



प्रारूप 1

पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U70101OR2011PTC013878

2011 - 2012

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

SIDHIVINAYAK INFRASTRUCTURE AND DEVELOPERS 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 आठ जुलाई दो हजार ग्यारह को कटक में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U70101OR2011PTC013878

2011 - 2012

I hereby certify that SIDHIVINAYAK INFRASTRUCTURE AND DEVELOPERS 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 Eighth day of July Two Thousand Eleven.

Validity unknown  
Date: 07/08/2011  
Time: 11:20:56  
GMT+5:30

Registrar of Companies, Orissa

कम्पनी रजिस्ट्रार, उड़ीसा

\*Note: The corresponding form has been approved by BIBEKANANDA MOHANTY, 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:  
SIDHIVINAYAK INFRASTRUCTURE AND DEVELOPERS PRIVATE LIMITED  
SURYA APPARTMENT, FLAT NO-001, BJB NAGAR,  
BHUBANESWAR - 751014,  
Orissa, INDIA



MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**SIDHIVINAYAK INFRASTRUCTURE AND  
DEVELOPERS PRIVATE LIMITED**

THE COMPANIES ACT, 1956

(PRIVATE COMPANY LIMITED BY SHARES)

THE COMPANIES ACT, 1956

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

**SIDHIVINAYAK INFRASTRUCTURE AND DEVELOPERS  
PRIVATE LIMITED.**

- I. The name of the Company is **SIDHIVINAYAK INFRASTRUCTURE AND DEVELOPERS PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in the State of Orissa.
- III. The objects for which the Company is established are:
  - (A) The Main objects to be pursued by the Company on its Incorporation are:
    1. To carry on the business of real estates such as to purchase or otherwise acquire lands, houses, buildings, sheds and other fixtures on lands and buildings and to dispose them or by sale, on lease, let out on rent, contract or any agreement, to construct, erect, maintain, buy and sell lands, houses, apartments to any person and on such terms and conditions, as may be deemed fit by the company, to acquire, improve, manage, develop all rights in respect of lease hold and freehold rights of properties and to sell and dispose of, turn to account and otherwise deal with the properties of all kinds including land, building patent & copy rights, and sell import, export to deal in cements, bricks, iron, hard wares, paints, sanitary fittings.
    2. To carry on the business of builders, contractors, dealers in and manufacturers of prefabricated and recast houses, buildings, apartments and to lay out, develop, construct, build, erect, demolish, re-erect, alter, repair, re-model or to do any other work in connection with any building or building scheme, roads, highways, sewers, bridges, canals, wells, dams, reservoirs, Embankment, irrigations, reclamations, improvements, sanitary, water, gas, electric, light, telephonic, telegraphic and power supply works, or any other structural or architectural work of any kind and for such purpose estimates, designs, plans, specifications or to render consultancy there for or do the business of Contractors, builders, Engineers, agro, farming, External and interior decorators and building construction and real estates.

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

1. To seek/get advise in respect of the Main object of the company.
2. To act as carriers by road, water, or air for goods and passengers and forwarding agents, commission agents, refreshment contractors, provision store keepers, ware house man and bonded ware house man for the attainment of the main objects.
3. To undertake and execute contracts for works involving the supply or use of machinery in which the company deals, component parts, spare parts and accessories and fittings of all kinds for the articles and things mentioned above as used in or capable of being used in connection with the manufacture maintenance and working thereof and to carry out ancillary or other works comprised in such contracts for attainments of main objects.
4. To purchase take on lease or exchange or otherwise acquire properly rights or privileges which are the company may think necessary or convenient for the purpose of its business.
5. To borrow or raise money, or receive monies on interest or otherwise in such manner as the company may think fit for the business of the company including by convertible into shares, or perpetual annuities and on security of any such money so borrowed raised or received, to mortgage, pledge or charge the whole or any part of the property assets or revenue of the company present or future , including its uncalled capital and other powers as may seem expedient and to purchase, redeem or pay off any such securities pursuant to the provisions of the Companies Act, 1956,
6. To Purchase, take on lease, or in exchange, hire or otherwise acquire any estates, land or lands, in India or elsewhere and any rights privileges and easements and concessions and factories machinery, implements, tools, live and dead stock, stores effects and other property, real or personal, immovable or movables of any kind.
7. To buy or generate for its own use or otherwise steam, heat, light, electricity, gas motives power and hydro electric or water power.
8. To construct, maintain and alter any buildings or works, necessary or convenient for the purpose of the company and to purchase, hire, construct, improve, maintain, work, manage, carry out, or control any roads, branches or siding, bridges, reservoirs, watercourses, river transport services.

