



प्रारूप 1

पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45201OR2011PTC013811

2011 - 2012

में एतद्वारा सत्यापित करता हूँ कि मैसर्स

SKYTECH INFRAPROJECTS 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 चौबीस जून दो हजार न्यासह को कटक में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U45201OR2011PTC013811 2011 - 2012
I hereby certify that SKYTECH INFRAPROJECTS PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given at Cuttack this Twenty Fourth day of June Two Thousand Eleven.

Validly Attest
Name of the Registrar
Date

Registrar of Companies, Orissa

कम्पनी रजिस्ट्रार, उड़ीसा

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

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

SKYTECH INFRAPROJECTS PRIVATE LIMITED

PLOT NO-491/2, SAHEED NAGAR, BEHIND ARYA SAMAJ,

BHUBANESWAR - 751007,

Orissa, INDIA





**MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
SKYTECH INFRAPROJECTS PRIVATE LIMITED**



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45201OR2011PTC013811

2011 - 2012

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Validity
24/06/2011

Registrar of Companies, Orissa

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

SKYTECH INFRAPROJECTS PRIVATE LIMITED
PLOT NO-491/2, SAHEED NAGAR, BEHIND ARYA SAMAJ,
BHUBANESWAR - 751007,
Orissa, INDIA



**THE COMPANIES ACT, 1956
(PRIVATE COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION OF
SKYTECH INFRAPROJECTS PRIVATE LIMITED**

- I. The Name of the Company is "SKYTECH INFRAPROJECTS 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 :

Main objects to be pursued by the Company on its incorporation are :

1. To purchase, acquire, hold, possess, develop, takeover, deal with land, houses, farmhouses, building and premises, and other property of any tenure and any interest therein and to create, sell, dispose off and deal in freeholds, leaseholds and other land and properties, and erect business and residential flats and generally to deal in, traffic by way of sale, lease, exchange, let out land and house property.
2. To build, buy, sell, demolish, improve, develop, acquire, hire, maintain, control, superintend, rent out or otherwise be interested in buildings, building complexes, lands, areas and properties or rights connected thereto and to carry on the business of builders, contractors, dealers in and manufactures of prefabricated and precast houses, buildings and erections and materials tools, implements, machinery and metalware in connection therewith.

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

1. To acquire and undertake the whole or any part of the business, property and liabilities of any person carrying on any business which the company is authorised to carry on or possession of property suitable for the purpose of the objects of the Company.
2. To substitute or contract with any person, association, firm, corporation or body corporate whether within or outside India for technical collaboration, know-how, training or techniques or for such other purpose that may be beneficial or conducive to the objects of the Company.
3. To acquire by purchase, lease, exchange, or otherwise land, building, and hire detachments of any tenure or description and estate and interest therein, and any right connected with the land and either to retain the same for the purpose of company's business or turn to account as may seem expedient.
4. To erect, acquire or take on lease or hire or sell factories, shops, buildings, sheds suitable for the business of the company.
5. To import, manufacture, purchase, sell and deal in any of the raw materials, equipment, spare parts, and other materials required for the attainment of the main objects.
6. To enter into any arrangement with Government or any Government Authority (supreme, local, municipal or otherwise) that may seem conducive to the company's objects or any of them and to obtain from any Government or authority all rights, concessions or privileges, which the company may be desirous of obtaining in connection with its business and to carry out, exercise any such arrangements, rights, privileges and concessions.
7. To design, develop, alter, exchange, process, manufacture, deal, either as principals or as agents, let on hire buildings, plant & machinery, godowns, import/export technical know-how, plant and machinery, raw materials and structures or other equipment used in the business specified above and ancillary thereto.
8. To institute, conduct, arbitrate, defend, compromise any legal proceedings against and by the Company.
9. To pay for any rights or property acquired or to be acquired by the company and to remunerate any person any person or company whether by cash payment or by allotment of shares, debentures or other securities of the company credited as paid up in full or part or otherwise.
10. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal in all or any part of the property and rights of this company.

