



प्रारूप० आई० आर०

Form I. R.

निगमन का प्रमाण-पत्र  
CERTIFICATE OF INCORPORATION

ता० ..... का० सं० .....

No. 1449 of 1984-85

मैं एतद्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम, 1956 ( 1956 का 1 ) के अधीन निगमित की गई है और कम्पनी  
परिसीमित है ।

I hereby certify that Z. Engineers Construction Private Limited.

is this day incorporated under the Companies Act. 1956 (No. 1 of  
1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता० ..... को दिया गया ।

Given under my hand at Cuttack this Twenty-sixth (Five) day of  
December/Pausa One thousand nine hundred and Eighty-four  
Six (Saka).

Sd/-

( N. R. Sircar )

कम्पनियों का रजिस्ट्रार, ओड़ीशा  
Registrar of Companies, Orissa

जे० एस० सी०-१  
J. S. C.-1

MGIPTC-175-19 Genl. Admn./74-75-GIPTC-(C-136)-4-12-75-10,000



फॉर्म नं० आर०-१  
Form I R

निगमन का प्रमाण-पत्र  
CERTIFICATE OF INCORPORATION

No. 1419 of 1984-85

मैं यहाँ द्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम, 1956 ( 1956 का 1 ) के अर्धीन निगमित की गई है और यह कम्पनी  
परिमित है।

I hereby certify that Z. ENGINEERS CONSTRUCTION  
PRIVATE LIMITED.

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and  
that the Company is limited.

मेरे हस्ताक्षर से आज ता० \_\_\_\_\_ को दिया गया।

Given under my hand at Cuttack this Twentysixth  
Five  
day of December One thousand nine hundred and Eightyfour  
Pausa Six (Saka)

N.R. Sircar  
(N.R. Sircar)

कम्पनियों का रजिस्टर, ओड़ीशा  
Registrar of Companies, Orissa

जे० एस० सी०-१

J. S. C.-1

MGIPTC-175-19 Genl. Admn/74-75-GIPTC-(C-136)-4-12-75-10,000.



**Extracts of Minutes of the meeting of the Directors of M/s. Z Engineers Construction Pvt. Ltd. held at M-4/34, Acharya Vihar, Bhubaneswar-751013, the registered office of the company/firm, on 21<sup>st</sup> December, 2021 at 11 A.M.**

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It is resolved that any one either the Managing Director Sri Tapan Kumar Mohanty, S/o Late Bansidhar Sahoo or Director Sri Tapan Kumar Mohanty, S/o Late Lotakabindu Mohanty are hereby authorized to individually sign on behalf of the company in all the required documents necessary for the Company.

For Z ENGINEERS CONSTRUCTION PVT.LTD.

*Tapan Kumar Mohanty*  
MANAGING DIRECTOR

(Sri Tapan Kumar Mohanty)  
Signature of Managing Director

For Z ENGINEERS CONSTRUCTION PVT.LTD.

*Tapan Kumar Mohanty*  
DIRECTOR

(Sri Tapan Kumar Mohanty)  
Signature of Director

A Division of  
**Z ENGINEERS CONSTRUCTION PVT. LTD.**

**THE COMPANIES ACT, 1956**  
(Company Limited By Shares)

**MEMORANDUM OF ASSOCIATION  
OF  
Z ENGINEERS CONSTRUCTION PRIVATE LIMITED**

- I. The name of the Company is Z ENGINEERS CONSTRUCTION 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 PERSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To take over or otherwise acquire and take over as a going concern, the business remaining in the name and style of "M/S. ENGINEERS CONSTRUCTION" a partnership concern of the promoters and the good will thereof and to acquire all or any of the assets and liabilities of the partners thereof in connection therewith and with this view thereto make, execute and give effect to such an object to any property arrangements, upon such terms and conditions as would be agreed upon by the parties.
2. To undertake and execute contract work of civil, mechanical, electrical and fabrication. To carry on the business of civil, mechanical and electrical engineers and manufacturers of industrial equipments and other machineries, tool makers, boiler makers, smith, wood makers, builders, painters, water supply engineers and gas makers.
3. To acquire and develop residential sites and sale, lease, rent out or give it on hire purchase.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS :-

