



प्रारूप 1  
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U70101OR2012PTC015412

2012 - 2013

में एतद्वारा सत्यापित करना है कि: मैसर्स

AUROSHREE CONSTRUCTIONS 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 इक्कीस मई दो हजार बारह को कटक में जारी किया जाता है।

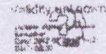
Form 1  
Certificate of Incorporation

Corporate Identity Number : U70101OR2012PTC015412

2012 - 2013

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

Given at Cuttack this Twenty First day of May Two Thousand Twelve.



Registrar of Companies, Orissa

कम्पनी रजिस्ट्रार, उड़ीसा

\*Note: The corresponding form has been approved by CHANDAN KUMAR DAS, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.  
The digitally signed certificate can be verified at the Ministry website ([www.mca.gov.in](http://www.mca.gov.in)).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

AUROSHREE CONSTRUCTIONS PRIVATE LIMITED  
319, GROUND FLOOR, AYURVEDIC COLLEGE ROAD, MAUSIMA CHHAK,  
BHUBANESWAR - 751014,  
Orissa, INDIA



Auroshree Constructions Pvt. Ltd.

*Ashok Kumar Das*

Managing Director

**MEMORANDUM**

**AND**

**ARTICLES**

**OF**

**ASSOCIATION**

**OF**

**AUROSHREE CONSTRUCTIONS PRIVATE  
LIMITED**

**(A Private Company Limited by Shares)**

Auroshree Constructions Pvt. Ltd.

*Ashish Kumar Singh*

Managing Director

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**THE COMPANIES ACT, 1956**

**MEMORANDUM OF ASSOCIATION  
OF  
AUROSHREE CONSTRUCTIONS PRIVATE LIMITED  
(A PRIVATE COMPANY LIMITED BY SHARES)**

- I. The name of the Company is **AUROSHREE CONSTRUCTIONS 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 on incorporation are as follows :**
    1. To carry on the business of property developers, real estate trading, builders, contractors, agents for land & land development, landscaping, construction, civil engineering etc.
    2. To carry on business as traders, dealers, distributors, stockists, buyers, sellers, agents or merchants in all kinds and forms of land, building-residential, commercial or otherwise, hotels, guest house, service apartments etc.
    3. To undertake, contribute, assist, and to act interior decorator, turnkey contractor, sub-contractor, broker, supervisor, administrator, manager of all types of constructions & developmental work such as warehouse, factories, buildings, structures, drainage and sewage works, water distribution & filtration systems, docks, harbors, piers, irrigation works, foundation works, multi storey, colonies, complexes, housing projects, all types of real estate activities and other similar works and for the purpose to acquire, handover, purchase, sale, own, cut to size, develop, distribute or otherwise to deals in all sorts of land & building and to carry on any other foregoing activities for building materials, goods, plants, machineries, equipments, accessories, parts, tools, fittings, articles, materials.

*Auroshree Constructions Pvt. Ltd.*

*Ashim Kumar Das*

*Managing Director*

4. To acquire land in any form, content or authority, rights in any property by way of purchase, lease or otherwise to get license to use any land, property for construction/erection of buildings, structures and to make/build necessary infrastructure for such activities and to dispose off the same property or rights so acquired in any manner.

**B. Objects ancillary and incidental to the attainment of Main Objects are :**


1. To take on lease, hire purchase or acquire by license or otherwise any plot, land, rights over or rights over or connected with lands, materials, stock in trade, patents, inventions, trade mark rights, privileges and movable and immovable property of any description which may be deemed necessary or convenient for attaining main objects .
2. To acquire, from any person or from body corporate or incorporate, whether in India or elsewhere, technical information, processes, engineering know-how, manufacturing, installation and operation data, plants, layouts, and blueprints useful for the design, manufacture, erection and operation of plant required for the foregoing business of the Company and to acquire or grant any license and other rights and benefits in the foregoing matters and things.
3. Subject to the Companies Act, 1956 and other laws in force, to acquire and undertake, whole or any part of the business, goodwill and assets of any person, firm or Company, carrying on or proposing to carry on, any business which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person or Company or to acquire any interest thereon, amalgamate with or enter into partnership or any arrangements of sharing profits or for co-operation or for joint venture or reciprocal concession, or for limiting competition with any such person, firm or Company and to give or accept by way of consideration for any of the acts, or things aforesaid or property acquired and shares, debenture stocks or securities that may be agreed upon and to hold and to sell or mortgage and deal with any shares, debenture stocks or securities so received for attaining its object.
4. To enter into any arrangement with any Government or authorities, municipal, local or otherwise, that may appear to the Company conducive to the Company's objects or any of them and to obtain from any such Government or authorities any rights, privileges and concessions which the Company may think it desirable to obtain and do carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
5. Subject to the provisions of the Companies Act, 1956, and directives issued by the Reserve Bank of India from time to time to borrow or raise or secure the payment of money or to receive money on deposit including short-term, mid-term and long-term loans at interest for any of the purpose of Company, and at such time or times as may be thought fit by promissory notes, by taking borrowings with any person, firm, bank, Company or financial institutions, and whether with or without any security including fixed assets, stocks, book debts etc., or by such other means as the directors may in their absolute discretion deem expedient and in particular by the issues of debentures or debenture stock perpetual or otherwise, and as security for any such money so borrowed, raised, received and if any such

