hereinafter provided.

SHARE CAPITAL

- 3. The Authorised Share Capital of the Company shall be such amount as may be authorised from time to time in forms of Memorandum of Association of the Company. The company shall have the rights to increase and/or decrease its Capital and to divide the same into shares of several classes and to attach thereto such preferential qualified of special rights, privileges or conditions as may be determined by or in accordance with the regulation of the Company and to vary, modify or arrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company subject to the provisions of the law.
- 4. Subject to the provisions of the Companies Act, and these Articles the shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of

the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par or at a discount as they may, from time to time, think fit and proper.

5. The Directors may declare any immovable property acquired and/or to be developed to be reserved for the benefits of the members of the company in respect of such immovable property declare as aforesaid the holding of such number of Equity Shares in the Capital of the Company and/or payment of deposits and other amounts at one time or from time to time and observance of such other terms and conditions as may be determined by the Directors from time to time shall confer on the holder thereof the right of occupation either by himself or itself or through his or its nominee or nominees to be approved by the Directors of such immovable property and upon the terms contained in an agreement to be entered into between the Company and such shareholder in the form that be prescribed by the Directors, from time to time in case of each allotment, provided that the amount determined by the directors to be payable by any such shareholder shall be determined in a reasonable manner by the Directors having due regard to the floor space of the portion occupied by such holder as compared to the floor space of the whole property, its situation, amenities and other relevant factors.

TRANSFER AND TRANSMISSION OF SHARES

6. A share may be transferred by a member or other person entitled to transfer to any member selected by the transferors or to any other person approved by the Directors but save as aforesaid and save as provided in Article 7 hereof no shares will be transferred to a person who is not a member so long as any member is willing to purchase the same at the fair value. In case of any difference arises between the proposing transferor and intending purchaser as to the fair value

of a share, the Director shall in consultation with the Auditor of the Company determine the fair value of such share.

7. Any share may be transferred by a member at any time to any son or daughter-in-law, son-in-law, sister, brother-in-law, father, mother, brother, nephew, niece, wife or husband or lineal descendants of such member and any share of a deceased member may be transferred by his executors or administrator to the legatee under will or to the husband, wife or next of kin or descendants of such deceased member, and share standing in the name of trustees of the will of any deceased member may be transferred to other trustees thereof upon any change of trustees for the time being of such will.
8. Every instrument of transfer shall be deposited with the Company accompanied by the Certificate of shares to be transferred and such evidence as the Directors may require to prove the title of the transfer or his right to transfer and no transfer shall be registered unless the aforesaid acts are done and complied with.
9. The Directors may refuse to register any transfer of a share on which the company has a lien of charge and in case of shares not fully paid up may refuse to register the transfer to the transferee whom they do not approve of. The Directors may in their absolute discretion and without assigning any reason refuse to register the transfer of any share to any person whom it shall, in their opinion be not desirable in the interests of the Company to admit to membership. The directors shall not be bound to give any reason for such refusal. This clause shall however, not apply to a transfer made pursuant to Articles 6 & 7 hereof.
10. If the Directors refuse to register the transfer of any share the Directors shall, with tow months from the

date on which the instruments of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal.

BORROWING POWERS

11. Subject to the provisions of the Act, the Directors may from time to time at their discretion raise or borrow any sum of money for and on behalf of the company from the members or Directors, including Managing Director (if any), other person, institutions, firms Companies or Banks on such terms and conditions as may be approved by the Board.
12. The Board of Directors may from time to time raise or secure the payment or repayment of such money in such manner and upon such terms and conditions in all respects as they may think fit and in particular, subject to Article 3 [b] hereof, by the issue of debentures or by the creation of the debentures stock or by making, drawing, accepting or endorsing on behalf of the Company any promissory notes, cheques, sundries or bills of exchange and other negotiable instruments or giving or issuing any other securities of the Company or by mortgage or charge of all or any part of the property and book debts of the Company both present and future including its uncalled capital for the time being and the Directors of the Company may, on behalf of the Company guarantee the whole or any part of the loans or debts incurred by the Company with power to them to secure guarantors against liabilities in respect of such loans by means of mortgage or charge of the Company's property movable immovable or otherwise.

