



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U70101OR2010PTC012601

2010 - 2011

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

DHARMA INFRAPROJECTS 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 सत्ताईस अक्टूबर दो हजार दस को मेरे हस्ताक्षर से कटक में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U70101OR2010PTC012601

2010 - 2011

I hereby certify that DHARMA INFRAPROJECTS 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 Twenty Seventh day of October Two Thousand Ten .

Bibekanta Mohanty
(BIBEKANANDA MOHANTY)

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:

DHARMA INFRAPROJECTS PRIVATE LIMITED
PLOT NO-N1/52, IRC VILLAGE, NAYAPALLY,
BHUBANESWAR - 751015,
Orissa, INDIA

Managing Director
Pragati K. Das
Dharma Infraprojects Pvt. Ltd.

The Companies Act, 1956
(Private Company Limited By Share)

**MEMORANDUM OF ASSOCIATION
OF
DHARMA INFRAPROJECTS PRIVATE LIMITED**

- I. The name of the Company is **DHARMA INFRAPROJECTS 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) Main objects to be pursued by the Company on its incorporation are:

01. To carry on the business of construction, building, operating, managing roads, bridges, highways, ports, industrial and software parks, entertainment park, thematic parks, amusement park, sewage and drainage systems and such other infrastructural project/s in India or elsewhere. To carry on the business of rendering technical advice, consultancy in construction, management, operation of roads, highways, ports, industrial and software parks, sewage and drainage systems.

02. To acquire land, promote, develop, float plotted schemes and to construct and execute various housing schemes and complexes including row housing, ownership flats, apartments shopping mall on suitable plots of land, which may be purchased, taken on lease, in exchange of the construction as per scheme in India.

(B) Objects ancillary or incidental to the attainment of the main objects:

01. To carry on in India or elsewhere the business to undertake development of infrastructure work on build, own, operate and transfer basis as contracted from Government, Semi-Government and Private Agencies and to develop, manage roads, bridges, highways, railways, waterways, gas lines, airports, docks, ports, gardens, public places, building, towers, substations, superstructure, rcc structures, mobile towers, and other structures, developments, utilities etc and to operate and transfer the same as per agreement and to do all the acts and things as may be necessary from time to time.
02. To carry on business on consultancy in the field of construction development technology, infrastructure allied technology and carryout research and development in the field of construction and allied field.
03. To act as contractors and sub-contractors and to undertake, promote, design, construct, reconstruct, alter, decorate, furnish and improve buildings, offices, roads, bridges factories, warehouses, shops, schools, collages, mills, sewage and drainage systems, single or jointly with government or private body.
04. To get itself enlisted as authorized contractors with the various departments of Central Government, Railway Board, Military Engineering Services, Oil and Natural Gas Commission, other Civil Bodies, Corporation, Boards and the like and to offer and tender to execute various works of civil, mechanical and engineering services and for construction, erection, installation various works in inside and outside the Company.
05. To lend or advance money to builders and other persons on securities of all description, whether real or personal and to grant loans upon mortgage of lands, buildings and premises in India or abroad for the acquisition, extension, improvement of them or otherwise but will not carry on the business of banking and non-banking financial companies.

06. To carry on the business of builders, architects and surveyors, houses and estate agents, to win, work, develop, lease and dispose of any mineral property and to provide public or private entertainment and facilities on any property of the Company for the attainment of the main object of the Company.
07. To buy, purchase, sell, lease, take on lease, exchange, or otherwise acquire lands, buildings, flats, and here ditaments of any tenure of description in India or elsewhere whether for a residential, business, manufacturing or other purposes and any rights, easements, advantages and privileges relating thereto and either for investment or resale or for trafficking in the same and to run the same into account as may seem expedient, and to construct, alter, improve, decorate, develop, furnish and maintain offices, flats, houses, factories, warehouses, godowns, shops, buildings and other structure works and convenience of all kind on any of the lands of immovable properties purchased or acquired by the Company.
08. To purchase, sale, let, our, take on lease or exchange, hire or otherwise acquire and deal in movable and immovable property of all kinds, undertakings of every description mortgages, shares stocks, debentures, securities, policies, book debts, claims and interest in movable or immovable property and to establish and to carry on any business in connection with any or all of the above or which may be calculated to enhance the value of the properties or rights of the company or to facilitate the disposition thereof and to establish maintain alter and construct any firm, garden, mills, or factories or building workshops or works and conveniences of all kinds as may be necessary for the purposes to achieve the main object of the Company.
09. To acquire or otherwise undertake the whole or any part of the business, property, assets and liabilities of any person or company carrying on any business which the company is authorized to carry on or possessed of property suitable for the purposes of the Company.
10. To enter into partnership or into any arrangement for sharing profits, interests of Union cartels, co-operation, joint venture, reciprocal concession or amalgamate with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being carried or conducted so directly or indirectly to benefit this company and to lend money to or guarantee the contracts or otherwise assist any such person or company and to make or otherwise acquire shares and securities of any such company or any other company having objects altogether or in part similar to those of this company or which may be conductive to the company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.

11. To enter into, make and perform contracts of every kind and description, agreements and arrangements with any person, firm association, corporation, municipality, country, state body or Government or colony or dependency thereof.
12. To do such things which the Company is capable to carry on conveniently in connection with the Company's objects or which may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account any property, real or personal belonging to the Company or in which the Company may be interested.
13. To promote, incorporate, acquire, any other company for the purpose of acquiring all or any of the property, assets and liabilities of this company or for any other purpose which may seem, directly or indirectly calculated to benefit this company.
14. To buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, receptacles, substances materials, articles and things necessary or convenient for carry on any of the business or processes of the Company usually dealt in by persons engaged in the like business or process.
15. To buy, refine, import and deal in substances, apparatus and things capable of being used in any business of the Company or required by any customers or persons having dealing with the Company.
16. To apply for purchase or otherwise acquire any patent, trademark, breveted invention, licences, concessions, protection, rights, privileges and the like conferring any exclusive or non-exclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem directly or indirectly or use of benefit to the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant licence, privileges in that respect or otherwise turn to account the property, right or information so acquired and to assist, encourage and spend money in making experiments, tests, improvements of all invention patent and right, which the Company may acquire or propose to acquire.
17. To establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trust and conveniences

calculated to benefit employees of the Company or the dependents or the connections of such persons or subject to the provisions of the Companies Act, 1956 to subscribe or grant money for any charitable, national, religious, benevolent, object or fund or for any purpose which may likely, directly or indirectly, further the main objects of Company or the interest of its members or business subject to provisions of Section 293A of the Companies Act, 1956.