debenture or debenture-stock so issued, to mortgage, pledge or charge, the whole or any part of the property and the assets of the Company, both present and future, including its uncalled capital by special assignment or otherwise, or to transfer or convey the same absolutely or in trust and to give the Tenders power of sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities provided the Company shall not carry on any business under the Banking Regulations Act, 1949.

6. To establish, for any of the purpose of the company, branches or to establish any firms or promote any company or companies or divisions thereof, at places in or outside India as the Company may think fit.
7. To promote or assist in the promotion of any Company or Companies or division or divisions for the purpose of acquiring all or any of the properties, rights and liabilities of the Company, or for any other purposes which may seem directly or indirectly calculated to benefit this Company.
8. To invest and deal with the funds of the Company not immediately required in such manner as may from time to time be determined by the Board.
9. To lend and advance money or give credit to such persons or Companies and on such terms as may be expedient, and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payments of money by any such persons or Companies but not amounting to any Banking business within the meaning of the Banking Regulation Act, 1949.
10. To remunerate any person or Company for services rendered or to be rendered in or about the information or promotion of the Company or the conduct of its business.
11. To open account with any bank or financial institution and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, letter of credit, hundies, bills of lading, railway receipts, warrants, debentures, and other negotiable or transferable instruments of all descriptions and to buy, sell and deal in the same.
12. To take otherwise acquire and hold shares, debenture-stocks and other securities or to finance any other Company having objects similar to or related to those of this Company.
13. To sell, lease, mortgage or otherwise dispose off the property, assets or any undertaking of the Company or any part thereof for such consideration as the Company may think fit.
14. To distribute among the members in specie the property of the Company, or any proceed of sales or disposal of any property of the Company in the event of winding up subject to the provisions of the Companies Act, 1956, and Companies Court Rules, 1959.
15. To give publicity to the business and production of the Company by means of advertisement in the press, pamphlets, hand bills, T.V. circulars, cinema slides, or by publication of books, pamphlets, catalogues, instruction books, technical articles, periodicals, exhibition of works of art or any other manner.

16. To establish or support or aid in establishment or support of association, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependant of such persons and to grant pensions and allowance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or other useful objects.
  17. To pay all costs, compensation charges, expenses incurred in connection with incorporation of the Company including preliminary expenses of any kind and incidental to the formation and incorporation of the Company, costs, compensation charges and expenses of negotiating contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
  18. To do all or any of the above things and all such other things as are incidental to or may be thought conducive to the attainment of the above objects or any of them in any part of the world and as principals, agents, consultants, contractors, trustees or otherwise and by or through trustees, agents, consultants or otherwise and either alone or in conjunction with others.
  19. To act as merchants, traders, commission agents and consultants in India or elsewhere, and to import, export, sell, pledge, make advance upon or otherwise deal in goods, articles, and merchandise for the attainment of above objects.
  20. To do other things ancillary to main business that may seem to the Company capable of being conveniently carried on in connection with the objects in the Memorandum contained or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be advisable to undertake with view to improving, developing, rendering valuable on turning to account, any property, real or personal, belonging to the Company or in which the Company may be interested.
  21. To act as distributors, commission agents and/or otherwise as may be deemed fit in connection with Company's business.
  22. To aid pecuniary or otherwise, any person, association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
- C. Other objects: Nil
- IV. The liability of the members is limited.
- V. The Authorized Share Capital of the Company is Rs.50,00,000/- (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five lakhs) Equity Shares of Rs.10/- (Rupees Ten) each. The Company has power to divide the share capital, for the time being into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any rights, privileges or conditions attached or any class of shares in accordance with the provisions of the Companies Act., 1956 and regulations of the Company.

We, the several persons whose names are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares of the Company set opposite to our respective names.