9. To acquire from any sovereign, state of authorities in India, or elsewhere, any concessions, grants decrees, rights, powers and privileges whatsoever, which may seem to the company, capable of being turned to account, and to work, develop, carry out, exercise and turn to account the same.
10. To enter into any arrangement or agreement with any Government, state or authority, municipal, local or otherwise or any corporation, companies, or person that may seem conducive to the attainment of the company's objects or any of them and to obtain from any such Government, state authority, corporations, company or persons, any right, privileges or concessions and to carry out, exercise and comply with such arrangement or agreement.
11. To apply for, promote, and obtain any act of Legislature or other authority for enabling the company, to carry out any of its objects into effect, or for effecting any modification of the company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly, or indirectly to prejudice the company's interests.
12. To acquire by purchase or otherwise for the business, or the company in India, or elsewhere, any lands manufacturing buildings, mills, plants, engines, machinery and other things found necessary for the purpose of the company.
13. To acquire by purchase, exchange or otherwise land, buildings and hereditaries or any tenure or description situated in any place in India or elsewhere and any estate or interest there in, any right over or connected with land so situated and turn the same into account as may seem expedient and in particular by preparing building sites and by constructing, altering, improving decoration, furnishing the same to achieve above objects.
14. To Construct, erect, build repair, remodel, demolish, develop, improve and maintain, buildings, houses, apartments, hospitals, schools, places of workshop, highways, roads, paths streets and to do other similar constructions and for these purpose to purchase, take on lease, or otherwise acquire and hold any land and prepare layout thereon or buildings or any tenure or description wherever situate, or rights or interest therein or concerned therewith for the purpose of attaining the main objects or the company.
15. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for the market and otherwise in all kinds of plant, machinery, tools, apparatus articles and those necessary for carrying on any of the main objects or process of the company, usually dealt in by persons engaged in the like business or process and to alter, prepare, remodel, clean, renovate, convert, main objects of the company.
16. To tender, supply, arrange, for the supply, enter into contract with other undertaking or sublet the contract when so required or in respect of production, manufacture, sale or to dispose of the same, any goods or articles, products in pursuance of or carrying on the aforesaid main business.

17. To appoint technical and professional personnel for various posts under the company for effective conduct of business.
18. To install, purchase or otherwise acquire processing know how, machineries and such other accessories for the purpose of supplementing the main objects of the company.
19. To purchase or otherwise obtain any movable or immovable, properties, including transport vehicles for carrying out the main objects of the company.
20. Subject to the provisions of Companies Act, 1856 to give any donation or grant for any religious educational charitable or any other social purpose or for the benefit of humanity or any section thereof.
21. To grant allowances, gratuities and bonus to the employees, ex-employees of the company and to support or subscribe to any charitable or other institutions, clubs, societies of funds.
22. To appoint legal advisors and to engage legal practitioners for the company to appear before any court, Tribunal or other authorities on its behalf and representing the company in suits and proceedings or to refer any of the company's matters to arbitration.
23. To pay all or any contingent or preliminary charges incidental to the promotion, formation, establishment and registration of the company.
24. To open account in any Bank/Banks and to make, accept and endorse and execute promissory notes, bills of exchanges and bills of exchanges and other negotiable instruments.
25. To acquire, undertake and to work the whole or any part of business properties, assets and liabilities of any persons, firm or company carrying on or in case of a company formed to carry on any business which this company is authorized to carry on or possessed of property suitable for the purpose of this company.
26. To sell, allot, invest or dispose off any asset of company in any manner and terms for attainments of its main objects.
27. To pay for any rights or property acquired by the company and to remunerate any person, firm or body corporate rendering service to the company either by cash payment or allotment to him or them of shares or securities of the company as paid up in full or in part or otherwise.
28. To guaranty the performance of any contract or obligations and the payment of money unsecured of secured of or interest on any securities of any company, corporations firm of person in any case which in such guarantee may be considered likely directly or indirectly to further the main objects of the company.

