

SALE CERTIFICATE

(for immovable property)

Whereas

The undersigned being the authorised officer of Bank of India under the Securitisation & Reconstruction of Financial Assets and Enforcement of Security Interest (Second) Act, 2002 and in exercise of powers conferred under Section 13 read with rule 8 and 9 of the Security Interest (Enforcement) Rules, 2002 sold on behalf of the Bank of India, in favour of **S.M.S.N Continental Pvt. Ltd. (purchaser)** the immovable property shown in the schedule below secured in favour of the Bank of India, Panipat Branch by **Vardhman Roofing Pvt. Ltd.** (The names of the borrowers) towards the financial facility **Term Loan (Sanction Limit) Rs.11.00 Crores** (description) offered by Bank of India, Panipat Branch, G.T. Road Panipat-132103. The undersigned acknowledge the receipt of sale price of Rs. **Rs.7,24,00,000/- (Rupees Seven Crores Twenty Four Lacs Only)** which includes Value of Plant & Machinery of Rs.2.19 Crores in full and handed over the delivery and possession of the scheduled property


DESCRIPTION OF THE IMMOVABLE PROPERTY

All the Factory Land & Building admeasuring 41.03 bigha (8.55 acres) situated on land khasra no.190/104 (8-17), 197/110 (11-10), 198/110(4-12), 304/103 (10-0), 305/103 (4-19), 532285/168 (1-5) at Triokpur Road, Village Kalu Amb, Mauza Kheri, Tehsil Nahani District Sirmour, Himachal Pradesh. Owned by M/s Vardhman Roofing Pvt Ltd vide sale deed no. 751/1 & 752/1 dated 11.10.2010. Sale deed no. 759/1 dated 12.10.2010 & Sale deed no. 771/1 dated 18.10.2010

Bounded:

On the North by : By the Sunkra river.
On the south by : By the Knight Queen Incls.
On the East by : By the road & Swiss Devices.
On the West by : By the Sunkra River & easel cold.

List of encumbrances : No encumbrances are known to the bank. The property has been sold on "As is Where is" basis and the bank is not liable for any statutory or other liability on the above said property or on the borrower.

For the officer / For Bank of India

Michael K. J.
Authorised Officer (Asset Securitisation) Manager
Bank of India Panipat Branch

Date : 23/10/2018

APPENDIX-III
 [See rule-7(2)]
CERTIFICATE OF SALE
 (for movable property)

Whereas

The undersigned being the authorized officer of the Bank of India under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 and in exercise of the powers conferred under Subsection (12) of Section 13 read with Rule 6 and 7 of the Security Interest (Enforcement) Rule, 2002 has in consideration of the payment of Rs.7,24,00,000/- (Rupees Seven Crores Twenty Four Lacs Only) sold on behalf of the Bank Of India in favor of S.M.S.N Continental Pvt. Limited (purchaser), the following movable property secured in favor of the Bank of India by Vardhman Roofing Pvt. Ltd (the name of the borrowers) towards the financial facility Term Loan (Sanction Limit) Rs 11.00 Crores (Term Loan) offered by Bank of India (secured creditor). The undersigned acknowledge the receipt of the sale price [of Rs.7,24,00,000/- (Rupees Seven Crores Twenty Four Lacs Only) which includes Value of Plant & Machinery of Rs.2.19 Crores in full and hand over the delivery and possession of the items listed below.

DESCRIPTION OF THE MOVABLE PROPERTY

"All the Plant & Machinery lying at Factory premises at Trilokpur Road, Village Kala Amb, Mauza Kheri, Tehsil Nahan, District Sirmour H.P. lying on land khasra no.190/104 (8-17), 197/110 (11-10), 198/110(4-12), 304/103 (10-0), 305/103 (4-19) 532/285/168 (1-5)".

Date 23/10/2018

Place: Panipat


 बैंक ऑफ इंडिया / For Bank of India
 Authorised Signatory
 Gen. Manager
 Panipat Branch

राजस्व विभाग, हिमाचल प्रदेश - नकल जमाबंदी

एस.सी.ए रसीद संख्या: 4382210201818513

जिला : सिरमौर
 तहसील : नाहन
 कानूनगोदा : नाहन
 पटवार वृत्त : विलोकपुर
 हदबस्त न. : 137

नाम : 1
 पिता/पति : 1

नकल शुल्क : 1
 सेवा शुल्क : 20
 कुल शुल्क : 21

मोहान : खेरी

साल : 2015-2016

रकबा ईकाई: बीघा-बि.-बि.

खेवट नं.	खतीनी नं.	नाम मासिक व एहवाल	नाम कारतकार व एहवाल	नाम घाह व टीगर वसायल अवबधाशी	नम्बर खसरा हाल	रकबा हर खेत व मिजान खाता भय किस्म अराजी मीट्रीक ईकाइयाँ में	हिस्सा या पैमाना इकीयत व तरीका बाळ	कैफियत
1	2	3	4	5	6	7	8	9
63	65	मैसजे उद्योगिक प्रा. लि. निर्देशक	कच्चा इंचय		190/104	08-17-00	कच्चा व पाल कचरा	मोट. केंचल में भुमि लाल
64	66	मैस धन्द पुत्र लखमै चन्द लि. 1108			304/103	नै.दु.फैक्ट्री	खेवट नं.(1)	दि.प. की अनुमति से उद्योग
		किराज ससुप कालेनी पानीपत हरियाणा			305/103	नै.दु.फैक्ट्री		लागने ईदु भय की है जो
						नै.दु.फैक्ट्री		किया अक्षय ही रीना
								मोट एच नं. 613 दिति 07-
								04-2012 के अनुमति खान
								इस से खान किरल बने दु.
								14,50,00,000क में
								इसक Bank Of India
								Branch Gerg plaza
								1st Floor Panipat
								के पल ल अद्यगी कही अब पल
								ई
								मोट एच नं.79 दिति 27-
								09-2014 के अनुमति खान
								इस व खान नं. 182/1912
								खान हिस्सा M/S
								vedmanRoofing Pvt
								Ltd इस Bank Of
								India Plaza 1st
								Floor Panipat के पल
								इसे है Oriental

