



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45201OR2014PTC017728

2013 - 2014

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

MANOR PROMOTERS 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 बौदह को कटक में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45201OR2014PTC017728

2013 - 2014

I hereby certify that MANOR PROMOTERS 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 Seventeenth day of January Two Thousand Fourteen.

Digitally signed by
Benuddhar Mishra
DN: cn=Benuddhar Mishra, o=Registrar of Companies, ou=Orissa, email=Benuddhar.Mishra@roc.orissa.gov.in

Registrar of Companies, Orissa

कम्पनी रजिस्ट्रार, उड़ीसा

*Note: The corresponding form has been approved by BENUDDHAR MISHRA, 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:

MANOR PROMOTERS PRIVATE LIMITED
3/14, VAISHNO TOWERS, JAIL ROAD, KAMAPALLI,
BERHAMPUR - 760004,
Orissa, INDIA

RUKUMANI RESIDENCY

Managing Director

MEMORANDUM OF ASSOCIATION

OF

MANOR PROMOTERS PRIVATE LIMITED

(Limited by shares, incorporated under the Companies Act, 1956)

I. The name of the Company is: **MANOR PROMOTERS PRIVATE LIMITED**

II. The Registered office of the Company will be situated in the State of Odisha.

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

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :

1. To acquire land by purchase, lease or otherwise and to develop the same for residential, industrial, commercial purposes and to dispose them off by way of sale, lease or otherwise and to act as land developers, promoters, landscape planners, civil/layout consultants and/or to exploit, deal in properties, any interest, rights, privileges therein in any part of the world.
2. To carry on in India or in any part of the world, the business of civil engineers, structural engineers, property developers, civil constructions such as flyovers, dams, bridges etc. promoters and developers of commercial and residential complexes, city planners, residential layout developers, civil engineering projects, consultancy in civil engineering projects, construction works, architecture.
3. To carry on the business of estate/property management including property maintenance, renting, liason, service apartments, recreational facilities, property related activities and services including buying and selling, consultancy and to act as brokers and commission agents and to provide property related consultancy and management services.

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

1. To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, immovable properties and rights or privileges necessary for the promotion of the main objects and to construct, maintain and alter buildings and erections necessary for the work of the Company.
2. Subject to the provisions the Companies Act, 1956 and other consents as may be required by law, to borrow or raise money for the purpose of the Company on such terms and on such security as may be considered fit.
3. Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient to the promotion of its objects.

4. To invest the surplus monies of the Company not immediately required for its purpose in or upon such investments, securities or properties movable or immovable as may be considered fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
5. To open and maintain bank accounts and/or to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, letters of credit and other negotiable or transferable instruments.
6. To purchase, take on lease or in exchange, hire or otherwise acquire and to hold and deal with, any movable or immovable property (including actionable claims, patents, patent rights, inventions, shares, stocks) debentures, or obligation of any company and to spend money in experimenting upon, testing or improving any patents, inventions or rights, and upon distribution of assets, or division of profits, or to distribute any such property amongst the members of this company in specie on its winding up.
7. To acquire from Government, any Sovereign State or Authority in any part of the world decrees, rights, powers, privileges, grants and concessions whatsoever which the Company may deem necessary for the carrying out of its objects or any of them.
8. To undertake research and development programmes, experiment in any field which the company may consider useful or remunerative and conducive to the attainment of the main objects.
9. To enter into contract with any government, semi government, public-private partnerships, public or private entities to undertake, plan, advise and execute to work to the promotion and attainment of its objects.
10. To subcontract with any public or private entities or public-private partnerships for the delivery of work to the promotion and attainment of its objects.
11. To obtain or assist in obtaining patent right or privileges for any inventions in India, and/or elsewhere and to purchase or otherwise acquire inventions, patents, patent rights or privileges, inventions, trademarks, designs, licences, protections, concessions and subsidies and which the company may think proper to acquire and/or pay for the same such consideration as the company may think fit.
12. To subscribe, purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, firm, association, company (ies), body (ies) corporate, trust(s), as the consideration for the same to pay cash or issue any shares, stocks or obligations of the company, and in connection with any such transaction to undertake any liabilities relating to the business or property acquired.
13. To amalgamate or merge with any other Company or Companies or enter into partnership or in to any arrangements with other companies, firms, association of persons.