4. To acquire and take over as a going concern by purchase or to take on lease and undertake to carry on the whole or part of the business together with the good will and trade name, property rights and liabilities of any person or persons firm or any company carrying on any business or any part of the purpose which is within the main objects of this company or which the company is authorised under the main objects to carry on or possession of property suitable for the business of the company and to pay the same by shares, debentures, debenture stock, bonds, or otherwise as the company may determine.
5. To import and export the same or similar article and to purchase, sale and distribute or deal in any way with the goods or merchandise herein before mentioned whether produced in India or elsewhere.
6. To purchase, stock and sell or otherwise deal in any or all of the raw materials and semi-manufactured products required for the manufacture of the aforesaid goods herein before mentioned.
7. To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, office, ware houses and construct, repair buildings, offices or do other things for the company.
8. To construct, carry out, maintain, improve, manage work and control superintendency roads, purchase ware houses, factories, shops and other works at convenience which may seem directly or indirectly conducive to any of the main objects of the company and to contribute, to subsidise or otherwise aid or take part in any such operations.
9. To apply for, purchase or otherwise acquire any patents, inventions, licenses, concessions, any exclusive, non-exclusive or limited rights of use or any secret or other information as to any inventions which may seem capable of being used for any other purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licenses in respect of or information so required.
10. To operate, to raise to secure payment of money for the purpose of or in connection with the company's main business.
11. Subject to the provisions of the Companies Act' 1956, to sell, exchange, mortgage let on lease loyalty or tribute, grant licences assessment, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects or the Company for such considerations as may be thought fit and in particular for stocks, shares, whether fully or partly paid up or securities of any other company.
12. To remunerate any persons, 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 credited as paid up in full or in part or otherwise.
13. To advance, deposit with or lend money, securities and property to or receive loans or grants or deposits from the Government.
14. To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit.
15. To invest any money of the Company in such investments (other than shares or stock in the Company) as may be thought proper and to hold sell or otherwise deal with such investments.

16. Subject to the provisions of the Companies Act' 1956 and rules made there under and the directions of R.B.I. from time to time to receive money or deposit or lend and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other persons or company or any obligation undertaken by the company or any other persons or Company as the case may be.
17. To draw, make, accept, discount, negotiate, execute and issue bills of exchange, and other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities subject to the provisions of Banking Regulation Act' 1949.
18. To grant education allowances, gratuities and houses to employees or ex-employees of the Company or the dependent of such persons, and to establish support to any schools and any educational, scientific laboratory religious or charitable institutions or trade establishment where such be solely connected with the trade carried on by the Company or not and any club or other establishment calculated to advance the interest to the Company or the persons employed by the Company, subject to the provisions of the Act.
19. To pay for any property or right acquired by the Company either in cash or in fully or partly paid up shares, with or without preferred or deferred rights in respect of dividends or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms such Company may determine.
20. To accept payment for any property or right sold or otherwise disposed at or dealt with by the Company either in cash by instalments or otherwise.
21. To enter into partnership or to any arrangement for sharing profits, union of interests or co-operations, joint ventures, reciprocal concessions or otherwise with any company, firm or persons carrying on or proposing to carry on any business within the main objects of this Company and to take or otherwise acquire and hold shares, stocks or securities in any such company.
22. To do all or any of the above things as principals, agents, contractors, or otherwise, and by or through agents or otherwise, and either alone or in conjunction with others.
23. To distribute, manage, members in specie any property of the company or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction for the time being required by law.
24. To adopt such means of making known or publishing the activities of the company and or its products by advertising in the Press and Magazines, by circulars, by publication of books and periodicals, by exhibitions and demonstrations and by granting prizes, rewards and donations as it may seem fit subject to the provisions of the Act, or any other law in force.
25. To acquire and secure membership seat or privileges either in the name of the Company or its nominee or nominees in and of any association, exchange, market, club or other institution in India or any part of the World for furtherance of any main business, trade or industry.

26. To pay all preliminary expenses of the Company and any company promoted or formed by the Company and any company in which this Company is or may contemplate of being interested or to contract with any person, firm or company to pay the same and to pay commission in cash or by issue of shares, securities or debentures to brokers and others for underwriting, pledging, selling or guaranteeing the subscription of any shares promoted or debenture of this Company, or of any company promoted by this Company and to pay the costs and expenses of or incidental to the winding up of any company the whole or part of the property whereof is required by this company is or in which this company is or may be interested.

(C) OTHER OBJECTS :-

27. To carry on the business of whole-seller, retailer, stockist, distributor, order supplier, hire purchase agent, commission agent of any reputed manufacturer of electrical, mechanical or industrial products or articles like paints, Hardware, cement, allied pigments, scientific apparatus and other allied materials.
28. To set up industries and carry on business of Rubbers, P.V.C. paints, Electrical, Sanitary, house hold fittings and heavy Engineering Fabrication.
29. To set up Hotel and carry on business of Restaurants, Bars, Tavern, Bakery, Travel Agent, Tour Operators, Lodging house keepers, wine and spirit merchants.

IV. The liability of the member are limited.

V. The Authorised Share Capital of Company is Rs. 50,00,000/- (Rupees Fifty Lakhs) divided into 5000 (Five thousand) Equity Shares of Rs. 1000/- (Rupees One thousand) only each, with powers to increase or decrease the capital, to divide the share capital for the time being into several classes and to attached there respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary modify or abrogate any such rights, privileges or conditions in such manner as may for the time being to be provided by regulations of the Company and consolidate or sub-divide the shares and issue shares to higher or lower denominations.

