



प्रारूप 1  
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45201OR2010PTC012594

2010 - 2011

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

MAA SANTOSHI ENGINEERS 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 पच्चीस अक्टूबर दो हजार दस को मेरे हस्ताक्षर से कटक में जारी किया जाता है।

Form 1  
Certificate of Incorporation

Corporate Identity Number : U45201OR2010PTC012594

2010 - 2011

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

Given under my hand at Cuttack this Twenty Fifth day of October Two Thousand Ten .

*Bibekanta Mohanty*  
(BIBEKANANDA MOHANTY)

कम्पनी रजिस्ट्रार /Registrar of Companies

उड़ीसा  
Orissa

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

MAA SANTOSHI ENGINEERS PRIVATE LIMITED  
PLOT NO-59/2919, UDAYGIRI VIHAR, PATRAPADA, KHANDAGIRI,  
BHUBANESWAR - 751030,  
Orissa, INDIA

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MAA SANTOSHI ENGINEERS PRIVATE  
LIMITED



**THE COMPANIES ACT'1956**  
**(A COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**MAA SANTOSHI ENGINEERS PRIVATE LIMITED**

I. The Name of the Company is **MAA SANTOSHI ENGINEERS PRIVATE LIMITED.**

II. The registered office of the Company shall be situated in the state of **ORISSA.**

III. The objects for which the Company is established are:

**A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE: -**

1. To carry on the business of contractors, builders, engineers, external and interior decorators and dealers in and manufactures of prefabricated and precast 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, railways, sewers, bridges, canals, wells, dams, reservoirs, sanitary, water, gas, electric light, telephonic, telegraphic, and power supply works, transmission lines, sub stations or any other structural or architectural work of any

kind and for such purpose and to prepare, estimates, designs, plans, specifications or models there for and to act as consultants for construction activities and real estates either alone or jointly with one or more person, firm or body corporate including Government, Local or other bodies including domestic & foreign companies .

2. To carry on business as Proprietors, Developers, Builders, Managers, Operators, Hirers and Dealers of all kinds of immovable properties, including but not limited to that of lands, buildings, farms, cinemas, hotels and cold stores. To acquire by purchase, lease, concession, grant license or otherwise, such lands, buildings, waterworks, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the Company, and to build or erect upon any land of the Company howsoever acquired such manufacturing workshops, warehouse offices, residences and other buildings and to erect such roads, tramways, railways branches, or siding ways, bridges, water courses, hydraulic works, port and harbor and to sell, lease, rent, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof for such consideration the Company may think fit. To erect, build, construct, alter, equip, maintain or replace and to manage buildings, factories, sheds, offices, warehouses, workshops, stores, dwellings, mills, shops, roads, tanks, waterworks and other works and conveniences which may seem necessary for the purpose of the Company.
3. To carry on the business of developers of modern multi-dimensional residential township, commercial complexes, amusement park, shopping mall, cinema hall, multiplex and providers of hi-tech infrastructural facilities, telecommunication facilities including but not limited to optical fiber telephone exchanges, earth-stations, bandwidth data communication facilities, power, roads, water and drainage systems.

#### **B. THE OBJECTS INCIDENTAL OR ANCILLARY FOR THE ATTAINMENT OF MAIN OBJECTS.**

1. To take over the partnership concern of M/s. MAA SANTOSHI ENGINEERS along with it's Assets & liabilities.
2. To act as carriers by road, water or materials , goods required for infrastructure industry for the attainment of main objects.
3. To undertake and execute contracts for works involving the supply or use of machinery in which the company deals, and things mentioned above as used in or capable of being used in connection with the infrastructure activity and working thereof and to carry out ancillary or other works comprised in such contracts for attainment of main objects.
4. To borrow or raise money, or receive monies on loan, interest or otherwise in such manner as the Company may think fit for the business of the Company including by issue of debentures 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.