14. To form, incorporate or promote any company or companies, whether in India or in foreign country and to pay all or any of the cost and expenses incurred in connection with such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered.
15. To obtain any provisional order or Act of Legislation for enabling the company to carry out any of its objects into effect or for effecting any modification of the company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly prejudice the company's interest.
16. To support, subscribe or to donate or otherwise provide aid to any benevolent, charitable, national, public or other objects, funds, institutions, trusts, society, club, or organisation, subject to the provisions of section 293A of the Companies Act, 1956.
17. To take part in the management, supervision or control of the business or other operations of any other institute, educational body, body corporate, company, firm, association, person, pool, group, cartel, in pursuance of the objects of the company.
18. To establish or assist in establishing chairs, faculties or departments of scientific and technical communication (or such other title within the objects of the Company as may be thought fit) at any universities or other seats of learning.
19. To organise and promote seminars, conferences, exhibitions, meetings and symposia on the subject which the company may think necessary, within the objects of the Company.
20. To consult, cooperate and collaborate with any persons, associations, societies, institutions foreign bodies corporate/companies/firms by way of joint collaboration/joint venture or in any other way or other organisations established or to be established in India or elsewhere for the purpose of furthering the objects of the company.
21. To provide an information and service to and for industry, professionally interested bodies, and other members of the public and to this end to establish and maintain a library and collection of literature, films and other material of interest in furtherance of the objects of the company.
22. To employ experts to investigate, examine into the conditions, prospects, value character and circumstance of any business concern and undertaking and generally of any assets, property or rights, with the object of finding out suitable solutions.

We the several persons whose names and addresses are subscribed hereunder are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of equity Shares in the Capital of the Company as set against to our respective names.

Sl No	Signature Name, Father's Name, Address, Occupation of Subscribers	No. of Equity shares taken by each subscriber	Names Addresses Occupation and Signature of witness to the Signature of Subscribers
1.	<p>^{Jeddy} N. Kishore Reddy K.M.R Nellundi Telli Street, Beshampur-1 occ:- Business</p>	<p>40,000 (Forty Thousand)</p>	<p>Witness to Signatories J. Bijaya Kumar (J. BIJAYA KUMAR) A-179, SAHID NAGAR BHUBANESWAR PIN-751007 PRACTICING CHARTERED ACCOUNTANT</p>
2.	<p>memorane Sahu Smt memorane Sahu D/O Padmanabha Choudhary 503-B, Spectron's Kalinani Residency R.C Choudh Road Beshampur, 1 occ:- Business</p>	<p>10,000 (TEN Thousand)</p>	
	TOTAL	TOTAL 50,000 (Fifty Thousand)	

Place: BHUBANESWAR
Date: 06-01-2014

INCORPORATED UNDER THE COMPANIES ACT, 1956

(PRIVATE COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION
OF

MANOR PROMOTERS PRIVATE LIMITED

1. The regulations contained in Table "A" in the First Schedule to the Companies Act, 1956 shall apply to this Company except in so far as modified or altered by the Article herein contained.
2. In these Article unless there by something in the subject or context inconsistent therewith.

Status Act or the Companies Act would mean and include the Companies Act, 1956 (Act 1 of 1956) with all its amendments and every other Act for the time being in force concerning Joint Stock Companies Act affecting the company.

The Company means "MANOR PROMOTERS PRIVATE LIMITED"

Articles would mean and include this Article of Association as originally framed or as altered from time to time by Special Resolution or according to the law.

Directors would mean and include the Directors for the time being of the Company.

The Board of Directors or The Board means the Board of Directors for the time being of the Company.

Office would mean the Registered Office for the time being of the Company

Seal would mean the common seal of the Company.

Registrar means the Registrar of Companies of Odisha.

Dividend includes interim dividend.

Month means the calendar month.

Year would mean a portion of the Calendar Year starting from the 1st January and ending with the 31st December, or the English Financial Year beginning with the 1st April and ending with the 31st March of the following year or any other accounting period as the Company may adopt.

Proxy includes Attorney duly constituted under a power of attorney.

Ordinary and Special Resolutions have the same meaning assigned there to respectively by section 189 of the Companies Act, 1956.