18. To distribute amongst the members of the Company dividends including bonus shares (including fractional Share Certificates) out of profits, accumulated profits or funds and resources of the Company in any manner permissible under law in the winding up.
19. To guarantee the performance of any contract or obligation of any company, firm or person in any case in which such guarantee may be considered likely direct or indirectly to further the objects of the company or the interest of its share-holders.
20. To allot shares in the Company to be considered as fully or partly paid-up in payment or consideration of any service or property of whatever description which the Company may acquire.
21. To amalgamate with any company or companies having objects altogether or in part similar to those as this Company or any other Company, subject to the provisions of Sections 391 to 394 of the Companies Act, 1956.
22. To open branches in India or elsewhere and to get the company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particulars by advertising in the press, by circulars & publication of books & periodicals.
23. To payout of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
24. To provide for the welfare of employees or ex-employees (including Directors and ex-Directors) of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building or dwelling houses or quarters, to grant money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments

by creating and from time to time subscribing or contributing to provident fund, institutions, funds, profits sharing or other schemes or trusts and by providing or subscribing or contributing towards place or institution and recreation, hospitals and dispensaries, medical and other attendance or assistance as the Company shall think fit.

25. To undertake, carryout, promote and sponsor rural development including any programme for promoting economic welfare of or the upliftment of the public in any rural area and to incur any expenditure or any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner and divest the ownership of any property of the Company to or in favour of any public or local Body or Authority or State Government or any Public Institution or Trust or Fund or Organisation or person as the Directors may approve to establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trusts and conveniences constituted to benefit employees or ex-employees of the Company or the dependents or the connections of such persons or subject to the provisions of Companies Act, to subscribe or guarantee money for any charitable, national, religious, benevolent, general or useful object or fund or for any purpose which may likely, directly or indirectly further the objects of Company or the interest of its member's business.
26. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, contracts, mortgages, charges, obligations and other securities of any Company or of any Authority, Central, State, Municipal, local or otherwise or of any persons whomsoever, whether incorporated or not for the purpose of the business of the Company.
27. To promote, form or acquire any company and to take purchase or acquire shares or interest in any company and to transfer to any such company any property of this Company and to take or otherwise acquire, hold and dispose off or otherwise deal in and invest in any shares, debentures and other securities in or of any company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise howsoever or in any other manner whatsoever and to subsidise or otherwise assist any such company.
28. To purchase raw goods, semi-finished goods or finished goods connected with the objects of the company and enhance the value of such goods by suitable means such as packaging, job work etc. and market the same in its own trade mark or trade name or otherwise.

29. To improve, manage, develop, exchange, lease, purchase, mortgage, dispose of let, sub-let, turn to account or otherwise deal with all or any part of the property and rights of the company.

(C) **The other objects:**

01. To purchase or otherwise acquire any land, building or premises and to turn into account, develop, improve, alter, demolish, let out for the purpose of carrying on the business of hotel, restaurants, refreshments and tea rooms, cafes, milk and snack bars and as caterers and contractors in all its respective branches, bakers, confectioners, tobacconists, milk sellers, butter sellers, dairyman grocers, poulterers, greengrocers, farmers, ice merchants and ice cream manufacturers, and manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds both wholesale and retail and whether solid or liquid and to establish and provide all kinds of convenience and attractions for customers and others and in particulars reading, writing and smoke rooms, locker and safe deposits, telephones and telegraphs, stores, shops and lavatories.

02. To carry on and undertake the business of leasing and to finance lease operations of all kinds, purchasing, selling, dealing, trading, investments, hiring or letting on hire all kinds of plant and machinery and equipment and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidise finance or assist in subsidising or financing the sale and maintenance of any goods, articles 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 buildings, plant and machinery, equipment, ships, aircraft, automobiles, computers and all consumer, commercial and industrial items and lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used.

03. To carry business as advisers and/or consultants on matters and problems relating to the import, export, industries', administration, management, organisation, accountancy, costing, financial marketing, commercial or economic activities, labour, statistical, organisation, methods, quality control and data processing technical "know how", operation, manufacture, production, storage, distribution, sale and purchase of goods, property and other activities of and in relation to any business, trade, commerce, industry, mine, agriculture, housing or real estate and upon the means, methods and procedure for the establishment, construction, development, improvement and expansion of

Director General

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Managing Director

Jayesh K. K.

Dharma InfraProjects Pvt. Ltd.

Dharma InfraProjects Pvt. Ltd.

business, trade, commerce, industry, agriculture, buildings, real estates, plant or machineries and all systems, methods, techniques, processes, principles in relation to the foregoing and to carry on business of rendering services on anyone or more of aforesaid matters to any person, firm, company, trust, association, institution, society, body corporate, government or government department, public or local authority or any other organisation whatsoever to act as intermediaries in the introduction of collaborators, sellers, purchasers, printers, tenants, agents, consumers and employees.

