



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45201OR2008PTC009749

2007 - 2008

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

OMSHREE INFRATECH 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 सत्राह जनवरी दो हजार आठ को मेरे हस्ताक्षर से कटक में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45201OR2008PTC009749 2007 - 2008
I hereby certify that OMSHREE INFRATECH 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 Seventeenth day of January Two Thousand Eight.


(Mohanty Bibekananda)

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:
OMSHREE INFRATECH PRIVATE LIMITED
QR NO-L-205, G.G.P COLONY, RASULGARH,
BHUBANESWAR - 751010,
Orissa, INDIA

THE COMPANIES ACT. 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

*OMSHREE INFRATECH
PRIVATE LIMITED*

THE COMPANIES ACT. 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
OMSHREE INFRATECH PRIVATE LIMITED

- I. The name of the company is OMSHREE INFRATECH PRIVATE LIMITED.
- II. The registered Office of the company will be situated in the State of Orissa.
- III. The objects for which the company is established are :

A. MAIN OBJECTS TO BE PURSUED ON INCORPORATION:

1. To carry on the business of builders, construction engineers, contractors, subcontractor, architecture, plumber, promoters of flats or apartments or other buildings and to build, erect, construct, carry out, execute, improve, develop, design, assist or control the work of all kinds and description or erections of buildings, structures, houses, shops, offices, warehouses, sheds, multistoried residential complex, roads, railways, water tanks, water ways, run ways, dams, bridges, culverts, reservoirs, canals, wharves, warehouses, factories, drainage and sewage works, water distribution and filtration systems, docks, harbours, piers, irrigation works, foundation works, flyovers, rock drilling, aqueducts, stadiums, sanitary works, power supply works, power stations, hydro-power projects, hotels, hospitals, housing projects and other similar works and to pull down, demolish, rebuild, repair, alter, maintain all such construction or structures.

2. To carry on the business of purchasing, exchanging or otherwise acquiring any lands, places, buildings, tenements and premises to hold or sell, let out, mortgage, charge or otherwise and to buy, sell, own, cut to size, develop, distribute or otherwise to deal in all sorts of land and buildings and to carry on all or any of the forgoing activities or building materials, goods.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

1. To apply for, seek and procure Registration as Contractors with all Works and other Departments of the Central and State Governments including the Forest, Mines, Agriculture, Irrigation and the like and any Corporations established by such Government Departments and to get itself registered and enlisted as authorized contractors with the various departments of state Government, Central Government, Railway Board, Military Engineering Service, Oil & Natural Gas Commission other Civil bodies, Corporations, Board and the like & to offer & tender for construction, erection, installation, of various works inside and outside the state of Orissa .
2. To act as interior decorators, consultant, advisor, turnkey contractor and manager of all types of constructions and developmental work in all its branches, either alone or jointly with one or more persons, government, local or other bodies.
3. To acquire properties and rights of use of properties including land, building, machinery and plant, water ways, reservoirs, warehouses and other works and conveniences, for the attainment of main objects of the company.
4. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and right of the company.
5. To manufacture bricks of every description from all types of raw materials whether natural or synthetic or any kind of mixtures thereof and all kinds of tiles for the attainment of main objects of the company.

6. To grind/crush stones of all varieties and for this purpose to take lease of quarries as well as mines for raising and/or acquiring stones, or otherwise procuring them, and to run/operate the said leases as well as to purchase/otherwise acquire/deal in stone crushers and spares thereof and to sell, alienate, distribute or otherwise part with or consume the products thereof.
7. To purchase, own, take on hire or otherwise engage, avail, utilize and operate fleet of transport vehicles for transportation men materials and products of the company, tractors, bulldozers, Cranes and the like required for carrying on business of the Company and to attain the main object of the company.
8. To engage in or enter into contracts or any arrangements with Consultants, Architects and other Experts to achieve the Main Objects of the Company.
9. To acquire the whole or any part of the undertaking and assets of any business whose objects are similar or ancillary to the main objects of the company, along with any lands, buildings, privileges, rights, contracts, property or effects or assets held or used in connection therewith, and upon any such purchase to undertake to discharge the liabilities of any such company, association, partnership or person.
10. To undertake or execute contracts, sub-contracts and to do all or any part of the business of the Company either as principal contractors, agents or otherwise and to do such things either alone or in conjunction with others or through agents, contractors, trustees or otherwise.
11. To enter into any arrangement with any Government authorities Municipal, local or otherwise, or any persons or firms or company that may seem conducive to the objects of the company or any of them, and to obtain from any such Government, authority, person or firms or company, any rights, privileges, charters, contracts, finance, licenses and concessions including in particular, rights in respect of railways, waterways, roads and highways, which the company may think it desirable.
12. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash by installments or otherwise, or in shares of any Company with or without deferred or preferred rights in respect of debenture stock or other securities of any Company or corporation or by mortgages, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold deal with or dispose of any consideration so received.

