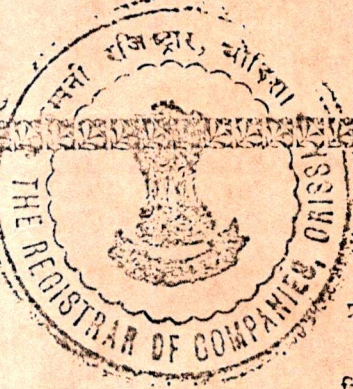


**MEMORANDUM & ARTICLES
OF
ASSOCIATION
OF
SRI JAGANNATH PROMOTERS &
BUILDERS PRIVATE LIMITED**



ग्राहक० आई० धारक०
Form I, R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता० की सं०
No. 15-02969 of 19. 91-92

मैं एतद्द्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम 1956 (1956 का सं० 1) के अधीन निगमित की गई है और वह कम्पनी परिमिता है।

I hereby certify that..... **SRI JAGANNATH**

..... **PROMOTERS & BUILDERS PRIVATE LIMITED**

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

मेरे हस्ताक्षर से आज ता० को दिया गया।

Given under my hand at..... **Cuttack** this..... **Twelfth**
day of..... **December** One thousand nine hundred and..... **ninetyone**

G. Mukhopadhyay
(**G. Mukhopadhyay**)
कम्पनियों का रजिस्ट्रार
Registrar of Companies, Orissa

जे० एस० सी० 1
J. S. C. 1

कम्पनि रजिस्ट्रार, ओडिशा
Registrar of Companies

प्रभावमुद्रक-52 सिविल/85-86-भासमुद्रक-(सी-201)-10-8-89-16, (Orissa)

M.GIPTC-52 Civil/85-86- GIPTC-(C-201)- 10-8-89-10,000.

THE COMPANIES ACT, 1956
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SRI JAGANNATH PROMOTERS & BUILDERS PRIVATE LIMITED

- I. The name of the Company is **SRI JAGANNATH PROMOTERS & BUILDERS PRIVATE LIMITED.**
- II. The registered office of the Company will be situated in the state of Orissa.
- A. **MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION**
1. To purchase and sale of land, plot, building, developed and undeveloped .
 2. To carry on the business of acquiring, purchasing, leasing, exchanging, battering in lands & building and to develop lands, buildings and hereditaments or any tunure of description whatsoever and any estate or interest therein within India or outside India or in any part of the world and any rights over of connected with land and to turn same to account as may seem expedient and in particular by preparing building sites by constructing reconstructing, altering, improving, airconditioning, decorating, furnishing, renovating and maintaining offices, residential flats, apartments, housing colonies, bungalows, houses, cottage godowns, ships, quarters, garages, auditorium, cinema hall, gardens, parks, road, swimming pool and/or industrial building, factories, mills, depots, warehouses (cold storages) and any other type and form of the immovable property and any type and form of right interest & benefits therein any by consolidating or connecting subdividing properties and by selling, letting out, leasing and disposing of the same in any manner whatsoever either in whole or partwise or apartments or flats.
 3. To construct, develop and manage land estates, building and other property whether belonging to the Company or not and to collect rents and income thereon or therefrom or and to pay any premiums or salaries and to pay for any property right or privileges acquired by or services rendered to the Company either wholly or partly incase or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully paid up or with such credited as paid up thereon as may be.

(B). The objects incidental or ancillary to the attainment of main objects.

1. To acquire licence, privileges or exploitation of minerals and to carry on any business relating to the winning or working of metals, the production and working of metals and the provision manufacture of proper storage disposal of any other manners which may be useful or conveniently be combined with the Engineering or manufacturing business of the Company or any contract undertaking by the company and for the purpose only of such contracts or as an independent business.
2. To undertake and execute contracts or adventures, or works involving the supply and use of any machinery and to carry out any ancillary or subsidiary or other works, comprised in such contracts or works.
3. To manufacture, buy, sell, exchange, alter or improve, give on hire or hirepurchase agreement and construct, repair, alter, purchase, acquire, import or receive and to manipulate improve repair for market and otherwise deal in all kinds of plants, machinery, parts tools utensils, substances, materials and things necessary or convenient for carrying on any of the above specified business or usually dealt in by persons engaged in the like trade or business.
4. To do so execute any other work which may seem to the Company capable of being done or carried on in connection with the above objects of the Company or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and right for the time being.
5. To make experiment and assist institutions directly or indirectly for the advancement of science of engineering whether mechanical electrical or otherwise.
6. To enter into negotiations or any arrangement with any Government or authorities, Central, State, Municipal, Local and other public or quasi-public bodies or with any persons, firms, Companies or Corporations whether Indian or Foreign or otherwise that may seem conducive to the Company's objects or any of them and to obtain from such Governments, Authorities, persons, firms, Companies and Corporation any right privileges and concessions.
7. To enter into any partnership or enter any agreement for sharing profits union of interests, or co-operation with any persons or Company or Companies carrying on or about to carry on business which the Company is authorised to carry on.

