



प्रारूप 1  
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45201OR2009PTC010998

2009 - 2010

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

SKYORBIT REAL INFRA PRIVATE LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

-यह निगमन-पत्र आज दिनांक तीस जुलाई दो हजार नौ को मेरे हस्ताक्षर से कटक में जारी किया जाता है।

Form 1  
Certificate of Incorporation

Corporate Identity Number : U45201OR2009PTC010998

2009 - 2010

I hereby certify that SKYORBIT REAL INFRA PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given under my hand at Cuttack this Thirtieth day of July Two Thousand Nine.

  
(Mohanty Bibekananda)

कम्पनी रजिस्ट्रार / Registrar of Companies

उड़ीसा

Orissa

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

SKYORBIT REAL INFRA PRIVATE LIMITED  
SARBAHAL ROAD, PODDAR TOWERS, OPP. INCOME TAX OFFICE,  
JHARSUGUDA - 768201,  
Orissa, INDIA

**THE COMPANIES ACT, 1956**

**( A PRIVATE COMPANY LIMITED BY SHARES )**

**MEMORANDUM OF ASSOCIATION**

**OF**

**SKYORBIT REAL INFRA PRIVATE LIMITED**

- I. The name of the company is **SKYORBIT REAL INFRA PRIVATE LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Orissa.
- 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 carry on business of builders and contractors and to lay out, develop, construct, build, erect, demolish, re-erect, alter, repair, re-model, or to do any work in connection with any land, buildings, structures and for such purpose to prepare estimates, designs, plants, specifications or models and do such other act that may be requisite therefore and provide consultancy in any manner, and to do such business in India or abroad.
    2. To carry on the business and to purchase, acquire, take on lease or in exchange or in any other lawful manner any area, Land, building or structure and to turn the same into account , develop the same and dispose of or maintain the same and to build townships, markets or other buildings or conveniences thereon and to equip the same or any part there of with all or any amenities or conveniences, drainage facility, electric, telegraphic, telephonic, television installations and to deal with the same in any manner whatsoever.

3. To build, take on lease, purchase or acquire any apartments, houses, flats, rooms, huts or other accommodation for men or animals and to let or dispose of the same on installment basis, rent- purchase basis or by outright sale whether by private treaty or by auction, or in any other mode of disposition all or any integral part thereof.

**B. OBJECTS ANCILLARY OR INCIDENTAL TO THE ATTAINMENT OF MAIN OBJECTS ARE :**

1. Subject to provisions of Sec. 58A of the Companies Act, 1956 and rules framed thereunder and directions issued by the RBI from time to time in this behalf, to borrow or raise or secure the payment of money from any Bank or Banks, Financial institution or institutions or any other person, firm or body corporate or bodies corporate for the purpose of the business of the Company in such manner and on such terms and with such rights, powers and privileges as the company may think fit and in particular, by issue of debentures bonds, obligations, notes and securities of all kinds and to frame, constitute and secure the same transferable by the delivery or instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise the undertaking of the company or upon any other specific property and rights present and future of the company or otherwise whatsoever and collaterally or further to secure any securities of the company by a trust deed or other assurance but the company shall not carry on the business of Banking as defined under Banking Regulation Act, 1949.
2. To draw, make, issue, accept, transfer and endorse, discount, execute and negotiate promissory notes, hundies, bills of exchange, cheques, drafts, bills of lading, letter of credit, delivery orders, dock-warrants, railway or transport receipt, keepers certificate and other negotiable or commercial or mercantile instruments connected with the business of the company.
3. To open accounts with any bank or banks and to deposit moneys there in and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon same (whether overdraft or not) as may be required for any of the objects or purposes of the company.
4. To enter into any arrangements of any partnership for sharing profits, union of interest, co-operation, joint ventures, reciprocal concession either in whole or in part of, with any other company, firm, person, Government or authorities, central, provincial, municipal, local or otherwise, public or quasi public bodies that may secure business, conducive to the object of the company or any of them.
5. To take into any consideration and to prove and confirm all acts deeds or things that may be done or entered into with the promotion of the company and further to enter into any arrangements, agreements or contract with the promoters.
6. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit to obtain and justify public confidence and to avert or minimise financial disturbance, which might effect the Company.
7. To sell, lease, mortgage or otherwise dispose of or transfer the business, property, assets or undertaking of the Company or any part thereof for such consideration as the company may think fit and particularly for shares, stocks, debentures or other securities for any other company whether or not having objects altogether or in part similar to those of the Company.
8. To purchase and/or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or body corporate, carrying on or proposing to carry on, or possessed of the property or rights suitable for any of the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to purchase and to conduct, make or carry into affect any arrangements in regard to the winding up of the business of any such person, firm or body corporate.