13. To open, establish and maintain offices, shops, godowns, and branch office at any place in India or elsewhere in the world and to employ and remunerate any person, technicians, representatives and agents for the purpose of carrying on all or any of the companies main objects.
14. To amalgamate, enter into partnership, or in any arrangement for sharing the profits, union of interests or to form and enter into a union or manufacturers, cooperation, joint ventures, reciprocal concessions, or with any person, firm or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which company is authorised to carry on or engage in, which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the company.
15. To purchase, take on lease or in exchange, or on hire, or otherwise acquire any movable or immovable properties, real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the Company or which may otherwise be deemed beneficial to or in the interest of the Company in any manner whatsoever, and in particular, any land, buildings, estates, machinery, plant, engineering goods, vehicles and other stock in trade
16. Subject to the provisions of section 58 A of the Companies Act and the direction of Reserve bank of India, to receive money or loan and borrow or raise money in such manner as the Company may think fit, and in particular, by the issue of debentures, debenture stock, and to secure the repayment of any money borrowed, raise or owing, by mortgage charges upon all or any of the property or assets of the Company (both present and future), including, its uncalled capital and also by a similar mortgage, charge or lien secure and guarantee the performance by the Company or any other person or company or any obligation undertaken by the Company or any other person or company as the case be.
17. To open account or accounts with any schedule, co-operative, nationalized, private or foreign bank or banks and to pay into and to withdraw money from such account or accounts whether they be in credit or otherwise and operate any type of bank account with the banks.

18. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments
19. Subject to provisions of Companies Act. 1956, to invest and deal with the money of the Company upon such securities, shares, debentures, bonds, stocks, movable and immovable properties and in such manner as may from time to time be determined and to hold, sell or otherwise deal with such investments.
20. To create any depreciation fund, reserve fund, sinking fund, dividend equalization fund, insurance fund or any other special fund, whether for redemption of redeemable preference shares, debentures, bonds other securities or for equalization of dividend or for depreciation or for repairing, improving, extending or maintaining any of the property of the company or for any other purpose conducive to the interest of the Company.
21. To send any of its Directors, employees or any other person to foreign countries for the investigation of possibilities of any business, trade promotion, buying of machinery, establishing trade relations or obtaining of any concessions or in promoting the interest of the Company and to pay all expenses incurred in this connection.
22. To advertise and adopt such means for making known the business activities of the Company or any articles, goods, services, traded or dealt in by this Company or any company in which the Company may be expedient including advertising in press, radio or television, issue of circulars, books, pamphlets, price lists, conducting of exhibitions and giving prizes, rewards and donations or in any other manner as the Board of directors may think fit
23. To tender, make, provide and give advances of such sums of money as may be necessary to any person, firms, company for the purchase of materials, goods, services, machinery, stores, movable and immovable properties and all other articles required for the attainment of main objectives of the Company on such terms and conditions with or without security as the board of directors may deem fit from time to time subject to the provisions of the Companies Act, 1956, Reserve Bank's guideline and Banking Regulation Act, 1949.
24. To refer and to submit, or agree to refer to arbitration the matter related to any claim demand, dispute, or for any other question raised by or against the Company or in which the Company is directly or indirectly interested or concerned, and to do all acts deeds, matters and things to carry out and enforce the award.

25. To adopt all pre incorporation contracts entered into by the promoters with any person on behalf of the Company by way of ratification or substitution and to remunerate any person or Company for services rendered to the Company for the formation or promotion of the Company or for the acquisition of any property, license, letter of intent, allotments, know-how or similar things by the Company
26. To issue fully paid up bonus shares to the members & shareholders of the company by way of capitalization out of the balances standing to the credit of share premium accounts general reserves, revaluation reserves, or such other reserves subject to such consents and approvals as may be necessary as per laws, rules and regulations prevailing in the country from time to time.
27. To borrow money or obtain credit facilities from bank or other financial institutions either on pledge, hypothecation or mortgage of any or all assets of the Company or without offering any security.
28. To pay for any rights or property acquired by the Company and to remunerate any person or Company whether by cash payment or by the allotment of shares, debentures, or other securities of the company credited as paid up in full or in part or otherwise.
29. To make payment of fees and expenses with respect to the formation and registration of the Company or the issue of its Capital.
30. Subject to the provisions of the companies Act. 1956 and Companies (Court) Rules 1959 to take step, if thought fit, for winding up the Company.
31. Subject to the provisions of any for the time being in force and to Companies (Court) Rules 1959 to distribute among the members in species or otherwise in kind, any property of the Company or any proceeds of the sale or disposal of any property of the Company and in particular, any shares, debentures or securities of other companies belonging to this company or of which the company may have the power of disposing, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
32. To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof, for such consideration as the Company may think fit and in particular share, stock debentures or other securities, of any other companies.

33. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments to undertake and carry on scientific and technical research, investigations and inventions, and by providing or contributing to lectures, meetings, conference, the award of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and rewards studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
34. To establish and support or aid in the establishment or in the support of association, institutions, funds, trustees and conveniences calculated to benefit the Company, employee or employees of the Company or for the grant of pension
35. To subscribe or guarantee money for any national, charitable benevolent, public general or useful objects or fund or for any exhibition or any purpose which in the opinion of the Board of Directors may be likely directly or indirectly to further the objects of the Company or the interest of its members.
36. To take part in technical management, supervision or control of business or operations of any company or undertakings and for that purpose to appoint and remunerate any directors, accountants, lawyers, engineers or other experts, or agents and to act as registrar or agents of any such company or undertaking.
37. To arrange for the management, conduct of business or affairs of the Company and its Branches and for the purpose to nominate or appoint any person or persons to be the Agents or attorneys of the Company with such powers and discretion with powers of sub-delegation to the extent permissible, required or necessary
38. Subject to the provisions of the Companies Act. 1956 or other enactment in force to protect the Officers, Directors, Agents and servants of the Company against proceedings, cost, demands in respect of anything done or ordered to be done by them for and in the interest of the company and for any loss, damage, or misfortune whatever and which shall happen in execution of the duties of their Office or in relation thereto.