Names, Addresses, Description and Occupation with signature of the subscribers	Number of Equity Shares taken by each subscriber	Names, Addresses, Description and Occupations with Signatures of the Witness.
<p>Ashok Kumar Padhy ASHOK KUMAR PADHY S/O BIPRACHARAN PADHY C-1/65, BANAJA APARTMENT UNIT-6, BHUBANESWAR PIN- 751003, ODISHA OCCUPATION- BUSINESS</p>	<p>80,000 (Eighty thousand)</p>	<p>I witness the signature to the subscribers of Memorandum of Association</p>
<p>Tri Lochan Choudhury TRILOCHAN CHOUDHURY S/O NARASINGHA CHOUDHURY 319, GROUND FLOOR AYURVEDIC COLLEGE ROAD MAUSIMA CHAK BHUBANESWAR PIN - 751002 OCCUPATION, BUSINESS</p>	<p>20,000 (Twenty thousand)</p>	<p> BIJAY KUMAR AGARWALA S/O SANJAY SHANIKAR, AGARWALA OLD COLLEGE LANE, NIMCHUNJ CUTTACK 753002, ODISHA, INDIA OCCUPATION:- CHARTERED ACCOUNTANT IN PRACTICE</p>
<p>TOTAL</p>	<p>1,00,000 (One Lac)</p>	

Dated: 26-03-2012  
Place: Bhubaneswar

**ARTICLES OF ASSOCIATION  
OF  
AUROSHREE CONSTRUCTIONS PRIVATE LIMITED  
(A PRIVATE COMPANY LIMITED BY SHARES)**

**PRELIMINARY**

**Table 'A' to apply**

1. The regulations contained in Table 'A' in Schedule I of the Companies Act, 1956, shall apply to this Company to the extent to which they are not modified, varied, amended or altered by the Articles.

**Interpretation**

2. The marginal notes hereto shall not affect the construction hereof and in these presents, unless thereby something in the subject or context is inconsistent therewith.

**The Company**

"The Company" or "This Company" means "AUROSHREE CONSTRUCTIONS PRIVATE LIMITED".

**The Act**

"The Act" means the Companies Act, 1956 and any statutory modification thereof.

**The Directors**

"The Directors" mean the Directors of the Company and includes persons occupying the position of the Directors by whatever named called.

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Auroshree Constructions Pvt. Ltd.

*Ashwini Kumar*  
Managing Director



### The Dividend

"Dividend" includes bonus shares.

### The Office

"The Office" means the registered office for the time being of the Company.

### In writing/written

"In writing" or "written" means and includes words printed, lithographed, represented or reproduced in any mode in a visible form.

### Singular number

Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

### Gender

Words importing the masculine gender also include the feminine gender and vice versa.

### Persons

Such words importing persons include Firms, Corporations and Companies.

Subject to as aforesaid, any word, expression defined in the Act except those the subject or context forbids, bears the same meaning as in these Articles.

## CONSTITUTION OF THE COMPANY

### Company to be a Private Company

3. The Company is established as a Private Company with a limited liability within the meaning of section 3(I)(iii) of the Act and shall have a minimum paid up capital of one lakhs rupees or such higher paid up capital as may be prescribed and accordingly,
  - (i) No invitation shall be issued to the public to subscribe for any shares, debenture stock of the Company.
  - (ii) The number of members of the Company (Exclusive of persons in the employment of the Company and of persons who, having been formerly in the employment of the Company were its members, while in that employment and have continued to be members after their employment ceased) shall be limited to 50 (fifty), provided that

for the purpose of this provision, when two or more persons jointly hold one or more shares in the Company they shall be treated as a single member, and

- (iii) The right to the transfer of share in the Company is restricted in the manner and to the extent herein after appearing.
- (iv) No invitation or acceptance of deposits shall be made from persons other than its members, directors, or their relatives.

#### Capital and Shares

- 4. The Authorized Share Capital of the Company is Rs.50,00,000(Rupees Fifty lakhs only) divided into 5,00,000 (Five lakh) Equity Shares of Rs.10/- (Rupees Ten) each with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being to different classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with these Articles and to vary, modify or abrogate such rights, privileges or conditions, in such manner as may for the time being be determined by the Board of Directors.

#### Share under Control of Board

- 5. Subject to the provisions of the Act, 1956 applicable to this Company and to the provisions of these Articles, the shares in the capital of the Company for the time being, shall be under the control of the Directors who may allot or otherwise dispose off the same or any of them to such persons in such proportion and on such terms and conditions and (subject to compliance with the provisions of Section 78 and 79 of the Act) either at a premium, at par or at a discount and on such terms as they may from time to time think fit and with full power to give to any person, the option to sell any share to be allotted to him, either at a premium, during such time and for such consideration as the Directors think fit and may also allot and issue shares in the capital of the Company in payment or part payment for any property sold and transferred or for service rendered to the Company for the conduct of the business.

#### Capital may be increased

- 6. The Company may from time to time, in General Meeting, increase its share Capital by issue of new shares of such amount in any class of shares as it thinks expedient.