TCR

मौज. खेरी 2544 म्वा 29 20 दिनांक 2017
 कि अनुमति खान हुआ वे खान नम्बर लार्कि 190/104
 हा 197/207 किना 6 ला 3 कीना मिन मासिक कैसरी
 कर्षमाण रुफिंग प्रा. लि. मीत्र खेरी ला अद्यगी किजरी
 किन मु. 359 ला 4 लपरे अद्यगी होने लक हर एकर
 की मु-लकिरी से पाव-प रीगी।

(Signature)
 U.R.O.

राजस्व विभाग, हिमाचल प्रदेश - नकल जमाबंदी

एस.सी.ए रसीद संख्या: 4382210201818559

जिला : सिरमौर
 तहसील : नाहन
 कानूनगोष्ठ : नाहन
 पटवार वृत्त : त्रिलोकपुर
 हदबस्त नं. : 137

नाम : 1
 पिता/पति : 1

नकल शुल्क : 1
 सेवा शुल्क : 10
 कुल शुल्क : 11

मोहल : खेरी

साल : 2015-2016

रकबा ईकाई: बीघा-बि.-बि.

खेबट नं.	खतीनी नं.	नाम मालिक व पदवाला	नाम किरतकार व पदवाला	नाम चाह व डीगर वसतपाल आवपाशी	नम्बर खसरा हल	रकबा हर खेत व मिजान खाता मय किस्म अराजी मीट्रीक ईकाइयां में	हिस्सा या पैगना हकीयत व तरीका बाछ	वैकियत
1	2	3	4	5	6	7	8	9
197	207	लोकदे बरामान भूविण या. वि. रवि.	कमला इवंध		197/110	11-10-00	कमला व पदवाला कसरा खेबट नं.(1)	नोट -भूमि सारकर वि. व. की अनुमति से उत्तरा लखने हुड का की है केवल अक्षरक ही रहेगा
199	210	दारा सिंहदेव लाल चन्द पुत्र मन्मथजी चन्द वि. 1108 किन्दाहवाक काशीजी पञ्जीपन इमियाला			199/110	04-12-00		नोट - बरमे रपट नं. 813 तिथि 7-4-2012 आड रहने बरमे खेत नं. 63
					532286/188	01-05-00		नोट - बरमे रपट नं. 79 तिथि 27-9-2014 बरमे खेत नं. 63
						17-07-00		
						17-07-00		

*नोट: खेबटे उपलब्ध 39 टिंका अलाके अनुसार
 कोता हल 0 कोता नम्बर सांठक 64/66 हल 63/65
 कुल मिना 6 ताठ रकबा 101-3 बीघा मिना जासिक नैसर्गिक वरधमान
 रूफिना 10 मिना गीजा ऐरी ता सुदाचरी मिजली किम 80 मिना
 39.9 लाख रुपये सदाचरी हेने लप रू उपाय की
 सुतलिकी के पाठक रहेगी।*

*नकल प्रमाणित 22/10/2018
 VLE Narender Kumar
 LMK Trilokpur Block Nahar
 Distt. Sirmour (H.P.)
 Mobile No. 94188-23586*

Certified that this copy has been generated from the database of Revenue Department Tehsil
 नाहन as accessed by the Lok Mitra Kendra LMK TRILOKPUR on 22-October-2018

To Verify, enter the Copy No above Bar Code at
<http://admis.hp.nic.in/himbhoomimk>
 For Validity Refer : Notific. No-Rev-C(F)/10-1/2008 Dated 14-Feb-2011

Jam11031816792



1	2	3	4	5	6	7	8	9
								Bank Of Commerce Kala Amb के पास जहाँ अदालती काली आठ रात है नोट : - बसों रोड नं. 79 तारीख 27-3-2014 के अन्तर्गत जहाँ इन अन्तर्गत नं. 197/207 197/207 कुल पिनो 6 रकबा जहाँ 41-3 बीघा 1/4 अन्तर्गत जहाँ नं. 11. आठ फेब्रुवारी त्रिभुवन नं. अन्तर्गत अन्तर्गत नं. बसों रोड नं. 79 जहाँ नं. 11. आठ Garg Plaza 1st Floor near Hotel Gold G.T. Road Panipat को दिशा में

नमो भुवनेश्वर्यै नमः

श्री गणेशाय नमः

22/10/2018

LMK TRILOKPUR
 Block Nahar
 Distt. Sirmour

Narennder Kumar
VLE Narennder Kumar
LMK Trilokpur Block Nahar
Distt. Sirmour (H.P.)
Mobile No. 94188-23586

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For Validity Refer : Notific. No.Rev-C(F)/10-1/2008 Dated 14-Feb-2011

Jam11031816788



SMSN CONTINENTAL PVT. LTD.

Works: Village & P.O Bishara 201008, Tehsil – Dadri, Dist. Gautambudh Nagar (Ghaziabad) U.P.
GST NO: 09AAUCS2444M1ZL

Date 26/10/2018

**The Authorized Officer,
Bank of India,
Panipat Branch, G.T. Road
Panipat - 132103.**

Dear Sir,

POSSESSION RECEIPT

Subject : - Purchase of Mortgaged Property of Vardhman Roofing Pvt. Ltd, Mauza Kheri,
Tehsil Nahan District Sirmour, Himachal Pradesh.