We the several persons whose names and addresses are subscribed below are desirous of being formed into a company in pursuance of the **Memorandum of Association** and we all agree to take the number of shares in the capital of the company as set against the respective names.

SL. No.	Names, address, description, occupation and signature of the Subscribers	Signature of the subscriber	No. of shares taken by each subscriber (Equity)	Signature and description of witness to the signatures
1.	Tapan Kumar Mohanty (A) S/o. Sri Bansidhar Sahoo At: Charuprava, Rajabagicha, Dist: Cuttack-753009, Occupation: Business	Tapan Kumar Mohanty	5 nos. (Five)	<div style="border: 1px solid black; padding: 5px; text-align: center;">                     Rabindra Kumar Das, Chartered Accountant, S/o. Sri Suryamani Das, Santa Sahi, Cuttack-753001.                 </div>
2.	Pradeep Kumar Das S/o. Late Umakanta Das At: Matrubhaban, Badambari, Arunodaya Market, Dist: Cuttack-753012, Occupation: Business	Pradeep Ku. Das	50 nos. (Fifty)	
3.	Tapan Kumar Mohanty (B) S/o. Lokabindu Mohanty At: 49, Gautam Nagar, Bhubaneswar-751014, Occupation: Business	Tapan Kumar Mohanty	5 nos. (Five)	
4.	Nirjharini Mohanty W/o. Tapan Kumar Mohanty At: Charuprava, Rajabagicha, Dist: Cuttack-753009. Occupation: Housewife	Nirjharini Mohanty	45 nos. (Forty Five)	
5.	Pranati Mohanty W/o. Prabhat Mohanty At: 49, Gautam Nagar, Bhubaneswar-751014, Occupation: Business	Pranati Mohanty	45 nos. (Forty Five)	
	Total		150 nos. (One hundred fifty)	

Date: 26.12.84

(5)



**THE COMPANIES ACT, 1956**  
(Company Limited By Shares)

**ARTICLES OF ASSOCIATION**  
**OF**  
**Z ENGINEERS CONSTRUCTION PRIVATE LIMITED**

1. Unless the context otherwise requires words or expressions contained in these articles shall bear the same meaning as under the Act or any statutory modification thereof in force at the date on which the articles become binding on the Company.
  - (a) 'The Act' means the Companies Act, 1956 and include where the context so admits any enactment or statutory modifications thereof for the time being in force.
  - (b) 'The Article' means these Articles of Association as originally framed or as from time to time altered by special resolutions.
  - (c) 'The Company' means **Z. Engineers Construction Private Limited**.
  - (d) 'Director' means the Director for the time being of the Company.
  - (e) 'The Board of Directors or the Board' means the Board of Directors for the time being of the Company.
  - (f) 'The Office' means the Registered Office for the time being of the Company.
  - (g) 'The Register' means the register of Members of the Company required to be kept under Section 150 of the Act.
  - (h) 'The Registrar' means the Registrar of Companies 'Orissa'.
  - (i) 'The Seal' means the Common seal of the company.
  - (j) 'Proxy' means Attorney constituted under the Power of Attorney.
  - (k) 'In writing and written' includes printing, lithography and other mode of representing or reproducing works in a visible form.
  
2. The regulations contained in Table 'A' in the First Schedule of the Act shall apply to the company, with respect to such provisions as applicable to the Private Limited Company and so far only as are negative or modified by or are not contained in these articles or any other articles that may from time to time be framed by the Company.

3. Z ENGINEERS CONSTRUCTION PRIVATE LIMITED COMPANY here-in-after called "the Company" is a Private Limited Company limited by shares within the meaning of the Clause III of sub-section (I) of Section 3 of the Companies Act, 1956 and such the following provisions shall have effect.
  - (a) The numbers of members (exclusive of persons who for the time being in the employment
  - (b) of the Company) shall not exceed 50 provided that two or more persons jointly holding one or more than one share shall be for the purpose of this paragraph as a single member.
  - (c) No invitations shall be issued to the Public for subscribing any shares or the debentures of the Company.
  - (d) The Rights to transfer the shares of the Company shall be restricted in the manner here-in-after in these article appearing.
4. The business of the Company shall commence soon after the incorporation of the Company and shall include all or any of the objects expressed in the Memorandum of Association.
5. Any share-holder shall be entitled to a copy of the Memorandum and Articles on payment of a fee of Rs. 5/-.
6. The Company may, if necessary, modify, or amend any or all the rules in those preent or make any rules by calling extra-ordinary general meeting of the share-holders under the provisions of the Section 31 of the Companies Act, 1956 or any statutory modifications thereof.