8. To manufacture, deal in and carry on the business or brick and brick making, tiles earthenware pottery chinaware, ceramic goods of all kinds, cement and other building materials of all kinds.
9. To deal in export and import in minerals machineries implements rolling stocks, hardwares, coals provisions and things capable of being used in connection with the merallurgical operations as required by the Company.
10. To pay all or any costs, charges or expenses preliminary and incidental to the promotion formation establishment and registration of the Company.
11. To construct, purchase, own, hire, let out run and maintain studies, Cinematographic Theatres, show-houses talkiehouses Stage Halls Exhibition Grounds Machineries Appratus and other necessaries for exhibition of lilms Dance Variety performances, theatrical performances plays, Drama tical or Musical performances and all kinds of public or private entertainments including Circus and Sports.
12. To purchase or otherwise acquire and undertake all or any part of the business properly and liability of any person to carry on and suitable for and advantageous to the business of the Company.
13. To take or otherwise acquire and hold shares in any Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company
14. To invest money of the Company not immediately required upon such securities as may be determined from time to time.
15. To borrow or raise money on any terms without security or on the security of land building factory machinery tools equipments stocks bills of exchange permissory notes bonds bills of lending warrants shares debentures, bookdebts, undertaking of the Company and properties of every description or any of or more or all of them. But the Company shall not do any Banking Business as defined in the Banking Companies Act. 1949.
16. To purchase, take on lease or in exchange, hire otherwise acquire, any real or personal property or any rights or priviliges, which the company may think necessary or convenient for the purpose of its business and in particular any lands, buildings or casements.
17. To sell, improve manage develop lease mortgage dispose, turn to account or otherwise deal with all or any part of the property of the Company.

18. To appoint agents and other agencies and constitute agencies of the Company in the State of Orissa and in other parts of the Indian Union and Overseas for carrying on the business of contractors of sale and purchase of the goods of the Company.
19. To pay remuneration brokerage commission in money or in shares and partly in one way and partly in other for any services rendered or to be rendered to the Company in connection with business or otherwise.
20. To set apart or create a reserve out of the profits for improving expanding adding to and for the safe conduct of the business of the Company.
21. To do all such other things as are incidental or as the Company may think conducive for attainment of the above or any of them.
22. To take or concur in taking all such steps and proceedings as may be calculated to uphold and support the credit of the Company and to avert and minimise financial disturbances which might affect the Company.

(C). The other objects for which the Company is established are :

1. To carry on the business of general merchants, exporters and importers of all kinds of merchandise, Commission agents manufacturers, representatives in all its branches buying and selling agent of incorporation Companies, Firms and individuals.
2. To carry on all or any of the business of dairymen, cheese, butter, egg, poultry and live-stock breeding bakers, confectioners, refreshment contractors and general provision merchants and dealers.
3. To carry on the business of restaurant keepers, hotel keepers wine, spirit and general merchants caterers, stall keepers, printers publishers, amusement, library owners, office copiers concert-rooms proprietors.
4. To carry on the business as timber merchants, saw mill proprietors and to buy, sell, import and export and deal in timber and wood products of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber is used.
5. To carry on the business of manufacture of machineries, tools, equipments, structurals, fabricators, and electrical and mechanical engineers, contractors, dealers, suppliers, of goods of all kinds.
6. To carry on the business of Iron Founders, Mechanical Engineers, Mechanists, Manufacturers, Dealers, Importers & Exporters of all kinds of implements, tools, Gas Generators, Engines, Tyres,

Rubber Goods, Tubes bodies Chasis Carbtorators, Magnats Silencers Radiators, Sparking Plungs Paraffin Vaperagigers, Speed meters Self-Starters, Gears, Wheels parts and accessories of all kinds which may be useful for or conducive to the carrying of the business of the Company.