39. To apply for, promote and obtain under any act of Parliament, Charter, privilege, concession, license or authorisation of any Government, or Municipality, Provisional Order or License of any authority for enabling company to carry on any of the objects or for extending any of the powers of the company or for effecting any modification of the constitution of the company or for any other purpose which may seem calculated directly or indirectly to benefit the company's interests
40. To apply for, tender, action, hold, purchase or otherwise acquire from any person, firm or body corporate, sale, protect, prolong and renew any patents, copyrights, licenses, concessions, trade mark, trade name, designs, inventions, secret process, technical information and assistance, know-how, engineering, manufacturing and operating data, plan, layouts, erection and operation of all kinds and the like, confirming in exclusive or limited rights which may appear likely to be advantage to or be used for any purpose of the Company and spend money in experimenting, testing, improving or seeking to improve any patent, inventions or rights which the Company may acquire or proposes to acquire or develop and to use, exercise, develop or grant licenses in respect thereof otherwise turn to account the property rights or information so acquired.
41. To lend money either with or without securities to such persons, firms, and companies and to guarantee the performance of contracts or obligation by others upon such terms and conditions as the Company may think fit and the company will not carry on any banking business as defined under the Banking Regulation Act.1949.
42. To insure any of the properties, goods, articles, undertakings, contracts, agreements, guarantees or obligations of the Company of every nature and kind against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partly either by setting apart funds of the company or by effecting appropriate insurance from time to time and if thought fit, to effect any such insurance by joining or becoming a member of any mutual insurance protection or indemnity association federation or society and to accept in such insurance or any part thereof for the account of the Company and to pay insurance premium there for.

43. To become a member of any Chamber of Commerce, contractors, trade or other association or the like.
44. To acquire, absorb, merge or amalgamate with, one or more than one company or body corporate, whether or not having similar object as of this company, with or without winding up or by sale or purchase (for fully paid shares or otherwise) of all the shares or stocks of this or any such company or by partnership or in any other manner.
45. To let out on rent, on hire, lease, license or otherwise dispose of any property, rights ways, works, privileges, titles, licenses, plants, machinery, trademarks etc. of the Company absolutely or conditionally on daily, weekly, monthly, yearly or on perpetual period basis in India or elsewhere and to receive rent, charges, royalties, fees, discounted values, lump sum deposits, commuted value or other consideration there against as may be agreed by the Board of Directors of the Company from time to time.
46. To design, develop, engineer, assemble and any work related with hydro power project as to erect, install, import, export, buy, sell, resale, store, forward, transport, repair, recondition, renovate, service, commission, operate, maintain, provide all kinds of power plant equipment including turbines, generators, motor generators, excitation systems, frequency converters, protection systems, switchyards, transformers, automation systems with control measuring, governing and diagnostic systems, shut off valves, pumps, steel structures and auxiliaries, related parts and components thereof and accessories there to and like.
47. To deal in all kinds of construction materials, like cement, bricks, stones of all varieties, sand, steel, marble, hardware, paints, Sanitary ware, Ceramic ware, tiles, Glass, asbestos, terracotta blocks, woods, wooden frames, doors, furniture, fittings, fixtures house hold decorative and other decorative articles or materials
48. The objects incidental or ancillary to the allotment to the attainment of the main object of the Company's aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned. The objects set forth in each of the several clauses under these presents shall have the widest possible construction and shall extend to all parts of the world.

C) OTHER OBJECTS :

1. To carry on the business as transport contractors for forest and agricultural and mineral produce for Government and others
2. To buy, sell, import, export or to carry on the business as stockiest agents, dealers, distributors, or commission agents. C & F agent, franchiser, or otherwise to deal in all kinds of consumer products, plant and machinery, engineering items, commodities and equipment.
3. To buy take on lease or otherwise acquire lands and to put them to all kinds of agricultural use by plugging, planting directly or through servants or leases and to carry on business of all kinds of agricultural and horticultural farming, gardening, nursery for cultivating, growing, producing, raising, breeding, improving, developing all kinds of grains, pulse, vegetables, fruits, flowers, trees plants including medical and aromatic plants, fodder, sugar cane, jute, cotton, saplings, timber, essential oils, seeds, seedlings, mushrooms, mushroom spores, natural fibers and to manufacture , produce, buy, sell, import, export and generally deal in all kinds and description of agricultural and horticultural products and inputs , processed food products, in particular canned food, canned fruit, fruit products , dehydrated foods, bakery and confectionery products, pickles, potato chips and generally do acts and things necessary or required for carrying on business of farmers and to carry on the business of millers , cake and corn merchants and to carry on the business of manufacturers , producers, importers, exporters and dealers of agro-engineering products like farm tools, sprayers, dusters, pump sets and agro-chemicals, artificial fertilizers, manure of every description, disinfectants, insecticides and pesticides.
4. To manage land, buildings and other property of any description and to collect rents and income.
5. To carry on business of dairy, poultry, animal husbandry, fishery and pisciculture to produce, breed, process, buy, sell, export, import and otherwise deal in all kinds of animals and their products of all kinds and description

- iv) The liability of the member is limited.
- v) The authorised Share Capital of the Company is Rs.10, 00,000/- (Rupees Ten Lakhs only) divided into 10,000 (Ten thousand) Equity Shares of Rs. 100 (Rupees One hundred) each with power to increase or reduce the capital, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualities or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the resolutions of the Company and to consolidate or subdivide or reorganise the shares and issue shares of higher or lower denominations.