5. To Purchase, take on lease, or in exchange, hire or otherwise acquire any estates, land or lands, in India or else where and any rights privileges and easements and concessions and factories machinery, implements, tools, live and dead stock. Stores effects and other properties, real or personal, immovable or movable of any kind.
6. To acquire from any Sovereign, State of authorities in India or elsewhere, any concessions, grants decrees, rights, powers and privileges whosoever, 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.
7. To enter into any arrangement or agreement with any Government, State or authority, Municipal, local or otherwise or any Corporation, Companies, or persons 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 rights, privileges or concessions and to carry out, exercise and comply with such arrangement or agreement.
8. 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.
9. 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.
10. To construct, erect, build, repair, remodel, demolish, develop, improve and maintain buildings, houses, apartments, townships, hospitals, schools, places of workshop, highways, roads, for the employees of the company 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 connected therewith for the purpose of attaining the main objects or the company.
11. 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.
12. To appoint technical and professional personnel for various posts under the company for effective conduct of business.

13. 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.
14. To purchase or otherwise obtain any movable or immovable, properties, including transport vehicles for carrying out the main objects or the company.
15. Subject to the provisions of Companies Act 1956 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.
16. To grant allowances, gratuities and bonous to the employees, ex-employees of the company and to support or subscribe to any charitable or other institutions, clubs, societies of funds.
17. 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.
18. To pay all or any contingent or preliminary charges incidental to the promotion, formation, establishment and registration of the company.
19. To open account in any Bank/Banks and to make, accept and endorse and execute promissory notes, bills of exchange and other negotiable instruments.
20. 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.
21. To sell, allot, invest or dispose off any asset of company in any manner and terms for attainments of its main objects.
22. 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.
23. To guarantee the performance of any contract or obligation and the payment of money unsecured or secured of, or interest on any securities of any company, corporations, firm or person in any case which in such guarantee may be considered likely directly or indirectly to further the main objects, of the company.
24. 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.

25. 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.
26. To take or concur in taking all such steps, and proceeding as may be calculated to uphold land, support the credit of the company and to avert and minimize financial disturbances, which might affect the company.
27. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments of securities.
28. To procure the registration or recognition of the company in or under the laws of any place in or outside India and open branches of the company at any place whether in India or outside India.
29. To apply for recognition as Export House, apply for import entitlement, export incentives, drawbacks and exercise such other rights and privileges of an Export and import undertakings.
30. 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 purposes of the company or the acquisition of which may seem to be expedient or convenient or calculated directly or indirectly 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.
31. To adopt such means of making known the business of the company as may seem expedient and in particular by advertising in the press by circulates, by purchase and exhibition of works of arts or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
32. To appoint constitute, establish, close down, reopen branches and reappointment of agents and representatives of the company in India and abroad.
33. 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 finished goods as may be necessary, expedient or convenient to any main business carried on by the company.
34. To refer to agree to claim demand, dispute or any other person by or against the company or in which; the company is interested or connected and whether between the company as the members of remarks of his or their representatives, or between the company and third parties, to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.



35. 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.
36. 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 authorised 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.
37. 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.
38. To employ and remunerate any experts foreigner or Indian in connection with planning and developments of main business of the company.
39. To establish, maintain and operate technical training for smooth running of main business of the company.
40. To grant funds annuities pensions, allowances, gratuities bonus to any employee including directors of the company or their relations or dependents.
41. 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 on any Banking business as defined in Banking Regulation Act, 1949.
42. To take or otherwise acquire & hold shares in other companies per the provisions of Companies Act, 1956.
43. To appoint attorneys and agents whether on commission or otherwise constitute agencies and such agencies of the company in field or elsewhere.
44. Subject to the provisions of the Companies Act 1956, Rules framed thereunder & directions issued by the Reserve Bank of India to borrow money or to receive money on loan either without security or secured by debentures, stock (perpetual or terminable) mortgage or other security charged on the undertaking or all or any of the assets of the company including uncalled capital and to increase, reduce or pay off any such securities.