29. To invest any money of the company not immediately required in such investments other than share or stock in the company as may be thought proper and to hold, sell or otherwise deal with such investments, subject to the provisions of the companies Act, 1956, but the company shall not carry on the business of Non banking finance company as per the Banking Regulations Act, 1949.
30. Subject to the provisions under the companies act, 1956 to set apart or create a reserve out of the profits, for improving, expanding, adding to and for the fair conduct of the business of the company.
31. To take or concur in taking all such steps, and proceeding as may be calculated to uphold and support, the credit of the company and to avert and minimize financial disturbance which might affect the company.
32. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, and other negotiable or transferable instruments of securities.
33. To procure the registration or recognition of the company in or under the laws of any place in or outside India and other negotiable or transferable instruments of securities.
34. To apply for recognition as Export House, apply for import entitlement, export incentives, drawbacks and exercise such other rights and privileges of Export and import undertakings,
35. To apply for purchase or otherwise acquire any patents, copyrights, brevets, licenses, concessions and the like conferring and exclusive or limited rights to use, any secret or other information as to any inventions which may seem capable of being used for any purpose of the company or the acquisition of which may seem to be expedient to the benefit of the company and to use, exercise, develop or grant license in respect or of otherwise turn to account the property rights and information acquired.
36. To adopt such means of making known the business of the company as may seem expedient and in particular by advertisement in the press by circulation, by purchase and exhibition of works of arts or interest, by publications of books and periodicals and by granting prizes, rewards and donations.
37. To appoint constitute, establish, close down, reopen branches and reappointment of agents and representatives of the company in India and abroad,
38. To Purchase or otherwise acquire from time to time and to manufacture and deal in all such raw materials, stores, stocks in trade goods including finishing goods as may be necessary, expedient or convenient to any main business carried on by the company,

39. To distribute any of the company's property amongst the members in specie or kind as permissible under the provisions of the companies Act, 1956, and rules made thereunder and companies court rules, 1959.
40. To enter into partnership or into any arrangements for sharing profits, union of interest, co-operation joint venture reciprocal concession or otherwise any person or company carrying on or engaged in or about to carry on any business or transactions, which this company is authorized to carry on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the company and to take or otherwise acquire and hold shares or stock in any such company, but the company shall not carry on the business as investment company.
41. To amalgamate with any company or companies having objects all together or part thereof similar to those of the company subject to the Companies Act, 1956,
42. To employ and remunerate any experts foreigner or Indian in connection with planning and developments of main business of the company.
43. Subject to the provisions of the Companies Act, 1956 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 provided that the company shall not carry any banking business as defined in Banking Regulation Act, 1949.
44. To take or otherwise acquire & hold shares in other companies per the provisions of companies Act 1956.
45. To appoint attorneys and agents whether on commission or otherwise constitute agencies and such agencies of the company in field or elsewhere.

**(C) Other Objects: -**

1. To carry on the business of letting out on lease of movable properties of all kinds including plants machinery, refrigerators, air conditioning machinery and equipment's internal communication systems and equipment's, furniture and fixtures, computers, computer programs, software, office equipments of all kinds, security systems, drier, power generators, hotel equipment's and motor vehicles of all kinds for the attainment of the main objects of the company.
2. To sell, import, export, buy, manipulate, and deal in kinds of chemicals, cosmetic, pharmaceutical, Chemicals and all allied substances thereof including portable and industrial alcohol.
3. To carry on the business of chemists, physicists, mechanics, metallurgists, smelter, metal founders, miners, metal, sprayers, mill-wrights, machinists and manufacturers machinists and manufacturers of machinery parts. Mechanical conveyors, hardwires of every description,



4. To construct, built, equip, own and maintain and to carry on business as keepers of cold storage chambers, ice plants, godowns, warehouses, refrigerators, freezing houses and room coolers.
5. To plant, cultivate , produce and raise sugar cane, cotton, jute, hemp, flax, food grains, oilseed, fruits and seeds, nuts, vegetables and to prepare, preserve, manufacture, crush and render marketable any such produce and to deal in the same.
6. To obtain lease and sublease, mining leases, prospecting licenses, quarry leases, brick kiln leases, stone crushing, mineral crushing from any private, local authorities or Government and exploit them and to deal with the products for the attainment of main objects of the company.