In Writing or Written would mean and include printed, lithographed, represented and reproduced in any mode in a visible form.

Words imparting singular numbers shall include the plural and vice versa.

Words imparting the masculine gender and signifying males would extend to indicate and include the feminine gender and females.

The word **person** shall include anybody of persons incorporated or unincorporated.

Subject as aforesaid the words or expression used in these articles shall bear the same meaning as they do in the statutes.

PRIVATE COMPANY

3. As per Provision of section 2(68) of the companies Act, 2013 "Private Company" means a company having a minimum paid-up share capital of one lakh rupees or such higher paid-up share capital as may be prescribed, and which by its articles,-

- (i) restricts the right to transfer its share
- (ii) except in case of one person company, limits the number of its member to two hundred.

Provide that where two or more person hold one or more shares in a company jointly, they shall, for the purpose of this clause, be treated as a single member.

Provide further that

- (A) Person who are in the employment of the company; and
- (B) Person who, having been formerly in the employment of the company were member of the company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of member; and
- (iii) Prohibits any invitation to the public to subscribe of the company

4. The Company may be turned into a Public Company by complying with the provision of the Companies Act, 2013.

SHARES

5. The Authorized Share Capital of the Company is as per clause V of memorandum of association.
6. Save as herein otherwise expressly provided, the Company shall treat the Registered holder of any shares as the absolute owner thereof and shall not unless ordered by a Court of Competent Jurisdiction, or otherwise expressly provided in the Articles be bound to recognize any equitable or other Claims to or Rights or Interest in such shares on the part of any other person or be bound to recognize any benami, contingent, future or partial interest in any share or any other right in respect of a share except an absolute right there to in the person or persons from time to time registered as a holder or holders thereof.
7. The joint holder of a share shall be severally as well as jointly liable for the payment of all installments, calls and any interest thereof due in respect of such shares.
8. Every shareholder shall name to the Director a place in India to be registered as his address and such address shall for all purposes be deemed to be his place of residence and address for sending notice or communications to him/her.
9. Natural persons may hold shares in this Company either or even legal persons meaning and including Limited Companies.

CERTIFICATE

10. Share Certificate and duplicates thereof when necessary shall be issued under the seal of the Company and signed by two Directors, and the Secretary or some other persons appointed by the Board for the purpose subject to the provisions of the Act and Companies (issue of Share Certificate) Rules, 1960.
11. Every shareholder shall be entitled to an Original Certified for all the shares Registered in his name or if the Directors in the Case of issuing several Certificates may impose a fee for the same to be paid by the Shareholders for the issue of such several Certificates.
12. Every Share Certificate shall specify the number and the denoting number of the shares or share in which it is issued and the amount paid up there on.

13. If any Certificate be torn or defaced then upon production thereof to the Directors they may order the same to be cancelled and issued a new Certificate in lieu thereof, and if any Certificate be lost or destroyed, then upon convincing proof of to the satisfaction of the Directors or on such indemnity as the Directors deem adequate being given a new Certificate in lieu thereof shall be given to the person entitled to such lost or destroyed Certificate. If in the later Case the Directors deem it necessary to advertise in the Newspapers before issue of fresh Certificate, the cost of advertisement shall be borne by the member entitled to the Certificate subject to the Companies (Issue of the Share Certificate) Rules, 1960.
14. The Certificate of Share Registered in the name of two or more persons shall be delivered to the persons, named first in the Register.

CALLS

15. The Directors may, subject to the provisions of these Articles from time to time make such call upon the members in respect of all members unpaid on their shares as they think fit, provided that fourteen days notice at least is given of each call and each members shall be liable to pay the amount, of every call so made upon him to the persons, by the installments (if any), and at the times and places appointed by the Directors subject to Section 91 of the Companies Act, 1956.
16. A call share be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to pay by installments.
17. The joint holders of a Share shall be jointly and severally liable to pay any calls and installments in respect thereof.
18. The Directors may revoke or postpone a call and may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any Share held by him on such terms as they think fit.
19. If a sum called in respect of Share is not paid before or on the day appointed for payment thereof, to the time of actual payment at fifteen percent per annum or at such lower rate, if any, as the Board may determine.
20. Any sum which by the terms of an issue of Share become payable on allotment or at any fixed date, whether on account of the nominal value of the Share by way of Premium, shall, for the purpose of these regulations be deemed to be a call duly made and payable. In case of non-payment of such sum, all relevant provisions or regulation contained in Table 'A' as to

payment of interest and expenses, forfeiture or otherwise shall apply as if such had become payable by virtue of all duly made and notified.