**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 equipment 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 all kinds of chemicals, cosmetics, pharmaceuticals, and all allied substances thereof including industrial alcohol.
3. To carry on the business of chemists, physicists, mechanics, metallurgists, smelters, metal founders, miners, metal, sprayers, mill-wrights, machinists and manufacturers of machinery parts, mechanical conveyors, hardware 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 carry on the business of buyers, sellers, importers, exporters and manufacturers of paper of all kinds of every colour, like packing and wrapping papers corrugation medium kinds, specialty paper and articles made from paper or pulp, plastics and materials used in the manufacture or treatment of paper including card board, three colour board material for Railway tickets, mill boards and wall ceiling papers in India elsewhere.
6. To carry on the business of import, export and processing of paddy, rice, dal, poha and to do such research, experiments on the development of rice, dal, poha and other similar products.
7. To plant, cultivate, produce and raise sugar-cane, cotton, jute, hemp, flax, foodgrains, oilseed, fruits, and seeds, nuts, vegetables and to prepare, preserve, manufacture, crush and render marketable any such produce and to deal in the same.
8. To buy, sell, exchange, refine, smelt, prepare, work, alter, improve, import, export and otherwise deal in iron, steel and its by products, metal scrap, iron ores and minerals in all forms thereof, and to carry on the business of iron and steel founders and manufactures, iron makers, steel makers, steel converters, fabricators, and to establish rolling mills and rollers and their respective branches.
9. 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.
10. To put up Tourist Hotels, Guest Houses, Rest Houses, Transit Houses and Restaurants in different places in India and also to carry on the business of Hotel-keepers and refreshment contractors, managers or keepers of restaurants, refreshment room proprietors, refreshment caterers and contractors .
11. To carry on the business of tourist and travel agents, transport agents and to arrange and operate tours and to facilitate travelling and provide for tourists and travelers, of freight and passage brokers and representatives of airlines, steamship lines, railways and other carriers in India and abroad.

12. To carry on the business, in all places of India and abroad as general carries, port operators, transporters by rail, road, sea and air and to undertake the forwarding, packing storage, warehousing, removal, carrying, delivery, purchases, sale , exchange, mortgage, pleading, letting and exhibiting of goods and chattels of every description, stevedoring, clearing & forwarding agencies relating to export & import, business of shipping agents, and the business of loading and unloading and transport contractors either alone or jointly with one or more person, firm or body corporate including Government, Local or other bodies the business of designing, developing, building maintaining and operating seaport terminals for bulk, break bulk, liquid, chemicals, gas petroleum products and Containerized cargo and works of all descriptions, including sea ports wharves, docks , piers, railways, tramways, waterways, roads, bridges, warehouse, ships, vessels of every description factories, miles, engines machinery, railway carriages, and wagons ships, vessels of every description, gas work, electricity works, water works, drainage and sewerage works and buildings of every description.

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

#### **V. THE AUTHORISED SHARE CAPITAL OF THE COMPANY IS**

Rs.10,00,000/- (Rupees Ten Lakhs only) divided into 1,00,000 (One Lakh only) Equity Shares  
Rs.10/- (Rupees Ten only) each with power to increase or reduce the same in accordance with the provisions of the Companies Act, 1956.

We the Several persons whose names and address are hereunder subscribed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite of our respective Names:

Sl. No.	Signature, Names, addresses, Description and occupation of Subscribers.	No. of shares taken by Subscribers	Names, addresses description of witness to all the signatories.
1.	Sd/- Susanta Kumar Mishra S/o. Kunjabihari Mishra SP-70, Sikharchandi HB Colony Chandrasekhar Pur Bhubaneswar-751024 Occ-Business.	5,000 (Five Thousand)	Witness to all the signatories
2.	Pratap Sen Swain S/o.Trilochan Swain Lane-2/48, Jagannath Vihar Baramunda, Bhubaneswar 751003 Occ- Business	5,000 (Five Thousand)	Sd/- Sri Gopinath Nayak S/o- Late Mayadhar Nayak, resident of VIM- 126, Sailashree Vihar,
3.	Tapas Kumar S/o. Pratap sen Swain Plot No. 59/2919 Patrapada, Khandagiri Bhubaneswar-751030 Occ- Business	5,000 (Five Thousand)	Chandrasekharpur, Bhubaneswar- 751021 Occ.- Practising Company Secretary.
	<b>TOTAL</b>	<b>15,000 ( Fifteen Thousands Only)</b>	