11. To open and operate bank account or accounts in India and abroad with any scheduled, co-operative, nationalized, private or foreign banks or any financial institutions and to operate, draw, accept, make, endorse, execute, issue, discount, negotiate and transfer promissory notes, hundies, bill of lading, bill of exchange, obligations, acceptances, commitments and other negotiable and transferable instruments in connection with the business of the Company.
12. To distribute as dividend or bonus among the members or to transfer to reserve or otherwise to apply as the case may be from time to time as the Company thinks fit, any money received by way of premium on shares or debentures issued at a premium by the Company and money arising from the sale by the Company of forfeited shares subject to the provisions of the Companies Act, 1956.
13. 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 in connection with its business and also invest the money of the Company not immediately required in such manner as from time to time may be determined, provided that the Company shall not carry on the business of banking as defined under the Banking Regulations Act, 1949.
14. To adopt such means of making known the products/services of the Company as may seem expedient and in particular by advertising in any form, for example in the press, by publication of books and periodicals, and by granting prizes, rewards and donations etc.
15. To take interest and promote and undertake the formation and establishment of such institutions trusts and companies as may be considered to be conducive to the interest of the Company and also to promote subsidiaries and ancillary.
16. (a) To employ/acquire technical experts, technocrats, consultants, engineers, mechanics, foremen, skilled and unskilled labour or any other persons for the purposes of business of the Company and remunerate them on full time, part time, casual or wage basis.
(b) To remunerate whole-time or part-time Directors of the Company.
17. Subject to the provisions of the Companies Act, 1956, to form, incorporate or promote any other company or companies whether in India or elsewhere or to amalgamate with or take over other company, firm or any other business undertaking, industry in part or full having objects altogether similar or different of this company either wholly or in part directly or indirectly.
18. To insure with any person or company against losses, damages, risks and liabilities of any kind, which may affect the Company either wholly or in part, directly or indirectly.
19. To enter into partnership, agreements or arrangements for sharing profits or union of interest, joint ventures, reciprocal concessions or co-operation with any person or persons, company or companies carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

20. To apply for, purchase or otherwise acquire and protect and renew in any part of the world, any design/trade marks/copy rights/patent rights, invention licenses, concessions and the like conferring any exclusive or limited rights to their use or any information as to any invention which may seem calculated directly or indirectly to benefit the Company in connection with its business and to use exercise, develop or grant licenses in respect of the information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights and to get the existing patents/rights converted/transferred in the name of the Company.
21. To pursue the registration or other recognition of the Company in any country, state or place and to establish and to regulate agency for the purpose of the Company's business and to apply or join in applying to any parliament, local government, municipal or other authority or body, Indian or foreign for any acts, law decrees, concessions, orders, rights or privileges that are conducive to the Company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice Company's interest/rights.
22. To secure, promote, organise, manage and enter into collaboration agreement in all its branches with any person, firm, company, corporation, authority, body or other entity in India and abroad to acquire technical know-how, buyback arrangement, procurement of capital goods, financial assistance, training and development or for any other purpose whatsoever and subject to laws governing the same and pay or receive such commission, fees, royalty or other charges as may be agreed from time to time.
23. Subject to the provisions of the Companies Act, 1956 to invest in any, real or personal property, right or interest acquired by or belonging to the Company on behalf of or for the benefit or the Company but with the declared trust in favour of the Company.
24. To create depreciation fund, reserve fund, sinking fund, insurance fund, provident fund, bonus fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company on behalf of or for any other purpose whatsoever conducive to the interest of the Company.
25. To pay all costs, charges and expenses of and incidental to the promotion, registration and establishment of the Company, or any other Company in which the company is interested for expected strategic reasons.
26. To draw, accept, endorse, discount and negotiate promissory notes, cheques, hundies, bills of exchange, bills of lading and other negotiable instruments in connections with the business of the Company.
27. To train or pay for the training, in India or abroad of any of the Company's Directors, Officers, employees, of and candidates in the interest of or for the furtherance of the Company's objects.

28. To make donations to such persons or institutions either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to provide for the welfare of the Directors, officers, employees, an ex-directors, ex-employees of the Company and wives, widows and families or relations of such persons, by building or contributing to the building of house, dwelling, or by grant of money, pension, allowance, bonus or other payment or by creating and from time to time subscribing or contributing towards places of excursions and recreations, hospitals and dispensaries, medical and other attendance as the Company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions and objects which shall have any moral public or other claim to support or aid by the Company either by the reasons of locality or operations or of public and general utility or otherwise subject to provisions of section 293 A of the Companies Act, 1956.
29. To refer or agree to any claim, demand, dispute or any other questions, by or against company or in which the Company is interested or concerned, and whether between the Company and the member or members or their representatives or between the Company and third parties for arbitration in India and or at places outside India, and to observe and perform all acts, deeds, matters and things necessary to carry out or enforce the awards/decisions.
30. To acquire and hold, issue on commission and otherwise deal in and convert shares, stock, debentures, debentures stock, bonds, obligations and securities issued or guaranteed by any company having similar or different objects and constituted or carrying on business in India, or elsewhere.
31. Subject to the provisions of the Companies Act, 1956 and the rules framed thereunder from time to time and directives issued by the Reserve Bank of India to receive money or loan and borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debenture or debenture stock perpetual or otherwise and to secure the payment of any money borrowed, or raised or owing by mortgage, charge or lien upon all or any of the property or asset of the Company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company or any obligation undertaken by the company. But the company shall not carry on the business of banking as defined under Banking Regulations Act, 1949.
32. To advance, deposit or lend money, securities and property with or without security as may be thought proper, to such persons, companies, corporations or firms and on such terms and conditions as may seem expedient and in particular to customers and others having dealing with the company and to release or discharge any debt or obligation owing to the company.
33. To appoint agents, sub-agents, dealers, sales representatives for transacting all or any kind of business which this company is authorised to carry on and constitute agencies of the company in India or abroad.