#### SHARES

7. The authorised share capital of the company shall be Rs.50,00,000 (Rupees Fifty lacs) divided into 5000 (Five thousand) equity shares of Rs.1000/- (Rupees One thousand) each.
8. The Company, in general meeting, may from time to time increase the capital by creation of new shares of class upon such terms and conditions and with such rights properties and privileges as the resolution sanctioning the increase of the capital shall prescribe.
9. Subject to the provisions of the Act and these Articles, the shares shall be under the control of the Board who may allot or otherwise dispose of the same to such persons on such terms and conditions at such time either at par or at premium and for such consideration as the Board thinks fit. However the option or right to call on shares shall not be given to any person except with the consent of the Company.
10. If by the conditions of allotment of any share the whole or part of the amount or issue, price thereof shall be payable by instalments, every such instalment shall when due be paid to the Company by the person who for the time being shall be registered holder of the shares or by his executor or administrator.
11. The joint holder of the shares shall be severally as well as jointly liable for payment of all instalments and calls due to in respect of such shares.

12. Shares may be registered in the name of any person, company or other body corporate not more than 4 persons shall be registered as joint holder of shares.

### **CERTIFICATE**

13. Subject to the provision of section 113 and subject to the provisions of the Companies (issue of share certificate) Rules 1960 or any statutory modification or any enactment thereof, share certificate shall be issued as follows :-
- a) The certificate of title to shares and debentures thereof when necessary shall be issued under the Seal of the Company which shall be affixed in the presence of two Directors or a Director and the person acting on behalf of another Director under a duly registered Power of Attorney or to persons acting as attorney for two Directors as aforesaid.
  - b) Every member shall be entitled free of charge to one certificate for all the shares of each class and debentures registered in his/her name or to several certificates each for one or more such shares and debentures.

### **CALLS**

14. The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the provisions of Section 91 of the Act, make such calls as the Board thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Board. The call may be made payable by instalments and shall be deemed to have been made when the resolution of the Board authorising such call was passed.

### **FORFEITURE AND LIEN**

15. If any member fails to pay any call or instalment of a call on or before the day appointed for the payment of the same, the Board may at any time thereafter, during such time as the call or instalment remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company, be reasons of such non-payment.
16. If the requisition of any such notice as aforesaid be not complied with any shares in respect of which such notice has been given may, at any time thereafter, before payment of all calls or instalments, interest and expenses, due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeiture shares and not actually paid before the forfeiture.
17. Any share so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot or otherwise dispose of the same in such manner as thinks fit.

## TRANSFER AND TRANSMISSION

18. Save as provided in section 108 of the Act, no transfer of the share shall be registered unless a proper instrument of transfer in the prescribed form duly stamped and executed by or on behalf of the transfer and by or on behalf of the transferee has been delivered to the Company together with the certificate or if no such certificate is in existence, the letter of allotment of shares. The instrument of transfer of any share shall specify the name, address and occupation of the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof. Each signature of such transfer shall be duly attested by the signature of one credible witness and shall add address and occupation.
19. The Directors may decline to recognise any instrument of transfer unless:
  - a) The fee not exceeding Rs. 5/- is paid to the Company in respect thereof and
  - b) The instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Director might reasonably require to show the right of the transferor to make the transfer.

## GENERAL MEETING

20. In addition to any other meetings, a General Meeting of the Company shall be held within such interval as are specified in Section 166 (1) of the Act and subject to the provisions of Section 166 (2) of the Act. Such General Meeting shall be called "Annual General Meeting" and shall be specified as such in the notice convening the meeting. Any other meeting of the Company shall except in the case where an extra-ordinary General Meeting is convened under the provisions of the next following articles, be called a General Meeting.
21. The Board may whenever it thinks fit call a General Meeting and it shall on the requisition of such number of members as held at the date of the deposit of the requisition not less than 1/10<sup>th</sup> of such paid up capital of the Company as at the date, carried the right of voting in regard to the matter to be considered at the meeting forthwith proceed to call an extraordinary General Meeting.
22. The Company shall comply with the provisions of Section 188 of the Act as to give the notice of resolution and circulate statements on the requisition of the members.
23. Save as provided in Section 171 (2) of the Act, not less than 21 days notice shall be given to every General Meeting of the Company. Every notice of the meeting shall specify the place and date and the hour of the meeting and shall contain statement of the business to be transacted thereat, where such business consists of "Special business" as here-in-after defined any such be annexed to the notice a statement complying with Sections 172 (2) & (3) of the Act.

Notice of every meeting of the Company shall be given to every member of the Company, to the Auditor of the Company and to any person entitled to a share in consequences of the death or insolvency of a member in any manner here-in-after authorized for the giving of notices to such persons. The accidental omission to give any such notice to or its non-receipt by any member or other person to whom it should be given shall not invalidate the proceedings of the meeting.