#### Condition of New Shares

- 7. The new shares be issued upon such terms and conditions with such rights and privileges annexed thereto, as the General Meeting creating the same, shall direct.

#### Reduction of Capital

- 8. Subject to the provisions of Section 100 to 105 of the Act, the Company may, by Special Resolution, reduce its share capital subject to compliance of law.

9. The Company may, by Ordinary Resolution in General Meeting, and subject to the other applicable provisions of the Act :
- (a) Consolidate and divide, all or any of the share capital, into shares of larger amount than its existing shares.
  - (b) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum, subject, nevertheless, to the provision of Clause(d) of Sub-Section(1) 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 agreed to be taken by any person.

#### Preference Shares

10. Subject to the provisions of Section 80 of the Act, the Company shall have power to issue Preference Shares which are redeemable or, at the option of the Company, are liable to be redeemed.

### TRANSFER AND TRANSMISSION

#### Restricted right of shares

11. A share may be transferred by a member or other person entitled to transfer to any member, selected by the transferor, but save as aforesaid and as provided by Articles 12,13 and 14 hereof, no share shall be transferred to a person who is not a member, as long as, any member or any person selected by the Directors as one whom it is desirable, in the interest of the Company, so admit to membership, is willing to purchase the same at a fair value, as decided by the auditors of the Company.

#### How shares are to be offered to members

12. Every share specified in any transfer notice given to the Company shall be offered to the members in such order as shall be determined by the Board of Directors or by lots drawn in regard therein, and if no member is ready and willing to take up the share, it may be offered to any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership.

#### General Power to refuse to transfer

13. The Directors may, at their absolute and uncontrolled discretion, decline to register or acknowledge any transfer of shares, and shall not be bound to give any reason for such refusal and in particular, may so decline in respect of shares upon which the Company has lien.

#### Refusal of transfer

14. If the Directors refuse to register the transfer of any shares, they shall, within two months, send to the transferee and the transferor, notices of such refusal, after the date on which the transfer was lodged with the Company.

### Transmission

15. Every transmission of the shares, either on the death or insolvency of a member or otherwise, shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until and unless, if required by the Board of Directors and indemnity be given to the Company with regard to such registration which the discretion shall consider sufficient provided always that no such indemnity shall be required if the transmission shall be verified by an order of a Court or probate or letter of administration or Succession Certificate granted by a court of competent jurisdiction in the Union of India.

### PROCEEDING AT GENERAL MEETING

#### Meeting

16. (a) At least seven days notice, exclusive of the day on which notice is given and the date of receipt, specifying the place, the day and the hour of meeting and in case of special business, the general nature of such business shall be given in manner hereinafter mentioned in or such other manner, if any, as may be prescribed by the Company in General Meeting to such persons as are under the regulations of the Company entitled to receive such notices from the Company, but the accidental omission to give such notice to or the non-receipt of such notice by persons shall not invalidate the proceeding at any General Meeting.

#### Notice of meeting

- (b) Notice for calling any General Meeting shall be given by the Managing Director of the Company, or any other Director of the Company or person authorised by the Board of Directors.
- (c) Notice sent by prepaid ordinary post shall be a valid notice for all purpose and non-receipt of any such notice by any member shall not be a ground for invalidating the meeting or the business which have been transacted thereat.
17. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided two members personally present shall be quorum.

#### Chairman to preside

18. The Chairman of the Board of Director, if any, shall preside at every General Meeting, but if at any meeting he is not present within fifteen minutes after the time appointed for holding the same or is unwilling to act as Chairman, the members present shall choose a Director or decline to take the Chair, they shall choose a member present, to be Chairman of the meeting.

#### Votes of members

19. Subject to any right or restrictions for the time being attached to any class or classes of shares:
- (a) On show of hands, every member present in person shall have one vote, and
  - (b) On a poll, the voting rights of members shall be, as laid down in Section 87 of the Act, as one vote for each share held and paid up.

#### Proxies

20. Any member of the Company entitled to attend and vote at meeting of the Company shall be entitled to appoint another person, whether member or not, as his proxy to attend and vote instead of himself on a poll. The instrument appointing a proxy shall be produced at the Registered Office of the Company and left there for at least forty-eight hours before being acted upon.

#### Validity of votes by proxy

21. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given and provided that no intimation in writing of such death, revocation or transfer have been received by the Company at its office before the commencement of the meeting or adjourned meeting for which the proxy is issued.