9. To pay for any right or property acquired by the Company and to remunerate any person or company whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid-up in full or in part or otherwise.
10. To pay out of the funds of the Company all costs, charges and expenses which the company may lawfully pay with respect to the promotion, formation and registration of the Company and/or the issue of its capital or which the Company shall consider to be preliminary incidental therein, the cost of advertising, printing and stationery and commission for obtaining application for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company expenses attendant upon the formation of agencies, branches and local boards.
11. To carry on any business or branch of a business which the Company is authorised to carry on by means or through the agency of the subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses if any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on, including power at any time either temporarily or permanently to close any such business and to appoint Directors of any such subsidiary Company.
12. To hire or otherwise acquire by purchase, contract, concession, rights, licence, lease, exchange or otherwise any land, building, factories, workshops, godowns, warehouse, other movable property or immovable property for construction, sale, manufacturing purpose or any other purpose which the Company may think necessary or convenient and to pay for any property or right etc. acquired by the Company either in cash, fully or partly paid up shares or by the issue of securities or partly in one mode or partly in another and generally on such terms as may be determined.
13. To lend or deposit moneys belonging to or entrusted to or at the disposal of the company to such person or company and in particular to customers and others having dealings with the company with or without security upon such terms as may be thought proper and to invest or otherwise employ such moneys in such manner as may be thought proper and from time to time to vary such transactions. The company shall not carry on Banking business as defined under the Banking Regulation Act, 1949.
14. To invest and deal with the moneys of the company not immediately required in immovable properties, shares, stock bonds, debentures, obligations or other securities of any company or association or in Government securities or in current or deposit account with Banks or on the mortgage of immovable properties of any tenure or on the pledge of immovable property or in any other manner as may from time to time be determined by the Directors of the company for the time being and from time to time, sell or vary all such investments and execute all assignments, transfer, receipts and other documents that may be necessary in the Companies Act, 1956.
15. To pay for any right or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the company as paid up in full or in part or otherwise.
16. To take part in the formation, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any Director, Accountant or other experts or agents.
17. To make the advances upon trust, issue on commission, sell or dispose of any of the investments aforesaid and to act as agents for any of the above or the like purposes.
18. To distribute any of the properties of the company in species among the members as may be permissible by law.
19. 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 person who are or were at any time in

the implements or service of the company, of 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 of the Company or any such other Company as aforesaid.

20. To establish branches and agencies of the company in India and elsewhere and to discontinue the same whenever necessary.
21. To pay for any property or rights acquired by the company either in cash, or fully or partly paid shares or by the issue of the securities or partly in one mode or partly in another, and generally on such terms as may be determined.
22. Subject to the provision of the Companies Act, 1956 to amalgamate with any other company having objects altogether or in part similar to those of this company.
23. To give any officers, servants or employees of the Company any share or interest in the profits of the company's business or not and for that purpose to enter into any arrangements the company thinks fit.
24. To sent out foreign countries directors, employees or any other persons for investigating possibilities of any business trade or for procuring and buying any machinery or establishing trade connection or in promoting the interest of the company and pay all expenses incurred in this regard.
25. To apply for, purchase or otherwise acquire protect the renew in any part of the world, patents, licences, and concessions any secret or other information regarding any research which may seem calculated directly to benefit the company and to use, develop or grant licences in respect thereof or otherwise turn to account the rights or information so acquired and to spend money in experimenting upon testing or improving any such patents rights or invention.
26. To mine, grind, raise, process, win, extract, produce all kinds of minerals and to purchase, take on lease or otherwise acquire any mining rights, mines, lands in India or elsewhere believed to contain metallic or mineral saline or chemical substances, rare earths, to give the mines, mining rights so acquired on lease or rent by whatever name called.

**C. OTHER OBJECTS NOT INCLUDED IN SUB-CLAUSES (A) & (B) ABOVE :**

1. To undertake job works and to do act as consultants for any products or equipment's.
2. To carry on the business as manufacturers, designers consultants, experts, buyers, sellers, hirers, renders, repairers, exporters, importers, distributors contractors, subcontractors agents and dealers of electrical appliances installation medical instruments, machinery and fittings, households and domestic appliances labour saving contrivances and similar articles.
3. To act as agents and brokers for sellers, buyers exporters importers manufacturers, merchants tradesmen insurers and other and generally to undertake and carry out agency work of any kind whatsoever and transact all manners of agency and commission business.
4. To act as stockists, commission agents, manufacturers representatives or agents selling and purchasing agents distributors, brokers, trustees and attorneys of consumable goods.
5. To carry on the business of builders, contractors, dealers in and manufacturers of prefabricated and precast houses, building, and erection and materials, tools, implements, machinery and metal ware in connection therewith or incidental thereto and to carry on any other business that is customarily, usually and conveniently carried on therewith.

**IV. THE LIABILITY OF MEMBERS IS LIMITED.**

- V. The Authorized Share Capital of the company shall be Rs. 10,00,000.00 (Rupees Ten Lakhs only) divided into 1,00,000 ( One Lakh ) Equity Share of Rs.10.00 (Rupees Ten only) each with powers to increase or reduce the capital for the time being into several classes and to subdivide and consolidate the same, subject to the provisions of the Companies Act, 1956.