Date: 20.10.2010

Place: Bhubaneswar



**THE COMPANIES ACT 1956**  
**(A PRIVATE COMPANY LIMITED BY SHARES)**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**MAA SANTOSHI ENGINEERS PRIVATE LIMITED**

**INTERPRETATION**

1. In these regulations:
  - a) The Act means the Companies Act, 1956 as amended from time to time.
  - b) The Company means **MAA SANTOSHI ENGINEERS PRIVATE LIMITED.**
  - c) The office means Registered office of the Company.
  - d) Board means the Board of Directors of the Company.
  - e) Seal means the common seal of the Company.
  - f) Words importing singular number shall include plural & vice versa.

## **TABLE "A" TO APPLY**

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 hereinafter contained in these articles.

## **PRIVATE COMPANY**

3. The Company is a private Company within the meaning of section 3(1) (iii) of Companies Act, 1956 having a minimum Paid up Capital of Rs. One lakh or such sum as may be prescribed by the Government and accordingly.
  - a) Restricts the right to transfer its shares if any in the manner hereinafter provided.
  - b) Limits the number of its members to fifty not including.
    - i) Persons who are in the employment of the Company.
    - ii) Persons who having been formerly in the employment of the Company became members 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 .
  - d) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or its relatives.

Provided that where two or more persons hold one or more shares in a company jointly, they shall, be treated as a single member.

## **CAPITAL.**

4. . a) The Authorized share capital of the Company shall be such as may be from time to time be authorised by Clause V of Memorandum.
  - b) The Company shall have the power to increase or reduce the capital of the company and to divide the shares in capital for the time being into several classes and to attach such rights, privileges and conditions in the such manner, as may, for the time being and issue any new shares, subject to the provisions of the Companies Act, 1956.

## **SHARES**

5. Subject to the provisions of these Articles the Company shall have power to issue preference shares carrying a right of redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the Company and the Board may, subject

to the provisions of section 80 of the Act, exercise such power in any manner as may be provided in these Articles.

6. Subject to the provisions of the Act and these Articles the Shares shall be under the control of the Board of Directors who may allot or otherwise dispose of 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 a fully or partly paid up shares in lieu of cash payment to any person or persons in consideration of any service rendered by him or them or in consideration of acquiring any property or income for the benefit of the Company from such person(s).
7. The Company shall be entitled to treat the holder of any shares as the absolute owner thereof & accordingly shall not be bound to recognise any Benami, equitable or other claim or interest in such share on the part of any other person save as herein provided.
  - i) The Company may exercise the power of paying commissions conferred by section 76 of the Act provided that the rate percent or the amount paid shall be disclosed in the manner required by that section.
  - ii) The Company may also on any issue of shares, pay such brokerage as may be lawful.

#### **INCREASE AND REDUCTION OF CAPITAL**

8. The Company by ordinary resolution may from time to time increase the Capital by the creation of new shares of such amount as may be deemed expedient, subject to the provisions of the Act.
9. In case where the Company decides to increase the capital of the Company by the issue of further shares or by further issue of shares out of the unissued authorized capital, such shares shall be offered to the members (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 notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company.
10. The new shares shall be issued for such considerations upon such terms and conditions and with such rights and privileges annexed thereto as shall be contained in the resolution creating the same and; in particular such shares may be issued with a preferential or qualified rights to dividends in the distribution of assets of the Company and with a special or without; any right of voting, subject always to the provisions of the Companies Act, 1956.
11. Except as far as otherwise provided by conditions of issue or by these presents any capital raised by the creation of new shares shall be subject to the provisions herein contained relating to the payment of calls and installments, transfer and transmission, forfeiture and lien, surrender and otherwise.



12. Subject to the provisions 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 of any of its share in respect of share capital not paid up.
  - b) Either with or without extinguishing or reducing liability on any of its shares, cancel any paid up share capital which is lost, or is unrepresented by available assets, or
  - c) Either with or without extinguishing or reducing the liability on any shares, pay off any paid up share capital which is in excess of the wants of the Company.