34. To engage, employ, suspend and dismiss employees, workmen, managers, agents etc., and to remunerate any such person at such rate as shall be thought fit, to grant bonus, compensation, pension or gratuity as per law to any such person or to his widow or children and generally to provide for the welfare of all employees.
35. To sell or otherwise dispose of the whole or any part of the business, property or right of the company, either together or in portions for such consideration as company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
36. To set up guest houses, hostels, schools, colleges, hospitals nursing homes, dispensaries, canteens, recreation centers and clubs for Directors, managers, shareholders, labour and staff of the company and their relatives and permit use of the same by others whether connected with the company or not.
37. Subject to the provisions of the Companies Act, 1956 and Companies (Court) Rules, 1959, in the event of winding up, distribute among the members of the company in kind any property of the company and in particular any shares, debentures or securities of other companies belonging to this company or which this company may have the power of disposing.
38. To pay out of the funds of the company all preliminary expenses and underwriting expenses which the company may lawfully pay.
39. To do all such things as are incidental or as the company may think conducive to the attainment of the above objects or any of them.

C. OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE :

1. To carry on the business of and act as dealers, distributors, agents, suppliers, general merchants, buyers, sellers, consignees, clearing and forwarding agents, processors of all kinds of consumer goods, like food grain, seeds, pulses, sugar, provisions, stores, pharmaceuticals, medicinal and other allied products, cosmetics, toiletries, textile products, electrical and electronic household articles and gadgets.
2. To carry on the business of trading in preserved, dehydrated, canned and converted agricultural products, fruits and vegetables, provisions, foods, beverages, dairy and poultry products and articles and other derivatives of all kind and description.
3. To carry on the business of and act as dealers, distributors, agents and to undertake servicing and repair of all kinds of electrical, electronic gadgets, including its spares, accessories, equipments, appliances, fittings, heating and cooling systems, water purifiers, air conditioners, refrigerators, refrigeration items, switches, transmission line goods, solar, wind and thermal energy goods, vehicles, industrial products, computers, computer hardware and software items, entertainment equipments, containers, audio and video products, and all consumer durables household appliances.
4. To carry on all or any of the business of transporters and general carriers and warehouse merchants.

5. To carry on the business of dealers, stockists, distributors, commission agents, manufacturers (by handloom or power-loom), importers, exporters in all kinds of textile, textile materials, garments, hosiery items, clothings, wearing apparel of cotton, silk, wool and any other fabrics, yarn and all types of materials used in textile and garment items etc. and to carry on the business of running and set up of spinning mills, textile mills, sizing units and garment manufacturing units.
 6. To carry on the business of dyes, colours, chemicals, paints and other dyeing materials that are used in the process of manufacture of textiles, and textile goods.
 7. To carry on the business of hotels, motels, restaurants, mobile eating houses, recreation and amusement centers
 8. To carry on the business of transfer/imparting of knowledge/information in any discipline by way of oral, postal, audio-visual teaching and/or by organizing seminar/conference including preparation of syllabi, holding of examination/test, granting certificates, publishing reading materials, maintaining library and documentation facilities and to carry on the business of consultancy in the above mentioned areas.
 9. To act as recruitment agents, consultants to organizations in development and placement of their human resources, recruit employees to place them at different levels of other organizations whether in India or abroad, and to hire skilled, unskilled, semi-skilled manpower for this purpose.
 10. To carry on the business of mine owners and to carry on metallurgical operations and/or prospect, get, work, lease, crush, smelt, calcite, refine, dress, make merchantable, import, export, sell and deal in manganese, iron ore, chrome ore, bauxite, mica, lead, tin, copper, graphite, china clay, and other minerals, ores and substance.
- IV. The Liability of members 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 only) each with power to increase or reduce, subdivide or consolidate the capital and to divide the shares in the capital into several classes and to attach thereto such preferential, deferred, qualified and special rights, privileges or conditions in such manner as may be from time to time be determined by the company subject to the provisions of the Companies Act, 1956.

We the several persons whose names, addresses and descriptions are subscribed below are desirous of being formed into a company in pursuance of this **MEMORANDUM OF ASSOCIATION** and we are respectively agreed to take the number of equity shares in the capital of the company set opposite to our respective names.