We, the several persons whose names addresses are hereunder subscribed, are desirous of being formed into a Company in pursuance of this **MEMORANDUM OF ASSOCIATION** and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

S.I No.	Signature, Name, Address, Description and Occupation of Subscribers	Number of Equity Shares taken by Each subscriber	Name, Address, Description and Occupation of witnesses
1	2	3	4
1.	AJAY KUMAR PODDAR S/o OM PRAKASH PODDAR MAIN ROAD, MARWARI PARA JHARSUGUDA – 768201 DIST. JHARSUGUDA BUSINESS	5000 (Five Thousand)	WITNESS TO ALL THE SIGNATURES  MANOJ KUMAR SULTANIA S/O SHRI RAJENDRA PRASAD SULTANIA MARWARI PARA P.O./DIST. JHARSUGUDA - 768201
2.	GOBIND RAM PODDAR S/o RAGHU NATH PODDAR MAIN ROAD, MARWARI PARA JHARSUGUDA – 768201 DIST. JHARSUGUDA BUSINESS	5000 (Five Thousand)	
<b>TOTAL</b>		<b>10000 (Ten Thousand Only)</b>	

Place : JHARSUGUDA

Date :

**THE COMPANIES ACT, 1956**  
**(PRIVATE COMPANY LIMITED BY SHARES)**

**ARTICLES OF ASSOCIATION**  
**OF**  
**SKYORBIT REAL INFRA PRIVATE LIMITED**

**I. PRELIMINARY**

1. The Regulation contained in Table 'A' in the Schedule 'I' to the Companies Act, 1956 shall apply to the Company except in as far as otherwise expressly incorporated hereunder.

**II. INTERPRETATION**

2. (1) In these Regulations: -
  - (a) "The Act" means the Companies Act, 1956 as amended from time to time.
  - (b) "The seal" means the common seal of the Company.
- (2) Unless the context otherwise required, words of expressions contained in these regulations shall bear the same meaning as in the Act or any Statutory modifications thereof in force.

**III. PRIVATE COMPANY**

3. The Company is a Private Company within the meaning of section 2(35) and 3(1)(iii) of the Companies Act, 1956, "Private Company" means the company has minimum paid up capital of One Lakh rupees or such higher paid-up capital as may be prescribed, from time to time by the Companies Act, 1956 and accordingly: -



- (a) The right to transfer the shares in the Company is restricted in the manner and to the extent hereinafter appearing
- (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and persons who, having been formally 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) is limited to fifty, provided that for the purposes of this definition where two or more persons jointly hold one or more shares in the Company, they shall be treated as a single member and.
- (c) No invitation shall be issued to public to subscribe for any shares in or debentures of the Company.
- (d) No invitation or acceptance of deposits shall be made from persons other than its members, Directors or other relatives.

#### **IV. CAPITAL**

- 4. The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company with Power of the Board of Directors to sub-divide, consolidate and increase and with power from time to time, issue any shares of the original capital with the subject to any preferential, qualified or special right, privileges or conditions as may be, thought fit, and upon the sub-division of shares apportion the right to participate in profits in any manner as between the shares resulting from sub-division.
- 5. The shares shall be under the control and disposal of the Directors who may allot or otherwise dispose of the same to such persons and on such terms as the Directors may think fit and to give any persons any shares whether at par or at premium and for such considerations as the Directors think fit.
- 6. The Directors may allot and issue shares in the capital of the Company on full payment or part payment or for any property, goods or machinery supplied, sold or transferred or for services rendered to the Company.

#### **V TRANSFER AND TRANSMISSION OF SHARES**

- 7. No transfer of shares shall be made or registered without the sanction of the Board and the Board shall have absolute discretion to accept or reject any transfer of shares.
  - (a) A member desirous of selling any of his shares must notify the Board of Directors, the number of shares, the price and the name of the proposed transferee and the Board may offer the said shares to the shareholders if they willing to take, if the offer is accepted the shares shall be transferred to the acceptors and if the share or any of them are not accepted within three months from the date of notice to the Board, the holders may sell or transfer them or any of them at the same or higher price to the third parties.
  - (b) Articles 7 (a) hereof shall not apply to a transfer to a person who is already member of the Company nor to transfer merely for the purpose of executing the appointment of a new trustees nor to a legacy under a will or to a husband, wife or next of kin of the deceased member nor to a transfer by trustee to a beneficiary provided that it is proved to the satisfaction of the Board that the transfer bonafide falls within one of this exception.
- 8. Notwithstanding anything contained in 7 (a) & 7 (b) above, shares can be transferred to person/s who may not be a member of the company provided all the Directors of the Company for the time being agree unanimously in a Board Meeting
- 9. The Executors or Administrators are holders of succession Certificate of the legal representatives of a deceased member shall be the only persons recognized by the Company as having any title to the shares registered in the name of the deceased member ad the company shall not be bound to recognize such executors or administrators or holders of a succession certificate or the legal representatives

unless such executors or legal representatives shall have obtained probate or letters of administration or succession certificate from a court of competent jurisdiction. However, the Board in its absolute discretion where it thinks fit may dispense such production of probate or letters of administration or succession certificate upon such terms as indemnity or otherwise as the Board in its absolute discretion may think necessary and register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member or members.

## **VI. GENERAL MEETINGS**

10. All General Meetings, other than Annual General Meeting shall be called Extra-ordinary General Meeting.
11. (1) The Board of Directors may, whenever it think fit, call an Extra-ordinary General Meeting.  
  