24. No business shall be transacted in any General Meeting unless there is a quorum of members present at the time when the meeting proceeds to business. Save as herein otherwise provided  $2/3^{\text{rd}}$  members present in person or two person which over is higher shall form a quorum.
25. The Chairman of the Board shall be entitled to take the chair on every General Meeting. If there be no such Chairman or if at any meeting he shall not be present within 15 minutes after the time appointed for holding such meeting or is willing to act, the members present shall choose another Director as Chairman and if no Director be present or if all the Directors are present decline to take the chair, then the members present shall on a show of hands or on a poll if properly demanded elect one of their members being a member entitled to vote, to be the Chairman.
26. The Chairman of a General Meeting may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjournment meeting.

#### VOTING RIGHT & PROXY

27. Save as here-in-after provided, the voting right should be one vote for one Equity share. The Equity share holders present at the meeting can have voting right and every person present either as a General Proxy on behalf of a holder of equity shares, if he is not entitled to vote in his own right or as a duly authorised representative of a body corporate, being a holder of equity shares, shall have one vote.
28. Save as here-in-after provided on a poll the voting rights of a holder of equity shares shall be specified in Section 87 of the Act. Provided that no company or body corporate shall vote by proxy so long as resolution of its Board of Directors under the provisions of the Section 187 of the Act is in force and the representative named in such resolution is present at the General Meeting at which the vote by proxy is tendered.
29. The instrument appointing proxy shall be in writing under the hands of the appointer or of his attorney duly authorised in writing or if such appointer is a body corporate be under its common seal or the hands of it's officer or attorney duly authorised. A proxy who is appointed for specified meeting shall only be called specially Proxy. Any other proxy shall be called a General Proxy. A person may be appointed a proxy though he is not a member of the Company. It shall be necessary to state in very notice convening meeting of the Company

that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him.

### DIRECTORS

30. The minimum number of directors shall not be less than two and until and otherwise determined by Special Resolution the number of the Directors of the Company shall not be more than ten.
31. The persons here-in-after named shall become and be the First Directors of the Company, that is to say:-
  - (i) Sri Tapan Kumar Mohanty (A)
  - (ii) Sri Pradip Kumar Das
  - (iii) Sri Tapan Kumar Mohanty (B)The above Directors are permanent Directors and can not be removed unless and until they resign voluntarily.
32. The Board shall have power, at any time and from time to time to appoint any person as a Director as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting of the Company and shall then be eligible for re-election.
33. The qualification of a Director shall be the holding in his own right alone and not jointly with any other persons at least five shares of the nominal value of Rs. 5,000/- and this qualification shall be acquired within two months after the appointment.
34. The fees of every Director for every meeting of the Board attended by him shall be such sum, as the Director may think fit subject to the provisions of the Act.
35. Subject to the provisions of the Act, any Director called upon to do extra work for the Company will be entitled to received such extra fees as may be fixed by the Board. The Directors attending the business in full time for day to day management shall get remuneration in consideration of the nature of duty qualification and business done subject to the provisions of the Company Act, 1956.
36. A Director of this Company, without the permission of the Board of Directors, can not promote a Company nor can become a director of any other Company or in any way interested as member, share holder or otherwise and if so happen the benefit received as a Director or member of such company shall be accountable in this company.
37. No Director, shall, as a Director take any part in the discussion of, or vote on any contract or arrangement in which he is in any way, whether directly or indirectly concerned or interested, nor shall his presence count for the purpose of forming a quorum at time of such discussion or vote.
38. The Company in General Meeting by share-holder may from time to time increase or reduce the number of Directors within the limit fixed by Article 37.

39. Subject to the provisions of Section 285 of the Companies Act, 1956 the Board of Director may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
40. The quorum for a meeting of the Board shall be determined in accordance with the provisions of Section 287 of the Act. If a quorum shall not be present within fifteen minutes from the time appointed for holding a meeting of the Board, it shall be adjourned until such date and time as the Chairman of the Board shall appoint.
41. Subject to the provisions of Section 386 of the Act, questions arising at any meeting shall be decided by a majority of votes and, in case of an equality of votes, the Chairman shall have second casting of votes.
42. The meetings and proceeding of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not suppressed by any regulations made by the Board under the last proceeding Article.

#### **POWER OF THE BOARD**

43. Subject to the provisions of the Act, the control of the Company shall be vested in the Board who shall pay all expenses incurred in promoting and registering the Company and shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorised to exercise and do, provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act or any other status or by the memorandum of the Company or by these Articles or otherwise; to be exercised or done by the Company in general meeting, provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions of the act in that behalf contained in the Act or any other statute or in the Memorandum of the Company or in these Articles or in any regulations not inconsistent therewith and duly made there under, including regulation made by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
44. Subject to the provisions of the Companies Act, 1956 the Board shall take an advantage to obtain State Aid under the Bihar and Orissa State Aid to Industries Act, 1923 and shall abide by the legal conditions and obligations which are attached to such aid or may be attached to such aid by way of amendment to the said Act from time to time.
45. Without prejudice to the general powers, conferred by the preceding Articles, the Directors may from time to time and at any time subject to the restriction contained in the Act, delegate to managers, secretaries, officers, assistants and other employees or other persons any of the powers, authorities and discretions for the time being vested in the Directors.
46. All deeds, agreements and all cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be

signed drawn, accepted or endorsed, or otherwise executed as the case may be, by such person whether in the employment of the Company or not and in such manner as the Directors shall from time to time by resolutions determine.