With Reference to the above, we hereby declare and acknowledge that we have received the possession of Factory Land & Building and Plant & Machinery admeasuring 41.03 Bigha (8.55 acres) situated of land khasra no. 190/104 (8-17), 197/110 (11-10), 198/110 (4-12), 304/103 (10-0), 305/103 (4-19), 532/285/168 (1-5) at Trilokpur Road, Village Kala Amb, Mauza Kheri, Tehsil Nahan District Sirmour, Himachal Pradesh. Owned byM/s Vardhman Roofing Pvt. Ltd vide sale deed no. 751/1 & 752/1 dated 11.10.2010, Sale deed no.759/1 dated 12.10.2010 & Sale Deed no. 771/1 dated 18.10.2010 on "As is where is basis and as is what is basis" under the provision of SARFAESI Act, 2002 and rules.

We have purchased the said property from Bank of India in Public e-auction held on 15/10/2018.

The possession received on "As is where is and as is what is basis" and we have no objection in this regards.

Thanking you,

Yours Faithfully

For Smsn Continental Pvt. Ltd



Authorized Signatory

Received on 26/10/2018.

पबि डीएच अरि डीएच / For Bank of India

* Virend Kr. [Signature]

अरि डीएच अरि डीएच / Asstt. Gen. Manager
अरि डीएच अरि डीएच / Branch

HEAD OFFICE: 177/K BOMBAY BAZAR MEERUT CANTT (U.P) 250001
PH: 0121-4052200,4052210,4052100.
EMAIL :SMSNCONTINENTAL@HOTMAIL.COM

Party Details

PhotoGraphs



Party Name and Address Finger Prints and Signatures

<u>Seller</u>	<u>Signatures</u>
1. Jangbir Singh या Swaroop Singh या --, VIII Khari Teh Nahau	
2. Balbir Singh Ranbir Singh Sukhbir Singh या Swaroop Singh या --, VIII Khari Teh Nahau Through GPA Jangbir Singh या Swaroop Singh या --, VIII Khari Teh Nahau	
3. Satiya Devi या Swaroop Singh या --, VIII Khari Teh Nahau Through GPA Jangbir Singh या Swaroop Singh या --, VIII Khari Teh Nahau	
4. Ganga Singh या Jogi Ram या --, VIII Khari Teh Nahau Pertaining to Deed No. 1870 Sab Registrar, Nahau 1870	

<u>Buyer</u>	<u>Signatures</u>
1. M/s Vandhana Roofing Pvt Ltd, VIII Khari Teh Nahau Regd office A-106-197/Rohini 6 New Delhi Through OTHER Nem Chand Jain या Lakshmi Chaud या --, 1108 Bishan Swaroop Colony, Fuzipat Hry	

<u>Witness</u>	<u>Signatures</u>
1. Shivi या Kuljeet Singh Chaudhan या --, VIII Ambwala Teh Nahau	

Party Details

Reference No. 1259/2010

सब रजिस्ट्रार : नानन

PhotoGraphs



Party Name and Address

Finger Prints and Signatures

Seller

1. Dinesh Jami ji Ishwar Das Jain ji -- ,Barn Chowk Nahau

Dinesh Jami

Signatures

Buyer

1. Vaardiman Roofing Pvt Ltd ,Vill Kheri Teh Nahau regd
Office 196-197 Rohini New Delhi
Through OTHER
through Director Nam Chand Jain ji Lakshmi Chand Jain ji
-- ,1108 Bishan Swaroop Colony Panipat

Jain ji

Signatures

Witness

1. Anuj Rana ji Om Parkash Rana ji -- ,Vill Trilokpur Teh Nahau

Anuj Rana

Signatures

2. Shivi Chauhan ji Kuljeet Singh Chauhan ji -- ,Vill Bhatoli Ambwala Teh Nahau

Shivi Chauhan

Signatures

[Signature]

Signatures

Pertaining to Doc No 759/10
Sub Registry Nahau



Identifier

1. P S Sami ji - ji - ,Advocate
Advocates License No. HIM 571/1977

PhotoGraphs



Party Name and Address

Finger Prints and Signatures

Seller

1. Anupam Home Appliances, Vill Khairi Teh Nahian Through GPA
Anupam Batra 98 D C Barra 98 --, D 795 Sarswati Vihar
Devil

[Signature]

Signatures

Buyer

1. M/s Vandman Roofing Pvt Ltd, Vill Khairi Trilokpur Road
Kalin Amb Teh Nahian
Through OTHER
Mr Chand Jam 98 -- 98 --, Director

[Signature]

Signatures

Witness

1. Anuj Kumar 98 Om Parkash 98 --, Vill Trilokpur Teh Nahian
Surainagar HRV
2. Jaswinder Kumar 98 Surjeet Ram 98 --, Vill Hamidpur Teh
Surainagar HRV



[Signature]

Signatures

[Signature]

Signatures

Identifier

1. P S Seini 98 -- 98 --, Advocate
Advocate's License No. Him 57/1977

[Signature]

Signatures

Party Details

PhotoGraphs



Finger Prints and Signatures

Party Name and Address

Seller

- 1. Vishal Singh Mohan Lal Singh --, HB Colony Nahana



Signatures

Buyer

- 1. M/S Vardman Roofing Pvt Ltd, Vill Khair Tarlokpur Road
Kala Amb, Distt Sirsaur
Through OTHER
Nem Chand Jain Singh --, Director