(2) If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, any Director or any two members of the Company may call an Extra-ordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board of Directors.  
  
(3) Subject to Section 190 and 219 of the Act, any General Meeting may be called by giving to members clear seven days notice or shorter notice than of seven days if consent thereto is given by members in accordance with the provisions of Section 171 of the Companies Act, 1956.

## **VII. PROCEEDINGS AT GENERAL MEETINGS**

12. (1) No business shall be transacted at any General Meeting unless a specified quorum of members is present at the time when the meeting proceeds to transact business.  
  
(2) Two members present in persons shall be a quorum.
13. The Chairman, if any, of the Board of directors shall preside as Chairman of every General Meeting of the Company.
14. If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be the Chairman of the meeting.
15. If at any meeting, no Director is willing to act as Chairman or if no Director is present within 15 (fifteen) minutes after the time appointed for holding the meeting, the members present shall elect one of their members to be Chairman of the meeting.
16. (i) The Chairman may with consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting, from time to time and place to place.  
  
(ii) No business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.  
  
(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an adjourned meeting.  
  
(iv) Save as aforesaid it shall not be necessary to give any notice of an adjourned or of the business to be transacted at an adjourned meeting.
17. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall not be entitled to a second or casting vote.

18. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

## **VIII. DIRECTORS**

19. The business at the Company shall be managed by the Board of Directors who may pay all expenses incurred in getting the Company registered and may exercise all such powers of the Company as are not restricted by the Act or any statutory modification thereof for the time being in force or by these Articles required to be exercised by the Company in general meeting subject nevertheless to all regulations of these Articles to the provisions of the Act and to such regulations being in inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting. Nothing shall invalidate any prior act of the Directors, which would have been valid if that regulation had not been made.

20. The First Directors of the Company shall be: -

1. SRI AJAY KUMAR PODDAR
2. SRI GOBIND RAM PODDAR

21. The number of Directors shall not be less than two and not more than twelve.

22. No person shall be elected as Director (except as a first Director or Director appointed by the Director) unless seven 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 signifying his willingness to be elected.

23. The Directors need not to hold any qualification shares in the Company.

24.(a) Subject to the provisions of the Companies Act, 1956 and Rules framed hereunder, each Director shall receive out of the funds of the Company by way of sitting fee for his services a sum not exceeding the sum prescribed under the Act for every meeting of the Board of Directors of Committee thereof attend by him.

(b) The Director shall also be paid travelling and other expenses of attending and returning from meetings of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company.

(c) The Directors may also be remunerated for any extra services done by them outside their ordinary duties as a Director, subject to the provisions of section 314 of the Act.

25. Subject to the provisions of the Companies Act, 1956, if any Director, being willing shall be called upon to perform extra services for that purpose of the Company, the Company shall remunerate such Director by such fixed sum or percentage of profits or otherwise as may be determined by the Director and such remuneration may be either in addition to or in substitution for his remuneration provided above.

26. Subject to the provisions Section 314 of the Act, the remuneration of Director may be a fixed or a particular sum or a percentage of the net profits or otherwise. The said sum shall be fixed by the Board of Directors, from time to time.

27. Subject to the provisions of Section 297 and 299 of the Act, no Director shall be qualified by his office from contracting with the Company, nor shall any such contract entered into by or on behalf of the Company, in which any Director shall be in any way interested, be avoided nor shall any Director contracting is interested by liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office or of fiduciary relations 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 determined if his interest then exists or in any other case at the first meeting of the Directors after he acquires such interest.

28. The Directors may appoint any person to be an alternate Director to act for a Director (hereinafter in this Articles called the Original Director) during his absence for a period not less than three months from the State in which meetings of the Directors are ordinary held, but such alternate Director shall, ipso facto vacate office if any when the original Director returns to the state in which the meetings of the Directors are ordinarily held subject to Section 313 of the Act.
29. The Directors shall not be liable to retire from the office by rotation.
30. The Board of Directors may, from time to time, by ordinary resolution increase or reduce the number of Directors within the limits specified in Article 21.
31. The Directors shall have the power, at any time and from time to time, to appoint any person as Additional Director in addition to the existing Director but so that total number of Directors shall not be less than two and not more than twelve including nominee director, at any time. Any Director so appointed, shall hold office only till the next following annual general meeting but shall be eligible thereof for election as Director.
32. The Company, may by ordinary resolution, of which special notice has been given in accordance with the provisions of Section 190 of the Companies Act, 1956 remove any Director including the Managing Director, if any, before the expiration of the period of his office, notwithstanding any thing contained in these regulations or in any agreement between the Company and such Director. Such removal shall be without prejudice to any contract of service between him and the Company.
33. If the Director appointed by the Company in general meeting, vacates as a Director before his term of office will expire in the normal course, the resulting casual vacancy may be filled up by the Board of Directors at a meeting of the Board of Directors but any person so appointed shall retain his office so long only as the vacating Director would have retained the same if vacancy had not occurred, provided that the Board of Directors may not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under Articles.
34. In the event of Company borrowing any money from any financial corporation or institution or Government or any Government body or a collaborator, bank person or persons or from nay other source, while any money remains due to them or any of them, the lender concerned may have exercise the right and power to appoint, from time to time, any person or persons to be a Director or Directors of the Company and Directors so appointed, shall not he liable to retire by rotation, subject however, to the limits prescribed by the Companies Act, 1956. Any person so appointed may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointer and served on the Company. Such Director need not hold any qualification shares.
35. Section 283 of the Companies Act, 1956 shall apply, regarding vacation of office by Director. A Director shall also be entitled to resign from the office of Directors from such date as he may specify while so resigning.