THE COMPANIES ACT, 1956
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
OMSHREE INFRATECH PRIVATE LIMITED

PRELIMINARY

1. In these Regulations, unless the context otherwise requires :
 - a) "The Company" of "This Company" means OMSHREE INFRATECH PRIVATE LIMITED.
 - b) The words and expressions contained in these Regulations shall bear the same meaning as in the Companies Act, 1956 or any statutory modifications thereof.
 - c) "The Act" means the Companies Act, 1956 with all its statutory modifications from time to time.
 - d) "Board" or "Board of Director" of the Company shall collectively mean the Board of Directors of the Company.
 - e) "Director" includes any person occupying the position of a Director, by whatever name called.
 - f) "The Seal" means the common seal of the Company and also includes any seal maintained at a Foreign Branch of the Company.
 - g) Words importing singular shall include the plural and vice versa and words importing the masculine gender shall include the females and words importing persons shall include bodies corporate.

2. The regulations contained in Table 'A' in first schedule to the Companies Act of 1956 shall apply to the Company with respect to such provisions so far as are applicable to private limited company except as otherwise provided/modified or excluded impliedly or expressly by any of the provisions contained in these regulations.
3. The Company is a Private Company Limited by shares within the meaning of Clause (III) of the Subsection (I) of Section-3 of the Companies Act - 1956 having minimum paid up capital of Rs 1,00,000 (Rupees One lakh only) and or such higher paid up capital as may be prescribed by its articles and accordingly.
 - a) The right to transfer the shares of the Company shall be restricted in the manner and to the extent hereinafter appearing in these regulations.
 - b) The number of members of the Company shall be limited 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 member, after the employment ceased.

Provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of their definition be treated as a single member.
 - 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 deposit from person other than its members, directors or their relatives

SHARE CAPITAL

4. The authorized share capital of the Company is Rs.10,00,000/- (Rupees Ten lacs only) divided into 10000 (Ten thousand) Equity shares of Rs.100/- (Rupees One hundred only) each with power to increase, reduce the share capital of the company and to divide the share in the capital for time being into several classes and attach thereto such preferential, qualified or such other rights, privilege or conditions and to vary, modify, abrogate and such rights, privileges or conditions in such manner as may for the time being be provided by the Regulations of the Company and the Act.

5. Subject to the provisions of section 80 of the Act any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are or at the option of the company liable to be redeemed on such terms and in such manner as the company may think fit.
6. The Company may, from time to time, by an Ordinary Resolution increase the Share Capital by such sum to be divided into shares of such amount as may be specified in the Resolution.
7. The Company by an Ordinary Resolution.
 - a) Consolidate or divide all or any of its Share Capital into shares of larger amount than its existing shares
 - b) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by its Memorandum.
 - c) Cancel any shares, which at the date of the passing of the Resolution have not been taken by any person.
8. The shares of the company shall be under the control of the Board of Directors, who may allot, transfer or otherwise dispose them of at par or at a premium to such persons on such terms and conditions and at such time as it considers fit.
9. No person shall be recognized by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereon), any equitable, contingent, future or partial interests in any share or any interest in any fractional part of a share or any other rights in respect of any share except as absolute right to the entity thereof in the registered holder.
10. Unless otherwise determined by the Company in general meeting by a special resolution the unissued share shall be offered in the first instance to the existing shareholders of the Company.

SHARE CERTIFICATE

11. Every person whose name is entered in the register of Members shall be entitled to one Certificate for the shares registered in his/her name. Every Certificate shall be issued under the common seal of the Company and shall specify the shares to which it relates and the amount paid up thereon. 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 Certificate for shares to one of the several joint holders shall be sufficient delivery to all such shareholders.

12. If a Share Certificate is defaced, lost or destroyed it may be replaced on payment of such fee, if any, not exceeding two rupees and on such terms, if any, as to evidences as the Board of Directors may think fit.

CALLS ON SHARE

13. Regulation 13(1) of table 'A' will apply except the word "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 appearing thereon.
14. A call shall be deemed to have been made at the time when resolution of the Board authorizing the call was passed.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. The Board may if it thinks fit accept from any member willing to advance the whole or part of the amount remaining unpaid on any shares held by him although no part of that amount has been called up. However the member shall not be entitled to any voting rights in respect of advance money so paid by him until the same would be become presently payable.

TRANSFER AND TRANSMISSION OF SHARES

17. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and transferor shall be deemed to remain holder of the share until the name of the transferee is entered into the Register of Members in respect thereof.
18. The Executive or Administrator of a deceased shareholder where there is one or the heir where there is no will and no letter of Administration have been taken out, shall be entitled to be recognized by the Company as having title to the share of the deceased shareholder upon satisfactory proof of his title by producing either a probate or letter of administration or succession certificate or certificate of the Administrator General.
19. Any share may be transferred at any time by a member to his or her legal heirs, brother, sister, nephew, niece, son-in-law, daughter-in-law, grand children, father, mother, husband, wife, or to any other existing members of the Company.
20. Save as hereby otherwise provided, no share shall be transferred to any person who is not a Member of the Company so long as any Member willing to purchase the same at the fair value which shall be determined, by the Directors.