Signatures

Witness

- 1. Anuj Kumar Singh Om Parkash Singh --, Vill Trilokpur, Teh Nahana
- 2. Jaiwinder Kaur Singh Surjeet Ram Singh --, Vill Hamidpur Teh Naraingarh HRY




Signatures



Signatures

Identifier

- 1. P S Saini Singh --, Advocate
Advocates License No. HIM57197

75/10

 Sub Registrar, Nahana
 11/10/10

Signatures

(UNDER THE COMPANIES ACT, 1956)

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**S.M.S.N. CONTINENTAL PRIVATE
LIMITED**



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
Office of the Registrar of Companies

4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

Corporate Identity Number: U74900DL2014PTC304667

SECTION 13(5) OF THE COMPANIES ACT, 2013
Certificate of Registration of Regional Director order for Change of State

M/s S.M.S.N. CONTINENTAL PRIVATE LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Uttar Pradesh to the Delhi and such alteration having been confirmed by an order of Regional Director bearing the date 19/07/2016.

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

Given under my hand at New Delhi this Nineteenth day of August Two thousand sixteen.



Prahlad Meena
Deputy Registrar of Companies
Registrar of Companies
RoC - Delhi

Mailing Address as per record available in Registrar of Companies office:

S.M.S.N. CONTINENTAL PRIVATE LIMITED

3rd Floor, C-II Panchseel Enclave,, Near MCD Park, New Delhi, New Delhi,
Delhi, India, 110017



THE COMPANIES ACT-1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

S.M.S.N. CONTINENTAL PRIVATE LIMITED

- I. The name of the company is S.M.S.N. CONTINENTAL PRIVATE LIMITED
- II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi
- III. The objects for which the Company is established are-

A.THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE-

1. To carry on the business of producing, manufacturing, trading , treating, processing, refining , importing, exporting,purchasing, selling, dealing in and acting as broker agents, contractors, technical advisors, consultants,stockiest, distributors and suppliers of all kind of cements/fiber Sheet, asbestos sheet whether ordinary, clinker,white, colored , Portland,Puzzolana blast, furnace silica, mortar suitable for asbestos cement sheets, pipes, fibersheets or otherwise deal in cement, fiber, flyash, machineryparts and cement products of any descriptions, such as pipes,poles, slabs, bricks, asbestos sheets, blocks,tiles, and garden wares,electrical and electrical goods,cabins,D.G.Sets, & its spares etc.
2. To carry on in India or elsewhere, the business of generating, producing, refining, receiving, improving, buying, selling, reselling, acquiring, using, transmitting, accumulating, employing, distributing, developing , handling, supplying and to act as producer/grower, agent, broker, representative, consultant, collaborator, or otherwise to deal in, undertake, assist, encourage promote, developmental, scientific, technical, engineering, research activities associated with the generation transmission and distribution of power which is derived from conventional /non- conventional methods including hydel, thermal, turbine, hydrogen, fuel cell technology, solar energy, wind energy, focal energy, energy from bio mass or from products/by products of refining operations like petroleum coke, vacuum residue pitch, hydrogen which is produced by the company, or obtained from another party or from LNG and other petroleum products and by-products or by manufacturing hydrogen.

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

1. To borrow money from banks, institution and other agencies for the objects of the Company at such terms as may be decided by the Board of Directors from time to time.
2. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures, and other negotiable instruments in course of the company's business.
3. To pay for any property acquired by the company and remunerate any persons , firm or body corporate rendering services to the company either by the cash payment or by allotment to him or them of shares or securities of the company which is paid in full or in part or otherwise.
4. To purchase , acquire ,deal in property for the business of the company and to let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the company.
5. To sell, exchange, mortgage, let on lease, royalty or tribute grant, licenses, easements options and other rights over in any other manner deal with or dispose of the undertaking.
- 6.To enter into negotiation, collaboration, technical or otherwise with any persons,firm,company body corporate,institutions,or Government for obtaining grant, license or on other term formulate and to obtain technical information , know-how and expert advice
7. To construct ,alter, maintain building works and machinery necessary or convenient for the business of the company.
8. To place on deposit with any local bank for any period the moneys not required for the immediate use of the Company and to invest the same in approval and sound securities and to take or acquire shares and securities of any other Company and to sell and relise such securities when necessary and to apply funds of the Company in buying up selling ,extinguishing or obtaining the release from any contract or liability.
9. To take or hold mortgages , lines and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Company's property of any kind sold by the company or any money due to the Company from buyer or any other person.
10. To insure any of the properties, undertakings, contracts, risks or obligations of the Company in any manner whatsoever.
11. To open or operate any type of bank accounts with any bank and obtain credit facilities with or without securities for its business.
12. To take or otherwise acquire and hold shares in any other Company.
- 13.To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the other business of the Company or calculated directly or indirectly to promote the interests of the company or which may be subsidiary to any of the Company's objects and to undertake and transact all kinds of agency business.
14. To acquire from time to time and deal or trade in all such stock-in -trade, chattels, any patent , trade mark brevets, invention, licences,concession and effect as may be necessary or convenient for any business for the time being carried on by the Company.