#### **IX. MANAGING DIRECTOR OR WHOLE TIME DIRECTOR**

36. The Board of Directors may, from time to time, subject to the provisions of Section 197A of the Companies Act, 1956 appoint one or more of their body to the office of Managing director or whole time Director for such period and on such remuneration and terms, as they think fit and subject to the terms of any agreement entered into any particular case, may revoke such appointment. His appointment will be automatically terminated if he ceases to be a Director.

37. A Managing or whole time Director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in other) as the Board of Directors may determine.
38. The Board of Directors subject to Section 292 of the Companies Act, 1956 may entrust to and confer upon a Managing or whole time Director any of the powers exercisable by them, upon such terms and conditions and with such restrictions, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time revoke, withdraw or alter or vary all or any of such powers.

## **X. PROCEEDINGS OF BOARD**

39. The quorum necessary for the transaction of business of Directors shall be two or one third of its total number of Directors whichever is higher, subject to section 287 of the Companies Act, 1956.
40. Subject to the provisions of Section 285 of the Act, a meeting of the Board of Directors shall be held at least once in every three calendar months and at least four such meet together for the discharge of the business, adjourn and otherwise regulate their meetings and proceedings, as they think fit.
41. Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India and at his usual address in India to every other Director.
42. 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 law or under the Articles and obligations for the time being vested in or exercisable by Directors.
43. The Managing Director or a Director or a Secretary upon the requisition of Director(s), may at any time convene a meeting of the Directors.
44. The questions arising at the any meeting of the Directors shall be decided by a majority of votes and in case of any equality of vote, the chairman shall have a second or casting vote.
45. The Director may elect a Chairman of their and determine a period for which he is to hold office, if at any meeting the Chairman is not present within fifteen minutes of the time of appointed for holding the same or is unwilling to preside, the Directors present may choose one of their members to be the Chairman of such a meeting.
46. Subject to Section 292 of the Act, the Board of Directors may delegate any of their powers, other than the powers to borrow and to make calls to issue debentures and any other powers which by reason of the provision of the Act can be delegated to committees consisting of such member or members of their body as they may think fit and they may, from time to time, revoke and discharge any such Committee either wholly or in part and either as to persons or person. Every committee so formed, in exercise of powers so delegated, shall conform to any regulations that may, from time to time, be imposed in it by the Directors and all acts done by any such committee, in the infirmity with such regulations and in fulfillment of the purpose of their appointment, but not other wise shall have like force effect as if by the Board of Directors.
47. A resolution required by the Act or by these Articles to be passed only at a meeting of the Directors may be passed without the meeting of the directors or a committee of directors provided that the resolution has been circulated in the draft together with necessary papers, if any, to all the Directors or to all the members to the Committee then in India (not less than the quorum fixed for a meeting of the Board of Committee as the case may be) and to all other Directors or members at their usual addresses in India has been approved by such of the Directors as then in India or by a majority of such of them as are entitled to vote on the resolution.
48. All acts done by a person shall be valid, notwithstanding that it may be afterwards discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any

provisions contained in the Act, or in these Articles. Provided that this Article shall not give validity to acts done by Director after his appointment has been shown to the company to be invalid or to terminate.

## **XI. POWERS OF THE DIRECTORS**

49. Subject to Section 292 of the Act, the Directors shall have the right to delegate any of their powers to such managers, agents, or other persons as they may deem fit and may at their own discretion revoke such powers.
50. The Directors shall have powers for the engagement and dismissal of manager, engineers clerks and assistants and shall have powers of general direction, management and superintendence of the business of the Company with full power to do such acts, matters and things deems necessary, power or expedient for carrying on the business and concern of the Company and to make and sing all such contracts and to draw and accept on behalf of the Company all such bills of exchange, hundies, cheques, drafts and other Government papers and instruments as shall be necessary proper of expedient for the authority and direction of the Company except only such of them as by the Act or by these presents which are expressly directed to be exercised by share-holders in the general meeting.

## **XII. INSPECTION OF ACCOUNTS**

51. (1) The Board shall cause proper books of accounts to be maintained under Section 209 of the Act.
- (2) Subject to the provisions of Section 209A of the Companies Act, 1956, the Board of Directors shall also from time to time, determine whether and to what extent and at what timed and places and under what conditions or regulations at books of the Company, or any of them shall be open to the inspection of members, not being directors.
- (3) Subject to the provisions of Section 209A of the Companies Act, 1956, no member (not being a director) shall have any right of inspecting any account book or document of the Company except as conferred by law or authorised by the Board of Directors or by the Company in general meetings.