04. To carry on business as repairers, assemblers, agents, importers, exporters, dealers, traders, stockists, brokers, sellers of plants, machinery, engineering goods, spare parts, accessories, equipment, machine tools, apparatus, component parts, fittings, implements, accessories required by workshops, transporters, railways or for agricultural plantations, handling, excavation, domestic, fabrication or irrigation purposes and to acquire, construct, hire, decorate, maintain or own land, workshop, factories, shops, show rooms, office rights or agencies required for or in connection with any such business.
05. To produce, manufacture, refine, prepare, process, purchase, sell, import, export, or generally deal in bricks, sand, stone, marble, tiles, refractories, china wares, sanitary materials, pipes, tubes, tubular structures, cement, paints, adhesives, sheets, roofings, glass, furniture, fittings, electrical goods, water supply or storage, equipments, floor polish, door closers, concrete mixers, elevators, hardware, pipe fittings, lubricant oil, building materials, forest products and any other building or decorative materials made of cement, stone, clay, timber, teak board, fiber, paper, glass, rubber, plastic, other natural or synthetic substance or chemical.
06. To carry on in India or abroad the business of advertising and publicity agents and contractors and for this purpose to purchase, sell, sponsor, hire, charter, manage, acquire, undertake, hold, provide and promote, publicity or advertising time space or opportunity on any radio station, broadcasting centre, television centre, video cassettes, audio cassettes, hoardings, neon signs, electronic display board, cinema, cable network, newspapers, magazines, souvenirs, and all other present and future media or display devices and to act as agent, broker, vendor, owner, franchisee, organiser, promoter, sponsor, or manager of all sorts and descriptions of advertising and publicity business and to do all incidental acts and things necessary under these presents.
07. To carry on the business as manufacturers, coaters, processors, importers, exporters, buyers, sellers, commission agents of and dealers, in all types of chemicals, dyestuff, plastics, rubber, leather, foam, cellulose, paper and paper board, wax and their products of any nature any kind whatsoever and in

particular High Density Polyethylene/Polypropylene Sacks and fabrics with or without lamination of any of the products and/or other packaging products or new substances being improvements upon, modification of or resulting from any processes and/or manufacturers of materials from the waste released from any of the above mentioned products either on its own account or on commission.

08. To manufacture, export, import, buy, sell and deal in bags, containers, cans, boxes, drums, cylinders, bottle tops, crown corks, packages, packing materials, pressed netwares, utensils, cutlery, table wares & articles made of hessian, tin, metal plates, sheets glass, fiber, paper, board, cloth, leather, plastic or other synthetic compound or materials, timber or plywood and to deal in tinplates, wire, sheets and to undertake either on own account or on commission basis or otherwise printing, painting, designing, enamelling, electroplating, engraving or otherwise decorating the aforesaid products or any of such products or articles and to act as packers.
09. To manufacture, export, import, buy, sell, hire, lease, rent out and deal in GLS lamps, electric bulbs, tube lights and other types of bulbs, lamps or tube and volatic battery cells, power pack or storage batteries and battery containers and battery eliminators of different types required for or used in domestic, household, industrial, commercial, agricultural, mining, hospital, surgical or scientific appliances, machinery, apparatus or accessories and railways, tramways, automobile and other vehicles, defence establishments, army, navy and airforce for wireless, radios, torches, toys, electric and electronic equipments or otherwise and also to carry on business as manufacturers of and dealers in torches, toys, personal aids and other appliances working on such batteries and such items and goods which may be useful, akin or otherwise connected with anyone or more of the aforesaid items or products.
10. To carryon business as traders, dealers, wholesalers, retailers, makers, designers, combers, scourers, spinners, weavers, finishers, dyers and manufacturers of readymade garments, yarns and fabrics of wool, cotton, jute, silk, rayon, nylon, terylene and other natural, synthetic and/or fibrous substances and/or manufacturers of materials from the waste released from the above mentioned products either on its own account or on commission and to carryon business as drapers and dealers of furnishing fabrics in all its branches as customers, readymade dress and mantle makers, silk, mercers, makers and suppliers of clothing, lingerie and trimmings of every kind, furriers drapers, haberdashers, milliners, hosiers, glovers, lace makers, feather dressers, felt makers, dealers in and manufacturers of yarns, fabrics and also to manufacture, deal in or process natural starch and other sizing materials, substances of all kinds and compounds and other substances, either basic or intermediate required for the above mentioned product or products.

11. To carry on the business of importers and exporters of steel, metal, agricultural commodities, goods, services, and to act as import and export house, advisers, consultants for imports and exports, indenting Agents, Sellers and purchasers of licenses, resale orders, permits, quotas entitlements and to enter into joint venture agreements. and also carry on the business of engineers, contractors, builders, fitters, founders, wire drawers, galvanizers and electroplaters.
- IV. The liability of the, members is limited.
- V. The authorised share capital of the Company is **Rs.10,00,000/- (Rupees Ten Lakhs Only)** divided into 1,00,000 (One Lakh) Equity Shares of Rs.10/- (Rupees Ten) each with the power to increase or reduce the same in accordance with the provisions of the Companies Act, 1956 and to classify or reclassify the share capital.

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

	Name, Description, Occupation and Address of the Subscriber	Number of equity shares taken by each subscriber	Signature of Subscriber	Signature of witness with address and occupation
01	JAGAT KUMAR KAR S/O ACHYOTA KUMAR KAR AT:- PALASANI PO:- BELDANDIA PS:- SINGLA DI:- BALASORE. ORISSA PIN:- 756023 DOB:- 25/03/1978 OCC:- BUSINESS	5000 (FIVE THOUSAND NO)	Jagat Kumar Kar	I witness to the signature of both the signatories to the Memorandum of Association. PLOT No - 13/69 ACHARYA VIHAR BHUBANESWAR - 13
02	MADHUSMITA DASH D/O-SATYA NARAYAN DASH AT - V.S.C. NAGAR (PART) PO - VANIVIHAR SAHID NAGAR BHUBANESWAR KHURDA (ORISSA) PIN - 751010 D.O.B - 12/05/1980 OCCU - BUSINESS	5000 FIVE THOUSAND	Madhusmita Dash	CA JYOTIRMAJ PRADHAN S/O BOND DEBARI PRADHAN
	TOTAL	10000	(Ten Thousand)	

Place: BHUBANESWAR

Date: 22-10-2010

*The Companies Act, 1956
(Private Company Limited By Share)*

**ARTICLES OF ASSOCIATION
OF
DHARMA INFRAPROJECTS PRIVATE LIMITED**

PRELIMINARIES

1. Subject headings here to shall not affect the construction hereof and in this presence unless these be something in the Subject or context inconsistency herewith.
 - (a) The "Act" means the Companies Act in 1956 and statutory modification or re-enactment thereof, for the time being in force.
 - (b) "Article" means these Articles of Association as amended, added or modified from time to time.
 - (c) "Auditors" means and includes those persons appointed as such, for the time being, by the Company to discharge the duties of auditors under the Act.
 - (d) "Board" means the Board of Directors of the Company.
 - (e) "Central Government" means the Central Government of India acting through the Department of Company affairs or such other ministry or department as the context may require.
 - (f) "Company" means **DHARMA INFRAPROJECTS PRIVATE LIMITED**

Managing Director

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Managing Director

Sanjay B. K. K.