LIEN AND CHARGE

21. The Company shall have the first and paramount lien and charge on partly paid up Shares held by the Shareholders for all moneys and other debts due by them to the Company. The Company's lien on a share shall extend to all dividends thereon, subject to Article 9 of Table 'A' in the Schedule I of the Companies Act, 1956.

TRANSFER AND TRANSMISSION

22. No Shares shall be transferred to any person who is not a member of the Company, so long as any member is willing to purchase the same.
23. Except where the transfer is made pursuant to Article-27, no transfer of any share be made or Registered without previous sanction of the Board of Directors.
24. The transfer is to receive a consideration; the Board of Directors fixes a fair and equitable value as at such date of transfer considering the market price of such shares.
25. In case the transfer does not by himself find or be able to find transferee or the transferee selected by him be not approved by the Directors, the Company may upon the written application of the transferor for the purpose, find a member for the purpose of the said shares in question and given notice of the same to the transferor.
26. The choice as to the transferee and the fair and equitable value as consideration for transfer of the Share or Shares involved as made by the Company or by Directors shall be final, conclusive and binding on both transferor and transferee.
27. If the Company shall not within twenty eight days after being served with a transfer notice, find a purchasing member and give notice in the manner, aforesaid, the proposing transferor.
28. The Shares in the Company shall be transferred subject to the provisions of Section 108 of the Companies Act, 1956 and shall be executed in the prescribed form by both the transferor and transferee.
29. Transferor shall be deemed to remain a holder of Shares until the name of the transferee is entered in the Register of members in respect thereof.

30. Any Share of a deceased member may be transferred to his or her Heir or Heir's Executor, Administrator or Succession Certificate holders.
31. There shall be no bar in transferring Shares to any family member of transferor provided previous sanction of the Board of Directors is obtained to the effect.
32. The directors may decline to Register any transfer of Shares not being fully paid-up to a person of whom they do not approve and may also decline to Register any transfer of Shares on which the Company has a lien. The Directors may also suspend the Registration of transfers during fourteen days preceding the Annual General Meeting, in each year.

INCREASE AND REDUCTION OF CAPITAL

33. The Company in General Meeting shall have power and right from time to time by ordinary resolution to increase its Share Capital by the creation of new Shares of such amount as may be deemed expedient. The new Shares shall be issued upon the terms and conditions as are laid down in these Articles.
34. Any Capital raised by the creation of new shares shall be considered as part of the original Capital in all respects and shall be subjects to all the provisions contained in these Articles with reference to transfer, transmission and other incidents.
35. The Company may subject to the confirmation by the Court from time to time, by special Resolution reduce its Capital if deemed conducive to its interest.

BORROWING POWERS

36. Subject to the provisions of section 292 and 293 of the Act the Directors, may from time to time, borrow from members or other sources sum or sums of money for the purpose of the Company.
37. The Directors may raise and secure the repayment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular of debentures stock or by making, drawing, accepting or endorsing on behalf of the Company promissory notes, hundies or bills of exchange or trust receipts or giving or issuing any other security of the Company or by mortgage or by hypothecation or charge of all or any part of the Property of the Company both present and future including its uncalled Capital for the time being and the Directors may on behalf of the Company, guarantee the whole or any part of any loan or debts incurred by the Company.

38. Subject to the provision of Section 79 of the Companies Act any Shares debentures or other securities may be issued at a discount, Premium or otherwise and any special privileges as to redemption, drawing and otherwise.

MEETINGS

39. Subject to Section 166 of the Act, giving not less than twenty-one days notice in writing may convene Annual General Meeting of the Company. All other general meetings may be convened by giving not less than seven days notice in writing subject to section 169 of the Act.
40. The provisions of section 173 of the Companies Act, 1956 shall not apply to this Company.
41. The provisions of section 176(2) also shall not apply to this Company.
42. No Business shall be transacted at any General Meeting unless quorum of members is present. The quorum for a General Meeting shall be two members present in person.