21. i) If a member, who is desirous of selling his/her shares to any person other than those specified in Article 19 he/she shall give notice to the company of his intention to sell his shares and shall also state the number of shares he/she intends to sell with full particulars of the proposed transferee.
- ii) Within thirty days after receipt of such notice the Board and the member who desires to sell his/her shares shall fix the fair value of the shares and if the Board and the selling member are unable to agree upon a fair value, the same shall be fixed by the Company's Auditors and the fair value so fixed by the Auditors in writing shall be final and conclusive.
- iii) Within two weeks after fixing the fair value of the shares, the company shall give notice to all the members, by a circular in writing, containing all particular and inviting the member to communicate to the company within fourteen days their willingness or otherwise to buy any share of share.
- iv) If more than one member is willing to purchase the shares shall be divided among the proposing purchasers in such proportion as the Board thinks fit.
- v) The selling member shall transfer the shares to the member whom the Board of Directors named as proposing purchaser. If the selling member does not transfer to the Proposing purchaser within fourteen days from the date of receipt of communication from the Board of Directors, the company on receiving the purchase money shall effect the transfer and cause these shares and shall hold the purchase money in trust for the transferor. The receipt by the Company of the purchase money shall be good discharge to the purchaser and after his name had been entered in the register of members in exercise of the aforesaid powers; the validity of the proceeding shall not be questioned by any person.
- vi) If the Board of Directors within three months from the receipt of the notice of the selling member do not name any member who would be willing to purchase the shares, the member desiring to sell the shares may sell them to any person of his liking within a month from the end of the three months referred to above.
22. The Board of Directors at their absolute and uncontrolled discretion, decline or refuse to register any transfer of share to any person or persons for any reason or reasons as may appear to them just and proper and they need not disclose or assign any reason for their refusal to register any transfer.

FORFEITURE OF SHARES

23. The provisions under Clause 29,31, 32, 33 & 34 of Table 'A' Schedule-1 of the company that as to forfeiture of share shall apply in the case of the non-payment of any sum which, by the term of issue of a share become payable at a fixed time whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified

LIEN

24. The Company shall have a first and permanent lien:
- a) On every shares (not being fully paid) for all moneys (whether presently payable or not) whether they are due in respect of any call on the shares or otherwise called or payable at a fixed time in respect of that share.
 - b) On all shares (not being fully paid share) standing registered in the name of a member or members of all monies presently payable by him or them or his or their estate to the Company.

Provided that the Board of Directors may at any time declare any shares to be wholly or in part exempted from the provisions of the clause.
 - c) The Company's lien on shares shall extend to all dividends payable thereon.
 - d) The Board of Directors shall exercise their lien whether of not the share certificate is in possession of the Company and the transfer effected in the register of members in pursuance of the exercise of the lien shall be conclusive and final.
 - e) The Board shall follow the Regulations in respect of exercise of lien as prescribed under Clause 10, 11 & 12 of Table -A, Schedule - 1 of the Companies Act, 1956.

GENERAL MEETING

25. All general meetings other than annual general meetings shall be called extraordinary general meetings.
26. Fourteen days notice specifying the place, the day, and hour of the General Meeting other than the Annual General Meeting shall be given to the member. However any accidental omission to give such notice to any member shall not invalidate the proceedings of the General Meeting. General Meeting may be called with a shorter notice than 14 days provided the consent is accorded thereto by members holding not less than 95 percent of such part of the paid up share capital of the company as gives right to vote at the meeting. Twenty-one day's notice shall be given for the Annual General Meeting. Annual General meeting may be called after giving shorter notice than 21 days if consent is accorded thereto by all the members entitled to vote thereat.

27. The provisions of Section 171 to 186, except that of Section 171(1), 173(2) and 176(2) of the Act shall apply to this company.
28. a) The Board may whenever it thinks fit, call an extraordinary general meeting.
- b) If at any time Directors, who are sufficient in number to form a quorum are not within India, any Director of the Company may call an extraordinary general meeting, in the same manner as nearly as possible as that in which such a meeting may be called by the Board.
29. a) 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.
- b) Save as herein otherwise provided two members present in person shall be a quorum.
30. a) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- c) Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
31. In case of an equality of votes, whether on a show of hand or on a poll, 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.
32. Any business other than upon which a poll has been demanded may be proceeds with pending the taking of the poll.

BOARD OF DIRECTORS

33. The number of Directors of the Company shall not be less than two and until otherwise determined by the Company in a General Meeting it shall not be more than nine, including the Managing Director.
34. The persons named below shall become and be the first directors of the Company and shall be the permanent Director till such time they resign or vacate.

- I) **KESHAB CHANDRA PRADHAN**
II) **GOBINDA CHANDRA JENA**
III) **JUGAL KISHOR PRADHAN**

35. Subject to the Article 33 above, the company in General meeting may appoint at any time and from time to time any person as Director and may fix the tenure of office and other terms and conditions in respect thereof.