Dharma Infraprojects Pvt. Ltd.

Dharma Infraprojects Pvt. Ltd.

- (g) "Directors" means the Directors of the Company and include person occupying the position of the Director by whatever name called.
- (h) "Dividend" includes bonus shares.
- (i) "General Meeting" means a general meeting of the Members of the Company, whether an annual general meeting or extraordinary general meeting.
- (j) "Member" means the registered holder of Shares whose name is entered as such in the Register of Members and includes a Beneficial Owner of Shares in the records of any Depository of the Company.
- (k) "Memorandum of Association" means the Memorandum of Association of the Company as amended, added or modified from time to time.
- (l) 'Month' means Calender month.
- (m) "Office" means the Registered Office for the time being to the Company.
- (n) "Registrar of Companies" means the Registrar of Companies of the state in which the registered office of the Company is for the time being situated.
- (o) "Register" means the Register of members to be kept in pursuance to section 150 of the Act.
- (p) "Securities" means securities as defined under Section 2(h) of the Contracts (Regulation) Act, 1956, as amended.
- (q) "Seal" means common seal of the Company.
- (r) "Shareholder" means any person who is a holder of any class of Shares.
- (s) "Share" mean all classes of shares in the capital of the Company or any class thereof, as the case may be, and includes any and all the rights conferred on a person by the ownership of such Shares.
- (t) "Writing" or 'Written' means and includes words printed, lithographs, represented or reproduced in any mode or in any visible form.
- (u) 'Words' importing Singulars means shall include Plural and vice-versa, Words importing Masculine gender shall include Feminine gender and Words importing persons shall include Bodies corporate.

2. The Regulation content in Table A in the Fast Schedule to the Act, shall apply to the Company in for as otherwise expressly incorporated herein below.

3. The Company is a "Private Company" within the meaning of section 3(1) (iii) and 2(35) of the Act which has minimum paid up capital of Rs.1,00,000/- (Rupees One lakh Only) or such higher paid up capital as may be prescribed. And accordingly:

- (a) No invitation shall be issued to the public to subscribe any shares in or debentures of the Company.

- (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company where members of the Company while in that employment and have continued to be the members after the employment ceased) is limited to fifty, provided that for the purpose of this definition where two or more persons hold one or more shares jointly in the Company. They shall be treated as singular member and
- (c) The right to transfer of shares of the Company is restricted in the manner and to the extent hearing after appearing in this article.
- (d) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

SHARE CAPITAL

- 4. The Authorized Share Capital of the Company shall be such amount as may from time to time be authorized by **Clause-V of the Memorandum of Association** of the Company.
- 5. The Directors may, from time to time with the sanction of the Company in General Meeting by ordinary resolution increase the Share Capital of the Company by such sum to be divided into shares of such amount and of such classes with such rights and privileges attached there to as the General Meeting shall direct by specifying the same in the resolution and if no directions be given, as the directors may determine.
- 6. The company may by ordinary resolution –
 - (a) Consolidate and divide all or any of its share capital into shares of large amount than its existing shares.
 - (b) Subdivide its existing shares or any or them into shares of similar amount than fixed by the Memorandum of Association, subject nevertheless to the provisions in Clause (d) of sub-section (l) of Section 94 of the Act.
 - (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or to be taken by any person.
- 7. The Company may, subject to the provision of section 100 to 105 of the Act, reduce in any manner, from time to time by special resolution.
 - (a) Its share capital
 - (b) Any capital redemption reserve funds or any premium account

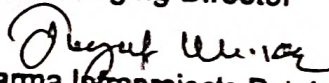
SHARES

8.
 - (a) The share shall be at the disposal of the Directors and they may allot or otherwise dispose of the same to such persons, at such time and on such terms and conditions as they may in their absolute discretion think fit and proper.
 - (b) The allotment of shares shall be made by the Board at its meeting only by passing resolutions.
 - (c) Fully paid up shares may also be allotted to minor through their guardian.
9. An application signed by or on behalf of an applications for shares in the Company followed by an allotment of any shares there in, shall be an acceptance of shares within the meaning of these articles and every person who, thus or otherwise, agrees to accept in writing the shares and whose name is entered in the Register of Members shall for the purpose of these Articles, be a shareholder.
10. If by the conditions of allotment of any shares, the whole or a part of the amount or issue price thereof shall be payable by installments, every such installments, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the shares or his heirs, executors, administrators and legal representatives.
11. Every members or his heirs, executors, assignees, or other representative shall pay to the Company the portion of the capital represented by his share or shares, which may for the time being remain unpaid thereon, in such amount at such time or times and in such manner as the Directors shall, from time to time in accordance with the Company's regulations require or fix for the payment thereof and so long as any money are due, owing and unpaid to the Company by any member on any account, however, such member in default shall not be entitled, at the option of the Directors, to exercise any rights or privileges available to him.
12. The directors may also allot the issue shares in the capital of the Company, in full or part payment, for any property sold or transferred, goods or machineries supplied or for services rendered to the Company in or about the formation of the Company or the conduct of its business.

Managing Director

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Managing Director


Dharma Infraprojects Pvt. Ltd.

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13. The shares to be allotted as specified in Article 12 may be either partly paid up or fully paid up.
14. If any shares stand in the name of two or more persons, the person first named in the Register of members shall as regards receipt of dividend, bonus and service of notice and all or any other matters connected with the Company, except voting at meetings and the transfer of shares, be deemed to be the sole-holder thereof but joint-holder of shares shall be severally as well as jointly liable for the payment of all installments and calls in respect of such shares and for all incidents thereof according to the Companies regulations.

CERTIFICATE OF SHARES

15. Every person, whose name is entered as a member in the Register of Members shall be entitled to receive within three months after allotment or within two months after the receipt of application for registration of transfer or within such other period as the conditions of issue shall provide one certificate for all his shares without payment of one rupee (Rs.1.00) or any other amount as the Board of Directors may determine for every certificate after the first.
16. The certificates of title to shares and duplicate thereof, when necessary, shall be issued under the seal of the Company in accordance with the provisions of section 84 of the Act and the Rules thereunder.
17. The certificates of shares registered in the name of two or more persons shall, unless otherwise directed by them, be delivered to the person first named on the Register of Member.