GENERAL MEETINGS

13. The First Annual General Meeting of the Company shall be held within eighteen months from the date of incorporation of the Company and the next Annual General Meeting of the Company shall be held within six months after the expiry of each financial year but so that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Every Annual General Meeting shall be called for a time during business hour on a day that is not a public holiday, and shall be held either at the Registered Office of the Company or at some other place within the city or town in which the registered office of the company is situated and the notice calling the meeting shall specify it has Annual General Meeting.
14. All General Meeting other that the Annual General Meetings shall be called "Extraordinary General Meeting". The Directors may whenever they think fit convene an extra-ordinary General Meeting and the Directors shall, on the request in writing of the holders of not less than one tenth of the issued capital of the Company upon which all calls or other sums then due have been paid forthwith proceed to convene an Extra-ordinary General Meeting and the provisions of Section 169 of the Act shall apply.
15. A General Meeting of the Company may be called by giving not less than seven days notice in writing to all members entitled to receive the same specifying the place, day and hour of the Meeting, but as provided in section 171(2) of the Act a General Meeting may be called by giving shorter notice than seven days.
16. The accidental omission to give any such notice to or the non-receipt of any such notice by any of the

members to whom it should be given, shall not invalidate any resolution passed or proceedings held at any such meeting.

DIRECTORS

17. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two or more than twelve and the Directors collectively be known as the Board.
18. The person hereinafter named shall become and be the first Directors of the Company.
 1. NASIR AHMED KHAN
 2. SHAHZADA SALIM KHAN
19. The Directors of the Company need not hold any qualification share in the capital of the Company as his or her eligibility as a Director.
20. The remuneration for each of the Directors shall be a sum not exceeding Rs. 250/- for every meeting attended by him as may from time to time determined by the Directors. The Directors shall also be entitled to be paid all travelling hotel and other expenses incurred in consequences of the attendance at Board meeting and otherwise in the exercise of their duties as directors.
21. If any Directors, being willing, shall be called upon to perform extra services or to make any special exertions for any of the purpose of the Company or in giving special attention to the business of the company or in performing any special duties involving a journey to and residence at place other than the place of his ordinary residence or as a member of a Committee of the Board then the Board may

remunerate the director so doing either by a fixed sum or by a percentage of provision to or wise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.

22. No Director shall be disqualified by reason of his holding the office of Director from contracting with the Company not shall any such contract or any contract entered into by or on behalf of the Company in which any Director shall be in any way interested be liable to account to the Company for any profit realised by any such contract by reason of such Director holding that office or of the fiduciary relation thereby established but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract is entered into if his interest then exists or in any other case at the first meeting of Directors after the acquisition of his interest.

RETIREMENT & ELECTION OF DIRECTORS

23. At every Annual General Meeting one third of the Directors, or if their number is not a multiple of three then the number nearest to but not exceeding one third, shall retire from office but no Directors as appointed under Article 28 so long as he holds the position mentioned therein, shall retire from office by rotation or shall be counted in the number of directors for purpose of this article.
24. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day those to retire (unless they otherwise agree among themselves) be determined by lot.

25. No person other than a retiring Director, shall be elected a Director (except as a first Director or Director appointed by the Director) unless at least four, and not more than fourteen 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 to his willingness to be elected.
26. The Company at the meeting at which a Director retires in the manner aforesaid may fill the vacated office electing a person there to, and in default the retiring Director shall offering himself for re-election be deemed to have been reelected, unless at such meeting it is expressly resolved and to fill such vacated office or unless a resolution for the reelection of such Director shall have been put to the meeting and lost.
27. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to existing Directors but so that the total number of Directors shall not any time exceed number fixed in accordance with these regulations. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such Meeting.

MANAGING/WHOLE TIME DIRECTOR

28. The Director may from time to time, subject to the provisions of the Act appoint one or more their body to the office of Managing Director (s), Executive Director (s), Wholetime Director (s) or Director (s)

incharge of the company for such period and on such term and with such powers and in such remunerations (whether by way of salary or commission or participation in profits or partly in one way and partly in another) as they may think fit, an may rescind or terminate his contract and remove or dismiss him or them from office and appoint another or others in his or their place or places. Such removal or termination shall be without prejudice to any claim of such Managing Director or Executive Director, Wholetime director or Director-in-charge as the case may be against the Company. A Director so appointed shall not, while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors but his appointment shall be automatically determined if he ceases for any cause to be a Director.

PROCEEDINGS OF DIRECTORS

29. The Director may meet together for the despatch of business and adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Until otherwise determined two Directors or 1/3rd of total strength of the Board whichever is higher shall form a quorum. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office. In case no such Chairman is elected or if at any meeting, the Chairman is not present at the time appointed for holding the same the Directors present shall choose one of their number to be a Chairman of such meeting.
30. A Director may, at any time, and the Secretary shall upon the request of a Director made at any time, convene a meeting of the Board.

31. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Company for the time being vested in or exercisable by the Directors generally.
32. The Directors may delegate any of their powers to Committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time imposed upon it by the Directors. The meeting and proceeding of any such committee consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto, and are not superseded by any regulations made by the Directors under this clause.
33. All acts done by any meeting of the Directors, or by a committee of Directors or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director, provided that nothing in this clause shall be deemed to give validity to acts done by a Director after the appointment of such Director has been shown to be invalid.
34. A resolution in writing signed by a two-thirds majority of Directors present in India shall be valid as if it has been passed at a meeting of the Directors duly called and constituted such resolution may consist of several similar documents.

POWER OF DIRECTORS

35. The management of the business of the Company shall be vested in the Directors, and the Directors any exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise authorised to exercise or do and as are not hereby or by statute directed or required to be exercised or done by the Company in General Meeting only but subject nevertheless to the provisions of the Companies Act and of these presents, and to any regulations from time to time, made by the Company in General Meeting not being inconsistent with the provisions of these presents. Provided that no such regulations shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.
36. The Directors shall be authorised to sub-delegate all or any of the Powers, authorities and discretions for the time being vested in them and in particular from time to time facilitate such delegation or subdelegation by appointing any chief executive agent and/or attorney for the management and transaction of the Company in such manner and on such terms and conditions as they deem fit.

THE SEAL

37. (1) The Directors shall proved for the safe custody of the Seal.
- 2) The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Directors or of a Committee of the Directors authorised by them in that behalf and except in the presence of at least one

Director and such Director present as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in his presence.

- 3) The provisions of the Companies (Issue of Share Certificate) Rules 1960 shall apply as regards issue of Share Certificate

SECRECY

38. Every Director, Secretary, Trustee for the Company, its members or debenture-holders, member a committee, officer, servant, agent, accountant, or other person employed in or about the business of the Company shall, if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the board or by any general meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions of these Articles.
39. No member or other person (not being a Director) shall be entitled to enter upon the property of the Company inspect or examine the premises or properties of the Company without the permission of the Director or the Company or subject to provisions of the Act to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret prices or of any matter whatsoever which may relate to the conduct of the business of the

Company and which in the opinion of the Board will be inexpedient in the interest of the Company to communicate.

INDEMNITY

40. Every Director, Secretary or officer of the company or any person (whether an officer of the Company or not) employed by the Company and any person appointed as Auditor shall be indemnified out of the funds of Company against all liability incurred by him as such Director, Secretary, Officer, Employee or Auditor in defendings, any proceedings 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 633 of the Act in which relief is granted to him by the Court.

ARBITRATION

41. In case any difference shall arise between the Company and the Directors relating to their remuneration, duties or privileges or otherwise, or any member of the Company or between the Company or any other person to whom these presents shall apply, the same shall be referred to arbitration, and if the parties cannot agree upon a single arbitrator, there shall be two arbitrators who shall have the power to chose an Umpire, and in either case such reference shall be so arranged, conducted and carried out as with regard to the mode and consequence of that reference, and in all other respects to conform to the provisions in that behalf contained in the Arbitration Act or Acts in force for the time being in India.

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

Signature, Name, Description, Address and occupation of subscribers	No. of Equity Shares taken by each subscriber	Signature, Name, Description, Address and occupation of
<p>1) SHAMIM AHMED KHAN S/O: NASIR AHMED KHAN ADDRESS: 4/1/H/12, J. K. GHOSH ROAD, BELGACHIA, KOLKATA-37 OCCUPATION: BUSINESS</p> <p>2) ANIS AHMED KHAN S/O: NASIR AHMED KHAN ADDRESS: 4/1/H/12, J. K. GHOSH ROAD, BELGACHIA, KOLKATA-37 OCCUPATION: BUSINESS</p> <p>3) ZAFAR AHMED HKAN S/O: NASIR AHMED KHAN ADDRESS: 4/1/H/12, J. K. GHOSH ROAD, BELGACHIA, KOLKATA-37 OCCUPATION: BUSINESS</p> <p>4) SHAHZADA SALIM KHAN S/O: NASIR AHMED KHAN ADDRESS: 4/1/H/12, J. K. GHOSH ROAD, BELGACHIA, KOLKATA-37 OCCUPATION: BUSINESS</p> <p>5) PERVEZ AHMED KHAN S/O: NASIR AHMED KHAN ADDRESS: 4/1/H/12, J. K. GHOSH ROAD, BELGACHIA, KOLKATA-37 OCCUPATION: BUSINESS</p>	<p>2400 (Two Thousand Four Hundred)</p> <p>2400 (Two Thousand Four Hundred)</p> <p>2400 (Two Thousand Four Hundred)</p> <p>2400 (Two Thousand Four Hundred)</p> <p>2400 (Two Thousand Four Hundred)</p>	<p>Witness to all the signatories:</p>
<p>TOTAL</p>	<p>12000 (Twelve Thousand)</p>	

Kolkata, dated this 29th day of November, 2023