36. Any person whether member of the Company or not may be appointed as a Director and no qualification by way of share holding shall be required from any Director.

37. Subject to the Articles 33 the Company may under any agreement with any Corporation or institution for any financial aid or subscriptions for its shares or under any agreement with any foreign collaborators give such Corporation or Institution or Foreign collaborators powers to appoint one or more persons to be Directors of the Company and to remove such Director/Directors and appoint another/others in his/their place. Each such Director is hereinafter referred as "the Nominated Directors".

The Nominated Director shall be entitled to attend all General Meetings, Board Meetings and meetings of any committee of which he is a member. The Nominated Director shall be entitled to receive all notice, agenda papers and minutes of every such meeting. For attending such meetings, the Nominated Director shall be a paid sitting fee, allowances as other Directors are entitled.

38. Acts done by a person as Director shall be valid, notwithstanding it may afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provisions in the Act or in the Articles, provided that nothing in the Act shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

39. The rights, duties, liabilities and disabilities of a Director shall be the same as are provided in the Act and in Table 'A' thereof except in so far as they stand modified by the provisions of the Regulations.

40. Until otherwise decided by the Company in its General Meeting each of the Directors shall be paid out of the funds of the Company a fee of Rs.300/- for each day of meeting of the Board attended by his/her, in addition to the remuneration payable to them. The Directors may be paid all travelling, hotel and other expenses properly incurred by them.

a) In attending and returning from meetings of the Board or any committee thereof or general meetings of the Company : or

b) In connection with the business of the Company.

41. If any Director being willing shall be called upon to perform extra service or to make any special exertions for any of the purposes of the Company, the Board of Directors shall be entitled to remunerate such Directors either by a fixed sum or percentage of profit or in any other manner as may be determined by them.
42. Save as otherwise expressly provided in the Act. Resolution in writing signed by all the Directors of the Board or a Committee thereof for the time being entitled to receive notice of a Board or the Committee, as the case may be, shall be as valid and effectual as it has been passed at meeting of the Board or of Committee duly convened and held.
43. Subject to the provisions of the Companies Act 1956, the company may give to any Directors the benefit of provident Fund, bonus, gratuity, pension and other retirement allowances as it deems fit.

POWER OF BOARD OF DIRECTORS

44. The Board of Directors shall have power to appoint additional Directors, but in doing so that provisions of section 260 of the Act or any statutory modification thereof, shall be complied with.
45.
 - a) The Board of Directors may appoint an alternate Director to act for a Director (hereinafter called the original Director) during his absence for a period of not more than three months from the State in which meetings of the Board ordinarily held.
 - b) An alternate Director appointed under Sub-Clause (a) above shall not hold office as such for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to the State in which meetings of the Board are ordinarily held.
 - c) If the term of office of the original Director is determined before he so returns to the State aforesaid any provision for the automatic reappointment of retiring Directors shall apply to the original Director and not to the alternate Director.
46. The Board of Directors may at any time appoint one or more of themselves to be a whole time/Executive Director or Directors of the Company for such period and on such terms and conditions, as they deem fit.
47. The Board of Directors may fix the remuneration of the Managing Directors or Directors by way of salary or commission or by conferring right to participate in the profits of the Company or by combination of all.

48. The management and control of business of the Company shall be vested in the Board of Directors who in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company but subject nevertheless to the provision of the Act, and of this present and to any regulation from time to time made by the Company in the General meeting, provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation has not been made. It is expressly declare that the Board of Director shall have the power as stated below.
- a) Without prejudice to the general powers, the Directors may from time to time and at any time delegate to Directors, Secretaries, Officers, Assistants and other employees or other person any of the powers, authorities and discretion for the time being vested in the Directors.
 - b) To purchase or otherwise acquire for the Company, any movable or immovable property rights or privileges, which the Company is authorized to acquire at such price and generally on such terms and conditions as they may think fit and to sell, exchange, or otherwise dispose of absolutely or conditionally all the properties, movable and immovable and other rights and privileges which the Company has or may acquire or any of them or any part thereof at such prices and generally on such terms and conditions, as they may think fit.
 - c) To enter into agreements and adopt agreements relating to acquisition of the business and also the assets and liabilities of the partnership firm.
 - d) At their discretion to pay for any property, rights, privileges, acquired by or services rendered to the Company either wholly or partially in cash or in shares, bond, debentures or any other securities of the Company and any such shares, bonds, debentures & other securities may be issued either as fully paid up and or with such amount credited as paid thereon, as may be agreed on and any such bonds, debentures or any other securities, may be either specifically charged upon all or any part of property of the Company.
 - e) To institute, conduct, prosecute, compromise, defend, compound, withdraw or abandon or refer to arbitration any action, suit, appeal, proceedings, for enforcing decrees and orders and any other legal proceedings by or against the company or its officer or otherwise concerning the affairs of the Company.
 - f) The Board of Directors may from time to time raise or borrow any such sum of money for and on behalf of the company, as they may consider necessary, from members, other persons, firms, companies, including Directors of Company or Banks, financial institutions like IPICOL, OSFC, IDBI, IFCI, ICICI and other Financial Institutions, Government Departments/Corporations, at such rate of interest and upon such terms and conditions as may consider fit.