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

V. The authorized share(s) capital of the Company is 1000000 (Ten lakh Rupees) divided into 100000 (One lakh) Equity Shares of Rs 10/- (Rupees Ten) each with power to increase and reduce the share capital for the time being into several classes and to attach thereto respectively such preferential or such other rights, privileges or conditions as may be determined in accordance with regulation of the company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided.

We the Several Persons whose name and address subscribed here to are desirous of beings formed into a company in pursuance of the MEMORANDUM OF ASSOCIATION and we respectively agree to take the number of equity shares in the capital of the company as set against to our respective names.

SL. NO.	Signature, Name, Address, Description & Occupation of Subscriber	Number of Equity Shares taken by Subscribers	Signature of Subscriber	Signature, Name, Description of Witness & Occupation
1	2	3	4	5
1	Biswanjan Bahit s/o Sushin K. Bahit Neelanchal nagr Berhampur Dist - Ganjam ORISSA pin - 750010 Occupation: Business	5000 (Five thousand)	Biswanjan Bahit	<p>All the signatories to this Memorandum of Association signed in my presence. I hereby witness all the signatories.</p> <p>CA. RAMOD KUMAR PANDA, ICAI. Mem No: 0522501 90 DAMODAR PANDA Bhawa Nagar, Law-I, Berhampur-760004, Orissa</p>
2	Amit Parja s/o Manoranjan Parja Ramagadh, Kanika Spore Cuttack, Dist - Cuttack ORISSA. PIN:- 753008 Occupation: BUSINESS	5000 (Five thousand)	Amit Parja	
3	Aditya Kumar Nayak s/o Koupalindhu Nayak Flat no. 001, Surya Apartment B.S.B. nagar BBSR - 14 Dist - Khurda Occupation - Business	5000 (Five thousand)	Aditya Kumar Nayak	

Place: Berhampur  
Date: 07/07/2011

We the Several Persons whose name and address subscribed here to are desirous of being formed into a company in pursuance of the MEMORANDUM OF ASSOCIATION and we respectively agree to take the number of equity shares in the capital of the company as set against to our respective names.

SL. NO.	Signature, Name, Address, Description & Occupation of Subscriber	Number of Equity Shares taken by Subscribers	Signature of Subscriber	Signature, Name, Description of Witness & Occupation
1	2	3	4	5
4	Prayambad Rana Mohapatra S/o - Kasinath Rana Plot no- 129, Madhusudan Nagar BBSR - 01 Dist - Khurda Orissa Occupation - Business	5000 (five thousand)	Prayambad Rana Mohapatra	All the signatories to the memorandum of Association signed in my presence. I hereby witness all the signatories.  CA. PRAMOD KUMAR PANDA, 104 Main No: 052501 S/o DAMODAR PANDA Bhawa Nagar, Lane I, Berhampur - 760004, Orissa

Place: Berhampur  
Date: 07/01/2011

20000  
(Twenty thousand)

**(COMPANY LIMITED BY SHARES)**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**SIDHIVINAYAK INFRASTRUCTURE AND DEVELOPERS**  
**PRIVATE LIMITED**

**1. APPLICATION OF TABLE 'A'**

Subject to anything to the contrary hereinafter provided, the regulations contained in Table-'A' in the First Schedule to the Companies Act, 1956 (hereinafter referred to as "The Act") and applicable to Private Limited Companies shall apply to the Company.

**2. INTERPRETATIONS & DEFINITIONS**

(i) **EXPRESSION:** "Expression" referring to writing shall be construed as, including references to printing, lithography, photography and other modes of representing or reproducing words in available form.

(ii) **THE ACT:** "The Act" means the Companies Act, 1956 and every statutory modifications or re-enactment thereof and references to sections of the Act shall be deemed to mean and include reference to sections enacted in modification or reenactment thereof.

(iii) **THE COMPANY:** In these regulations unless the context otherwise requires "The Company" means **SIDHIVINAYAK INFRASTRUCTURE AND DEVELOPERS PRIVATE LIMITED**

(iv) **THE REGULATIONS:** "The Regulations" means these Articles of Association as originally formed or as altered from time to time.