7. To deal export or import in Pharmaceutickal and Chdemical manufacturers minerals metals machinery implements rolling stock harscare and machinery of all kinds.
 8. To carry on the business of manufacturers and dealers in chemical goods, mineral waters, distillers dye makers metallurgists and in any other similar or acnically objects or articles which may be of use to or profitable for the Company.
 9. To buy, sell, manufacture and deal in minerals, coal plants, machinery, implements, appliances, conveyances, provisions and things capable of being used in connection with the metallurgical operations or required by workers and other employees of the Company.
- IV. The liability of the members is limited.
- V. The shares Capital of the Company is Rs. 10,00,000/- (Ten lakhs) divided into 1,00,000/- (One lak) Equity Shares of Rs.10 (Ten) each with powers to increase, reduce or subdivide any portion there of, subject to the provisions of Section 94 and 100 to 105 of the Companies Act,1956.

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

Names, Addresses descriptions signature and occupations of subscriber.	Number of Equity shares taken by each subscriber	Signature	Names, Addresses and descriptions & occupation of the witness.
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1. Pradipta Kumar Biswasroy 100 Nos.
S/o Binod Bihari Biswasroy (One Hundred)
At/P.O. - Dalua Street,
Berhampur, Ganjam.

2. Kailash Chandra Rath 100 Nos.
S/o Kasinath Rath (One Hundred)
At/P.O. - Bejipur Tota Street
Berhampur, Ganjam.
Occupation - Business.

(MANDJ KUMAR PRUSTY)
C/O : BASUDEB PRUSTY
15 - E, Bapuji Nagar,
Bhubaneswar - 751009.
Occupation - Business.

Total Shares taken 200 (Two Hundred)

Date : 10.12.1991

THE COMPANIES ACT, 1956
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
SRI JAGANNATH PROMOTERS & BUILDERS PRIVATE LIMITED

1. i) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Companies Act, 1956 or any statutory modification thereof in force at the date of the regulation become on the Company.
- ii) In these regulations :
- a) 'The Act' means the Companies Act, 1956.
- b) 'The Company' means **SRI JAGANNATH PROMOTERS & BUILDERS PRIVATE LIMITED**
- c) 'The Office' means the registered office of the company.
- d) 'Board' means the board of Directors of Company.
- e) 'Seal' means the common seal of the Company.
- f) Words importing singular number shall include plural and vice versa.
2. The regulations contained in Table 'A' in the First Schedule of the Companies Act, 1956 so far it relates to private company shall apply to the company subject to the express provisions here-in-after contained in these Articles.
3. The Company is a private company within the meaning of section 3(1)(iii) of the companies Act, 1956 and accordingly.
- a) Restricts the right to transfer its shares if any.
- b) Limits the number of its members to fifty not including (i) persons who are in the employment of the Company and (ii) persons who have been formerly in the employment of the Company were members of the Company while in that employment and have continued to be members after the employment ceased.
- c) Prohibits any invitation to the public to subscribe for any shares in or debentures of the Company. Provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this definition be treated as single member.

SHARE CAPITAL

4. The authorised share capital of the company shall be Rs 10,00,000/- (Rupees ten lac only) divided into 1,00,000 (one lakh) equity shares of Rs.10/- (Rupees Ten) each with the power to increase, reduce or sub-divide the capital for the time being into several classes and attach thereto respectively such pre-ferential, qualified or special rights; priveleges or conditions as may be determined by or in accordance with the Articles of the company for the time being and to vary, modify or abrogate any such rights, priveleges or condition in such manner as may be permitted by the Act, or provided by the Articles of company for the time being.

5. Subject to the provision of the Act, and these Articles the shares shall be under the control of the Board who may allot or otherwise dispose off the same to such persons on such terms and conditions as the Board thinks fit in particular the Board, shall have the power to allot, fully partly paid up shares in lieu of cash payment to any person or presons in consideration of any services rendered by him or them or in consideration of acquiring any proerty or income for the benefit of the company from such person.

6. The company shall be entitled to treat the holder of any shares as the absolute owner thereof and accordingly shall not be bound to recognise any Benami, equitable or other claim or to interest, in such share on the part of any other person save as herein provided.

INCREASE & REDUCTION OF CAPITAL

7. The Company may from time to time increase the Capital by the creation of new shares of such amount as may be deemed expedient, subject to be provision of the Act.

8. In Case where the company decided to increase the Capital of the company by the issue of further shares or by further issue of shares out of the unissued authorised capital such shares shall be offered to the members in proportion to the existing shares held by each member (irrespective of class) and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer, if not accepted will be deemed to be declined and after the expiration of such time or on receipt of an intimation from the member to whom such noitce is given that he declines to accept the shares offered, the Directors may dispose off the same in such manner as they think most beneficial to the Company.