15. To apply for purchase or otherwise acquire any patents, brevets, invention, licenses, 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 for the purpose of the Company, and to use, exercise, develop or grant or licenses in respect of or otherwise turn to account the property, rights or information so acquired.
16. To appoint agents to promote the business of the Company.
17. To carry on business of underwriters, consultancy for public issue work, drafting of prospectus, arranging press conference, preparing project report, getting it appraised, and to carry on all activities connected with promotion of Capital market.
18. To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which this company is authorised to carry on.
 19. Subject to the provisions of the Companies Act, 1956, to amalgamate, or to enter into partnership or into any arrangement for shares, profits, union of interest, co-operation, joint venture, of reciprocal concession or for limiting competition with any person or persons or company or companies carrying on or engage in or about to carry on or engage in, any business transaction on or engage in or which this company is authorised to carry on or engage in or which can be carried on in conjunction therewith.
 20. To engage in any business or transaction within the limits of the company's objects, in connection with or any other person, corporation, company or to hold shares, stocks, or bonds in any such company or corporation, the business which this company is authorised to carry on.
 21. To procure the recognition of the company in or under the laws of any place outside India.
 22. To undertake and execute any trust, the undertaking of which may seem to the company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company or companies on behalf of or for the benefit of the company and with or without any declared trust in favour of the company for the purpose of the business of the company.
 23. Subject to provisions of the Companies Act, 1956, to accept gifts and to give gifts and donations to create trusts for the welfare of the employees, members, directors and/or their dependents, heirs and children and for any deserving object and for other persons also and to act as trustees.
 24. To subscribe or guarantee money for national, charitable, religious, educational, benevolent or other institutions, societies, clubs, funds, association, public general or useful objects or for any exhibition but not intended to serve any political cause or purpose.
 25. To communicate with chambers of commerce and other mercantile and public bodies throughout the world and promote measures for the protection of trade, industry and persons engaged therein.
 26. To subscribe for, become a member of, subsidies and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the company, and to procure from and communicate to any such association, such information as may be likely to further the objects of the company.
 27. To pay legally any premium or salaries and to pay for any property, right or privileges acquired by the company or for services rendered or to be rendered in connection with the promotion, formation of the business of the company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing of, any of the shares of the company or any debentures, or other securities of the company or otherwise either wholly or partly in cash or in shares, bonds, debentures, or other securities of the company and to issue any such shares either as fully paid up or with amount credited as paid up therein as may be agreed upon to charge any such bond, debentures or other securities upon all or any part of the property of the company.
 28. To appoint, agents, selling representatives, commission agents, and to engage lawyers and solicitors and to grant them or any of them necessary power of attorney.

29. To pay out of the funds of the company, all costs, charges or expenses preliminary and incidental to the promotion, formation establishment and registration of the Company.

30. To adopt such means of making known the services, business interest of the company as it may deem to expedient and in particular by advertising in the press, internet, radio, television and cinema, by circulars, by purchase, construction and exhibitions of work or at or general interest, by publication of books and periodicals, and by granting prizes, rewards and donations subjects to section 293A of Companies Act, 1956.

31. In the event of winding up, to distribute all or any of the property of the company amongst the members in specie or kinds or any proceeds or sale or disposal of any property of the company subject to the provisions of the Companies Act, 1956.

32. To undertake, carryout, promote and sponsor development including and programme for promoting the social and economic welfare or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner without prejudice to the generality of the promoting of rural development shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the

Directors considers it likely to promote assist rural development and that word rural area shall include such area as may be regarded as rural areas under section 35CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas.

33. To achieve greater growth of the national economy through increased productivity, effective utilisation materials and manpower resources, export promotion and continued application of modern techniques so as to discharge its social and moral responsibilities to the share-holders, employees, customers, local community and the society, and to undertake, carry out, promote and sponsor or assist any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any Section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspaper or for organising lectures or seminars likely to advance these objects or for giving merit awards, or giving scholarships or other person to enable them to prosecute their studies, academic pursuits or researchers and for establishing, conducting, or assisting any institution, fund, trust having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner and two Directors may at their discretion in order to implement any of the abovementioned objects or purposes transfer without consideration or at such value as the Directors may think fit and driver the ownership of any property of the company to or in favour of any public or local body or authority or central or State Govt. or any public institutions or trust or funds or organisations or persons as the Directors may approve.

34. To act as principles, agents, contractors, trustees or otherwise by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world.

C. OTHER OBJECTS :

1. To carry on and undertake the business of hirepurchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring, or letting or hire all kinds of plant, machinery, equipment and vehicles and to assist in financing all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidize, finance or assist in subsidizing or financing the sale and maintenance of any goods, article or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and building, plant and machinery, equipments, ships, aircrafts, automobiles, computers, electronics data processors, tabulators, air conditioners, medical equipment, domestic equipment / appliances and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased and leased to be new and / or used from India or from any part of the world and to provide leasing advisory / counseling services. The company shall not carry on any business which is prohibited under the banking Regulation Act, 1949 and Prize Chit and money circulation Scheme (Banning) Act, 1978.

2. To lend money and negotiate loans and to draw, accept endorse, discount, buy sell and deal in Bills of Exchange, promissory Notes, Bonds, Debentures, Hundies, Coupons, and other negotiable instruments and Securities and or issue on commission, subscribe for purchase, take, acquire and hold, sell, exchange and deal in any other Company and to carry on in all their respective branches the business of hire-purchase, housing general finance investment Trust, legal and life insurance trust.

3. To publish any kind of information on Internet, a global computer network or otherwise, compiled and updated by the Company or any other person, for commercial purposes or otherwise, set up and/or give or take on lease/hire appropriate systems and technology to render these services to any person, including inviting subscriptions, advertisements from any persons, through agents, franchise, by any available means in India or abroad.

4. To undertake and provide Internet related services, systems, technology, information and software development services and products, including hardware's, to any person through agents, franchise, by any available means, in India or abroad including value added services such as interactive, Television, Internet, E-Mail, V-Sat, Telephony, Video Shopping,

Entertainment, Infotainment, Teleshopping, E-Commerce, Games, Data Transmission, Computer networking, Video conferencing etc. and to establish links via. Satellite uplink and downlink through available reception systems.