- g) The Board of Directors may secure the repayment of any sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the creation of any mortgage or shares on the undertaking of the whole or any part of the property, present, or future, or uncalled capital of the Company charged upon all or any part of the property of the Company both present and future including its uncalled capital for the time being.
- h) The Board of Directors may from time to time by a resolution determine and authorise the Managing Director or such other persons and in such manner to draw, sign, accept, endorse negotiate on behalf of the Company all the bills of exchange, promissory notices, hundies, cheque, drafts, and other negotiable instruments, all contracts, dividend warrants, agreements, documents and the like.
- i) To appoint any person to be the agent of the Company to sign or attorney for the Company for such purpose and with such powers and authorities and discretion (not exceeding those vested in and exercisable by the said Managing Director himself) and to the extent thought fit and necessary.
- j) To enter into all negotiations and contract, partnership or any arrangements for sharing of profits, union of interest, joint venture, reciprocal concession or for otherwise with any person, firm or company rescind, vary or alter the terms of all such contracts and to execute and do all such acts, deeds and things necessary in the name or for and on behalf of the Company as may be considered necessary for and in relation to any of the matters aforesaid or otherwise for the business of the Company.
- k) To accept from any member on such terms and conditions as shall be agreed to surrender of the shares or any part thereof.
- l) To give or to refuse permissions to members to inspect subject to the rights vested in such manner under the Act, the books of accounts or other documents of the Company or to visit the premises or works under charge of the Company without being liable to assign any reasons for the same.
- m) Subject to the provisions of Companies Act to donate for the activities either directly or indirectly calculated to benefit the business and other activities of the company in general.
- n) To allot shares to be issued at the consideration or part of the consideration for any contract with or for any property acquired by the Company or in payment or services rendered to the Company with such conditions as to the transfer thereof as they think fit.

- o) To pay the cost charges and expenses preliminary and incidental to the promotion and registration of the Company.
- p) The Board of Directors may also issue any shares at a discount, premium, or otherwise and with special privileges as to the redemption, surrender, drawings, allotment of shares and attending at General Meetings of the Company and otherwise subject always to any restrictions placed by the Act in this regard.
- q) The Board may make advance payment or loans, with or without security, to the Directors, members, other persons, firms, company and other organisations, as they may deem fit and proper.
- r) To invest and deal with any of the money of the Company, not immediately required, upon such securities, shares, bonds, debentures, fixed deposits, deposit on calls and in such other manner as they may think fit and from time to time vary or release such investments and for the purposes aforesaid to authorise the Managing Director.
- s) To execute in the name and on behalf of the Company such mortgages of the Company's property (present and future) as they may think fit in favour of any Directors, other person who may incur or about to incur any personal liability for the benefit of the Company and any such mortgage may contain a power of sale and such other powers covenants and provisions as shall be agreed upon.

MANAGING DIRECTOR

- 49. Subject to the Article 33, the Board of Directors shall appoint one or more of their body to be the Managing Director or Directors of the Company either for a fixed terms or without limitation of period as to the holding of such office on such terms and conditions as they deem proper and may from time to time remove or dismiss him/them from such office as they deem proper. **Mr. KESHAB CHANDRA PRADHAN** shall be the first Managing Director and shall hold office till such time as he resigns or vacates.
- 50. The Managing Director who shall have the general Director, Control and Management, Superintendence of all business of the Company with full powers to do all acts, matters and things that he may deem necessary for properly and expediently carrying on the business of the Company.
- 51. The Managing Director shall keep suitable office establishment at the registered office of the Company and at such other place or places as may be determined by the Board of Directors from time to time and the expenses incurred thereof as well as expenses incidental to management shall be met by the Company.

52. Managing Director shall have the following specific powers and discretion.
- a) To release and/or allow time for payment or satisfaction of any debts due to the Company or by the Company and any claims and demands by or against the Company and to submit to arbitration and to perform award.
 - b) To make, vary and repeat standing orders and instructions for internal management of the Company and for the efficient conduct of the work conditions and employment etc. of staff and workers from time to time.
 - c) To give any office or other persons employed by the Company including any Directors commission on the profits of any particular business or transactions or a share in general or particular profits of the Company and such commission or share of profits shall be treated as part of the working expenses of the Company and to pay commission and make allowances to any person introducing business to the Company or otherwise assisting or promoting the Company's interests.
 - d) To make and give receipts, releases and other discharges for money paid or payable to the Company and for all property and goods and materials delivered or deliverable to the Company and any such receipts, releases or discharges shall be an effective discharge from the Company for the monies and properties or goods stated to have been released or discharged.
 - e) The Managing Director shall have the power to appoint and at his pleasure to remove, discharge or suspend and to re-employ or replace secretaries, experts, departmental heads, accountants, agents, sub-agents, brokers, solicitors, officers, clerks, servants and other employee for permanent or temporary or for special service and to determine their powers and duties and to fix and pay their emoluments, remuneration either by way of salary, wages, fees or commission or otherwise partly by one and partly by other and to insure and arrange for guarantee for fidelity of any employees of the Company and to pay such premiums on any policy of guarantee from time to time as he thinks fit and grant to Managers, Agents, Secretaries, or other persons/employee such powers and authority as he may deemed expedient and to revoke such powers at pleasure.

- f) To insure and keep insurance against loss or damage of fire or otherwise for such period and to such extent as he may think fit proper, all or any part of the movable and immovable properties/assets of the Company either separately or jointly and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.

