

(THE COMPANIES ACT, 2013)

MEMORANDUM OF ASSOCIATION
OF
BMW VENTURES LIMITED
(COMPANY LIMITED BY SHARES)

- I. The Name of the Company is "**BMW VENTURES LIMITED**"
- II. The Registered Office of the Company will be situated in the State of **Bihar**.
- III. The objects for which the Company is established are:-

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

1. To acquire the business of Bijay Metal Works a proprietorship firm at Patna either in part or in whole as a going concern from its present owner Sri B. K. Kishorepuria as well as to undertake all rights, title and interest in the assets including goodwill and all long term and short term liabilities of the concern.
2. To carry on the business of hire purchase finance, trading, lease operations of all kinds, to accept & take loans & to invest hold, acquire underwrite sell or otherwise deal in shares, stocks debentures, bonds negotiable instruments & to act as stock & share brokers, Subbrokers, underwriters, merchant bankers, share registrars, Advisors, manager to public issue & to take membership of Stock Exchange in India & abroad, subject to the provisions of SEBI act 1992 & rules framed thereunder securities & contracts regulations Act, 1956 & rules framed thereunder & also subject to the rules & bye laws of the Exchange to the extent it is applicable.
3. To establish and carry on the business of marketing advertising, underwriting and to act as traders, agents, commission agents, business representative, indenters, Depot holders handling agents transporters and packing agents, consigned agents, stockiest, distributors, liaison work, organizers, decorators, warehousing, exporters, importers clearing and forwarding agents, coal lifters and coal handling agents.
4. To carry on the business of manufacturers, processors, refiners, smelters makers, rerollers, converters, finishers, importers, exporters agents, merchants, buyers, sellers and dealers in all kinds and forms of chemicals, alcohol, steels, iron and other metal and alloys, all kinds of goods, products, articles or merchandise whatsoever manufactured wholly or partly from steel & other metals and alloys.



5. To carry on business of importers, exporters, manufacturers, purchaser, supplier, producers, processors, agents, representatives and dealers in High Density Polyethylene (HDPE) and Low Density Polyethylene (LDPE) pipes, polyethylene Chloride (PVC) Resins, P.V.C. pipes fittings, polythene, P.V.C. polyester strips, plastics powder, moulded household articles, tubing, and all other auxiliary plastics products.
6. To carry on the business of general logistic service provider and to carry, collect, store, consign, distribute, transfer and deliver goods, wares, post, merchandise, parcels, packages, baggage, freight, animals, livestock, timber, coal, oil, ores and other minerals and other property of every description by any mode of transportation, and generally for such purposes to acquire, manage and operate warehouses, and bonded warehouses, act as agents for shippers and consigners, and to issue warehouse warrants and receipts and bills of lading.
7. To carry on business of contractors, Builders, Town planners, Infrastructure developers, Estate developers and Engineers land developers, Land Scapers, estate agents, and to acquire, buy, purchase, hire or otherwise lands, buildings, civil works immovable property of any tenure or any interest in the same and to erect and construct, houses, flats, bungalows, kothis theatres, cinema halls, or civil work of every type on the land of the Company or any other land or immovable property whether belonging to the Company or not and to pull down, rebuild, enlarge alter and other conveniences and to deal with and improve, property of the Company or any other Immovable property in India or abroad and to carry on the business of consultants builders and developers of land contractors, colonisers, civil contractors and undertake any residential, commercial or Industrial, construction either independently or jointly in partnership, joint venture or on agency or sub contracts basis with or on behalf of any individual firm, body corporate, association or society, Central or State Government, Cantonment board or any local authority to work as colonizer, developer of land and farm houses and buildings for residential purposes.

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

1. To acquire and undertake the whole or any part of the business, property, assets, goodwill, trademarks, patents, undertakings, belongings, funds, liabilities, obligations, contracts and agencies, rights or liabilities of any person. Government, firm or body corporate, carrying on or proposing to carry on any business which the Company is-authorised to carry on or having property suitable for the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly to benefit the Company either in full or in part or inter into partnership, joint venture or any other arrangement which the Company may deem fit, with such person, government, firm, Company or body corporate on such terms, conditions and considerations as the Company may think fit.
2. To engage any person, firm or company for rendering professional, consultancy or advisory services