**3. PRIVATE COMPANY:**

The Company is a "Private Company" within the meaning of Section 3(i)(iii) of the Act 1956, which has a minimum paid up capital of one lakh 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 in, or debentures of the Company.

(ii) The number of members of the Company exclusive of persons who are in the employment of the Company or who having been formerly in the employment of the Company, while in the employment ceased shall be limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this regulations be treated as a single member.

(iii) The right to transfer the shares in the Company shall be restricted in the manner and to the extent hereinafter provided.

(iv) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

#### 4. SHARE CAPITAL:

(i) The authorised share(s) capital of the Company is Rs.10,00,000 (Ten lakh Rupees) divided into 1,00,000(One Lakh) Equity Shares of Rs.10/- (Rupees ten) each with power to increase and reduce the share capital for the time being into several classes and to attach thereto respectively such preferential or such other rights, privileges or conditions as may be determined in accordance with regulations of the company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided.

(ii) a) The Company may from time to time by ordinary resolution increase the share capital by such sum to be divided into share(s) of such amount as may be specified in the resolution.

b) The Company may by ordinary resolution cancel any shares which at the due/or passing or resolution have not been taken or agreed to be taken by any person.

#### 5. FORFEITURE :

If any member fails to pay any call or installment of a call on or before the date fixed for the payment of the same, the Board shall within reasonable period serve a notice on such member requiring him to pay the same with an interest of six percent per annum from the date fixed and all expenses by reason of such time lapse incurred by the Company and on expiry of thirty days from the date of receipt of such notice, if the money is not paid, the shares shall be forfeited by a resolution of Board.

#### 6. LIEN :

The Company shall have a first and paramount lien upon and the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds or sale thereof for all moneys (whether solely or jointly with others) called or payable at any time in respect of such shares and no equitable interest in any shares shall be created. Such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares, unless otherwise agreed the regulation of a transfer of shares operate as a waiver of the Company's lien if any on such shares. The Directors may at any time declare any shares wholly or in part to be exempted from the provisions of this clause.

#### 7. TRANSFER & TRANSMISSION:

a) The Board shall offer the shares to the existing members first and in case they refuse that shall be offered to the persons to whom the transferor or proposes, subject to the regulations in this Article.

b) No transfer of share shall be made or registered without the previous sanction of the Board.

(c) The Directors may refuse to register any transfer of shares, grounds that may include

i) When the share is not fully paid up.

ii) When the transfer is a debtor to the Company.

iii) Where the proposed transferee is not a desirable person to be admitted as a member of the Company.

#### **8. MANAGEMENT:**

(i) Subject to the provisions of the Act, the control of the Company shall be vested in the Board, who shall be entitled to exercise all such powers and to do all such acts, 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 law 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 contained in that behalf in the act or another Act or in the Memorandum of the Company or in these Articles or in any regulation not inconsistent there with duly made thereunder, including 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.

(ii) The Board may delegate such of its powers as may be permitted by the Act to such director, officer or committee of directors, or persons as may be considered appropriate.

#### **9. BORROWING POWER: -**

Subject to the provision of the Companies Act, 1956, the directors may from time to time, at their absolute discretion raise or borrow any sum of money for the purpose of the Company and from any person, Commercial Bank, Financial Institutions, Firm, Company or Government and may secure the payment of such money in such manner and upon such terms and conditions as they think fit and in particular by mortgage, Charge or lien upon all or any of the property or asset of the Company (both present & future) including its un-called Capital or by the issue of debentures or debenture stock of the Company or by making, drawing, accepting or endorsing on behalf of the Company any promissory notes, bills of exchange or giving or issuing any other security of the company for the time being.

#### **10. BOARD OF DIRECTORS:**

(i) The number of Directors shall not be less than two and unless otherwise determined by the Company in General Meeting the number shall not be more than nine.

(ii) Directors shall not be required to hold any qualification shares.

iii) The following persons shall be the first directors of the Company.

1. **MR. BISWARANJAN BAHIDAR**

2. **MR. AMIT PARIJA**

3. **MR. ADITYA KUMAR NAYAK**

(iv) Where any Financial Institution or Bank or the Central or State Government subscribed to the share capital of the Company, make loans to it, give guarantee or provide security in connection with the grant of a loan to or the supply of machinery or other equipment to the Company and by the terms of such loans, advance, guarantee, security or subscription of shares any such body becomes entitled by their regulations to appoint a Director (hereinafter

called as the nominee directors) in the Company if that be agreed to as a condition of the grant of a loan or giving of such guarantee of providing of security etc, the directors so appointed shall hold office as per the terms of Articles. Such Directors shall be paid such traveling and other expenses etc, for attending the Board meeting as may be provided under the rules of the financial institutions, Bank or Government, which they represent.