THE SEAL

53. The company shall have common seal, and the Board shall have the power to vary or cancel the same from time to time and substitute a new seal in lieu thereof, and the Board shall provide for the safe custody thereof. Except as otherwise required by the Act and the rules framed thereunder the seal shall not be applied to any instruments without the authority by a resolution of the Board or committee of the Board authorised by it in that behalf and shall be affixed in the presence of one Director or such other person as the Board or committee of the Board may appoint for the purpose, and such Director or other person aforesaid shall sign every instrument to which seal of the Company is so affixed in his presence.

DIVIDEND

54. The company in Annual General Meeting may declare dividend but no dividend shall exceed the amount recommended by the Board.

ACCOUNTS & AUDIT

55. a) The Board shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be opened to the inspection of the members not being Directors. No member shall be entitled to inspect the books without the permission of the Board of Directors.
- b) The Board of Directors shall cause that proper books of account are kept at the registered office of the Company or at such other place in India, as they think fit.
- c) Auditor shall be appointed and their duties regulated in accordance with Section 224 to 233 of the Act, both inclusive or any statutory modifications thereof. The Board of Directors shall appoint the First auditor of the Company within one month from the date of registration of the Company.

SECRECY

56. a) Every Director, Manager, Auditor, Trustee Member of a Committee, Officer, Servant, Agent, Accountant or other persons employed in the business of the Company shall if so required by the Directors before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy in respect of all transaction of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these regulation contained.
- b) No Member or other persons unless he is a Director shall be entitle is to inspect or examine in the Company's premises or properties of the Company without the permission of the Directors of the Company or of the Officers authorized by the Directors for the time being or to acquire of any information respecting any detail of the Company's manufacture, trading and any matter which is or may be in the nature of the trade secrecy, mystery of trade or secret process or of any matters whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors or Officers authorized by Directors will be inexpedient in the interest of the Company's business to communicate.

WINDING UP

57. a) If the Company shall be wound up, the surplus assets shall be first applied in repayment of preference capital and the balance in repaying the Capital paid up on equity shares and excess, if any, shall be distributed among the members holding Equity Shares held by them at the commencement of the winding up,
- b) If the company shall be wound up the liquidator may, with the sanction of a special resolution of a Company or any other sanction required by the Act, divide amongst the Members in piece or kind the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- c) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or the different classes of Members.

- d) The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such a trust for the benefit of the contributor as the liquidator, shall think fit but that no Member shall be compelled to accept any shares or other securities thereon if there is any liability.

INDEMNITY

58. Every Officer or agent for the time being of the company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in 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 addresses are subscribed, are desirous of being formed into a company, pursuance of this **ARTICLE OF ASSOCIATION** and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:

Sl. No.	Name, Address, Occupation and Description of the Subscriber and their Father's/Husband's Name	Number of Share	Signature of the Subscriber	Name, address, Occupation and description of the Witness
1.	KESHAB CHANDRA PRADHAN, S/O:ANADI CHARAN PRADHAN QR NO-L-205, GGP COLONY, RASULGARH Bhubaneswar, PIN-751010 P. S. -MANCHESWAR, Dist : Khurdha, ORISSA Occupation: - Business. DIN: 01886887	500 (Five Hundred Only)	Sd/-	<p style="text-align: center;">Sd/-</p> <p style="text-align: center;">MANAS DASH CHARTERED ACCOUNTANT S/O GOPABANDHU DASH 3029, RAVITALKIES ROAD BHUBANESWAR-751002</p>
2.	GOBINDA CHANDRA JENA S/O : SANKARSAN JENA NODHA BASANTA (Part) PO : KURUNTI , PS : RAJNAGAR DIST : KENDRAPADA PIN-754225 ORISSA OCCUPATION: BUSINESS DIN:1886886	500 (Five Hundred Only)	Sd/-	
3.	JUGAL KISHOR PRADHAN S/O: DURGACHARAN PRADHAN QR NO-L-205, GGP COLONY, RASULGARH Bhubaneswar, PIN-751010 P. S. -MANCHESWAR, Dist : Khurdha, ORISSA Occupation: - Business. DIN: 01892252	500 (Five Hundred Only)	Sd/-	
	TOTAL	1500(One thousand fiveHundre only)		

Dated: 11.01.2008

Place: Bhubaneswar

Company Master Data

CIN	U45201OR2008PTC009749
Company Name	OMSHREE INFRATECH PRIVATE LIMITED
ROC Code	RoC-Cuttack
Registration Number	009749
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	3000000
Paid up Capital(Rs)	2528000
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	17/01/2008
Registered Address	PLOT NO-1693/B (OM HOMES) NAHARAKATA, MANCHESWAR BHUBANESWAR OR 751010 IN
Address other than R/o where all or any books of account and papers are maintained	-
Email Id	legasisassociates@yahoo.com
Whether Listed or not	Unlisted
ACTIVE compliance	ACTIVE compliant
Suspended at stock exchange	-
Date of last AGM	30/11/2021
Date of Balance Sheet	31/03/2021
Company Status(for e filing)	Active

Charges

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

Directors/Signatory Details

DIN/PAN	Name	Begin date	End date	Surrendered DIN
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01886887

07057621

KESHAB CHANDRA PRADHAN

AHALYA PRADHAN

17/01/2008

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01/06/2016

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