#### Number of Directors.

22. Until otherwise determined by the Company in a General Meeting, the number of Directors shall not be less than two or more than twelve. The following persons shall be the First Directors of the Company

**ASHOK KUMAR PADHY**  
**TRILOCHAN CHOUDHURY**

#### Appointment of Additional Director by the Board

23. Subject to the provisions of section 260 and 284(6) and other applicable provisions, if any, of the Act, the Board of Directors shall have power, at any time and from time to time to appoint a person as an Additional Director, provided two-thirds of them concur to the appointment. A person who has been removed from Directorship the Company by an Ordinary Resolution under Section 284 of the Act shall not be appointed as an Additional Director under this article. The Additional Director shall hold office only up to the date of the next Annual General Meeting of the Company but shall be eligible for election by the Company at the meeting as a Director. The number of Directors and Additional Directors together shall not exceed maximum strength for the Board of Directors fixed by Article 23(a).

24. Subject to limitation and restrictions as provided in the Article 24 & 25 and provisions of the Act, the Director shall be appointed by the Company in a General Meeting and the Director so appointed shall hold office for a period of one year from the date of the meeting or till the next Annual General Meeting.
25. The business of the Company shall, subject to the control of the Board of Director of the Company, be carried on by the Managing Director of the Company. All contracts, matters and things which shall be entered into, executed, undertaken or done by the said Managing Director or in his absence by any other Director on behalf of the Company shall be expressed to be entered into, executed, taken or done by him on behalf of the Company.

#### **Quorum of Directors Meeting**

26. The Quorum necessary for the transaction of business of the Board of Directors shall be two or one-third of the total number of directors, whichever is higher.

#### **Directors Fees**

27. Each Director may be paid out of the funds of the Company a fee of Rs.150/- (Rupees One hundred fifty only) for each meeting of the Board of Directors attended by him, in addition to the actual traveling, boarding and lodging expenses as may be incurred by him.

#### **Remuneration of Managing Director**

- a) The remuneration payable to the Managing Director and other Directors are to be decided in a General body Meeting.
- b) Further at a later date, if at any time the Company increases or decreases the remuneration of its Managing Director and Directors, the Company shall pay him such remuneration as may be decided by the Company in the General Meeting held, from time to time.
- c) The right of the Managing Director and full time Directors to the sitting fees to attend meetings of the Board of Directors or Committee thereof, however, will not be restricted or abrogated by payment of monthly remuneration specified above.

#### **Remuneration of Directors for special work**

28. Subject to the provisions of Section 314 of the Act, if any Director shall have performed extra or special services, whether on special committees or otherwise, securing or attempting to secure for the Company special contracts, rights, privileges or information or otherwise for any of the purposes of the Company, the Company shall remunerate such Director in such manner as the Board of Directors may determine, either by a fixed sum or by a percentage of profits or otherwise, as may be prescribed.

#### **Resolution without Board's meeting**

29. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all Directors, shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

#### Disclosure of Directors' Interest

30. Except with the consent of the Board of Directors of the Company required by Section 297 of the Companies Act, 1956, a Director of the Company, or his relative, in which such Director or relative is a partner or any other partner of such firm, shall not enter into any contract with the Company for the sale, purchase or supply of any goods, materials or services, or for underwriting the subscription of any shares or debentures of the Company, but such contract entered into, with such consent as aforesaid by or on behalf of the Company in which any Director shall be in any way interested, shall not be void by reason only of such Director holding that office of the fiduciary relation thereby established, but it is declared that the nature of the interest must be disclosed by him as required under Section 299 of the Companies Act, 1956.

#### General Powers of the Board

31. Subject to the provisions of the Act, the Board of Directors of the Company shall be entitled to exercise all such powers and do all such acts and things, as the Company is authorised to exercise and do, provided that the Board shall not exercise any power to do any act or thing which is directed or required, whether by any statute or by the Memorandum and Articles of Associations of the Company or otherwise, to be executed or done by the Company in General Meeting, provided however that the Board shall delegate its powers to the Managing Director or any other officer or a committee of the Board in such manner and to such extent as may be determined in a meeting of the Board of Directors, within limits prescribed under the Act.

#### Powers to borrow

32. The Board of Directors may from time to time raise or borrow any sum of money for and on behalf of the Company from the member or other persons, Companies, Banks or Financial Institutions or Directors may themselves advance money to the Company on such terms and conditions as may be approved by the Board of Directors.

#### Power to borrow Conditions of borrowing

33. The Board of Directors may, from time to time, secure the payment of such money in manner and upon such terms and conditions in all respect as the Board of Directors think fit and in particular by the issue of debentures or bonds of the Company or by mortgage of all or any part of the assets of the Company and of its uncalled capital for the time being.
34. Any debentures, bonds or other securities may be issued at a discount, premium or otherwise and special privileges, as to the redemption, surrender, drawings, allotment of shares and attendance at general meetings of the Company or otherwise.