5. To manufacture all kinds of electrical conductors and insulated wires for power generator, transmission and distribution, to manufacture, deal, trade, export and import machines and plants, equipments and accessories for manufacture of electrical conductors and transformers, insulated wire and electrical equipment and to do all kinds of business, all varieties of electrical conductors, and transformers, insulated wire and electrical equipment and to all kinds of business, all varieties of electrical conductors, cables insulated wires and other equipments and to carry on in India or elsewhere the business of mechanical engineers, iron masters and manufacturers, processors, fabricators, drawers, rollers and refoller of steel and non-ferrous metals, shaftings, bars, flats, squares from scrap billets and ingots.

6. To manufacture, produce, buy, sell, import, export, stock, deal in machine tools, grinding machines, automatic latches, drilling machines, planning machines, planogrinders, machineries of every description, precision tools, cutting and small tolls electric motors, electrical equipments, cables, wires, switch gears, flame and drip proof motors, electric fans, regulators of all types, electric kilowatt hour meters magnets, industrial jewels, meters, voltmeters, and other types of measuring instruments, electrical, non-electrical, die-castings, screws, nuts and bolts, transformers of all types, circuit breakers hoists, elevators, gears, trolleys, and coaches, winches, aircompressors, welders, refrigerators, domestic washing machines, television and radio receivers and transmitters, micro wave components, radar equipments, valves, resistors, electronic instruments, conductors, materials, transistors and allied items, sewing machines, watches and clocks, tape recorders, household appliances and component part thereof.

7. To carry on the business as forwarding agents, representatives of manufacturers, sale and marketingorganisers, underwriters, and insurance agents and to carry on the business or trade of stores suppliers, consultants, company promoters, landed proprietors, builders, contractors, and supplier of goods to government and other public and private bodies, shroffs, department store operators, publishers, guarantee brokers, carried by land and water, charter parties newspaper owners, wharfingers, warehousemen, marine, fire and other insurers, maccadums and brokers and for this purpose to appoint and remunerate any Directors, accountants, experts or agents.

8. To provide technical know-how in India and abroad which is likely to assist in the manufacture of the goods or the processing of materials or in the installation or erection of plant or machinery for such manufacture processing including providing technological design, installation and erection information and to render engineering, technical management and various types of skilled and other services to all types of business and industry or other organisation.

9. To grow, cultivate, produce, buy, sell, manufacture, treat, blend, render marketable and transport whether in bulk or in packeted or concentrated forms tea, coffee, cocoa or any other beverages, all varieties of food and products, plantation crops, orchard crops, cereals, vegetables, spices, essential oils, aromatic substances, rubber, forestry products and other produce of the soil, whether of spontaneous growth or not.

10. To cultivate, plant, bring, buy, sell, spare, convert, process, treat or manipulate in any manner of all kinds of tobacco, jute, hemp, tea, lac, coffee, rubber, vanaspati oil, sugar cane, sugar beets, dal, oilseeds, vegetable products, foodgrains, plants and all other products of the soil.

IV. The liability of the member is limited.

V. The Authorised Share Capital of the Company is Rs. 300,00,000/- (Rupees Three crore only) divided into 30,00,000 (thirty lac) Equity Share of Rs.10/- (Rupees Ten) each.

s.no	Name,Address,Description and Occupation of the each Subscriber	Signature of Subscriber	Name,Address,Description and Occupation of witness and his signature
1	<p>Sandeep Garg</p> <p>S/o Sh Bal Kishan Garg 222- Soti Ganj, Meerut City</p> <p>(Director) Business</p>	<p>Sd/- Sandeep Garg</p>	<p>I hereby witness the signature of all the subscribers</p>
2.	<p>Nidhi Garg</p> <p>D/o Sh.Madan Lal Mittal 222-Soti Ganj, Meerut City</p> <p>(Director) Business Lady</p>	<p>Sd/- Nidhi Garg</p>	<p>(Hem Gupta) Practising Cmpany Secretary</p>
3.	<p>Mohit Mittal</p> <p>S/o Sh.Madan Lal Mittal 184- Abu Lane, Naya Bazar Meerut Cantt</p> <p>Director Business</p>	<p>Sd/- Mohit Mittal</p>	<p>M.N.- FC56552 (w/o Mr.Rahul Agarwal) 24,Modi Center Opp.Eves Petrol Pump Hapur Road, Meerut (UP)-250002</p>
4.	<p>Sajal Garg</p> <p>S/o Shri Sandeep Garg 177/K Bombay Bazar Meerut Cantt</p> <p>(Director) Business</p>	<p>Sd/- Sajal Garg</p>	

Place: MEERUT
Dated : 06/02/2014

THE COMPANIES ACT-1956

COMPANY LIMITED BY SHARES

Article of Association

OF

S.M.S.N. CONTINENTAL PRIVATE LIMITED

PRELIMINARY

1. The Regulations contained in Table "A" in Schedule I to the Act, hereinafter referred to as Table "A" shall be deemed to be incorporated with and form part of these Articles with the Exception of such portions of Table "A" as are hereinafter expressly or by necessary Implication excluded altered or modified.

2. In the interpretation of these Articles the following expressions shall have the following Meaning, unless repugnant to the subject or context:

“The Act” means “The Companies Act, 1956” as amended up to date.

“The Board” or “The Board of Directors” means a meeting of the Directors duly called and Constituted or, as the case may be, the Directors assembled at a Board or the requisite Number of Directors entitled to pass Circular Resolution in accordance with these Articles.

"The Company" means **S.M.S.N. CONTINENTAL PRIVATE LIMITED**

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

“Directors” means the Directors for the time being of the Company or, as the case may be, the Directors assembled at a Board.