9. Subject to the provisions of Section 100 to 105 of the Companies Act, 1956 the Company may from time to time by special resolution reduce its share Capital in any way, and in particular and without prejudice to the generality of the foregoing power may,

a) extinguish or reduce the liability on any of its shares in respect of share capital not paid up.

b) either with or without extinguishing or reducing liability on any of its share capital which is lost, or is un-represented by available assets; or

c) either with or without extinguishing or reducing liability on any of its shares, pay off any paidup share capital which is in excess of the wants of the Company.

CONSOLIDATION & SUB-DIVISION OF SHARE

10. The company may in General Meeting consolidate its shares or any of them into shares of a larger amount as may be deemed expedient, subject to the provision of the Act.

SHARE CERTIFICATE

1. Every person whose name is entered as a member in the register of members shall be entitled to receive within three months after allotment or within two months after the application for the registration of transfer;

a) One certificate for all his shares without payment; or

b) Several certificates, each for one or more of his shares, upon payment of one rupee for every certificate after the first.

2. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. Every certificate shall be under the seal of the Company and signed and issued in accordance with the companies (Issue of share certificate) rules, 1960.

4. If a share certificate is defaced, lost or destroyed it may be renewed on payment of such fee, if any, not exceeding one rupee or such other smaller sum as the Board may determine and on such terms if any, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company for investigating evidence, as the Directors think fit.

TRANSFER AND TRANSMISSION OF SHARES

1. No shares shall be transferred to any person who is not a member of the company so long as any member is willing to purchase the same.

2. No transfer of any shares shall be made or registered without previous sanction of the Board.

3. The Board may decline to register any transfer of shares of which the company has lien.

17. The Board may also decline to recognise any instrument of transfer unless ;

a) A fee of rupees two is paid to the Company in respect thereof

b) The instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may require to show the right of the transfer or to make the transfer.

18. Any share of a deceased member may be transferred to his or her executer, administrator or succession certificate holders.

19. There shall be no bar in transferring shares to any family member of the transferer, provided previous sanction of the Board is obtained to this effect.

BORROWING POWER

20. Subject to the provisions contained in section 292 of the Act, the Directors may from time to time at their absolute discretion raise or borrow any sum or sums of money for the purpose of the Company, and from any persons, bank, firm or Company and Directors may secure the payment of such money in such manner and upon such terms and conditions, in all respect as they shall think fit in particular by the issue of debentures of the Company or making, drawing, accepting or endorsing on behalf of the Company promissory note, bills of exchange, hundies or giving or issuing any other security of the Company and the Directors or any of them may guarantee the whole or any part of the loan or debt raised or incurred by or on behalf of the Company on interest payable thereon with power to the Directors to indemnify the guarantee by means of a mortgagage or hypothecation or charge upon any property and assets of the Company or otherwise.

GENERAL MEETING

21. All General Meeting other than Annual General Meetings shall be called Extra-ordinary General Meetings.

22. The Board may whenever it thinks fit, call an extra-ordinary General Meeting.

23. The Annual General Meeting of the Company shall be held in each year and not more than fifteen months shall elapse, between the date of one annual Meeting and that of the next and it shall be held either at the registered office of the Company at some other place within the city, town or village in which the registered office of the Company is situated in accordance with the provisions of section 166 of the Act.

24. Any General Meeting including the Annual General Meeting may be called by giving seven days notice to the members and the provisions of sub-section 2 of section 173 of the Companies Act, 1956 shall not apply in case of transacting special notice it shall be given in the manner as laid down in section 190 of the Act.

PROCEEDINGS AT GENERAL MEETING

25. 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. The quorum for a general meeting shall be two members personally present.
26. The Chairman shall be entitled to take the chair at every general meeting. If in any meeting the Chairman is not present within half an hour after the time appointed for holding such meeting or is unwilling to act as Chairman the members present shall choose one of the members to be Chairman of the meeting.
27. The Chairman, may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting adjourn the meeting from time to time and from place to place.
28. It shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting unless the meeting is adjourned for thirty days or more in which case fresh as required under the Act shall be given.

VOTES OF MEMBERS

29. On show of hands every member present in persons or by proxy shall have one vote. On poll members shall have one vote for each share held by them.
30. In case of an equality of votes, whether on a show of hands or a poll takes place, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
31. Only a registered holder of shares or his proxy shall be entitled to vote at any meeting and a proxy need not be a member.
32. In the case of joint holders, any one of such persons may vote at any meeting either personally or by proxy in respect of each share, as if he or she was solely entitled there to and if more than one such joint holder are present at any meeting personally or by proxy, then only such one of the said persons so present whose name stands higher in order in the register of members of the Company in respect thereof.
33. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
34. An instrument appointing proxy shall be in either of forms in Schedule IX to the Act or a form as near there to as circumstances admit.