## THE SEAL

### Seal of the Company

35. The Company shall have Common Seal and the Directors shall provide for the safe custody thereof. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or of a Committee of the Board authorised by it on that behalf, and except in the presence of at least two Directors or the Managing Director and such other person as the Board of Directors may appoint for the purpose and those two Directors or the Managing Director and the other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence. Such signature shall be conclusive evidence of the fact that the Seal of the Company has been properly affixed.

### Dividends

36. Subject to the provisions of Section 205 of the Act, the Company in general meetings may declare dividends, but no dividend shall exceed the amount recommended by the Board of Directors. The Board may from time to time pay the members such interim dividend as appears to it to be justified by the profits of the Company.

### Dividend Warrant

37. Every Dividend Warrant may be sent by post to the last registered address of the member entitled thereto and the receipt of the persons whose name, at the date of declaration of the dividend, appears from the register of members, as the owner of any share or in the case of joint holders, any one of such holders, shall be good discharge to the Company for all payments made in respect of such shares.

### No interest paid on dividend

38. No dividend shall bear interest.

## ACCOUNTS

### Maintenance of Accounts

39. The Company shall keep, in its Registered Office, proper books of Accounts in respect of all sums of money received and expenses made by the Company and the matters in respect of which the receipt and expenditure take place and all assets and liabilities of the Company and of all purchases of goods and services by or to the Company.

### Inspection of Account

40. The Directors shall, from time to time, determine whether, in any particular case or cases or generally, and to what extent and at what times and place and under what conditions or



regulations, the accounts and books of the Company or any of them shall be opened to the members not being a Director, who may have any right of inspecting any account or books or documents of the Company except as conferred by the statute or authorised by the Directors or by a resolution of the Company in general meeting.

#### Annual Audit

41. At each Annual General Meeting of the Company, the Company shall appoint an Auditor who shall hold office from the conclusion of the Meeting till the conclusion of next Annual General Meeting.

#### First Auditors

42. The Board of Directors shall appoint the first Auditors who will hold office until the first Annual General Meeting.

#### Auditors' Remuneration

43. The remuneration of the Auditors shall be fixed by the Company in General Meeting or in such manner as the Company in general meeting may determine. In case of Auditor appointed by the Board, the remuneration shall be fixed by the Board.

#### Secrecy Clause

44. Subject to the provisions of the Act, no member shall be entitled to visit or inspect any works of the Company without the permission of the Directors, Managing Director, Manager or Secretary to require discovery of any information respecting any detail of the Company's work or trading or any other matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interest of the member of the Company to communicate to the public.

#### WINDING UP

45. If the Company shall be wound up, the liquidator may, with the sanction of special resolution of the Company and any other sanction required under the Act, divide amongst the members, in species or in kind, the whole or any part of the assets of the Company, whether they shall consist of property of the kind or not.

We, the several persons whose names are subscribed below, are desirous of being formed into a Company in pursuance of this Articles of Association, and we respectively agree to take the number of shares of the Company set opposite to our respective names.

Names, Addresses, Description and Occupation with signature of the subscribers	Number of Equity Shares taken by each subscriber	Names, Addresses, Description and Occupations with Signatures of the Witness.
<p>Ashok Kumar Padhy ASHOK KUMAR PADHY S/O BIPRA CHARAN PADHY C-1/65, BANAJA APARTMENT UNIT-6, BHUBANESWAR PIN- 751003, ODISHA OCCUPATION- BUSINESS</p>	<p>80,000 (Eighty thousand)</p>	<p>I witness the signatures to the subscribers of Articles of Association</p> <p><i>[Signature]</i> BIPRA KUMAR AGARWALA S/O SRI RABI SHANKAR AGARWALA OLA COLLEGE LANE, NINCHOJAI CUTTACK-753000, ODISHA, INDIA OCCUPATION:- CHARTERED ACCOUNTANT IN PRACTICE.</p>
<p>Tri Lochan Choudhury TRILOCHAN CHOUDHURY S/O NARASINGHA CHOUDHURY 319, GROUND FLOOR AYURVEDIC COLLEGE ROAD</p>	<p>20,500 Twenty thousand</p>	
<p>MAUSIMA CHAK BHUBANESWAR PIN. 751002 OCCUPATION-BUSINESS</p>		
<p>TOTAL</p>	<p>1,00,000 (one Lac)</p>	

Dated: 26-03-2012  
Place: Bhubaneswar

Auroshree Constructions Pvt. Ltd.