CALLS

18. The Board may, from time to time, subject to the terms of which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board (and not by circular resolution) make such call as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board. A call may be made payable by installments.

19. (a) If a sum called in respect of share is not paid before or on the day appointed for the payment thereof, the person from whom the sum is due shall pay interest on the call amount due at such rate not exceeding 12% per annum from the day appointed for the payment or as the Board of Directors may determine.
- (b) The Board of Directors shall be at liberty to waive payment of any such interest wholly or in part.
- (c) Every member or his heirs, executors or administrators shall pay to the Company the portion of capital represented by his share or shares which may, for the time being remain unpaid thereon, in such amounts, at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require or fix for the payment thereof
20. The Board of Directors:
- (a) may, if it think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the moneys so advanced, may (until the same would but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent per annum. Provided the amount paid in advance of calls on shares shall not in respect thereof confer a right to dividend or to participate in profits.

TRANSFER OF SHARES

21. Subject to section 108 of the Act, every instrument of transfer, duly stamped must be accompanied by the certificate of share proposed to be transferred and such other evidence as the Directors may require to prove the title of the transferor or his right to transfer the shares. In case the certificate has been lost or destroyed, the Directors may waive its submission on production of evidence of its loss or destruction to the satisfaction of the Directors.
22. (a) No transfer of shares shall be made or registered unless it be as between the joint shareholders inter-se without the previous sanction of Directors who may, in their absolute and unrestricted discretion without assigning any reason, decline to give any such sanction, subject of Section 111 of the Companies Act, 1956.

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- (b) A member intending to sell any share or shares shall give notice of his intention to the Directors, who shall offer any such shares to all the members and any thereupon find one or more members willing to purchase the same. This shall be done within one month of receipt of such notice.
- (c) In case there are more than one purchaser, they shall be entitled to purchase the shares in proportion to their respective holdings in the Company on the date of such notice.
- (d) The price payable for the purchase of shares, unless otherwise agreed in such case shall be their fair value. The value will be determined by the Board of the Company.
- (e) In case the directors failed to find a purchaser within the period specified in sub-clause (b) above the member intending to sell their shares shall be at liberty to do so on such price as he considers proper and the Directors shall, subject to their right to decline such registration under sub-clause(a) above, register-transfer of such shares.
- (f) The right of pre-emption set out in clause (b) to (e) of this Article shall not be enforced in case of transmission or transfer of shares in favour to heirs of the member or mother, father, brother, sister or daughter-in-law of a member but shall apply if the transmission is in favour of third parties.

23. The Company shall keep at his registered office a register of transfers and therein shall be firmly and distinctly entered the particulars of every transfer or transmission of shares, subject to the provisions of section 154 of the Act, the Director shall have power to close the register of members for such periods, not exceeding 45 days in aggregate in a year and 30 days at any one time, as may seem expedient to them.

REGISTRATION OF CHARGES

24. Where a charge of the nature referred to any section 125 of the Act, is created by the Company, the Company shall, within 30 days after its creation, file the particular of the charge along with the necessary documents with the registrar of Companies in accordance with the provisions of section 125 of the Act. The Company shall also duly comply with the relevant provisions of part (v) of that in connection with registration of the charges.

MEETINGS

General Meeting

25. (a) Seven day's notice at least of every General Meeting Annual or Extraordinary and by whomsoever called, specifying the day, place, time and hour of the meeting and the general nature of the business to be transacted thereat, shall be given in the manner herein provided, to such persons as are under these Articles entitled to receive notice from the Company. Provided that in the case of an Annual General Meeting with the consent in writing of all the Members entitled to vote thereat and in the case of any other meeting, with the consent of Members holding not less than 95 per cent of such part of the paid up share capital of the Company as gives a right to vote at the meeting may be convened by a shorter notice. The provisions of Section 173 of the Act shall not apply with respect of General Meeting (including an Annual General Meeting) of the Company.

Board Meeting

- (b). The Board may, if the circumstances so require, meet by means of telephone, television or thorough any other audio-visual links. The provisions relating to notice, agenda, quorum and minutes stated herein shall mutatis mutandis apply to the meetings held through such audio-visual media.

VOTING RIGHT

26. Subject to any rights or restrictions for the time being attached to any class or classes of shares:
- (a) On a show of hands every member present in person or by proxy shall have one vote, and
- (b) On a poll, the voting rights of members shall be laid down in Section 87 of the Companies Act, 1956.
27. Any member of the Company entitled to attend and vote at a Meeting of the Company shall be entitled to appoint, another person whether a member or not as his proxy to attend and vote instead of himself. A proxy so appointed shall also not have the right to speak at such meeting.
28. If any Directors is willing, he shall be called upon to perform extra services (which expression shall include work done by a Director as a Member of any Committee formed by the Director or in relation to signing Share Certificates),

or to make any exertion in going or residing out of the place of his usual residence or otherwise for any of the purposes of the Company, the Company may remunerate such a Director either by a fixed sum or otherwise as may be determined by the Directors, and such remuneration may be, either in addition to or in substitution for his share in the remuneration provided above and in addition be also reimbursed for all the expenses incurred by him.

NOMINEE DIRECTOR

29. If it is provided by any trust deed securing or otherwise in connection with any issue of debenture of the Company that any person or persons shall have power to nominate a Director of the Company then in case of any and every such issue of debentures the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. Such Directors may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed.

SPECIAL DIRECTOR

30. The Company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, body corporate, corporation, government or authority that he or it shall have the right to appoint his or its nominee on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominee and their successors if appointed under this Article shall be called Special Directors. Special Directors shall be entitled to hold office until requested to retire by the authority, which nominate him/them and he/they will not be bound to retire by rotation. As and whenever a Special Director vacates office, whether upon request as aforesaid or by death, resignation or otherwise, the government, authority, person, firm, body corporate, or corporation who appointed such Special Director may if the agreement so provides, appoint another Director in his place.
31. Every nomination, appointment or removal of a Special Director shall be in writing and shall in the case of a government or authority be under the hand of a secretary to such government or authority and in the case of a body corporate or corporation under the hand of a Director of such Corporation, duly authorised in that behalf by a resolution of its Board of Directors. Subject to as aforesaid a Special Director shall be entitled to the rights and privileges and be subject to the same obligations as any other Director of the Company.