BOARD OF DIRECTORS

35. Until otherwise determined, the number of Directors of the Company shall be not less than two and not more than twelve.

36. The following persons shall be the first Directors of the Company :

a) SRI PRADIPTA KUMAR BISWASROY.

b) SRI KAILASH CHANDRA RATH.

37. No Director shall be required to hold qualification shares. Subsequent appointment of directors will be made by the General Body in accordance with the provisions of the Act.

38. The above Directors shall hold office until they or any of them voluntarily resign by giving three months notice in writing subject to the provisions of the section 262 of the Act. Any casual vacancy among the Directors shall be filled by the Board of Directors at a meeting of the Board.

39. In addition to any remuneration that may be payable to the Director for any technical and administrative services as may be decided by the Company, subject to the provisions of the Act, each Director shall be paid a sitting fee not exceeding Rs.250/-(Rupees Two Hundred Fifty only) for attending each meeting of the Board of directors or committee thereof.

40. In addition to the sitting fee and remuneration if any payable to them the Directors may be paid all travelling hotel and other expenses properly incurred by them.

a) In attending and returning from meeting of the Board of Directors, or any committee hereof of General meeting of the Company, or

b) In connection with the business of the Company.

41. If any Director is called upon to perform extra service or to make special exertion for any of the purpose of the Company, the Company shall remunerate such Director either by a fixed sum or otherwise, as will be determined by the Board of Directors and such remuneration may be either in addition to or in substitution for his remuneration for attending meeting subject to the provisions of section 314 of Companies Act, 1956. Such Director shall be paid hotel and other expenses, if any, incurred in consequence of his service or exertion as aforesaid.

42. The Company may exercise the powers conferred by Section 50 of the Act, with regard to having an official seal for use abroad and such power shall be vested in the Board.

43. Every Director present at any meeting of the Board of a committee thereof shall sign his name in a book to be kept for the purpose.

PROCEEDINGS OF THE BOARD

44. 1. The Board of Directors may meet for the despatch of business adjourn or otherwise regulate its meetings as it thinks fit.

2. A Director may and the Managing Director or Secretary, if any, on the requisition of a Director shall, at any time, summon a meeting

45. Subject to the provision of Section 287 of the Act, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two director which ever is higher.

46. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the Board, if any, shall have a second or casting vote.

47. The Board may elect a Chairman of its meeting and determine the period for which he is to hold office.

48. The Board may subject to the provisions of the Act delegate any of its power to committee consisting of such member or members of its body as it thinks fit.

MANAGEMENT

49. Subject to the control and supervision of the Board of Directors the affairs of the Company shall be managed by the Managing Director Sri Pradipta Kumar Biswasroy be and is hereby appointed the First Managing Director of the Company subject to Section 267 and other relevant provisions of the Act he will hold office of the Managing Director till he voluntarily resigns or for a period of five years whichever is earlier.

50. Subject to the provisions of the Act the Managing Director shall be paid a remuneration of Rs.2,500/- per month or such other higher amount as may be decided by the Company from time to time. His appointment will come into effect from the date of incorporation of the Company. Besides his remuneration he will also be entitled to such other perquisites as may be decided by the Board.

POWER & FUNCTION OF THE MANAGING DIRECTOR

51. Subject to the Superitendent and control of the Board of Directors and the Provisions of the Act the Managing Director shall exercise the following powers namely :-

(a). to pay such costs charges or expenses incidental to the promotion, formation establishment and incorporation of the Company as may be authorised by the Board.

(b). to buy, procure, sell or dispose of all articles, goods and property of the Company subject to the provisions of the Act.

(c). to engage fix and pay the remuneration and dismiss or discharge all agents, assistant, clerks servants and other persons employed or engaged in connection with the Company's business and to determine the powers and duties of such persons to be engaged.

(d). to make and give receipts, release and other discharges for money paid to payable to the Company and any such receipts, release or discharges shall be an effectual discharge from the Company for the money and property therein stated to have been released or discharged.

(e). to make draw, accept endorse and negotiate all cheques promissory notes, drafts etc. and other documents of title and securities on behalf of the Company.

(f). to enter into all such negotiations and contracts and rescind or vary the terms of all such contracts and execute and do all such acts, deeds and things for and on behalf of the Company.

(g). to institute, prosecute defend compromise withdraw abandon any legal proceedings by and against the Company.