(v) The Board may appoint an alternate director to act for a Director during his absence from the state in which meeting, of the Board are ordinarily held for a period of not less than three months and such appointment shall have effect and on such appointment whilst he holds office as an alternate Director, shall be entitled to notice of meeting of the Board and to attend and vote there at accordingly, but he shall ipso facto vacate office if and when the original director returns to the state in which meeting of the Board and ordinarily held or the Original Director vacates office as a Director.

vi) The Board of Directors shall have power to appoint Additional Directors subject to the provisions of Section 260 of the Act.

(vii) The office of the Directors shall be vacated under any of the circumstances discussed Under Section 283 of the Act.

(viii) Excepting the nominee Directors, all other Directors shall retire in every Annual General Meeting.

(ix) The Directors shall be appointed at General Meeting only except the Additional Director, the alternate Director and the Director appointed to vacate casual vacancy. However unless otherwise disqualified the directors so retire shall be eligible for appointment.

(x) A Director can resign from his office serving thirty days clear notice to the Board. His resignation shall have effect only from the date of acceptance by Board. However such resignation shall not relinquish a Director from liabilities and obligations already incurred.

(xi) The Board can fill a casual vacancy made by a Director.

## 11. BOARD MEETING :

(i) The Directors may meet together for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit, subject to the provisions of Section 285 of the Act.

(ii) The Board shall meet at least once to every three months for the dispatch of business and at least four such meetings shall be held in every year. Notice in writing of every meetings of the Board shall be given to every Director for the time being at his usual address.

(iii) The quorum for a meeting of the Board shall be one third of its total strength or two directors, which ever is higher.

(iv) The Chairman of the Board of Directors shall be entitled to take the chair at every meetings if he is not present within fifteen minutes of the time appointed for holding such meeting, then the director present shall elect one of their members to be the chairman of the meeting.

(v) Each Director shall receive out of the funds of the company by way of sitting fees not exceeding Rs.250/- (Rupees two hundred and fifties only) for attending each meeting of Board or committee thereof. In addition to this sitting fees the Directors shall be entitled to be paid

their reasonable traveling, hotel and other expenses incurred in connection with attending Board or committee meetings or otherwise incurred in the discharge of their duties as Director.

(vi) Save as otherwise expressly provided in the Act, a resolution shall be valid and effectual as it has been passed at a meeting of the Board or committee thereof, as the case may be duly convened and continued if a draft thereof in writing as circulated, together with the necessary papers, if any, to all the directors or to all the members of the committee of the Board, as the case may be than in India (not being less in number than the quorum fixed for a meeting of the Board or committee as the case may be) and to all other Directors or members of the committee, at their usual address in India, and has been approved by such of Directors as are then in India or by a majority of such of them as are entitled to vote on the resolution.

## **12. DIRECTORS REMUNERATION :**

i) Subject to the provisions of Section 314 of the Act, any Director being willing, shall be called upon to perform extra service or to make any special exertion for the purpose of the business of the Company or in giving special attention to the business, of the company or as a member of a committee of the Board or otherwise, then the Board may remunerate such director/directors either in addition to or in substitution for any other remuneration in which he may otherwise be entitled.

(ii) Subject to the provisions of the companies Act, amended from time to time the whole time Directors shall be remunerated monthly or otherwise by way of salary, perquisite, commission or any other mode of payments determined by the Company in General Meeting from time to time.

## **13. MANAGING DIRECTOR:**

(i) The board may from time to time appoint a Director to the office of the Managing Director and/or Joint Managing Director of the company on such terms and conditions as the board may think fit and for a fixed terms or without any limitations to the period for which he has to hold such office and from time to time (subject to the provisions of any contract between him and the company) remove or dismiss him from office and appoint another in his place.

(ii) A Managing Director shall (subject to the provisions of any contract between him and the company) be subject to the same provisions as to resignation and removal as the other Directors and shall Ipso facto and immediately cease to be Managing Director, if he ceases to hold the office of Director for any cause.