### **CONSOLIDATION AND SUB-DIVISION OF SHARES**

13. The Company may in general meeting alter the conditions in its Memorandum as follows, that is to say, it may.
- a) increase its share capital by such amount as it thinks expedient by issuing new shares.
  - b) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
  - c) Convert all or any of its fully paid up shares into stock and reconverts that stock into fully paid up shares of any denomination.
  - d) Sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum so, however, that in the subdivision the proportion between the amount paid and the amount if any unpaid on each reduced share, shall be the same as it was in the case of the share from which the reduced share is derived.
  - e) Cancel shares which at the date of passing of the resolution in that behalf have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so canceled.

### **SHARE CERTIFICATE**

14. i) Every person whose name is entered as a member in the register of members shall be entitled to receive within three months after the allotment or within two months after the application for the registration of transfer:
- (a) One certificate for all his shares with out payment: or,
  - (b) Several certificate each for one or more of his shares, upon payment of one rupee for every certificate after the first.

- ii) In respect of any share of 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.
- 15. Every certificate shall be under the seal of the Company & be signed and issued in accordance with the Companies (Issue of Share Certificate Rules), 1960.
- 16. 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 pocket expenses incurred by the Company for investigating evidence as the Directors think fit.
- 17. The Company shall have a first and paramount lien;
  - i) On every share (not being a fully paid share) for all moneys (whether presently, payable or not) called or payable at a fixed time, in respect of that share and,
  - ii) On all shares (not being fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company, provided that the Board may at any time, declare any share to be wholly or in part exempt from the provisions of this clause.

#### **CALLS ON SHARES**

- 18. A call shall be deemed to have been made at any time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments, provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- 19. The joint holders of a share shall be jointly or severally liable to pay all calls in respect thereof.
- 20. i) If a sum called in respect of a share is not paid before or on the day due, the holder shall pay interest thereon from the day appointed for payment thereof, to the time of actual payment at ten percent per annum or at such lower rate, if any, as the Board may determine.
  - ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

#### **21. THE BOARD**

- a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the money uncalled and unpaid upon any shares held by him and,
- b) Upon all or any of the money so advanced may (until the same would but ;for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, ten percent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

## **TRANSFER AND TRANSMISSION OF SHARES**

22. No. shares shall be transferred to any person (s) who is not a member of the company so long as any member is willing to purchase the same.
23. No transfer of any share shall be made or registered without previous sanction of the Board.
24. The Board may decline to register any transfer of shares on which the Company has lien.
25. The Board may also decline to recognize any instrument of transfer unless:
  - a) a fees 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 reasonably require to show the right of the transferee to make the transfer.
26. The shares in the Company shall be transferred in the prescribed form in the prescribed manner as provided in section 108 of the Companies Act, 1956.
27. The transferor shall be deemed to remain a holder of the shares until the name of the transferee is entered in the register of members in respect thereof.
28. Any share of a deceased member may be transferred to his or her executor, administrator or succession certificate holders.
29. There shall be no bar in transferring shares to any family member of the transferor provided previous sanction of the Board is obtained to this effect.

## **FORFEITURE OF SHARES**

30. If a member fails to pay any call or installment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may be accrued.
31. The notice aforesaid shall
  - (a) name a further day ( not being earlier than the expiry of fourteen days from the date of service of the notice on or before which the payment required by the notice is to be made and :
  - (b) state that in the event of nonpayment on or before the day so named, the shares in respect of which the call was made will be liable for forfeiture.
32. Any shares so forfeited shall be the property of the Company and may be disposed of in such manner as the Board thinks fit subject to provisions to the Act.

## **BORROWING POWER**

33. 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 of money, from any individual, firm, company, banker, financial institutions or any other body and Directors may secure the payment of such money in such manner and upon such terms and conditions in all respects that they shall think fit and in particular accepting or endorsing on behalf of the Company any promissory note, bill 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 or interest payable thereon with power to the Directors to indemnify the guarantors from or against any liability under their guarantee by means of a mortgage or hypothecation or charge upon any property and assets of the Company or otherwise.