(h). to open, close and operate upon the Bank accounts for and on behalf of the Company.

(i). to maintain and keep proper books of account and register required under the act.

(j). to keep in safe custody the Common seal of the Company and arrange for affixing it as and when required as prescribed by the Board by a resolution for the purpose on such occasion.

COMMON SEAL

52. 1. The Board shall provide for the safe custody of Seal :

The Seal of the company shall not be affixed to any instrument except by the authority of a resolution of the board in the presence of the Directors who shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVES

53. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

54. Subject to the provisions of Section 205 of the Act, no dividend shall be paid otherwise than out of profits of the year or out of any other undistributed profits.

55. No dividend shall bear any interest against the company.

56. The director may before recommending any dividend set aside the profits of the company such as they may think fit as reserve or reserves to meet contingencies or for equalising dividends or for repairing, replacing or improving any of the property of the Company and for such other purpose as the Directors in their absolute discretion think will be conducive to the interest of the Company.

57. The Board may deduct from any dividend payable to any member all sums of money, if any presently payable by him to the Company on account of calls, or otherwise in regard to shares of the Company.

ACCOUNTS AND AUDIT

58. The Directors shall cause to be kept proper books of accounts with respect to.

- a) all sums of money received and expended by the company and the matters in respect of which the receipts and expenditure take place.
- b) all sales and purchases of the goods of the Company .
- c) the assets and liabilities of the Company.

59. The Books of account shall be kept at the registered office of the Company or at such other place as Directors shall think fit subject to the provisions of section 209 of the Act.

60. No member (not being a Director) shall have any right of inspection account or books or documents of the Company, except as conferred by law or authorised by the Board of the Company in General Meeting.

61. Subject to the provisions of section 210 of the Act once at least in every year the Directors shall lay before the Company in General Meeting an audited profit and loss account and balance sheet of the Company.

62. Subject to the provisions of the Act, the first auditors of the Company shall be appointed by the Board within one month from the date of registration of the Company in accordance with section 224 to 226 of the Act.

63. In due event of the company be wind up, the liquidator (whether voluntary or official) may with the sanction of a special resolution divide among the members in specie any part of the assets of the company and may with like sanction vest any part of the assets of the company upon such trust for the benefit of the members or any of them as the liquidator with the like sanction shall think fit.

INDEMNITY

64. Every officer or agent for the time being of the company shall be indemnified out of the Company against any liability incurred by him in defending any proceeding whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application u/s 633 of the Act, in which relief is granted to him by the court.

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

Names, Addresses descriptions signature and occupations of subscriber.	Number of equity shares taken by each subscriber.	Signature	Names, Addresses and descriptions & occupation of the witness.
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1. Pradipta Kumar Biswasroy S/o Binod Bihari Biswasroy At/p.o. Dalua Street, Berhampur, Ganjam.	100 Nos. (One Hundred)		
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2. Kailash Chandra Rath S/o Kasinath Rath At/P.o. Bejipur Tota Street Berhampur, Ganjam. Occupation : Business.	100 Nos. (One Hundred)		
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(MANOJ KUMAR PRUSTY)
C/o : BASUDEB PRUSTY
15 - E, Bapuji Nagar,
Bhubaneswar - 751009.
Occupation - Business.

Total shares taken 200 (Two hundred)

Date : 10.12.1991

Company Master Data

CIN	U70101OR1991PTC002969
Company Name	SRI JAGANNATH PROMOTERS AND BUILDERS PRIVATE LIMITED
ROC Code	RoC-Cuttack
Registration Number	002969
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	25000000
Paid up Capital(Rs)	23569000
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	12/12/1991
Registered Address	FLAT NO 301 & 306, SRI SUDERSAN TOWER PLOT NO 7, SAHEED NAGAR BHUBANESWAR OR 751007 IN
Address other than R/o where all or any books of account and papers are maintained	-
Email Id	pbroy12@gmail.com
Whether Listed or not	Unlisted
ACTIVE compliance	ACTIVE compliant
Suspended at stock exchange	-
Date of last AGM	30/09/2022
Date of Balance Sheet	31/03/2022
Company Status(for efilling)	Active

Charges

Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
Immovable property or any interest therein	42500000	30/07/2019	-	OPEN
Immovable property or any interest therein; Book debts	50000000	30/12/2021	-	OPEN

Directors/Signatory Details

DIN/PAN	Name	Begin date	End date	Surrendered DIN
02390107	PRADIPTA KUMAR BISWASROY	12/12/1991	-	
08137279	TARINI PRASAD BISWASROY	21/05/2018	-	