(iii) The Managing Director shall be paid such remuneration as may be sanctioned by the Board from time to time which may be by way of salary or commission or participation in profits or by any or all of these modes, subject to the Companies Act amended time to time.

(iv) Subject to the provisions of the Act, the Board may from time to time entrust to and confer upon the Managing Director for the time being such of the powers as are exercisable under



these articles by the Board as it may think fit and entrust or confer such powers for such periods and to be exercised for such objects and purposes and upon such terms and conditions and with such restriction as it may think fit. The Board may from time to time revoke, withdraw, alter or vary all or any of such powers.

(v) Mr. Biswaranjan Bahidar shall be the first Managing Director of the Company.

#### 14. GENERAL MEETING:

(i) The Annual General Meeting of the Company shall be held within the period as specified in Section 166 of the Act read with the provisions contained in Section 210 of the Act.

(ii) The Board may, whenever thinks fit, call for an Extraordinary General meeting:

(iii) The Board shall on requisition of such number of members which shall be holding not less than one-tenth of the paid-up capital of the Company of the date of the deposit of the requisition, call an Extraordinary General Meeting.

(iv) No business shall be transacted at any General Meeting unless a quorum of the members personally present at the time, when the meeting is conducted.

(v) As provided in Section 171 of the Act, not less than 21 days notice shall be given of every General Meeting of the company however, a meeting with a short notice shall also be valid when sixty percent of the members present at the meeting given their consent in writing. The consent may be obtained even at the meeting.

(vi) The accidental commission to give any such notice or its non-receipt by any member or other person to whom it should have been given, shall not indicate the proceedings of a meetings.

#### 15. CHAIRMAN :

(i) The Board may from time to time appoint any Director to be the Chairman of the Board for a fixed term or without any limitation as to the period for which he is to hold such office.

(ii) The Chairman of the Board shall be subject to the same provisions as to resignation and removal, as the other Directors and he shall ipso facto and immediately cease to be Chairman if he ceases to hold the office of Director for any cause.

(iii) The Chairman of Board shall be the Chairman for all the General Meetings of the Company. If the Chairman is absent within fifteen minutes of the meeting or he expressly his unwillingness to act as such the members present may elect any of them as Chairman of the meeting.

#### 16. ACCOUNTS:

(A) The Board shall cause to be kept in accordance with section 209 of the Act proper books of account with respect to:

(i) All sums of money received and spent by the Company and the matter in respect of which the receipt and expenditure take place.

(ii) All sales and purchases of goods by the Company.

(iii) All assets and liabilities of the Company.

(B) The books of account shall be kept at the registered office or at such place in India as the Board thinks fit and shall always be open for inspection by the Director during business hours.

#### 17. AUDIT:

Auditors shall be appointed and their duties regulate in accordance with the relevant provisions of the Act.

18. The Company may be General meeting, on the recommendation of the Board, capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution, the company may also issue bonus shares by capitalising its profit and following the law.

#### 19. DIVIDENDS:

(i) The Company in General meeting may declare dividends so that no dividends shall exceed the amount recommended by the Board and subject to the provisions of the Acts and rules made thereunder.

(ii) The Board may from time to time pay to the members interim dividends as appears to be justified by the profits of the Company.

(iii) The Board shall transfer to reserve out of the profit of the Company, such as required by law for the time being in force before declaration of dividend.

(iv) The Board may deduct from any dividend payable to any member all sums of money, if any, payable by him to the company on account of call or otherwise in relation to the share of the Company.

#### 20. SEAL:

The Directors shall procure a seal whether metallic or rubber to be made for the safe custody thereof. The seal shall not be affixed to any instrument except by the authority of the Board or a committee of Directors. Every instruments or deed to which the seal is affixed shall unless the same is executed by a duly constituted attorney of the Company, be signed by one Director in whose presence the seal is so affixed provided, however, the share certificates shall be sealed in accordance with the provision of the companies (issue of share certificates) Rules 1960 as in force from time to time.

21. Every Director, Secretary, Trustee for the Company, its members of a committee, officer, servant, agent, accountant or other persons employed in or about the business of the Company before entering upon his duty may be called upon to sign a declaration pledging himself to observe a strict secrecy with its customers and the state of accounts with individuals and in matters relating thereto, and shall be such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do 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 under the Act.