MANAGING DIRECTOR

32. (a) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time any of its members as Managing Directors or Managing Director and/or Wholetime Director, and/or Special Director like Technical Director, Financial Director etc. of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director or Managing Director/Wholetime Director(s), Technical Director(s), Financial Director(s), and Special Director(s) such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restriction as it may determine. The remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits or by any or all of those mode, of any other mode not expressly prohibited by the Act.
- (b) The Directors may, from time to time, entrust to and confer upon a Managing or Wholetime Director any of the powers exercisable by the Directors as may think fit, and may confer upon such powers for such time, and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think expedient, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- (c) The Directors may whenever they appoint more than one Managing Director, designate one or more of them as "Joint Managing Director" or "Deputy Managing Directors" as the case may be.
- (d) The appointment and payment of remuneration to the above Directors shall be subject to approval of General Meeting and of the Central Government if the provisions of the Act so require.

ALTERNATE DIRECTOR

33. The Board of Directors of the Company may appoint an alternate director to act for as a director (hereinafter in this Article called "the original director") during the absence for a period of not less than three months from the state in which the meetings of the Board are ordinarily held. An alternate director appointed under this Article shall not hold office as such for a period longer than that permissible to the original director in whose place he has been appointed and shall vacate office if and when the original director returns to the State in which the meeting of the Board are ordinarily held.

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Dnyanesh Chandra
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ADDITIONAL/CASUAL DIRECTOR

34. The Board of Directors shall have power at any time, and from time to time, to appoint any other person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum as fixed hereinafter. Any person so appointed as an addition to the Board shall hold office only up to the date of the next Annual General Meeting. Any person appointed to fill a casual vacancy shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated as aforesaid.

DIRECTORS

35. Subject to the provisions of Section 252 of the Companies Act, 1956 the number of Directors shall not be less than two and more than seven.
36. The persons named below shall become and be the first Directors of the company and shall be permanent directors, unless and until they vacate the office by virtue of resignation or is/are removed by resolution of a General (Annual /Extraordinary) Meeting or otherwise. :

1. MR. JAGAT KUMAR KAR
2. MRS. MADHUSMITA DASH

37. The Company may time to time in general meeting increase or reduce the number of Directors and make any appointments necessary for effecting such increase.

NO QUALIFICATION SHARES

38. The Directors shall not be required to hold any qualification shares.

DIRECTORS' REMUNERATION

39. The Directors (including Managing and Whole-time Director) shall be entitled to receive such remuneration including fee for attending meeting of the Board as the Board may from time to time decide.

SITTING FEES

40. (a) The fee payable to a Director (other than a Managing or Wholetime Director, if any) for attending each meeting of the Board or Committee thereof, shall be such sum as may be prescribed by the Act or the Central Government from time to time.
- (b) The Board may allow and pay to any Director, who is not a bonafide resident of the place where the meetings of the Board or Committee thereof, are ordinarily held and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation or for travelling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified; and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with business of the Company.

POWER OF DIRECTORS

41. (A) In furtherance and not in limitation of, and without prejudice to the general powers conferred on the Directors by Table "A", in the First Schedule to the Companies Act, 1956 the Board of Directors shall have the following powers:
- (a) to open accounts with the Company's bankers and such other bank as they deem expedient and to operate or authorise operation thereof;
- (b) to raise or borrow any sum of money for and on behalf of the Company from the members or other persons, companies or banks subject to the provisions of the Act, in this behalf, on such interest as may be approved by the Directors;
- (c) to appoint any person, or persons or bodies incorporated or otherwise, to accept and hold in trust for the Company any property belonging to the Company, or in which the Company is interested or for any other purpose, and to execute and do all such deeds and things as they may deem requisite in regard to such trust including the provisions of remuneration to such trustee or trustees;
- (d) to appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries and emoluments and require security in such instances and to such amount as they think fit and to establish or manage or support or aid in the

establishment of a provident or any other funds for their benefit or for any other purpose.

- (e) to secure the payment of money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the Company or by mortgage or charge of all or any of the assets of the Company and of its uncalled capital for the time being.
- (f) to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claims to support of the Company by reason of locality of operation or of public and generally of utility or otherwise;
- (g) and generally to do, sanction and authorities all such matters and things as may be necessary or expedient to be done, authorised or sanctioned in or about the general business or affairs of the Company or in or about the execution of all or any of the powers conferred on them. (h) to classify the Unclassified Shares in the capital of the Company into several classes of shares and to issue such classified shares upon such terms and conditions and with such rights and privileges attached thereto as the Board may, in its absolute discretion, determine.
- 41 (B). Subject to the restrictions contained in Section 292 of the Act, the Board of Directors may delegate any of their powers to Committees of the board consisting of such member or members of its body as it thinks fit, and it may from time to time revoke such delegation and discharge any such Committee of the Board either wholly or in part, and either as to persons or purposes; but every Committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the board of directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

BORROWING POWERS

42. Subject to the provision of section 58 A and to 292 of the Companies Act, 1956 and regulations made through and directions issued by R.B.I. the Directors may, from time to time and at their discretion, borrow or raise any sum or sums of money for the purpose of the Company in such manner and on such terms and conditions in all respects as they think fit without security or on security of all or any part of the movable and immovable properties of the Company charged upon the whole or any part of the undertaking of the Company or upon any assets of the Company, both present and future, including its uncalled capital for the time being.

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13/10/2014

The debenture stock or other securities may be issued at par, discount or premium and with any special privileges and conditions as to redemption, appointment of Directors, conversion into shares and otherwise, however such issues shall be made only to the Members, Directors and their Relatives

COMMON SEAL

43. The Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and the Directors shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except by or under the authority of the Directors or a Committee of Directors previously given and every deed or other instrument to which the Seal of the Company is required to be affixed shall, be affixed in the presence of atleast one Director or the Manager or the Secretary or such other person as the Board/Committee of the Board may appoint for the purpose, who shall sign every instrument to which the Seal is so affixed in his presence; Provided that the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 or any statutory modification thereof for the time being in force.