## **GENERAL MEETING**

34. All general meetings other than Annual General meeting shall be called Extra ordinary General meeting.
35. The Board may whenever it thinks fit call an Extraordinary General Meeting.
36. 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 general meeting and that of the next and it shall be held either at the registered office of the Company or 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.
37. Any General Meeting including the Annual General Meeting may be called by giving seven days notice to the members and provisions of sub-section 2 section 173 of the Companies Act, 1956 shall not apply in case of transacting any special business. In case of special resolution required, special notice shall be given in the manner as laid down in the section 190 of the Act.

## **PROCEEDINGS AT GENERAL MEETING**

38. 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.
39. The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company.
40. If there is no such chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman of the meeting, the directors present shall elect one of their members to chair the meeting.

41. If at any meeting no director is willing to act as Chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one amongst themselves to chair the meeting.
42. 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.
43. 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 notice as required under the Act shall be given.

#### **VOTES OF MEMBERS**

44. On show of hands every member present in person shall have one vote, on poll; members shall have one vote for each share held by them.
45. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands take place, or at which the poll is demanded, shall be entitled to a second or casting vote.
46. 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.
47. In 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 thereto and if more than one such joint holders are present at any meeting personally or by proxy, then only such one of said persons so present whose name stands higher in order in the register of members of the Company shall be so entitled.
48. No member shall be entitled to vote in any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
49. The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named instrument proposes to vote, or in the case of a pool not less than 24 hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.
50. An instrument appointing proxy shall be in either form in Schedule IX to the Act or a form as near there to as circumstances admit.

## **BOARD OF DIRECTORS**

51. The following persons shall be the first directors of the Company.
- 1. SUSANTA KUMAR MISHRA**
  - 2. PRATAP SEN SWAIN**
  - 3. TAPAS KUMAR**
52. Subsequent appointment of Directors will be made by the General body in accordance with the provisions of the Act. There will be a minimum of two directors and a maximum of twelve Directors excluding nominee directors.
53. The Directors need not hold any qualification shares.
54. The above Directors shall hold office until they, or any of them, voluntarily resign by giving one month's 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.
55. Subject to the provisions contained in section 313 of the Act the Board shall have power to appoint an Alternate Director to act for a Director during his absence for a period of not less than three months from the State in which meetings of Board are ordinarily held.
56. 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. 2000/- only for attending each meeting of the Board of Director or Committee thereof.
57. In addition to the sitting fee and remuneration payable to the directors, they 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 there of or general meeting of the company or,
  - b) In connection with the business of the Company.
58. If any Director is called upon to perform extra service or to make any special exertion for any of the purposes of the Company, the Company shall remunerate such Director either by a fixed sum or otherwise, as will be determined by the Board of Director 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 also be entitled to hotel and other expenses, if any, incurred in consequence of his service or exertion as aforesaid.
59. The Company may exercise the powers conferred by section 50 of the Act, with regard to having official seal and use of such power shall be vested in the Board.

60. Every Director present in any meeting of the Board or of a committee thereof shall sign his name in the book to be kept for the purpose.
61. i) The Board shall have power at any time and from time to time to appoint a person as an Additional Director, provided the number of Directors and additional Director together shall not at any time exceed the maximum strength fixed for the Board of Directors by these Articles.
- ii) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act.

### **PROCEEDINGS OF THE BOARD**

62. i) The Board of Directors may meet for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit subject to the provisions of the Act.
- ii) Directors may and the Managing Director or Secretary, if any, on the requisition of a Director shall at any time summon a meeting of the Board.
63. Subject to the provision of section 287 of the Act the quorum of 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 Directors which ever is higher.
64. 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.
65. The Board may elect a Chairman of its meeting and determine the period for which he is to hold office.
66. The Board may subject to the provisions of the Act delegate any of its powers to committee (s) consisting of such member or members of its body as it thinks fit.
67. A committee may elect a Chairman of its meeting.
68. i) A committee may meet and adjourn as it thinks fit.
- ii) Questions arising at any meeting of a committee shall be determined by majority of votes of the members present and in case of an equality of votes of the members present and in that case; the Chairman shall have a second or casting vote.
69. All acts done by any meeting of the Board or a Committee thereof or by any person acting as a Director shall, notwithstanding that it may be afterwards discover that there was some defect in the appointment of any one or more of such directors, or of any person acting as aforesaid or that they or any of them were disqualified, be as valid, as if every such Director or such person had been duly appointed and was qualified to be a Director.