22. (a) Subject to Section 201 of the Act every officer or agent for the time being of the company shall be indemnified out of assets of the Company against any liability incurred by him in defending any 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.

(b) Every officer or agent for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings.

### 23. WINDING UP :

(i) If the Company shall be wound-up the assets available for distribution among 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 the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up as at the commencement of winding up on the shares held by them respectively. And if in an winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the paid up capital at the commencement of the winding up the excess shall be distributed among the members in proportion to the capital at the commencement of the winding 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 holders of shares issued upon special terms and conditions.


(ii) If the Company shall be wound up whether voluntary or otherwise on liquidators may, with the sanction of a special Resolution, divide amongst the members in specie or kind any part of the assets of the Company or vest such in, upon such trusts for the benefit of the members or any of them as the liquidators with the sanction shall think fit.

We the Several Persons whose name and address subscribed here to are desirous of beings formed into a company in pursuance of the ARTICLES OF ASSOCIATION and we respectively agree to take the number of equity shares in the capital of the company as set against to our respective names.

SL. NO.	Signature, Name, Address, Description & Occupation of Subscriber	Number of Equity Shares taken by Subscribers	Signature of Subscriber	Signature, Name, Description of Witness & Occupation
1	2	3	4	5
1	Biswanaj Bahid S/O Sushila K. Bahit Neelechhet nagr Berhampur Dist - Cuttack ORISSA Pin - 750 010 Occupation :- Business	5000 (Five thousand)	Biswan Bahit	I hereby witness to the signatories to the Articles of Association. All the signatories signed in my presence.  CA. PRAMOD KUMAR PANDA, ICAI Mem No: 0522501 Bhawa Nagar, Cutt-I, Berhampur-760004, Orissa.
2	Amit Paraj S/O Manoranjan Paraj Ramagath, Korika Square Cuttack. Dist: Cuttack. ORISSA Pin: 753008 Occupation:- Business	5000 (Five thousand)	Amit Paraj	
3	Aratiya Kumar Nayak S/O Karpasindha Nayak Flat no- 001, Surya Apartment D.S.B. nagar BBSR-14 Dist - Khurda	5000 (Five thousand)	Aratiya Kumar Nayak	

Place: Berhampur  
Date: 07/07/2011

We the Several Persons whose name and address subscribed here to are desirous of beings formed into a company in pursuance of the **ARTICLES OF ASSOCIATION** and we respectively agree to take the number of equity shares in the capital of the company as set against to our respective names.

SL. NO.	Signature, Name, Address, Description & Occupation of Subscriber	Number of Equity Shares taken by Subscribers	Signature of Subscriber	Signature, Name, Description of Witness & Occupation
1	2	3	4	5
4	Prayombad Rama Mohapatra S/O Kasinath Rama Plot No- 129, Madhusudan Nagar BBSR - 01 DIST - KHURDA Orissa Occupation - Business	5000 (Five thousand)	Prayombad Rama Mohapatra	I hereby witness to the signatories to the Articles of Association. All the signatories signed in my presence 

CA. PRANOD KUMAR PRADA, 1st floor, No. 052501,  
 Bhubaneswar, Dist - Khurda, Orissa.

Place: Bhubaneswar  
 Date: 07/07/2011

2000  
 (Twenty thousand)

Excerpts of Board Meeting Held On 12/6/2021

It has been resolved today that we are appointing Mr. Aditya Kumar Nayak as authorise signatories and sign all necessary documents on behalf of the company.

Yours Truly

SdhvinaYak Infrastructure & Developers (P) Ltd.

  
Managing Director

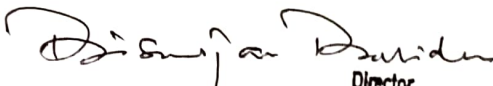
Aditya Kumar Nayak (Managing Director)

SdhvinaYak Infrastructure & Developers (P) Ltd.

  
Director


Amit Parija (Director)

SdhvinaYak Infrastructure & Developers (P) Ltd.

  
Director

Biswaranjan Bahidar (Director)

SdhvinaYak Infrastructure & Developers (P) Ltd.

  
Director  
Priyambad Rana Mohapatra (Director)