*[Signature]*

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Managing Director

## Company Master Data

CIN	U70101OR2012PTC015412
Company Name	AUROSHREE CONSTRUCTIONS PRIVATE LIMITED
ROC Code	RoC-Cuttack
Registration Number	015412
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	7000000
Paid up Capital(Rs)	6000000
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	21/05/2012
Registered Address	PLOT NO-454 SAHID NAGAR BHUBANESWAR Khordha OR 751007 IN
Address other than R/o where all or any books of account and papers are maintained	-
Email Id	auroshreeconstructionpvtltd@gmail.com
Whether Listed or not	Unlisted
ACTIVE compliance	-
Suspended at stock exchange	-
Date of last AGM	30/11/2021
Date of Balance Sheet	31/03/2021
Company Status(for e filing)	Active

## Charges

Charge Id	Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
	Motor Vehicle (Hypothecation)	754594	27/10/2021	-	OPEN
	Immovable property or any interest therein; CG IN FAVOUR OF PRECASTERS INDIA PVT LTD	330700000	10/08/2016	-	OPEN
	Immovable property or any interest therein; Book debts; Floating charge; Movable property (not being pledge); HYPOTHECATION OF STOCKS AND RECEIVABLES	30000000	22/10/2020	-	OPEN
	Motor Vehicle (Hypothecation)	3000000	25/01/2022	-	OPEN

## Directors/Signatory Details

DIN/PAN	Name	Begin date	End date	Surrendered DIN
01385354	ASHOK KUMAR PADHY	21/05/2012	-	
05204669	TRILOCHAN CHOUDHURY	21/05/2012	-	
08309781	ABHIJIT PADHY	22/05/2019	-	
08309782	BABITA PADHY	22/05/2019	-	
08458138	ANKITA PADHY	22/05/2019	-	

Auroshree Constructions Pvt. Ltd.  
Asen Kumar  
Managing Director

# FORM NO. DIR-12

[Pursuant to sections 7(1) (c), 168 & 170 (2) of The Companies Act, 2013 and rule 17 of the Companies (Incorporation) Rules 2014 and 8, 15 & 18 of the Companies (Appointment and Qualification of Directors) Rules, 2014]



Particulars of appointment of directors and the key managerial personnel and the changes among them

**Form Language**  English  Hindi

**Refer the instruction kit for filing the form.**

1. \*This form is for  New company  existing company

2. (a) \* Corporate Identity Number (CIN) of company

U70101OR2012PTC015412

(b) Global location number (GLN) of company

Pre-fill

3. (a) Name of the company

AUROSHREE CONSTRUCTIONS PRIVATE LIMITED

(b) Address of the registered office of the company

319, GROUND FLOOR,  
AYURVEDIC COLLEGE ROAD, MAUSIMA CHHAK  
BHUBANESWAR  
Khordha  
Orissa  
751014

(c) E-mail ID of the company

bka.bbsr@gmail.com

4. Number of Managing director or director(s) for which the form is being filed

3

5. Details of the Managing Director, directors of the company

Auroshree Constructions Pvt. Ltd.  
Aseem Kumar  
Managing Director

1 Details of the Managing Director or Director of the company

i Director Identification Number (DIN)

ii Name

iii Father's name

iv Present residential address

v Nationality  vi Date of birth  vii Gender

viii  Appointment  Cessation  Change in designation x Date of Appointment or change in designation

ix Designation  (DD/MM/YYYY)

xi Category

xii Whether Chairman, Executive Director, Non-Executive Director

Chairman  Executive director  Non Executive Director

xiii DIN of such director to whom appointee is alternate

xiv Name of the director to whom such appointee is alternate

xv Name of the company or institution whose nominee the appointee is

xvi E-mail ID of director

xvii In case of cessation

Hereby confirmed that the above mentioned  Director  Managing director xviii is not associated with the company with effect from  (DD/MM/YYYY) xix due to

xx Interest in other entities

xxi Number of such entities

xxii \*CIN/LLPIN/FCRN/Registration number

xxiii \*Name

xxiv \*Address

xxv Nature of interest

xxvi \*Designation

xxvii Percentage of Shareholding  xxviii Amount

xxix Others (specify)

**Auroshree Constructions Pvt. Ltd.**

*Ashok Kumar*  
**Managing Director**

1 Details of the Managing Director or Director of the company

i Director Identification Number (DIN)

ii Name

iii Father's name

iv Present residential address

v Nationality  vi Date of birth  vii Gender

viii  Appointment  Cessation  Change in designation x Date of Appointment or change in designation

ix Designation  x Date of Appointment or change in designation (DD/MM/YYYY)

xi Category

xii Whether Chairman, Executive Director, Non-Executive Director

Chairman  Executive director  Non Executive Director

xiii DIN of such director to whom appointee is alternate

xiv Name of the director to whom such appointee is alternate

xv Name of the company or institution whose nominee the appointee is

xvi E-mail ID of director

xvii In case of cessation

Hereby confirmed that the above mentioned  Director  Managing director xviii is not associated with the company with effect from  (DD/MM/YYYY) xix due to

xx Interest in other entities

xxi Number of such entities

xxii \*CIN/LLPIN/FCRN/Registration number

xxiii \* Name

xxiv \* Address

xxv Nature of interest

xxvi \* Designation

xxvii Percentage of Shareholding  xxviii Amount

xxix Others (specify)

Auroshree Constructions Pvt. Ltd.