## **XIII. SECRECY**

52. Every manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the company shall, if so required by the Board of Directors, before entering often his duties, sign, declaration, pledging himself to observe strict secrecy responding all transaction of the company with its customers and the state of accounts with individual 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 to do so by the directors or by any general meeting or by the laws of the country and except so far as may be necessary in order to comply with any of the provisions in these presents and the provisions of the Companies Act, 1956.

## **XIV. BORROWING POWERS**

53. Subject to the provisions of Section 58A and 292 of the Act, and the Regulations made thereunder and Direction issued by the RBI the Board of Directors shall have the power, from time to time at their discretion, to borrow, raise or to secure the payment of any sum of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as they think fit and in particular by mortgage upon all or any of the properties of the Company both present and future including its uncalled capitals for the time being.

## **XV. OPERATION OF BANK ACCOUNTS**

54. The Board of Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking, accounts of the and to receive payments, make endorsements, draw and accept negotiable instruments, hundies, bills or may authorise any other such person or persons to exercise such powers.

## **XVI. INDEMNITY**

55. Subject to the Section 201 of the Companies Act, 1956, the Chairman Directors, Auditors, Managing Directors and other officers for the time being of the Company and trustees for the time being acting in relation to any of the affairs of the Company and their heirs, executors shall be indemnified out of the assets and funds of the Company from or against all bonafide suits, proceedings, costs, charges, losses, damages and expenses which they if they shall or may incur or sustain by reason of any act done or committed in or about the execution of their duties in their respective offices except those done through their willful neglect or default. Any such officer or trustee shall not be answerable for acts, omission neglects or defaults of any other officer or trustee.

## **XVII. WINDING UP**

56. (1) If the Company shall be wound up, the Company, the liquidator may with the sanction of special resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or in kind, the whole or any part of the assets of the Company, whether they kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (2) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (3) The liquidator may, with the like, sanction, vest the whole or any part or such assets in trustees upon such trusts for the benefit of the contributories as the liquidator shall think fit but so that no member shall be compelled to accept any share or other securities where on there is any liability.

## **XVIII. THE SEAL**

57. (1) The Board of Directors shall provide for the safe custody of the seal of the Company.
- (2) The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or of a Committee of the Board authorised by it in that behalf and except in the presence of one of Directors who shall sign every instrument to which the seal of the Company is so affixed. The share Certificates will, however be signed in accordance with Rule 6 of the Companies (issue of Shares Certificates) Rules, 1960.

## **XIX. BALANCE SHEET AND PROFIT AND LOSS ACCOUNT**

58. Balance Sheet and Profit and Loss Account of the Company will be audited once in a year by a qualified auditor for certificate of correctness as per provisions of the Companies Act, 1956.

## **XX. AUDIT**

59. The First auditors of the Company shall be appointed by the Board of Directors within one month after its incorporation who shall hold the office till the conclusion of first Annual General Meeting.
60. The Directors may fill up any casual vacancy caused by death in the office of the Auditors.
61. The remuneration of the auditors shall be fixed by the Company in the Annual General Meeting Except that remuneration of the first or any auditors appointed by the Directors may be fixed by the Board of Directors

We, the several persons whose names addresses are hereunder 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 shares in the Capital of the Company set opposite our respective names.

S.I No.	Signature, Name, Address, Description and Occupation of Subscribers	Number of Equity Shares taken by Each subscriber	Name, Address, Description and Occupation of witnesses
1	2	3	4
1.	AJAY KUMAR PODDAR S/o OM PRAKASH PODDAR MAIN ROAD, MARWARI PARA JHARSUGUDA – 768201 DIST. JHARSUGUDA BUSINESS	5000 (Five Thousand)	WITNESS TO ALL THE SIGNATURES  MANOJ KUMAR SULTANIA S/O SHRI RAJENDRA PRASAD SULTANIA MARWARI PARA P.O./DIST. JHARSUGUDA - 768201
2.	GOBIND RAM PODDAR S/o RAGHU NATH PODDAR MAIN ROAD, MARWARI PARA JHARSUGUDA – 768201 DIST. JHARSUGUDA BUSINESS	5000 (Five Thousand)	
<b>TOTAL</b>		<b>10000 (Ten Thousand Only)</b>	

Place : JHARSUGUDA

Date :



## Company Master Data

CIN	U45201OR2009PTC010998
Company Name	SKYORBIT REAL INFRA PRIVATE LIMITED
ROC Code	RoC-Cuttack
Registration Number	010998
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	1000000
Paid up Capital(Rs)	394430
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	30/07/2009
Registered Address	SARBAHAL ROAD PODDAR TOWERS, OPP. INCOME TAX OFFICE JHARSUGUDA OR 768201 IN
Address other than R/o where all or any books of account and papers are maintained	-
Email Id	sttpl.vijay@gmail.com
Whether Listed or not	Unlisted
ACTIVE compliance	
Suspended at stock exchange	-
Date of last AGM	30/11/2021
Date of Balance Sheet	31/03/2021
Company Status(for efilling)	Active

## Charges

Charge Id	Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
No Charges Exists for Company/LLP					

## Directors/Signatory Details

DIN/PAN	Name	Begin date	End date	Surrendered DIN
01678337	AJAY KUMAR PODDAR	30/07/2009	-	
02893697	JAGDISH BHAI BHAGWANJI BHAI BHUT	01/03/2010	-	

# **SKY ORBIT REAL INFRA PVT. LTD.**

OFFICE at NAYAPARA, NEAR KOLKATTA BAZAAR,

Sambalpur - 760801

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To

The Chairperson,  
Real Estate Regulatory Authority,  
Bhubaneswar.