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

U70101OR1991PTC002969

(b) Global location number (GLN) of company

Pre-fill

3. (a) Name of the company

SRI JAGANNATH PROMOTERS AND BUILDERS PRIVATE LIMITED

(b) Address of the registered office of the company

FLAT NO 301 & 306, SRI SUDERSAN TOWER
PLOT NO 7, SAHEED NAGAR
BHUBANESWAR
Orissa
751007
India

(c) E-mail ID of the company

pbroy12@gmail.com

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

1

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

1 Details of the Managing Director or Director of the company

i Director Identification Number (DIN)

08137279

Pre-fill

ii Name

TARINI PRASAD BISWASROY

iii Father's name

PRADIPTA KUMAR BISWASROY

iv Present residential address

PLOT NO-45, ANANDA RESIDENCY
4TH FLOOR, SAHEED NAGAR
BHUBANESWAR
Orissa
India
751007

v Nationality

IN

vi Date of birth

31/03/1990

vii Gender

Male

viii Appointment Cessation Change in designation

x Date of Appointment or
change in designation

30/09/2018

ix Designation

Director

(DD/MM/YYYY)

xi Category

Promoter

xii Whether Chairman, Executive Director, Non-Executive Director

Chairman

Executive director

Non Executive Director

xiii DIN of such director to whom appointee is alternate

Pre-fill

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

tarini.biswasroy@gmail.com

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

Pre-fill

xxiii * Name

xxiv * Address

xxv **Nature of interest**

xxvi * Designation

xxvii Percentage of Shareholding

xxviii Amount

xxix Others (specify)

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 Father's name		
	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

(1) Declaration by first director

Attach

(2) Declaration of the appointee director in Form No. DIR-2;

Attach

(3) Notice of resignation;

Attach

(4) Evidence of cessation;

Attach

(6) Optional attachment(s) - if any.

Attach

RESOLUTION.pdf

Remove attachment

Declaration

I * PRADIPTA KUMAR BISWASROY

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 02 number dated 25/09/2018

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 02390107

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

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.



SRI JAGANNATH PROMOTERS AND BUILDERS PRIVATE LIMITED
FLAT NO 301 & 306, SRI SUDERSAN TOWER PLOT NO 7, SAHEED NAGAR
BHUBANESWAR OR 751007 IN
CIN- U70101OR1991PTC002969

EXTRACT OF THE MINUTES OF THE ANNUAL GENERAL MEETING OF SRI JAGANNATH PROMOTERS AND BUILDERS PRIVATE LIMITED HELD ON 30TH SEPTEMBER 2018 AT 11 A.M, AT THE REGISTERED OFFICE OF THE COMPANY.

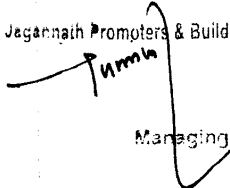
1. Change of designation of Mr TARINI PRASAD BISWASROY from Additional Director to Director in the Board of SRI JAGANNATH PROMOTERS AND BUILDERS PRIVATE LIMITED

“RESOLVED THAT Mr TARINI PRASAD BISWASROY (Din no: 08137279),who was appointed as Additional Director of the company by the Board of Directors in terms of Section 161(1) of the Companies Act’2013 and whose term of office expires at the Annual General Meeting be and is hereby appointed as a Director of the Company.”

Certified True Copy

For on Behalf of **SRI JAGANNATH PROMOTERS AND BUILDERS PRIVATE LIMITED**

For Sri Jagannath Promoters & Builders (P) Ltd.


Managing Director

PRADIPTA KUMAR BISWASROY
Director
Din- 02390107

FORM 32

Particulars of appointment of Managing Director, directors, manager and secretary and the changes among them or consent of candidate to act as a Managing Director or director or manager or secretary of a company and/ or undertaking to take and pay for qualification shares

[Pursuant to sections 303(2), 264(2) or 266(1)(a) and 266(1)(b)(iii) of the Companies Act, 1956]

Form Language English हिन्दी

Note - All fields marked in * are to be mandatorily filled.