Name, Address, occupation & Signature of the subscriber	Number of equity shares taken by each subscribers	Name address and Description of witness
S/d. 1. Rupak Panda S/o- Pitabas Panda Adress: Plot No-491/2, Saheed Nagar Behind Arya Samaj Bhubaneswar-751006 Occupation : Business D.O.B-28/08/1973	500 (Five Hundred)	Witness to the signatures S/d Ashok Kumar Mishra Company Secretary 98, Kharvela Nagar Bhubaneswar-751 001
S/d. 2. Sonali Panda D/o-Pramod Kumar Sarangi Adress: Plot No-491/2, Saheed Nagar Behind Arya Samaj Bhubaneswar-751006 Occupation : Business D.O.B-09/05/1977	500 (Five Hundred)	
TOTAL	1000 (One Thousand)	

Place : Bhubaneswar

Date : 21.06.2011

**THE COMPANIES ACT, 1956
(PRIVATE COMPANY LIMITED BY SHARES)**

**ARTICLES OF ASSOCIATION
OF
SKYTECH INFRAPROJECTS PRIVATE LIMITED**

TABLE 'A' TO APPLY :

1. The regulation contained in table 'A' in the first Schedule to the Companies Act, 1956, so far it relates to the private Company, shall apply to the Company, subject to the provisions, ratification, impliedly or expressly hereinafter contained in these Articles.

INTERPRETATION :

2.
 - a) 'The Act' means the Companies Act, 1956 amended from time to time.
 - b) 'The Articles' means and includes these 'Articles of Association' as originally framed or as modified from time to time.
 - c) 'The Company' means **SKYTECH INFRAPROJECTS PRIVATE LIMITED.**
 - d) 'The Office' means the registered office for the time being of the Company.
 - e) 'Directors' means the directors for the time being of the Company and include alternate directors.
 - f) Words importing singular number shall include plural and vice versa, words importing masculine gender shall include the feminine gender and words importing person shall include bodies corporate, firms as well as individuals.
 - g) 'In Writing' and 'Written' include printing, lithography and other modes of representing or reproducing words in a visible form.
 - h) 'Proxy' includes Attorney duly constituted under a power of attorney.

PRIVATE COMPANY :

3. The Company is a private limited company within the meaning of Section 3(1)(iii) of the Companies Act, 1956 and has a minimum paid up capital of one lakh rupees or such higher paid up capital as may be prescribed and accordingly;
 - a) Restricts the right to transfer its shares in the manner hereinafter stated.
 - b) Limits the number of its members to 50(fifty) not including :
 - i) Persons who are in the employment of the company and
 - ii) Persons, who having been formerly in the employment of the company, were the members of the company while in that employment and have continued to be members after the employment ceased.
 - c) Prohibits any invitation to the public to subscribe for any share in or debenture of the Company;
Provided that where two or more persons hold one or more shares in the company jointly, they shall, for the purpose of this definition be treated as single member.
 - d) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

SHARE CAPITAL & CALLS ON SHARE .

4.
 - a) The authorised share capital of the Company shall be such amount as may from time to time be authorised by Clause-V of the Memorandum of Association.
 - b) The Company shall have power to increase or reduce capital, to divide the share in the capital into several classes and to attach thereto such preferential, qualified or special rights, vary 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 any such manner as may, for the time being, be the regulations of the Company.
5. Subject to the provisions of the Companies Act, 1956, shares may be registered in the name of any limited company or other corporate body. Not more than three persons shall be registered as joint holders of any share.
6. Unless otherwise determined by the Company in general meeting by an Ordinary Resolution, the un-issued shares shall be offered in the first instance to the existing shareholders of the Company.
7. With the previous authority of the company in General Meeting and the sanction of the Company Law Board and upon complying with Section 79 of the Act, it shall be lawful for the Board of Directors to issue at a discount shares of a class already issued.

8. Subject to the provisions of the Companies Act, 1956 and these Articles, the shares shall be under control of the Directors, who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such times as the Directors think fit.
9. Every shareholder shall name to the Company a place in India to be registered as his address and such address for all-purpose be deemed his place of residence.
10. The Director may allot and issue shares in the capital of the Company on payment or part payment for any property sold or transferred, goods or machinery supplied or for services rendered to the Company in or about the formation of the Company, or the conduct of its business and any shares, which may be allotted, may be issued as fully paid up shares, and if so issued shall be deemed to be fully paid up shares.
11. Any money due from the company to a share holder or joint share holders may without the consent of the share holder be set off against due from him or them to the company for calls or otherwise.

FORFEITURE, SURRENDER & LIEN

12. (a) Any person whose share, shall be forfeited shall cease to be a member in respect of the forfeited share, but shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls or installment, interest, and expenses owing upon or in respect of such shares and until payment, shall pay interest at the rate of 12 percent per annum, or at such rate as the Directors may determine. The liability of such person shall cease, if any, when the company shall have received payment in full in respect of the shares.

(b) The Directors may, at any time, forfeit all the shares of a member, whose continuation in the company is against the interest of the company in the opinion of the Directors.
13. The Directors may at any time before any shares so forfeited shall have the power to sell, re-allot or otherwise dispose off, and also to annul the forfeiture thereof upon such condition as they think fit.
14. (a) Subject to the provisions of the Act, the Board may accept from any member the surrender/relinquished shares on such terms and conditions, as shall be agreed, of all or any of his shares.