“Dividend” included bonus.

Words importing the masculine gender, also include feminine gender.

“Month” means an English Calendar Month.

“Office” means the Registered Office for the time being of the Company.

“Person” includes body corporate as well as individuals.

Words importing the singular number include the plural number and vice versa.

“These Presents” or, “These Regulations” means these Articles of Association as originally framed or altered from time to time.

“In “Writing” and “Written” shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

“Auditors” means and includes those persons appointed as such for the time being pursuant to the provisions of the Act.

“Member” means the duly registered holder from time to time of the shares of the Company and includes the subscribers of the Memorandum of the Company.

“Meeting” or “General Meeting” means a meeting of the Members.

“Annual General Meeting” general meeting of the Members held in accordance with provisions of Section 166 of the Act.

“Extra-ordinary General Meeting” means an extra ordinary general meeting of the members duly called and constituted including any adjournment thereof.

“Paid-up” includes credited as paid up.

“Register of Members” means the Register of members to be kept pursuant to the Section 150 of the Act.

“The Registrar” means the Registrar of Companies of the State in which the office of the Company is for the time being situated.

“Shares” means share in the capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied.

“Ordinary Resolution” and “Special Resolution” shall have the meanings assigned thereto by Section 189 of the Act.

“Year” means the Calendar year and “Financial year” shall have the meaning assigned thereto by Section 2(17) of the Act.

Unless the context otherwise required, words or expressions contained in these regulations shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these regulations become applicable on the Company.

PRIVATE COMPANY

3. The Company is Private Company within the meaning of Section 2 (68) of the Companies Act 1913, as made applicable vide Gazette Notification dated 12/09/2013, and accordingly means a company having a minimum paid-up share capital of three crores Rupees or such higher paid-up share capital as may be prescribed,

and —

(i) restricts the right to transfer its shares specially mentioned in these Articles;

(ii) except in case of One Person Company, limits the number of its members to two hundred:

Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member:

Provided further that—

(A) persons who are in the employment of the company; and

(B) 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, shall not be included in the number of members; and

(iii) prohibits any invitation to the public to subscribe for any securities of the company.

SHARE CAPITAL AND VARIATION OF RIGHTS

4. The authorised Share Capital of the Company shall be such as given in Part V of the Memorandum of Association and the same may be increased, decreased, consolidated, subdivided or otherwise dealt with in accordance with the provisions of the Act and the statutory regulations for the time being in force in this regard. These shares will carry such preferential, qualified or special rights, privileges as may be conferred on them from time to time by these regulation. The minimum paid up capital of the company would be Rs.3,00,00, 000/-.
5.
 - a. On a show of hands, every member present in person (Other than the holder of any partly paid shares) shall have one vote and as duly authorized representative of a body corporate being a holder of equity shares, shall have one vote.
 - b. On a poll, every member holding equity shares in the Company (Other than shares on which the full face value is not paid), shall be entitled to voting rights proportionate to the number of shares held by him.
6. The shares, subject to the provisions of the Act, and to the provision of clauses 3 preceding, shall be under the control of the Board of Directors, who may issue, allot or otherwise dispose of allot, grant same to such persons on such terms and conditions and either at a premium or at par or at discount and at such times and for such consideration by such installments as they think proper.
7. The Directors may allot and issue shares in capital of the Company as payment or part payment for any property goods or machinery supplied, sold or transferred or for services rendered to the Company or expenses incurred in or about the formation or promotion of the Company, conduct of its business, and any shares allotted may be issued as fully paid up shares as the case may be.
8. If two or more persons are required as joint holders of any shares, any one of such persons may give effectual receipt for any dividends, bonus or moneys payable in respect of such share.
9. The certificate of share registered in the name of two or more person shall be delivered to the persons first named in the register in respect thereof unless such joint holders otherwise direct in writing.
10. Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of a share as the absolute owner thereof, and accordingly no person shall be recognized by the Company as holding any share upon the trust and the Company shall not be bound by or recognize any equitable, contingent, future, or partial interest in any fractional part of a share or (except only as by the statute or under order of court) any other right in respect of any share except an absolute right to the entirety thereof as the registered holder.
11. Subject to the Companies (Issue of Share Certificates) Rules, 1960, certificates of Shares shall be issued under the seal of the Company as signed by two Directors and Secretary or some other person appointed by the Board for the purpose. Every certificate of shares shall bear the name of the member and denote the number of shares in respect of which it is issued and amount paid thereon.
12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking paripassu therewith

13. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding Rupee one, and on such terms, if any, as to evidence and indemnity and the payment of out of pocket expense incurred by the Company in investigating evidence, as the Directors think fit and in accordance with the statutory rules in this regards.

14. (a) No Shareholders shall mortgage or create any lien or charge or hypothecation on the shares held by him without the consent of the Directors.

(b) The Directors shall not recognise any lien on any of the shares in the Company which has been created without their permission.

IV. CALLS ON SHARES

15. The Directors may, from time to time make such calls as they think fit, upon the members in respect of all monies unpaid on their shares and subject to, if any, special terms upon which any shares may have been issued. All the calls shall be made on a uniform basis on shares falling under the same class.

16. A call be deemed to have been made at the time when the resolution of Board authorizing the call was passed and may be required to be paid by installments at the discretion of the Directors or on such subsequent date as shall be determined by the Directors.

17. The joint holder of the shares shall be jointly and severally liable to pay calls in respect thereof.

FORFEITURE OF SHARES

18. Regulation 29 to 35 of Table "A" shall apply.

ALTERATION OF CAPITAL

19. The Company may, from time to time, by ordinary resolution increase / alter the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.