1. *This form is for New company Existing company

2. (a) *Form 1A reference number (Service request number (SRN) of Form 1A) or corporate identity number (CIN) of company

(b) Global location number (GLN) of company

3. (a) Name of the company

(b) Address of the registered office of the company

(c) e-mail ID of the company

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

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

Details of the Managing Director or director of the company

Director identification number (DIN)

Name

Father's name

Present residential address

Nationality

Date of birth

Appointment Cessation Change in designation

Designation

Date of appointment or change in designation

Category

(DD/MM/YYYY)

Whether chairman, executive director, non-executive director

Chairman Executive director Non-executive director

DIN of the director to whom the appointee is alternate

Name of the director to whom the appointee is alternate

Name of the company or institution whose nominee the appointee is

e-mail ID of director

In case of cessation

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

Details of the Managing Director or director of the company

Director identification number (DIN)

Name

Father's name

Present residential address

Nationality

Date of birth

Appointment Cessation Change in designation

Designation

Date of appointment or change in designation

Category

(DD/MM/YYYY)

Whether chairman, executive director, non-executive director

Chairman Executive director Non-executive director

DIN of the director to whom the appointee is alternate

Name of the director to whom the appointee is alternate

Name of the company or institution whose nominee the appointee is

e-mail ID of director

In case of cessation

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

Details of the Managing Director or director of the company

Director identification number (DIN)

Name

Father's name

Present residential address

Nationality

Date of birth

Appointment Cessation Change in designation

Designation

Date of appointment or change in designation

Category

(DD/MM/YYYY)

Whether chairman, executive director, non-executive director

Chairman Executive director Non-executive director

DIN of the director to whom the appointee is alternate

Name of the director to whom the appointee is alternate

Name of the company or institution whose nominee the appointee is

e-mail ID of director

In case of cessation

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

6. Number of manager(s), secretary(s) for which the form is being filed

7. Details of the manager or secretary of the company

Details of the manager or secretary of the company	
Income-tax permanent account number (PAN)	<input type="text"/> <input type="radio"/> Appointment <input type="radio"/> Cessation
Whether the secretary is a member of ICSI	<input type="radio"/> Yes <input type="radio"/> No
Whether associate or fellow	<input type="radio"/> Associate <input type="radio"/> Fellow
Membership number of the secretary	<input type="text"/>
First name	<input type="text"/>
Middle name	<input type="text"/>
Last name	<input type="text"/>
Father's name	
First name	<input type="text"/>
Middle name	<input type="text"/>
Last name	<input type="text"/>
Present residential address	Line I <input type="text"/>
	Line II <input type="text"/>
City	<input type="text"/>
State	<input type="text"/>
	Pin code <input type="text"/>
ISO country code	<input type="text"/>
Country	<input type="text"/>
Phone	<input type="text"/>
	Fax <input type="text"/>
Date of birth	<input type="text"/> (DD/MM/YYYY)
Designation	<input type="text"/>
Date of appointment or cessation	<input type="text"/> (DD/MM/YYYY)
e-mail ID of manager or secretary	<input type="text"/>

8. Whether the form is being filed for Managing Director, director(s) who ceased to be associated with the company on or before 31st October, 2006 and do not have DIN (refer instruction kit for details) Yes No

Verification I

1. *I confirm that the information given above is true to the best of my knowledge and belief.
2. It is hereby confirmed that the appointed director(s) whose particulars are given above, has given a declaration in writing to the company that he/ she is not restrained/ disqualified/ removed of, for being appointed as director of a company under the provisions of the Companies Act, 1956 including sections 203, 274 and 388E of the said Act.
3. It is also hereby confirmed that the consent of the appointee Managing Director, director(s) has been filed as an attachment to this eForm (applicable only in the case of a public company)
4. It is also confirmed that the appointed director(s) whose particulars are given above, has given a declaration to the company that he/ she has not been declared as proclaimed offender by any Economic Offence Court or Judicial Magistrate Court or High Court or any other Court.

Attachments:

1. Evidence of payment of stamp duty where qualification shares is involved (This will be mandatory only if the director giving consent agrees to pay for at least one share)
2. Consent(s) of the appointee Managing Director, director(s)
3. Declaration regarding qualification shares
4. Evidence of cessation
5. Optional attachment(s) - if any

List of attachments

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Verification II

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

- I have been authorised by the Board of directors' resolution number dated (DD/MM/YYYY) to sign and submit this form.
- I am authorised to sign and submit this form.

To be digitally signed by

Managing Director or director or manager or secretary of the company
(In case of an existing company, person signing the form should be different from the person in whose respect the form is being filed)

* Designation

* DIN of the director or Managing Director; or

Income-tax PAN of the manager; or

Membership number, if applicable or income-tax PAN of the secretary

(secretary of a company who is not a member of ICSI, may quote his/ her income-tax PAN)

Certificate

It is hereby certified that I have verified the above particulars(including attachment(s)) from the records of

and found them to be true and correct. I further certify that all required attachment(s) have been completely attached to this form.

- 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 or certificate of practice number

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.