(b) An express desire to surrender/relinquish shares by a member cannot be withdrawn without the consent of the Board of Directors.

15. The price payable for the purchase of shares, unless otherwise agreed shall be their fair value, which shall be determined by the Company's auditors, and the decision of the auditors of the company shall be binding on the seller as well as on the purchaser.

TRANSFER AND TRANSMISSION OF SHARES

16. Save as otherwise provided in Article 18, no share shall be transferred to any person who is not a director/member of this company unless agreed to by the Directors.
17. Subject to the provisions of Section 108 of the Act, any share may be transferred at any time by a member to a member or to his children, grand children or other issue, wife, husband, father, mother, brother, sister, nephew, niece, son-in-law, or daughter-in-law or his relatives and any shares of a deceased member may be transferred by his executors or administrators or other legal representatives, to a relation of the deceased member subject to prior permission of the Board of Directors.
18. The Directors may at their absolute and uncontrollable discretion, decline or refuse to register any transfer of share to any person or persons and for any reason as may appear to them just and proper they need not disclose or assign any reason for their refusal to register any transfer. Such refusal shall not be affected by the fact that the proposed transferee is already a member.
19. The price payable for the purchase of shares, unless otherwise agreed shall be their fair value, which shall be determined by the Company's auditors, and the decision of the auditors of the company shall be binding on the seller as well as on the purchaser.

PROCEEDINGS OF GENERAL MEETING

20. Seven days notice, at least, specifying the place, the day and hour of the General Meeting shall be given to the members. In case of special business, explanatory statement regarding the general nature of such business may not be given to the members. However, any accidental omission to give such notices to any member shall not invalidate the proceedings of the General Meeting. A General Meeting other than Annual General Meeting may, with the consent of members holding not less than 95 percent of the paid up equity capital, be called by a shorter notice in such manner as they think fit.
21. The Board of Directors has the power to postpone and/or cancel a general meeting properly convened for bonafide and proper reasons.
22. No business shall be transacted at any General Meeting unless a quorum of two members entitled to vote are present in person.

23. The provisions of sections 171 to 186 except that of Sections 173 (2) and 176 (2) of the Companies Act, 1956 shall apply to this company.
24. Unless a poll is demanded in accordance with Section 179 of the Companies Act, 1956 on the declaration of the Chairman, that a resolution has been carried by a particular majority and an entry to that effect in the minutes of the proceedings of the meetings shall be sufficient evidence of the fact so declared, without proof of the number or proportion of the votes given for or against the resolution.
25. No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all-purpose.
26. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

BOARD OF DIRECTORS

27. The persons named below shall become and be the first Directors of the company and shall be permanent directors, unless and until they vacate the office by virtue of resignation or is/are removed by resolution of a General (Annual/Extraordinary) Meeting or otherwise. The minimum and maximum number of directors shall be two and ten respectively.
 1. SHRI RUPAK PANDA
 2. SMT. SONALI PANDA
28. No director shall be required to hold any qualification share.
29. The Directors shall have power to appoint additional directors who shall hold office until the next Annual General Meeting wherein they shall be eligible for reappointment.
30. The Company may undertake any agreement with financial corporation or any other institution or banks for any financial aid or subscription for its shares or under any agreement with any foreign collaborator to appoint one or more persons as the director of the company and he/they shall be removed or substituted by another person by any such corporation, institution, banks or foreign collaborators as the case may be.
31. 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 where the registered office of the company is situated.
32. A Director of this company may be or become a Director of any company promoted by this company or in which it may be interested as a vendor, shareholder, or otherwise and such Director shall be accountable for any benefits received as a Director or member of such Company.

33. Any casual vacancy occurring among the Directors may be filled up by the Directors but any person so chosen shall retain his office so long as the vacancy had occurred provided that the Directors may not fill a casual vacancy by appointing any person who has been removed from the office of Director of the Company.
34. The continuing Directors may act, notwithstanding any vacancy in their Body, but so that if the number falls below the minimum fixed, the Directors shall not, except, for the purpose of filling vacancies, act so long as the number is below the minimum.
35. Subject to the provisions of the Act, the Board of Directors may appoint one or more of their number to the office of Chairman/Managing Director/Executive Director/Technical Director for such period and at such remuneration as the Board may deem fit and proper and may delegate them such power as they think fit and proper. Shri Rupak Panda shall be the first Chairman and Managing Director of the Company.
36. The directors will be entitled to be paid sitting fees, travelling, hotel and other expenses properly incurred in connection with their attending and returning from Board Meetings, Committee Meetings, adjourned Board Meeting and general meeting of the Company.
37. Subject to the provisions of the Companies Act, 1956 if any Director being willing, shall be called upon to perform extra service or to make any special exertion in going or residing away from the usual place of his residence for any of the purpose of the company or in giving special attention to the business of the Company or as member of a committee of the board or otherwise, then the company may remunerate such directors either by a fixed sum or by a percentage of profits or otherwise and such remuneration may be either in addition to the profits or in addition to or in substitution for any other remuneration to which he may otherwise be entitled. The Board can pay all expenses incurred in setting up and registering the company.
38. The Directors may subject to the provisions of the Companies Act, 1956, also receive remuneration or commission or participation of profits, partly in one way or partly in another, and such remuneration shall be divided among the Directors, equally or in such other proportion also they may determine from time to time.
39. Company may make advance payments to the directors against the company expenses.