*Asim Kumar*  
Managing Director

1 Details of the Managing Director or Director of the company

i Director Identification Number (DIN)

ii Name

iii Father's name

iv Present residential address

v Nationality  vi Date of birth  vii Gender

viii  Appointment  Cessation  Change in designation x Date of Appointment or change in designation   
(DD/MM/YYYY)

ix Designation

xi Category

xii Whether Chairman, Executive Director, Non-Executive Director  
 Chairman  Executive director  Non Executive Director

xiii DIN of such director to whom appointee is alternate

xiv Name of the director to whom such appointee is alternate

xv Name of the company or institution whose nominee the appointee is

xvi E-mail ID of director

xvii In case of cessation

Hereby confirmed that the above mentioned  Director  Managing director xviii is not associated with the company with effect from  (DD/MM/YYYY) xix due to

xx Interest in other entities

xxi Number of such entities

xxii \*CIN/LLPIN/FCRN/Registration number

xxiii \* Name

xxiv \*Address

xxv Nature of interest

xxvi \*Designation

xxvii Percentage of Shareholding  xxviii Amount

xxix Others (specify)

Auroshma Constructions Pvt. Ltd.

*Aseem Kumar*  
Managing Director

6. Number of manager(s), secretary(s), Chief Financial Officer or Chief Executive Officer for which the form is being filed

7. Details of manager(s), secretary(s), Chief Financial Officer or Chief Executive Officer of the company

1	i	Director Identification Number (DIN), if any	<input type="text"/>	<input type="button" value="Pre-fill"/>
	ii	Income Tax permanent account number (PAN)	<input type="text"/>	<input type="button" value="Verify Details"/>
	iii	<input type="radio"/> Appointment <input type="radio"/> Cessation		
	iv	Membership number of the secretary	<input type="text"/>	
	v	First Name	<input type="text"/>	
	vi	Middle Name	<input type="text"/>	
	vii	Last Name	<input type="text"/>	
	viii	<b>Father's name</b>		
	ix	First Name	<input type="text"/>	
	x	Middle Name	<input type="text"/>	
	xi	Last Name	<input type="text"/>	
	xii	Present residential address	xiii Line I	<input type="text"/>
			xiv Line II	<input type="text"/>
	xv	City	<input type="text"/>	
	xvi	State	<input type="text"/>	xvii Pin Code <input type="text"/>
	xviii	ISO Country Code	<input type="text"/>	
	xix	Country	<input type="text"/>	
	xx	Phone	<input type="text"/>	xxi Fax <input type="text"/>
	xxii	Date of birth	<input type="text"/>	(DD/MM/YYYY)
	xxiii	Designation	<input type="text"/>	
	xxiv	Date of Appointment or cessation	<input type="text"/>	(DD/MM/YYYY)
	xxv	E-mail ID	<input type="text"/>	

**Attachments**

List of attachments

Auroshree Constructions Pvt. Ltd.  
*Ashw Kumar*  
Managing Director



- (1) Declaration by first director
- (2) Declaration of the appointee director in Form No. DIR-2;
- (3) Notice of resignation;
- (4) Evidence of cessation;
- (6) Optional attachment(s) - if any.

Attach	DIR-2.pdf RESOLUTION.pdf PAN CARD.pdf AADHAAR CARD.pdf
Attach	
Attach	
Attach	
Attach	
Remove attachment	

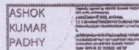
**Declaration**

I \* ASHOK KUMAR PADHY

- A person named in the articles as a \_\_\_\_\_ of the company  
(in case if a new company) or
- authorized by the Board of Directors of the Company vide \_\_\_\_\_  
number dated 22/05/2019

to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I also declare that all the information given herein above is true, correct and complete including the attachments to this form and nothing material has been suppressed.

**\* To be digitally signed by**



\* Designation Director

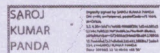
\* Director identification number of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the secretary 01385354

**Certificate by practicing professional**

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and Rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order ;
- All the required attachments have been completely and legibly attached to this form;
- It is understood that I shall be liable for action under Section 448 of The Companies Act, 2013 for wrong certification, if any found at any stage.

**\* To be digitally signed by**



- Chartered accountant (in whole-time practice) or  Cost accountant (in whole-time practice) or
- Company secretary (in whole-time practice)

\*Whether Associate or fellow  Associate  Fellow

Membership number 5071

Certificate of Practice Number 3699

Modify	Check Form	Prescrutiny	Submit
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**This eForm has been taken on file maintained by the Registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.**