INDEMNITY

44. Regulation 99 of the Table "A" shall not apply to the Company, Save and except so far as the provisions of these Articles are provided by Section 201 of the Act, the Board of Directors, Managing Directors, Directors, Managers, Auditors, Secretary and other officers or servants for the time being acting in relation to any of the affairs of the Company, and every one of them and every one of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them or any act of their executors or administrators or any shall incur or sustain by reason of any act done, concerned in or omitted in or about the execution of their duty or suspend duty in their respective offices or trust, except such (if any) as they shall incur or sustain through or by their own willful neglect or default respectively, and one of the acts receipts, neglects or defaults the other or others of them or for any joining in any receipt for the sake of conformity for any bankers or other persons with whom any moneys or effects belonging to the Company shall or any belonging to the Company shall be invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto except the same shall happen by or through their own willful neglect or default respectively.

GENERAL POWER

45. Wherever in the Companies Act, it has been provided that the Company would carry out any transaction only if the Company is so authorised by its Articles then and in that case these Regulations hereby authorise and empower the Company to have such right, privileges or authority and to carry such transactions as have been permitted by the Act.

PROCEEDING OF THE BOARD MEETING

46. The Directors shall meet at least once in three months and at least four such meeting shall be held in every year. The Directors may adjourn or and otherwise regulate their meetings as they think fit.
47. Notice of every meeting of the Board shall be given in writing to every Director for the time being in India, and at this usual address in India to every other Director. Notice of the Board meeting shall be sent to every Director either by hand delivery, registered post, cable, telegram or telex.
48. Subject to section 287 of the Act, the quorum for a meeting of Board shall be one-third of its total strength excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one or two director which ever is higher.
49. A Director may and on the request of a Director, the Secretary, if any, shall at any time summon a meeting of Directors. A Director who is not in India shall be entitled to a notice of a meeting of the Directors.
50. The Directors from time to time elect a Chairman on rotational basis from life time Directors who shall preside at the meeting of the Directors and who will hold office for one meeting at a time, but if no such chairman be elected or if at any time, the chairman be not present, shall choose one of their member to be chairman of such meeting.
51. Subject to Section 289 of the Companies Act, 1956 and save as otherwise expressly provided in the Act, a resolution writing signed by all the Directors shall be as valid and effectual as if it has been passed at a meeting of the Directors duly called, held and constituted.

52. All decisions of Board whether taken at a meeting of the Board or by resolutions passed by a majority vote of the Directors.

MINUTES

53. The Board of Directors shall respectively caused minutes of all proceeding of general meeting and all proceeding at meeting of board of directors or of committee of the board to be duly entered in books to be maintained for that purpose in accordance with section 193 of the Companies Act, 1956.
54. The minutes of each meeting shall contain :
- (a) The fair and correct summary of the proceeding thereat.
 - (b) The name of the director present at the meeting in case of meeting of board or committee of board or directors.
 - (c) The name of the directors, if any dissenting from or not consenting to the resolution, in the case of each resolution passed at the meeting of Board of Committee of Board of Directors.
 - (d) All appointments of officers made at any meeting.
55. Any such minute, purporting to be signed in accordance with the provisions of section 193 of the Act, shall be evidence of the proceedings.

DIVIDEND

56. The profits of the Company shall be divisible amongst the members in proportion to the amount of capital paid-up on the shares held by them respectively at the date of declaration of the dividend.
57. The Company in Annual General Meeting may declare a dividend to be paid to the members but no dividend shall exceed the amount recommended by the Directors. No dividend shall be payable except out of the profits of the financial year or any other undistributed profits and no dividend shall carry interest as against the Company.
58. The Directors may from time to time pay the members such interim dividends as in their judgment the position of the Company justifies.

59. Directors may retain any dividend on which the Company has a lien and may apply it in/or towards satisfaction of the debt liabilities or engagement in respect of which lien exists.
60. Anyone of several persons who are registered as the joint holders of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.
61. Subject to Section 205A of the Act, the Directors may retain the dividends payable upon shares in respect of which any person under the transmission clause is entitled to become a member or in respect of which any person under that clause is entitled to transfer until such person shall become a member in respect thereof or shall duly transfer the same.
62. All the dividends on any share not having a registered owner entitled to require payments of and competent to give a valid receipt for the same shall remain in suspense until some competent person is registered as the holder of the share and all the dividend remaining unpaid shall be dealt within the manner as provided under Section 205A of the Companies Act, 1956.

CAPITALISATION OF PROFITS

63. The Company in General Meeting may upon the recommendation of the Board, resolve subject to the provisions of the Act :-
- (a) (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's Reserve accounts or to the credit of the Profit and Loss Account or otherwise available for distribution.
 - (ii) that such sum be accordingly set free for distribution in the manner specified in clause (b) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.
 - (b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in the Act, whether in or towards:-
 - (i) paying up any amounts for the time being unpaid on any shares held by such members respectively.
 - (ii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (Hi) below.

- (iii) paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up, to and amongst such members in the proportion aforesaid.

ACCOUNTS

64. (a) The Board of Directors shall from time to time, determine whether into what extent and what time and place and under what conditions and regulations the account and books of the Company or any of them shall be open to the inspection of members (not being Directors)
- (b) No member (not being a Director) shall have any right of inspection any account of the Company except as conferred by the law or authorised by the Board or by the Company in a General Meeting.
65. The director shall in all respect comply with the provision of Section 209, 209-A, 210, 211, 215, 216, 217, 218, 220, 221 and 222 of the Act, so far as the same applicable to a Private Company and the Profit and Loss Account. Balance Sheet and Auditors Report and every other document required by under the act to be annexed are attached as the case may be, to the Balance Sheet, be sent to every member of the Company, subjects to provision of Section 219 of the Act.

AUDIT

66. (a) The first Auditor of the Company shall be appointed by the Board of Director within one month from the date of incorporation of the Company and the Auditors so appointed shall hold office until the conclusion of the First Annual General Meeting.
- (c) At each Annual General meeting the Company shall appoint an Auditor to hold office from that conclusion of the meeting till the conclusion of the first Annual General Meeting.
- (d) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine in case of an Auditors appointed by the Board his remuneration shall be fixed by the Board.