POWER AND DUTIES OF DIRECTORS

40. Management and control of the business of the company shall be vested in the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised and authorised by the company in General Meetings but subject nevertheless to the provisions of the Act and to regulations from time to time made by the company in General Meeting provided that no regulations so made shall invalidate any prior act of the directors which would have been valid if such regulation had not been made.

41. Subject to the provisions of section 292 of the Act, the Directors may delegate any of their powers to a committee consisting of such member or members of their body as they think fit or to any category of managerial personnel or to any principal officer of the company. Any such committee or delegate (s) shall, in exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Directors.
42. Subject to the provisions of Section 299 of the Act, the directors shall not be disqualified from their office by reason of his or their contracting with the company either as vendor, purchaser, lender, agent, broker, lease arrangement entered into by or on behalf of the company with such Director or with any Company or partnership in which he shall be a member or otherwise interested nor shall any director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of fiduciary relation thereby established.
43. a) Subject to the provision of the Act, and without prejudice to the powers conferred by any other article or articles, the Directors may from time to time, at their discretion, borrow or secure the payment of any sum or sums of money for the purpose of the company either from any Director or elsewhere on security or otherwise and may secure the repayment or payment of any sum or sums in such manner and upon such terms and conditions as they think fit, and in particular by the creation of any mortgage or charge on the undertaking or the whole or any part of the property present or future, or the uncalled capital of the Company, or by the issue of debentures or debenture stock of the Company, perpetual or redeemable, charged upon the undertaking or all or any part of the Company, both present and future, including its uncalled capital for the time being and the Directors or any of them may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the company or any interest payable thereon, and shall be entitled to receive such payment as consideration for the giving of any such guarantee as may be determined by the Directors with power to them to identify the guarantors for or against liability under their guarantees by means of a mortgage or charge on the undertaking of the company or upon any of its property or assets or otherwise, Provided that the Debentures/Stock or other securities conferring right to allotment or conversion into shares or the option to right to allotment or conversion into shares or the option to right to call/allotment of shares shall not be given except with sanction of the Company in General Meeting.

The Directors may at any time by Resolution passed at a Board meeting delegate to any category or managerial personnel or any Committee of Directors or any other principal officer of the Branch Office of the company, the powers specified above,

b) The Directors shall be entitled to receive interest on loans made by them to the Company as may be agreed between the Company and the Directors. The Directors, including the Managing Director may guarantee any loan made to the Company and shall be entitled to receive such payment on account of his having given any such guarantee as may be determined by the Board, and such payment shall not be remuneration in respect of his services as Director.

44. Subject to the provisions of the Act, the Board shall appoint, nominate or elect any person to open, operate and close Bank Accounts for and on behalf of the Company and to make, draw, accept, endorse and negotiate all such cheques, promissory notes, drafts, pay orders, bills of exchange, bills of lading and other documents of title and securities (including Government Promissory Notes) transfer deeds and other instruments as shall be necessary in the opinion of the Board for carrying on the business of the Company.
45. Without prejudice to the General powers conferred by the Articles, the Act, and subject to the supervision and control of the Board, the Managing Director or a Director authorised by the Board of Directors shall exercise the following powers.
- a) To pay such costs, charges of expenses incidental to the promotion, formation, establishment and incorporation of the company as may be authorised by the Board.
 - b) To buy, procure and import all instruments, materials, stores implements, equipment and other movables and immovable property required for the purpose of carrying on business by the company to achieve any 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, clerks, 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, release and discharge for money paid or payable to the company and any such receipts release or discharge shall be an effectual discharge from the company for the money and property therein stated to have been released or discharged.
 - 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, and things for and on behalf of the company.
 - g) To institute, prosecute, defend, compromise, withdraw and abandon any legal proceedings by and against the company.

PROCEEDINGS OF BOARD MEETING.