- 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 maintain and keep proper books of account and registers required under the Act,
- i) 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 each occasion.

#### **THE SEAL**

- 74.
  - i) The Board shall provide for the safe custody of the seal.
  - ii) The seal or the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or a committee of the Board authorized by in that behalf and except in the presence of one director or such other person as the Board may appoint for the purpose and the director and other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in his presence.

#### **DIVIDEND AND RESERVES**

- 75. The Company in general Meeting may declare dividend but subject to the provisions of the Act, no dividend so declared shall exceed the amount recommended by the Board.
- 76. 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.
- 77. No dividend shall bear any interest against the company.
- 78. The Directors may before recommending any dividend set aside out of the profits of the company such sums as they may think fit as reserve or reserves to meet contingencies or for equalizing dividends or for repairing, or improving any or the property of the Company and for such other purposes as the directors in their absolute discretion think fit and conducive to the interest of the Company.
- 79. The Board of Directors may deduct from any dividend payable, any amount payable to the Company on account of calls, or otherwise in regard to shares of the Company.

#### **ACCOUNTS AND AUDIT**

- 80. The Directors shall cause to be kept for audit 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.



## **MANAGEMENT**

70. Subject to the control and supervision of Directors, the affairs of the Company shall be managed by the Managing Director and/or any other Director as decided by the Board of directors from time to time. The First Managing Director of the Company shall be **MR. PRATAP SEN SWAIN**
71. The remuneration of the Managing Director and other Directors shall be such amounts as decided by the Board of Directors depending on the circumstances and financial position of the Company.
72. Any Director out of the directors in Article 51 or any other person or officer of the Company or in any other manner to be decided by the Board of Directors from time to time will open operate and close down bank accounts of the Company with any bank or banks and also to make draw, accepts, endorse and negotiate all checks, promissory notes, drafts etc, and other documents of title and securities for and on behalf of the Company.

## **POWERS AND FUNCTIONS OF THE MANAGING DIRECTOR AND OTHER DIRECTORS.**

73. Subject to the superintendence and control of the Board of directors and the provisions of the Act, the Managing Director and any other Director as decided by the Board shall exercise the following powers namely;
- a) to pay such cost, charges or expenses incidental to the promotion, formation, establishment and incorporation of the Company as may be authorized by the Board,
  - b) to buy, procure and import all instruments materials, store, implements, equipment's and other movable and immovable property required for the purpose of carrying on business by the Company to achieve any or all of the objects,
  - c) to sell or dispose of all articles, goods and property of the Company subject to the provisions of the Act,
  - d) to engage, fix and pay the remuneration and dismiss or discharge all agents, assistants, servants, workers, and other persons employed or engaged in connection with the Company business and to determine the powers and duties of such person to be engaged,
  - e) to make and give receipts for release and other discharges for money paid or payable to the company ;and any ;such receipts, release or discharges shall be effectual discharge from the company for the money and property therein stated to have been releases or discharged,

- b) All the assets and liabilities of the Company.
81. 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 the provisions of section 209 of the Act.
  82. No member (not being a Director) shall have any right or inspection of any account books or documents of the Company except as conferred by law or authorized by the Board or by the company in General Meeting.
  83. 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.

#### **SECRECY**

84. Every Director, Manager, Auditor, Treasurer, Trustee, members of a committee, officer, servant, agent, accountant or other persons employed in the business of the Company shall, if so required by the Director, before entering upon his duties, sign a declaration and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except wherein required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
85. No Member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any details of the company trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

#### **INDEMNITY**

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 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 under section 633 of the Act in which relief is granted to him by the Court.