- (b) The Board of Directors may fill any casual vacancy in the office of the Auditor and while any such vacancy continues the remaining Auditors, if, any may act, but where such caused by the resignation of the Auditors, and vacancy shall be filled up by the Company in a General Meeting.

NOTICE

67. A notice or documents may be given or served by the Company to any member either personally or by sending it by post to him at his registered address or, if he has no registered address in India, at the address, if any within India supplied by him to the Company for the purpose of giving notice to him.
68. The Company shall comply with the provisions of Section 51 to 53 of the Companies Act, 1956.
69. Subject to the provision of the Section 201 of the Act, no Director, Manager or other officer of the Company shall be liable for the acts, receipts, neglects, or for any other Directors or for joining in any receipts or other acts for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title or any property acquired by order of the directors for or on behalf of the company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the company shall be invested or for any loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own willful neglect or default.

WINDING UP

70. (a) If the Company shall be wound up 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 kind or otherwise, the whole or any part of the assets of the company, whether they shall consists of property of the same kind or not.
- (b) For the purpose the aforesaid 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.

(c) The Liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefit of the contributors as that liquidator shall think fit but so that no member shall be compelled to accept any share or such other securities where on there is any liability.

MEMBERS

71. Every person who is a subscriber to the Memorandum and Articles and or who intends to be or becomes a member of the Company shall, subject to the provisions of any law in force, be bound by the provisions of Memorandum and Articles of the Company and any matter of dispute arising between the Company and any such person as regards mutual rights, obligations or otherwise shall be subject to the jurisdiction of the court having jurisdiction over the registered office of the Company in respect to the disputed matter

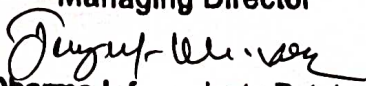
ARBITRATION

72. Whenever any difference or dispute arises between the company on the one hand and any of the members or their heirs, executors, administrators, nominees or assignees on the other hand or between the members or their respective heirs, executors, administrators, nominees or assignees touching the intent, construction or incident or consequences of these articles of touching anything done, executed, omitted or suffered in pursuance thereof or to any affairs of the company, every such disputes or difference shall be referred to the sole arbitration of the chairman for the time being of the company or to some person appointed by both parties and it will be no objection that he is an officer of the company or that he had to deal with such disputes, or difference and it is only after an award is given by such arbitrator that the parties will be entitled to take any other proceeding relating to such disputes, difference and award. The award made by such arbitrators shall be final and binding on the parties. The arbitration shall be conducted according to the provisions of the arbitration act, 1940.
73. Subject to the provisions of the act, any director or officer of the company shall be entitled to, if he thinks fit, declined to answer any question concerning the business of the company on the ground that the answer to such question would disclose or tend to disclose the secrets of the company.

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SECRECY

74. (a) Every Director, 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 Directors before entering upon his duties sign a declaration pleading himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to him knowledge and in the discharge of his duties except when required to do so by the Directors or by any meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these present contained,
- (b) No member or other person unless he is a Director or other person in management of the affairs of the Company are to inspect or examine in the Company's premises or properties of the Company without the permission of the Directors of the Company or Officer without the permission of the Directors of the Company or Officers authorised by the Directors for the time being to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in nature of trade secrecy, mystery of trade or process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors or Officers authorised by Directors will be inexpedient in the interest of the members of the Company to communicate.

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

	Name, Description, Occupation and Address of the Subscriber	Number of equity shares taken by each subscriber	Signature of Subscriber	Signature of witness with address and occupation
01	JAGAT KUMAR KAR S/O ACHYUTA KUMAR KAR AT:- PALASANI PO- BELDANDIA PS:- SINGLA Dist:- BALASORE ORISSA PIN:- 756023 DOB:- 25/03/1978 OCC:- BUSINESS	5000 (FIVE THOUSAND NO.)	Jagat K. Kar	I witness to the signatures of both the subscribers here to the Articles of Association. PLOT NO - L3/69 ACHARYA VIHAR BHUBANESWAR -3
02	MADHUSMITA DAS D/O - SATYA NARAYAN DAS AT - V.S.S. NAGAR PO - VANIVIHAR SAHID NAGAR BHUBANESWAR KHURDA (ORISSA) PIN - 751010 D.O.B - 12/05/1980 OCCU - BUSINESS	5000 FIVE THOUSAND	Madhusmita Dash	
TOTAL		10,000 (Ten thousand)		CA JYOTIRMAJ PRADHAN S/O - BINOD BEHARI PRADHAN.

Place: BHUBANESWAR

Date: 22-10-2010

Managing Director 22

Managing Director

Jyoti Pradhan

Dharma Infraprojects Pvt. Ltd.

Company Master Data

CIN U70101OR2010PTC012601
Company Name DHARMA INFRAPROJECTS PRIVATE LIMITED
ROC Code RoC-Cuttack
Registration Number 012601
Company Category Company limited by Shares
Company SubCategory Non-govt company
Class of Company Private
Authorised Capital(Rs) 1000000
Paid up Capital(Rs) 1000000
Number of Members(Applicable in case of company without Share Capital) 0
Date of Incorporation 27/10/2010
Registered Address OFFICE NO-5,BLOCK-2,2ND FLOOR,BMC BHAWANI MALL SAHEED NAGAR BHUBANESWAR Khordha OR 751007 IN
Address other than R/o where all or any books of account and papers are maintained -
Email Id psm_caoff@rediffmail.com
Whether Listed or not Unlisted
ACTIVE compliance ACTIVE compliant
Suspended at stock exchange -
Date of last AGM 30/11/2021
Date of Balance Sheet 31/03/2021
Company Status(for efilling) Active

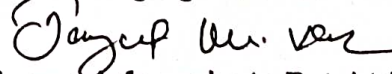
Charges

Charge Id	Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
	Book debts; Floating charge; current asset, receivables.	7000000	23/05/2022	-	OPEN

Directors/Signatory Details

DIN/PAN	Name	Begin date	End date	Surrendered DIN
01675260	JAGAT KUMAR KAR	27/10/2010	-	
03257996	MADHUSMITA DASH	27/10/2010	-	

Managing Director



Dharma Infraprojects Pvt. Ltd.