46. The Board shall meet together at the time (routine or otherwise) and venue as decided by the Managing Director or Director(s) so authorised, but at least once in every three months for the despatch of business. Subject to the foregoing, the board may adjourn and otherwise regulate its meetings and proceedings as it thinks fit, may cancel a meeting of which notice has already been given or a notice of such meeting.
47. Save in those cases where a resolution is required by the provisions of the Act, to be passed at a meeting of the Board, a resolution shall be as valid and effectual as if it had been passed at a meeting of the Board, or committee of the Board, as the case may be, duly called and constituted, if a draft thereof in writing is circulated, together with the necessary papers, if any, to all the Directors or to all the members of the committee of the Board, as the case may be then in India (not being less in number than the quorum fixed, for a meeting of the Board or Committee, as the case may be) and to all the Directors, or members of the committee, at their usual address and has been approved by such of them as are entitled to vote on the resolution.
48. a) Any two directors present in the meeting or one third of the total strength, which ever is higher, shall form the quorum in a Board Meeting.
b) Clauses 71 of Table A shall not apply to the Company.
c) Decisions and passing of resolutions at the Board Meetings will be on the basis of majority. In case of tie the Chairman's decision will be carried.

MANAGER AND SECRETARY

49. (a) A manager or secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any manager or secretary so appointed may be removed by the Board.
- (b) A director may be appointed as manager or secretary.

THE SEAL

50. The Board shall provide a common seal for the purpose of the company and shall have power from time to time to vary or cancel the same and substitute a new seal in lieu thereof and Directors shall provide for the safe custody thereof and except as otherwise required by the Act and the rules framed thereunder, the seal shall not be affixed to any instrument, except in the presence of at least two directors or one director and such other person as may be specified by the Board for such purpose and the person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence. Such a seal may be made either of metal or of rubber or any other material as the directors may decide.

ACCOUNTS, AUDIT, RESERVES & DIVIDENDS

51. The Board of Directors can revise the accounts and resubmit the same to the Auditors for their report thereon provided the original accounts have not been placed before the shareholders at the annual general meeting.
52. The Directors may from time to time set apart any such portion of the profits of the company as they think fit, as reserve fund applicable, at their discretion for the liquidation of any debentures, debts or other liabilities of the Company, for equalisation of dividends, or for any other purpose of the Company, with full power to employ the assets constituting the Reserve Fund in the business of the Company and without being bound to keep the same separate from the other assets.
53. The Directors may also carry forward any profits, which they may think prudent not to divide, without setting them aside as a reserve.
54. The Directors may from time to time set apart any such portion of the profits of the Company as they think fit, as a depreciation fund applicable at the discretion of the Directors, for rebuilding, restoring, replacing or altering any part of the building, works, plant, machinery or other property of the Company destroyed or damaged by fire, flood, storms, tempest, accident, riot, wear and tear or other means, or for repairing altering and keeping in good condition the property of the company or for extending and enlarging the buildings, machinery and property of the Company, with full power to employ the assets constituting such depreciation fund in the business of the Company and that without being bound to keep the same separate from the other assets.
55. All moneys carried to the Reserve Fund and Depreciation and respectively shall nevertheless remain and be profits of the Company applicable, subject to due provision being made for actual loss or depreciation, for the payment of dividends, and such moneys and all the other moneys of the Company, not immediately required for the purpose of the Company, may be invested by the Board of Directors in or upon such investments or securities as they may select or may be used as working capital or may be kept at any bank on deposit or otherwise as they may from time to time think proper.
56. Subject to the provisions contained in the Companies Act, 1956, or in any other Act, the Directors shall have the power to reconsider the dividend declared in the General Meeting and can reduce/increase the rate as they deem fit for the better interest of the company, with the consent of shareholders in a subsequent general meeting.
57. If and whenever any bonus on shares is declared out of the profits, and whether alone or in addition to any dividend thereon, the bonus shall for all purposes whatsoever be deemed to be a dividend on the shares.
58. No dividend shall be payable except in cash provided that nothing shall be deemed to prohibit the capitalisation or profits or reserves of the company for the purpose of issuing fully paid up bonus shares or paying up any amounts for the time being unpaid on any shares held by the members of the company.

59. Subject to the provisions of Section 208 of the Act, the Company may pay interest on so much of the share capital as is for the time being paid up, for the period and subject to the conditions and restriction mentioned in Section 208 and charge the sum by way of interest, to capital as part of the cost or construction of the work, building or plant.
60. Any General Meeting declaring dividend, may make a call on the members of such amount as the meeting fixes but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and dividend may, if so arranged between the Company and the member, be set off against the call. The making of a call under this Article shall be deemed ordinary business of an ordinary meeting which declares a dividend.
61. Subject to provisions of the Act, a transfer of shares shall not pass the rights to any dividend declared thereon before the registration of the transfer.

AUDIT

62. The Auditor(s) of the Company shall be appointed in accordance with the provisions of Section 224 of the Act once at least in every year, the accounts of the company shall be examined and the correctness of the balance sheet, profit and loss account shall be ascertained by one or more auditors.
63. The remuneration of the Auditors shall be fixed by the company in General Meeting except that the remuneration of an auditor appointed by the board may be fixed by the Board.
64. Every account of the company when audited and approved by a General Meeting shall be conclusive, except so far, as regards any error discovered therein before or at the audit of the next account, and whenever such error is discovered within that period of account shall be forthwith corrected and henceforth shall be conclusive.