47. Without restricting the general powers conferred by these presents it is hereby expressly declared that the Directors shall have following powers, subject to the Act, that is to say, powers.
- a) To provide for the management of the affairs of the Company in such manner as they shall think fit.
  - b) On the resignation of the Managing Director or on the Office of the Managing Director becoming vacant in accordance with the provisions of these Articles to appoint from time to time any one or more of their members to be the Managing Director or Directors in the Company on such terms as to remuneration and with such powers and authorities and may remove such appointment in any particular case.
  - c) To pay the costs, charges and expenses, preliminary, and incidental to the promotion, formation establishment and registration of the Company.
  - d) To purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they may think fit, and to sell or otherwise dispose of all the properties, movable and immovable, and other rights and privileges which the Company has or may acquire or any of them or any part thereof at such prices and generally on such terms and conditions, as they may think fit.
  - e) At their discretion to pay for any property, rights, privileges acquired by or services rendered to the Company either wholly partially in cash or in shares, bonds, debentures or any other securities, of the Company and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed on and any such bonds, debentures or any other securities, may be either specifically charged upon all or any part of the property of the Company.
  - f) To institute, conduct defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company.
  - g) To raise or borrow all such sums as they may consider necessary from such person or firms, including Directors of the Company or Scheduled Banks upon such terms and conditions as may consider fit.
  - h) They may appoint at their discretion remove or suspend all managers, secretaries, assistant managers, cashiers, assistant cashiers, accountants, engineers, assistant engineers, other engineers, other officers, clerks and may in their discretion determine their duties and fix their salaries or emoluments and may require security in each instance an for such amount as they think fit.

#### **BORROWING POWERS**

48. The Board may, from time to time, at its discretion subject to the provisions of Section 292 and 370 of the Act, raise or borrow, from the Directors or from elsewhere and secure the payment of any sum of money for the purposes of the Company.



49. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and, in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture-stock or any part of the property of the Company both (present and future) including its uncalled capital for the time being.
50. Subject to the provisions of the Act, any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, appointment of Directors and otherwise debentures, debenture-stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

### **MANAGING DIRECTOR**

51. Sri Tapan Kumar Mohanty (A) shall be the first Managing Director of the Company, subject to the article 53 above. The Managing Director shall be permanent Managing Director and can not be removed unless he resigns voluntarily.
52. A Managing Director shall, in addition to the remuneration payable to him/her as a Director of the Company under these Articles, receive such additional remuneration, perquisite and facilities as may, from time to time be sanctioned by the Board.
53. Subject to the provisions of the Act, in particular, to the prohibitions and restrictions, contained in Section 92 thereof, the Board, may, from time to time, entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Board as it may think fit, and may confer such powers for such terms and conditions, and with such restrictions as it thinks fit, and the Board may confer such powers, either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board in that behalf and may, from time to time, revoke, withdraw, alter or vary all or any such powers.

### **THE SEAL**

54. The Board shall provide for the safe custody of the seal and the Seal shall never be used except by the authority previously given by the Board or a Committee of the Board authorised by the Board in that behalf and, save as provided in Article 16 (a) thereof, any two Directors or one Director and the Secretary or one Director and such other person as the Board may appoint shall sign every instrument to which the Seal is affixed. Provided nevertheless, that any bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same.

### **ANNUAL RETURNS**

55. The Company shall comply with the provisions of Sections 159 and 161 of the Act as to the making of Annual Returns.

## RESERVES

56. The Board may, from time to time, before recommending any dividend set apart any and such portion of the profits of the Company as it thinks fit as Reserves to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalisation of dividends, for repairing, improving or maintaining any of the property of the Company and for such other purpose of the Company as the Board in its absolute discretion thinks conducive to the interests of the Company and may, subject to the provisions of Section 372 of the Act, invest the several sums so set aside upon such investments (other than shares of the Company) as it may think fit and from time to time deal with and vary such investments as it thinks fit, and dispose of all or any part thereof for the benefit of the Company, and may divide the Reserves into such Social Funds as it thinks fit, with full power to employ the Reserves or any part thereof in the business of the Company, and that without being bound to keep the same separate from the other assets.