Sub: Clarification on objection on project "**BARSANA NAGAR**" on dtd.20.04.2022.

Sir,

I, Mr. Jagdish Patel alias Jagdish Bhai Bhagwanji Bhai Bhut, beg to clarify on objection raised by ORERA on my project cited above, as under:

1: As per MoA and AoA - 2 members are AJAY KUMAR PODDAR and GOBIND RAM PODDAR .whereas updated details of members namely JAGDISH PATEL and AJAY KUMAR PODDAR. It is to be clarified and necessary documents in support need to be uploaded. Name of one of the members - Jagdish Patel and PAN card uploaded mentioning name as Jagdish Bhai Bhagwanji Bhai Bhut. It is to be clarified.

**Clarification:** Company Master Data attached herewith MOA & AOA which clearly depicts that Mr. Jagdish Patel Alias Jagdish Bhai Bhagwanji Bhai Bhut and Mr. AJAY KUMAR PODDAR are the current directors of the company.

Affidavit against the name change of JAGDISH PATEL has been attached for your information and necessary action.

2: This kisam of this project Plot is Mala sadharana, the promoter is to convert the kisam of this project plot from Mala sadharana to Gharabari and corrected Gharabari kisam RoR is to be uploaded.

**Clarification:** Plot No. 993, 993/1513 Khata No. 171/1358, 171/1514 respectively are of Mala Sadharana, because these plots are road affected plots. As directed by approving authority Sambalpur Municipal Corporation, the road affected area do not require to be converted to Gharabari.



# **SKY ORBIT REAL INFRA PVT. LTD.**

OFFICE at NAYAPARA, NEAR KOLKATTA BAZAAR,

Sambalpur - 760801

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3: The promoter to upload one continuous E.C from 01.01.1995 to till date in proper place.

**Clarification:** EC uploaded from 01.01.1995 to till date.

4: The plan was approved by the planning Authority over an area of 73180.00 Sqft. A1.680 but, the total area as per uploaded RoR in Annexure-II is A1.09. Such type of mismatch area is to be clarified. The area of all Sub-Plots with composite revenue plots and composite revenue plot wise area is to be uploaded.

**Clarification:** Sky Orbit Real Infra Pvt. Ltd. has executed sale deed with the land owners Chamru Munda, Bishnu Munda & other 8 vide Registration No. 1871 dtd. 19.05.2010 bearing plot No.993 settlement Khata No.22, Area. Ac.0.460 dec, Kisam-Mala Sadharana. Then the application submitted to Sambalpur Municipal Corporation for layout approval and as per the order of approving authority SMC, the Plot No.993 converted into 2 plots as Plot No.993 Area-Ac.0.036 dec & 993/3963 Area-Ac.0.424 dec and both the plots are recorded in the Khata No.171/1358. The plot No.993 remained as Mala Sadharana as it is road affected area & Plot No.993/3963 converted to Gharabari as it is included in the project plot.

Also, the Sky Orbit Real Infra Pvt. Ltd. has executed sale deed with the land owners Daharu Munda, Iswara Munda & Trilochan Munda vide Registration No. 2082 dtd. 07.05.2011 bearing plot No.993/1513 settlement Khata No.171/84, Area. Ac.0.170 dec, Kisam-Mala Sadharana. Then the application submitted to Sambalpur Municipal Corporation for layout approval and as per the order of approving authority SMC, the Plot No.993/1513 converted into 2 plots as Plot No.993/1513 Area-Ac.0.023 dec & 993/3966 Area-Ac.0.147 dec and both the plots are recorded in the Khata No.171/1514. The plot No.993/1513 remained as Mala Sadharana as it is road affected area & Plot No.993/3966 converted to Gharabari as it is included in the project plot.

**The part plots 993/3963 & 993/3966 of original Plot No.993 & 993/1513 respectively were not uploaded which caused the mismatch between approved area and uploaded area. So, herewith I have uploaded the details of missing Plot No. 993/3963 Khata No.171/1358 & Plot No.993/3966 Khata No.171/1514. Also, uploaded Sale deeds for your kind reference and necessary action.**

*Jegdish Patel*

# **SKY ORBIT REAL INFRA PVT. LTD.**

OFFICE at NAYAPARA, NEAR KOLKATTA BAZAAR,

Sambalpur - 760801

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5: Color lay out plan as per ORERA guide line with certificate and signed by the Architect and promoter need to be uploaded.

**Clarification:** Color lay out plan as per ORERA guide line with certificate and signed by the Architect and promoter uploaded in the respective place.

6: The promoter to upload a rectified cadastral map delineating the project area over a revenue map with geo-coordinates of all the bend points as per plan approval and the road affected area is to be marked in a separate ink over the Cadastral Map.