- to the Company and to remunerate any such person, firm or company as may be thought expedient.
3. To employ and/or appoint consultants, professionals, contractors, managers, canvassers, agents and other persons and to establish, undertake, transact, execute, and maintain agencies or branches in any part of India or elsewhere for the purpose of the company's business and to discharge and to discontinue the same.
 4. To negotiate and/or enter into agreements and contracts with individuals, companies, corporations and such other organizations, foreign or Indian, for obtaining or providing technical, financial or any other assistance for carrying out all or any of the main objects of the Company and also for the purpose of activating financial participation and for technical collaboration and to acquire or provide necessary formulae and patent rights for furthering the main objects of the Company.
 5. To amalgamate, or enter into partnership or into any arrangement for sharing profit, union of interest, co-operation, joint venture, merger, de-merger, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or to purchase from such company its business as a going concern.
 6. To apply for, purchase or otherwise acquire any patents, copyright, brevets inventions, licenses and concessions conferring any exclusive or non-exclusive or limited rights to use any such other information as to any invention which may seem capable of being used for the main objects of the Company or the acquisition of which may seem directly or indirectly to benefit the Company and to use exercise, develop or grant licenses, the proprietary rights or information so acquired to attain the main objects of the Company.
 7. To acquire, buy and purchase all stocks in trade, trademarks and such other movable and immovable properties of all description, to achieve the main objects of the Company.
 8. To acquire by concession, grant, purchase, rent, lease, license or otherwise, right of way, lands, buildings, machinery, farm, water rights and such other works, privileges, rights related thereto in connection with the main business of the Company.
 9. To purchase take on lease, or otherwise acquire in India or elsewhere any property, estates, plantations, and any other lands of free-hold leasehold or any other tenure for the main business of the Company.
 10. To erect upon the lands belonging to the Company and upon any other such lands or property



which may be taken on lease or license by the company buildings, houses and erections as may be required for carrying on the main objects of the Company and, in particular, equip the said buildings with machinery and equipment for the purpose of its main business.

11. To improve, manage, develop, exchange, lease, mortgage, franchise, assign or dispose of the property and rights of the Company.
12. To enter into any contracts, agreements with any Government or Governments Authority, Municipal, Revenue, Local or otherwise, which may seem conducive to the main objects of the Company and obtain from any such Government or Authority and rights, privileges, and concessions which may appear desirable to obtain and to carry out, exercise and comply with any arrangements or legal requirements which may be necessary to secure such rights privileges and concessions.
13. To open any kind of account in any bank and to make, draw, accept, endorse or negotiate promissory notes, bills of exchange or such other negotiable instruments, all types of drafts, charter bills of lading and warrants of all kinds.
14. To dispose of, transfer exchange and mortgage the business undertaking properties or rights of the Company or any part thereof for any consideration which the Company may accept.
15. To aid pecuniary or otherwise any association, body or movement having the object of the solution, settlement or surmounting of industrial or labor problems or troubles for the promotion of industry and trade.
16. To establish and maintain or procure for the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, bonus or emoluments to any persons who are or were at any time in the employment or service of the company, or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other such company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or any such other Company or persons as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either along or in conjunction with any such other company as aforesaid.
17. Subjects to provisions of the Companies Act, to subscribe contribute or guarantee money for any national, charitable, benevolent, public, general or useful cause or for the funds of any fair or exhibition.
18. To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise in connection with the main business of the Company.



19. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or relations of such persons and to grant pensions and allowances and to make payments towards insurances.
20. To take up the management of or promote any Company situated in the Union of India or elsewhere engaged in similar business, subjects to the provisions of the Companies act, 2013.
21. To procure the Company to be registered, legalized, domiciled or recognized, in any country or place and to procure its incorporation in a like character as a society or otherwise in any country or place and to carry on all or any portion of its main business or objects in any country or place.
22. To pay all or any costs, charges or expenses, whether, preliminary, incidents or relating to the promotion, formation, registration or establishment to this or any other company or to the raising subscription, issue, settlement or quotation in any stock exchange of any portion of the original or future share, loan or other capital of this or any other company and to remunerate by commission, discount or otherwise any person or company for services rendered in placing or assisting to place any of such shares or debenture or securities or obtaining or assisting or to obtain settlement or quotation of the same in any stock exchange or for any services preliminary, incidental or relating to or in connection with the promotion formation, registration or establishment of this or any other company and to charge any payment of remuneration expenses to capital or revenue account, subject to the provisions of Companies Act, 2013.
23. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the Company in any person or persons or company on behalf of or for the benefit of the Company.
24. To import, buy, take on hire or lease, exchange, alter, improve, and manipulate all kinds of plant, machinery apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on the main objects of the Company.
25. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work control and superintend any branches warehouses, sheds, dwelling units, offices, shops, stores, buildings, machinery apparatus and houses, which may seem directly or indirectly to advance the interests of the Company and to join with any such other person or company in doing any of these operations.
26. To distributes as dividend or bonus among the member or to place reserve or otherwise to apply, as the Company may from time to time, determine any money received by way of premium on shares or debentures issued by the company and any monies received in respect of forfeited shares and monies arising from the sales by the Company of forfeited shares, subject to the



provisions of the Companies Act.

27. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertaking of any assets, properties or rights which the Company proposes to acquire.
28. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, and research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the main business of the Company.
29. To send out to foreign countries, its directors, employees or any other such person or persons for investigating possibilities of main business or for procuring and buying any machinery or establishing trade connections or for promoting the interests of the Company or for education specialized training and to pay all expenses incurred in this connection.
30. To agree to refer to arbitration any dispute, present or future between the Company and any other Company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign systems of law.
31. To appoint agents, sub-agents, dealers, managers, canvassers or representatives for transacting all kind of main business which this Company is authorized to carry on and to constitute agencies of the Company in India or any other country to establish offices and agencies in different parts of the world.
32. To do all or any of the objects in any part of the world as principals, agents contractors, trustees or otherwise, either alone or in conjunction with others, and either by or through agents, to attain the main objects of the Company.
33. Subject to the applicable provisions of the companies Act and rules made there under and directions issued by the Reserve Bank of India, to borrow, raise money or secure the payment of money or to receive money as loan for any period of time and pay interest thereon and issue fixed deposits, receipts, promissory notes and other securities for the same and to advance or allow loans or overdrafts thereon to the depositors and charge interest thereon subjects to the provisions of the Banking Regulations Act, 1949.
34. To acquire, amalgamate, and undertake, the whole or any part of the business, property, assets and liabilities of any person or company carrying existing concern, partnership firm's society and association of person to carry on, for main business of the Company.
35. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal in cheques, drafts, bills of exchange, promissory notes, hundis, debentures, bonds, bills of lading, railway receipts, warrants and other negotiable or transferable instruments.
36. To open and operate an account or accounts with any individual firm or company or with any



Bank or Banks and to pay into and to withdraw money from such account or accounts and give any appropriate financial instructions in connection with such account or accounts.

37. To remunerate any person, firm or company for services rendered or to be rendered in placing or assisting to place or guaranteeing of any of the shares in the Company's capital or any debentures or debenture stocks or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
38. To employ expert to examine and investigate into the conditions, prospects, value, character, and circumstances of any business, concern or undertaking and generally of the assets, property or rights.

IV. **The liability of the member(s) is limited and this Liability is limited to the amount unpaid, if any, on the shares held by them.**

V. **The Authorised Share Capital of the Company is Rs 90,00,00,000/- (Rupees Ninety Crore Only) divided into 9,00,00,000/- (Nine Crore) equity shares of Rs 10/- (Rupees Ten) each with the power to increase or reduce the capital of the company in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.**



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

Home, Address and Description of the Subscribers	No. of Equity Shams taken by each subscribers	Signature of Subscribers	Name, Address and Description of Witness
1. Bijay Kumar Kishorepuria S/o Sri Sagar Mal Kishorepuria 112, Triveni Apartment East Boring Canal Road Patna-800 001 Business	100 (One Hundred)	Sd/- B. K. Kishorepuria	<p>Witnesses to the above Signatories</p> <p>Sd/- RAM KUMAR Ram Kumar & Co. Chartered Accountants S/o B. N. Agarwalla Jagdishawan, Exhibition Road Patna-800 001 (Chartered Accountant)</p>
2. Sabita Devi Kishorepuria W/o Bijay Kumar Kishorepuria 112, Triveni Apartment East Boring Canal Road Patna-800 001 Business	100 (One Hundred)	Sd/- S. D. Kishorepuria	
3. Binod Kumar Kishorepuria S/o Sri Sagar Mal Kishorepuria 112, Triveni Apartment East Boring Canal Road Patna-800 001 Business	100 (One Hundred)	Sd/- B. K. Kishorepuria	
4. Santoshi Kishorepuria W/o Shiv Kumar Kishorepuria 112, Triveni Apartment East Boring Canal Road Patna-800 001 Business	100 (One Hundred)	Sd/- Santoshi Kishorepuria	



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

Name, Address and Description of the Subscribers	No. of Equity Shares taken by each subscribers	Signature of Subscribers	Name, Address and Description of Witness
5. Dinesh Dhanuka S/o Sri Mall Ram Dhanuka Triveni Apartment East Boring Canal Road Patna-800 001 Business.	100 (One Hundred)	Sd/- D. Dhanuka	Witnesses to the above Signature Sd/- IKRAM KUMAR C/o /Ikram Kumar & Co. Chartered Accountants S/o Sri B. N. Agarwalla Jagdish iawan, Exhibition Road atna-800 001 (Chartered Accountant)
6. Bal Krishna Khetan S/o Late Sriram Khetan 112, Triveni Apartment East Boring Canal Road Patna-800 001 Business	100 (One Hundred)	Sd/- B. K. Kethan	
7. Chandra Bhushan Kumar S/o Sri Surya Narayan Prasad Chankyapuri, Raja Bazar Patna-800 014 Business	100 (One Hundred)	Sd/- C. B. Kumar	
Total	700 (Seven Hundred Equity Shares)		

Place : Patna

Dated 30th day of September 1994

Nishankumar
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