We the Several persons whose names and address are hereunder subscribed into a Company in pursuance of this Article of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite of our respective Names:

Sl. No.	Signature, Names, addresses, Description and occupation of Subscribers.	No. of shares taken by Subscribers	Names, addresses description of witness to all the signatories.
1.	Sd/- Susanta Kumar Mishra S/o. Kunjabihari Mishra SP-70, Sikharchandi HB Colony Chandrasekhar Pur Bhubaneswar-751024 Occ-Business.	5,000 (Five Thousand)	Witness to all the signatories
2.	Pratap Sen Swain S/o.Trilochan Swain Lane-2/48, Jagannath Vihar Baramunda, Bhubaneswar 751003 Occ- Business	5,000 (Five Thousand)	Sd/- Sri Gopinath Nayak S/o- Late Mayadhar Nayak, resident of VIM- 126, Sailashree Vihar, Chandrasekharpur, Bhubaneswar- 751021 Occ.- Practising Company Secretary.
3.	Tapas Kumar S/o. Pratap sen Swain Plot No. 59/2919 Patrapada, Khandagiri Bhubaneswar-751030 Occ- Business	5,000 (Five Thousand)	
	<b>TOTAL</b>	<b>15,000 ( Fifteen Thousands Only)</b>	

Date: 20.10.2010

Place: Bhubaneswar

## Company Master Data

CIN	U45201OR2010PTC012594
Company Name	MAA SANTOSHI ENGINEERS PRIVATE LIMITED
ROC Code	RoC-Cuttack
Registration Number	012594
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	1000000
Paid up Capital(Rs)	150000
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	25/10/2010
Registered Address	PLOT NO-59/2919,UDAYGIRI VIHAR PATRAPADA,KHANDAGIRI BHUBANESWAR OR 751030 IN
Address other than R/o where all or any books of account and papers are maintained	-
Email Id	tapas3691@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

Charge Id	Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
No Charges Exists for Company/LLP					

## Directors/Signatory Details

DIN/PAN	Name	Begin date	End date	Surrendered DIN
01925163	PRATAP SEN SWAIN	25/10/2010	-	
03064888	TAPAS KUMAR	25/10/2010	-	
03265048	SUSANTA KUMAR MISHRA	25/10/2010	-	



# M/S. MAA SANTOSHI ENGINEERS PVT. LTD.

Ref. No.....

Date...11/06/2020.....

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF (M/s MAA SANTOSHI ENGINEERS PVT LTD) HELD ON 11.06.2020 AT- UDAYGIRI VIHAR, PATRAPARA, BHUBANESWAR, DIST- KHURDA, ODISHA-751019.

Resolved that the consent of the board of the directors be and is hereby accorded to file an application with RERA for registration of project of the namely "GALAXY ENCLAVE" situated at Patrapara, Bhubaneswar being developed by M/s Maa Santoshi Engineers Pvt Ltd.

RESOLVED FURTHER THAT, the company has decided to authorize, Mr. TAPAS KUMAR( MANAGING DIRECTOR) and is hereby severally authorized to sign and submit all the necessary application, forms return,letter, undertaking,affidavit or any other documents etc. for registration of the above said project under real estate( Regulation & Development) Act 2016 ; to represent the company before all concerned departments/ authorities under real estate( Reguation &Development) Act 2016; to deposit all type of fees / chages and to do all acts, deeds and things as may be required in this regard. The acts done and documents shall be binding on the company until the same is withdrawn by giving written notice thereof.

Specimen Signatures of Authorised Signatory:

*Tapas Kumar*

RESOLVED FURTHER THAT, a copy of the above resolutions duly certified as true by designated director / authorised signatory of the company

For Maa Santoshi Engineers Private Limited

*Tapas Kumar*  
Tapas Kumar  
Managing Director  
(Managing Director)

*Pratap sen swain*  
Sri. Pratap sen swain  
(Director)

For Maa Santoshi Engineer's Pvt. Ltd.  
*Susanta Kumar Mishra*  
Sri. Susanta Kumar Mishra  
Director  
(Director)