**Clarification:** Rectified cadastral map has been uploaded in the respective place.

7: A rectified allotment letter format incorporating sub-plot No. , area with composite revenue plot , khata number , needs to be uploaded.

**Clarification:** Uploaded allotment letter along with sub-plot details.

8: A rectified conveyance deed format, power supply consent letter & Affidavit/NOC from CGWA/ PHED.

**Clarification:** Uploaded rectified conveyance deed format in the respective place. Also uploaded power supply consent letter & Affidavit/NOC from CGWA/ PHED in the extra documents section.

In view of the above, I request you to kindly consider my compliance and further extend your consideration for approval of my project.

*Jegdish Patel*





सत्यमेव जयते

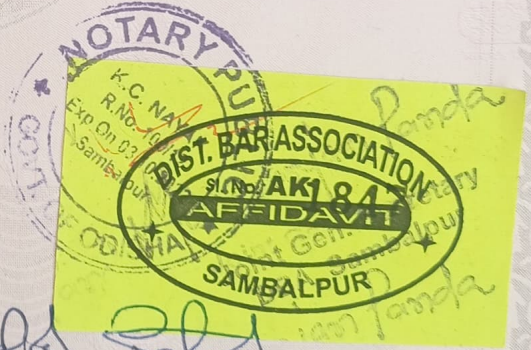
# INDIA NON JUDICIAL Government of Odisha

## e-Stamp

Certificate No. : IN-OD03751372517809U  
 Certificate Issued Date : 02-May-2022 12:01 PM  
 Account Reference : SHCIL (FI)/ odshcil01/ SAMBALPUR/ OD-SBP  
 Unique Doc. Reference : SUBIN-ODODSHCIL0105088534657878U  
 Purchased by : JAGDISH BHAI BHAGWANJI BHAI BHUT  
 Description of Document : Article IA-4 Affidavit  
 Property Description : NA  
 Consideration Price (Rs.) : 0  
 (Zero)  
 First Party : JAGDISH BHAI BHAGWANJI BHAI BHUT  
 Second Party : NA  
 Stamp Duty Paid By : JAGDISH BHAI BHAGWANJI BHAI BHUT  
 Stamp Duty Amount(Rs.) : 10  
 (Ten only)

Sl. No. 3077 dt 25.5.22

K.C. Nayak  
NOTARY Sambalpur



*Jagdish Patel*

.....Please write or type below this line.....

### BEFORE THE NOTARY PUBLIC : SAMBALPUR AFFIDAVIT FOR CHANGE IN NAME/DEED POLL/SWORN AFFIDAVIT

By this deed, I the undersigned JAGDISH BHAI BHAGWANJI BHAI BHUT previously called JAGDISH PATEL, doing business and resident of Nayapara, near SBI Bazar Branch, Gole Bazar, Sambalpur, Odisha-768001 solemnly declare:

PU 0000439875

#### Statutory Alert:

1. The authenticity of this Stamp certificate should be verified at 'www.shcilestamp.com' or using e-Stamp Mobile App of Stock Holding. Any discrepancy in the details on this Certificate and as available on the website / Mobile App renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.



*[Handwritten Signature]*  
22/05/2022

Stock Holding Corporation of India Ltd.  
E-Stamping Sambalpur

*[Handwritten Signature]*  
SIGNATURE OF THE PURCHASER







1. That for and on behalf of myself, my wife, children and remitter issue wholly renounce/relinquish and abandon the use of my former name/surname of JAGDISH PATEL and in place thereof I do hereby assume from this date the name/surname JAGDISH BHAI BHAGWANJI BHAI BHUT and so that myself, my wife, children and remitter issue may hereafter be called, known and distinguished not by my former name/surname JAGDISH PATEL, but assumed name/surname of JAGDISH BHAI BHAGWANJI BHAI BHUT.
2. That for the purpose of evidencing such my determination declare that I shall at all times hereafter in all records, deeds and writings and in all proceedings, dealings and transactions, private as well as upon all occasions whatsoever use and sign the name of JAGDISH BHAI BHAGWANJI BHAI BHUT as my name/surname in place and in substitution of my former name/surname JAGDISH PATEL.
3. That I expressly authorise and request all persons in general and relative and friends in particular, at all times hereafter to designate and address myself, my wife, children and remitter issue by such assumed name/surname of JAGDISH BHAI BHAGWANJI BHAI BHUT ACCORDINGLY.
4. In witness whereof I have hereunto subscribed my former and adopted name/surname of JAGDISH PATEL and JAGDISH BHAI BHAGWANJI BHAI BHUT AFFIX MY SIGNATURE AND SEAL IF ANY THIS.....

Signed sealed and delivered by the above name JAGDISH BHAI BHAGWANJI BHAI BHUT  
Former name : JAGDISH PATEL

Date.....

In presence of

Name

Address:

Name JAGDISH BHAI BHAGWANJI BHAI BHUT  
Address

*Jagdish Patel*

Identified by me,

*K.C. Nayak*  
Advocate, Sambalpur.

I the Deponent solemnly affirm before me today at..... M./P.M. being identified by Sri...  
Advocate Sambalpur

*K.C. Nayak*  
NOTARY Sambalpur