SECRECY

65. Every Director, Manager, Trustee, Member of Committee, Officer, Servant, Agent, Accountant or other persons employed in business of the company, shall if so required by the Directors sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company, with its customers and the state of accounts with individuals and in matters relating thereto, and shall with such declaration pledge himself not to reveal any of the matters which may come to his knowledge in discharge of his duties except when required so to do by the Directors or any meeting or by any Court of law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

66. No member or other person (not being a Director) shall be entitled to enter the premises of the company or to inspect or examine the premises or properties of the company without prior permission of the Directors of the company for the time being or subject to these articles to require discovery of any information respecting any detail of the company's trading or any matter which is or may be in the nature of the trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the company and which in the opinion of the Directors it will be inexpedient of the Company to communicate to the public.

INDEMNITY

67. Subject to the provisions of the Act, Director, Managing Director, Auditor or other officers and servants of the Company shall be indemnified by the company against all costs, losses and expenses which any Directors, Managing Director, Auditor, officers, servants to the company may be responsible or become liable to pay by reason of any contract entered into or any act/thing done by him or them as such officers or servants or any way in the discharge of his/their duties and such costs, losses and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the company and priority as between the member over all other claims.

WINDING UP

68. Subject to the provisions of the Act, and of Companies (Court) Rules, 1959 the Company may be wound up at any time.

We the several persons whose names, addresses and descriptions are subscribed below are desirous of being formed into a company in pursuance of this **ARTICLES OF ASSOCIATION** and we are respectively agreed to take the number of equity shares in the capital of the company set opposite to our respective names.

Name, Address, occupation & Signature of the subscriber	Number of equity shares taken by each subscribers	Name address and Description of witness
<p>S/d. 1. Rupak Panda S/o- Pitabas Panda Adress: Plot No-491/2, Saheed Nagar Behind Arya Samaj Bhubaneswar-751006 Occupation : Business D.O.B-28/08/1973</p> <p>S/d. 2. Sonali Panda D/o-Pramod Kumar Sarangi Adress: Plot No-491/2, Saheed Nagar Behind Arya Samaj Bhubaneswar-751006 Occupation : Business D.O.B-09/05/1977</p>	<p>500 (Five Hundred)</p> <p>100 (Five Hundred)</p>	<p>Witness to the signatures S/d Ashok Kumar Mishra Company Secretary 98, Kharvela Nagar Bhubaneswar-751 001</p>
TOTAL	1000 (One Thousand)	

Place : Bhubaneswar

Date : 21.06.2011

Company Master Data

CIN	U45201OR2011PTC013811
Company Name	SKYTECH INFRAPROJECTS PRIVATE LIMITED
ROC Code	RoC-Cuttack
Registration Number	013811
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	3500000
Paid up Capital(Rs)	3025000
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	24/06/2011
Registered Address	PLOT NO-241 SAHEED NAGAR BHUBANESWAR Khordha OR 751007 IN
Address other than R/o where all or any books of account and papers are maintained	-
Email Id	skytechinfraprojects@gmail.com
Whether Listed or not	Unlisted
ACTIVE compliance	ACTIVE compliant
Suspended at stock exchange	-
Date of last AGM	30/09/2022
Date of Balance Sheet	31/03/2022
Company Status(for efilling)	Active

Charges

Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
Motor Vehicle (Hypothecation)	4000000	11/08/2017	-	OPEN
Movable property (not being pledge)	1000000	23/12/2021	-	OPEN
	7123900	29/03/2023	-	Open

Directors/Signatory Details

DIN/PAN	Name	Begin date	End date	Surrendered DIN
01829948	RUPAK PANDA	24/06/2011	-	
03546906	SONALI PANDA	24/06/2011	-	



SKYTECH INFRAPROJECTS PVT. LTD.

Plot No. 241, Saheed Nagar, Bhubaneswar - 7, Mob. 9437008609

Ref. No.

Date

Date: 24.10.2014

The Board Meeting of Skytech Infraprojects Pvt Ltd has been held on date. 24.09.2014 at 10.30 AM in our office Premises Vide Plot No. 241, Saheed Nagar, Bhubaneswar – 751007. It was decided in the meeting that the M.D. named Mr. Rupak Panda is authorized by the Board of Directors to sign all the necessary documents on behalf of the Skytech Infraprojects Pvt Ltd.

(Rupak Panda)
Managing Director

(Sonali Panda)
Director

SKYTECH INFRAPROJECTS PVT. LTD.

MANAGING DIRECTOR

SKYTECH INFRAPROJECTS PVT. LTD.

DIRECTOR