## CAPITALISATION OF RESERVES

57. Any general meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the Reserves or any Capital Redemption Reserve Account, or in the hands of the Company and available for dividend or representing premiums received on the issue of shares and standing to the credit of the Share Premium Account be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such share-holders in paying up in full any unissued shares, debentures or debenture-stock of the Company which shall be distributed accordingly or in or towards payments of the uncalled liability on any issued shares, and that such distribution or payment shall be accepted by such share-holders in full satisfaction of their interest in the said capitalised sum, provided that any sum standing to the credit of a Share Premium Account or a Capital Redemption Reserve Account may, for the purpose of this Article, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid bonus shares.

## DIVIDENDS

58. Subject to the rights of members entitled to share (if any) preferential or special rights attached thereto, the profits of the Company which it shall from time to time be determined to divide in respect of any year or other period be applied shall in the payment of a dividend on the Equity Shares of the Company but so that a partly paid up share shall only entitle the holder with respect thereof to such a proportion to the distribution upon a fully paid up shares the amount paid thereon bears to the nominal amount of such shares and so that where capital is paid up in advances of calls upon the footing that the same shall carry interest such capital shall not rank for dividends or confer a right to participate in profits.

59. The Company in general meeting may declare a dividend to be paid to members according to their rights and interest in the profits and may, subject to the provisions of Section 207 of the Act, fix the time for payment.
60. No larger dividend shall be declared that is recommended by the Board, but the Company in general meeting may declare a smaller dividend.
61. Subject to the provisions of Section 205 of the Act, no dividend shall be payable except out of the profits to the Company or out of moneys provided by the Central or State Government for the payment of the dividend in pursuance of any guarantee given by such Government and no dividend shall carry interest against the Company.
62. The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.
63. The Board , may, from time to time, pay to the members such interim dividends as appear to the Board to be justified by the profits of the Company.
64. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the share of the Company.

#### **BOOKS AND DOCUMENTS**

65. The Board shall cause to be kept in accordance with Section 209 of the Act, proper Books of Accounts with respect to:
  - a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
  - b) all the sales and purchases of goods by the Company, and
  - c) the assets and liabilities of the Company.

#### **BALANCE SHEET AND ACCOUNTS**

66. At every Annual General Meeting, the Board shall lay before the Company a Balance Sheet and Profit and Loss Account made up in accordance with the provisions of Section 210 of the Act and such Balance Sheet and Profit and Loss Account shall comply with the requirement of Section 210, 211, 212, 215, 216, 217 and 219 and Schedule VI to the Act so far as they are applicable to the Company but, save as aforesaid, the Board shall not be bound to disclose greater details of the result or extent of the trading transactions of the Company than it may deem expedient.

#### **AUDIT**

67. Once at least in every year the Books of Account of the Company shall be examined by more qualified Auditor or Auditors appointed for the purpose.

## SECRECY

68. Every Director, Manager, Secretary, Trustee for the Company its member or debenture-holder, member of a committee, Officer, servant, agent, accountant or other person employed in or about the business of the Company shall, if so required by the Board before entering upon his duties sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharges of his duties, except when required so to do by the Board or by any general meeting or by a Court of law and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.

## WINDING UP

69. Subject to the provisions of the Act and the Companies (Court) Rules, 1959. The Company shall be wound up and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be, losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the shares by them respectively. And if in a winding up, the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up paid up or which ought to have been paid up, on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holder of shares issued upon special terms and conditions.

70. Subject to the provisions of Section 201 of the Act, no Director, Manager, Auditor, Secretary, or other Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in receipt or other act for conformity or for loss of expenses happening to the Company through insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from bankruptcy insolvency or tortuous act of any person within whom any moneys securities or effects shall be deposited, or for any loss occasioned by any error of judgment, commission, default or oversight on his part or for any other loss, damage or the dimities of his office or in relation thereto unless the same happens through his own dishonesty.

## INDEMNITY

71. Every Director Secretary or Officer of the Company or any person (whether an officer of the Company or not) employed by the Company and any person appointed Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Secretary, Officers, Employees or Auditors in defending and proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court. Nothing herein contained shall apply to a constituted Attorney of the Company, unless such Attorney is, or is deemed to be, an Officer of the Company.

We the several persons whose names and addresses are subscribed below are desirous of being formed into a company in pursuance of the **Articles of Association** and we all agree to take the number of shares in the capital of the company as set against the respective names.