TRANSFER AND TRANSMISSION OF SHARES

20. The Board may in its absolute and unfettered discretion refuse to register any transfer of right to a share and shall not be required to give any reason for such refusal.

21. The Directors may at their absolute discretion, transfer any shares without insisting on probate, letter of administration, or any other representation to the estate of any deceased member of taking indemnity and or any other terms as they may think fit.

22. No fee will be charged for the registration of any transfer, grant of probate, grant of letter of administration, certificate of death or marriage, power of attorney or other instruments.

a. No share shall be transferred to the outsiders until the existing shareholders of the Company refuse to accept the offer of such transfer at the value determined by the Directors.

GENERAL MEETING

23. a. Unless otherwise specified in these articles, the provisions contained in Section 171 to 186 of the Companies Act, 1956 shall apply to the Company.
- b. Seven days notice in writing shall be sufficient for calling General Meeting of the Company.
- c. The Chairman of the Board shall be Chairman of the General Meetings. The Chairman of the meeting shall have a casting vote in addition to the vote, which he may be entitled as a member.
- d. Two members present in person shall be quorum of the General Meeting.

DIRECTORS

24. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than 2 (Two) and more than 12 (Twelve) including nominee Directors.
25. The following shall be the First Directors of the Company:
- i) Mr. SANDEEP GARG (ii) Mr. MOHIT MITTAL**
- iii) Mr. SAJAL GARG (iv) Mrs. NIDHI GARG**
26. Quorum for the Board meeting shall be two Directors or 1/3 rd of the total strength of the Board, whichever is higher.
27. A Director shall not be required to hold any share in the capital of the Company to qualify him as a Director.
28. The Directors may at any time appoint any person as Directors to fill any casual vacancy or as an additional Director to their number subject to the maximum number herein before provided in Article 24 above and the Additional Director so appointed shall retain his office until the next annual general meeting and shall then be eligible for reappointment by the Company in that meeting.
29. The office of Directors shall be vacated in accordance with the provisions contained in the act and also if he is removed from his office in accordance with the provisions of the Act.
30. Subject to the provisions of any agreement for the time being in force the Company may by an ordinary resolution remove any Director and may also by an ordinary resolution appoint a person in his place, but special notice shall be required in either case.
31. The Directors shall receive out of the funds of the Company a sum as the Board may from time to time determine for every meeting attended by him. The Directors shall also be entitled to be paid traveling, hotel and other reasonable expense incurred in connection with their attendance at Board meetings or any committee thereof or otherwise in the execution of their duties as Directors.

32. If any Directors shall be called upon to perform extra services either as Technical Advisory or otherwise, or to make special exertion for any of the purpose of the Company or giving special attention to the business of the Company or as a member of a committee of

the Directors, then subject to Section 198, 309 and 310 and 314 of the Act, the Directors may pay remuneration which may be either in addition to or in substitution of any other remuneration to which he may be entitled.

MANAGING DIRECTOR / WHOLETIME DIRECTOR

33. The Board may from time to time appoint one or more Directors to be Managing Directors or Whole time Directors for such terms, and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another) as it may think fit, and a Director so appointed shall not, while holding that office, be subject to retirement by rotation. But his appointment shall be subject to determination ipso facto if he ceases from any case to be a Director of the Company & General Meeting resolve that his tenure of office of Managing Director/Whole time Director be determined.

SECRETARY

34. Subject to the provision of Section 383A of the Companies Act, a manager or secretary may be appointed by the Board on such terms, at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board.

35. A Director may be appointed as Secretary subject to Section 314 of the Act.

36. a. The Board of Directors may subject to the provision of the Act from time to time delegate any of their powers to Committee consisting of such member or members as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated, conform to any regulation that may from time to time be imposed upon it by the Directors.

b. The meeting and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulation made by Directors under the last preceding Articles.

BUY-BACK OF SHARES

36. Notwithstanding anything contained in these Articles, the Board of Directors may, when and if thought fit, buy-back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, as required by law.

SEAL

37. The Board shall provide for the safe custody of the seal of the Company. The seal shall not be affixed to any instrument except by the authority of the Board and in the presence of one of the Directors who shall sign every instrument to which the seal of the Company shall be so affixed, subject to Article 11 thereof.

AUDIT

38. In every year, the accounts of the Company shall be examined and audited at least once by an Auditor who shall be duly appointed. If the Auditor has been appointed by the Company in a General Meeting, his remuneration shall be fixed by the Company in General Meeting and where the Auditor has been appointed by the Board of Directors of the Company, his remuneration may be fixed by the Directors.

SECRECY

39. Every Director, Manager, Auditor, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall observe strict secrecy in respect of all transaction of the Company with the customers and the state of accounts with individuals and in matters relating thereto and shall not reveal in the discharge of his duties except when required to do so by the Directors as such or by any meeting or by Court of law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

WINDING UP

40. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets, shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the Capital paid up or which ought to have been paid up as at the Commencement of the winding up on the shares held by them respectively. And if in a winding up the assets available for distribution among the member shall be more than sufficient to repay the whole of the capital at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the shares held by them respectively. But this article is to be without prejudice to the rights of the holder of shares issued upon special terms and conditions.

41. If the Company shall be wound up whether voluntary, or otherwise, Liquidators may with the sanction of a Special Resolution, divide amongst the members in specie or kind any part of the assets of the Company as the Liquidators, with the like sanction, shall think fit.

INDEMNITY

42. Subject to Section 201 of the Act, every Director, officer or agent for the Company shall be indemnified out of the Company's fund against any liability incurred by him in defending any proceedings, whether, civil or criminal, in which judgments is given in his favor 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 court.