SL. No.	Names, address, description, occupation and signature of the Subscribers	Signature of the subscriber	No. of shares taken by each subscriber (Equity)	Signature and description of witness to the signatures
1.	Tapan Kumar Mohanty (A) S/o. Sri Bansidhar Sahoo At: Charuprava, Rajabagicha, Dist: Cuttack-753009, Occupation: Business	Tapan Kumar Mohanty	5 nos. (Five)	<div style="border: 1px solid black; padding: 5px;">                     Rabindra Kumar Das, Chartered Accountant, S/o. Sri Suryamani Das, Santa Sahi, Cuttack-753001.                 </div>
2.	Pradeep Kumar Das S/o. Late Umakanta Das At: Matrubhaban, Badambari, Arunodaya Market, Dist: Cuttack-753012, Occupation: Business	Pradeep Ku. Das	50 nos. (Fifty)	
3.	Tapan Kumar Mohanty (B) S/o. Lokabindu Mohanty At: 49, Gautam Nagar, Bhubaneswar-751014, Occupation: Business	Tapan Kumar Mohanty	5 nos. (Five)	
4.	Nirjharini Mohanty W/o. Tapan Kumar Mohanty At: Charuprava, Rajabagicha, Dist: Cuttack-753009. Occupation: Housewife	Nirjharini Mohanty	45 nos. (Forty Five)	
5.	Pranati Mohanty W/o. Prabhat Mohanty At: 49, Gautam Nagar, Bhubaneswar-751014, Occupation: Business	Pranati Mohanty	45 nos. (Forty Five)	
	Total		150 nos. (One hundred fifty)	

Date : 26.12.84

Managing Director,  
M/s Z Engineers Construction P. Ltd.  
Cuttack - 753 009.

Dear Sir,

Due to some unavoidable circumstances I intend to withdraw from the directorship of the company. Please put it in the board, and after completing all necessary formalities allow me to withdraw from the directorship of the company.

Requesting for an early action in this matter.

Thanking you.

Yours faithfully,

*Pradeep Kumar Das*

PRADEEP KUMAR DAS

Director,

M/s Z Engineers Construction P. Ltd.

From:  
Pradeep Kumar Das,  
Matrubhaban,  
Badanbari,  
Cuttack - 753 012.

*Certified to be true Copy*

M/S Z ENGINEERS CONSTRUCTION P. LTD.

MANAGING DIRECTOR



*Jagyneshwar Acharya*  
Jagyneshwar Acharya  
Notary, Govt. Of India  
Odisha, BBSR, Dist-Khurda  
Regd.No.-7791/2009  
Mob:-9351096174

# Z ENGINEERS CONSTRUCTION (P) LTD.

730, Nayapalli, Bhubaneswar - 751012 Ph - 53456

The minutes of the meeting of the Board of Directors of  
M/s Z Engineers Construction P. Ltd. held on 03.09.1988  
at the Regd. office of the Company at 11 AM.

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## Directors Present:

Tapan Kumar Mohanty - Managing Director  
Pradeep Kumar Das - Director  
Tapan Kumar Mohanty - Director

Sri Tapan Kumar Mohanty, Managing Director, presided  
over the meeting.

AGENDA 2: The resignation of Sri Pradeep Kumar Das was  
accepted.

"It was resolved that the resignation of  
Sri Pradeep Kumar Das from the Directorship  
of the company was accepted"

There being no other transaction the meeting concluded  
with a vote of thanks to the chair.

sd  
CHAIRMAN

ABOVE WRITINGS ARE CERTIFIED TO BE TRUE COPY.

Tapan Kumar Mohanty  
Managing Director

Jagyneshwar Acharya  
Notary, Govt. Of India  
Odisha, BBSR, Dist-Khurda  
Regd.No.-7791/2009  
Mob:-9861006174

## Company Master Data

CIN	U74210OR1984PTC001449
Company Name	Z. ENGINEERS CONSTRUCTION PRIVATE LIMITD
ROC Code	RoC-Cuttack
Registration Number	001449
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	200000000
Paid up Capital(Rs)	166200000
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	26/12/1984
Registered Address	RAJA BAGICHA CUTTACK OR 753009 IN
Address other than R/o where all or any books of account and papers are maintained	-
Email Id	acjena2010@gmail.com
Whether Listed or not	Unlisted
ACTIVE compliance	ACTIVE Non-Compliant
Suspended at stock exchange	-
Date of last AGM	30/09/2022
Date of Balance Sheet	31/03/2022
Company Status(for e filing)	Active

## Charges

Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
	550000	01/02/2007	-	CLOSED
	20000000	17/07/2001	05/10/2007	CLOSED
	2000000	14/08/2001	21/04/2014	CLOSED
Floating charge	20000000	11/05/2007	-	OPEN
Movable property (not being pledge)	3600000	29/06/2011	-	OPEN
Immovable property or any interest therein	70000000	29/03/2014	19/11/2016	CLOSED
	180000000	15/09/2021	30/11/2022	Open
CORPORATE GUARANTEE	150000000	10/12/2021	-	OPEN
Motor Vehicle (Hypothecation)	6000000	28/05/2022	-	OPEN

## Directors/Signatory Details

DIN/PAN	Name	Begin date	End date	Surrendered DIN
00931315	TAPAN KUMAR MOHANTY	26/12/1984	-	
00931330	TAPAN KUMAR MOHANTY	26/12/1984	-	