VOTES OF MEMBERS

43. Every member present in person or by proxy shall have one vote.
44. If any member were a minor, lunatic, idiot, non-complements, he may vote by his guardian, receiver, curator or other Legal curator and such last mentioned persons might give their Votes either personally or by proxy.
45. Where there are Joint Registered Holders of any Share of such persons may Vote at any meeting either personally or by proxy in respect of such shares as if were solely entitled thereto; and if more than one such Joint Holder be present any meeting personally or by proxy then one of the said persons so present whose name stands first on the register in respect of such shares thereof. Several executors or administrators of deceased members in whose sole name any Share stands shall for the purpose of this clause be deemed Joint Holders thereof.
46. Votes may be given either personally or by proxy.
47. At any General Meeting a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll if (before the declaration of the result of the show of hands) demanded by at least two members and unless poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority to the effect in the books of the Company shall be conclusive.
48. The instrument appointing a proxy shall be deposited at the office of the Company at least forty eight hours before the time appointed for holding the

meeting or adjourned meeting at which the person named in such instrument proposes to vote in respect thereof.

BOARD OF DIRECTORS

49. Until otherwise determined by the General Meeting the number of the Directors shall not be less than two or more than twelve provided the maximum number of Directors shall not exceed twelve at any time including Managing Director if any.

50. The following are the first directors of the Company.

1. **N.Kishore Reddy appointed as Managing Director**
2. **Manorama Sahu**

51. Notwithstanding anything contained in these articles, so long as any money shall be owing by the Company to any Financial institutions and other statutory corporation (here in after referred to as " The corporation") or so long as the Corporation holds any Shares, Bonds/Debentures in/of the Company as a result of subscription, the corporation shall pursuant to an agreement between it and the Company, have the right to appoint one or more person (s) as Director (s) on the Board of Directors of the Company (each such Director is herein after referred to as " the Nominated Director"). The nominated Director shall not be required to hold any qualification and Shares and shall not be liable to retire. The Corporation may at any time and from time to time remove the nominated Director appointed by it and may in the event of such removal and also in the case of death or resignation of the nominated Director, appoint another in his and also fill any vacancy which may occur as a result of the nominated Director ceasing to hold office for any reason whatsoever. 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 and the Corporation nominating him shall be entitled to receive all notice, agenda papers and minutes of every such meeting. For attending such meetings, the nominated Director shall be paid sitting fees, allowance and other expenses to which the other Directors are entitled.

52. Unless otherwise determined by the Company in a General Meeting, the Directors shall not be required to hold share in the share capital of this Company as qualification Share for his or her eligibility as Directors.

53. Any casual vacancy occurring among the Directors may be filled up by the Directors but the person so appointed shall be subject to retirement at the same as if he had become a Director on the day on which the Director in whose place he is appointed as the last appointment.

54. Each Director shall by way of remuneration be entitled to receive an amount as determined by board for each meeting of the Board of Directors attended

by him or her, in addition to the reimbursement of the traveling expenses in case a Director has to travel from a different station to attend the meeting of the Board of Directors on an itemized statement of account rendered and Certified by the Director concerned.

55. It shall be Competent for the Directors to appoint any one of them as the Chairman and/or anyone of them as Managing Director and/or to define, divide and distribute the duties for Directorial attention and supervision to such spheres and/or departments and/or division of the overall activities of the Company as the Directors may from time to time decide upon. In the case of such appointment of Chairman or Managing Director, it shall be Convenient for the Board of Directors to execute the duties and responsibility exercised by the Directors in accordance with the Article of Association of the Company as well as the Companies Act and the rules prevailing from time to time in India.
56. Subject to the approval of Board of Directors and Provisions of the Companies Act, amended time to time, the aforesaid Directors shall be entitled to receive such extra remuneration and other facilities, amenities, benefits to receive such extra remuneration and other facilities, amenities, benefits or perquisites out of funds of the Company including commission on the annual net profits or the net sales of the Company and or such other conveyances , entertainment , travelling outstation or compensatory reimbursement or allowance and or amenities in the shape of medical attention, provision of residential accommodation furnished or unfurnished or transport or any other allowances or perquisites as the Company may in a General Meeting from time to time determine, review or revise. A Director shall also be entitled to such leave in India or outside and or such travelling or other expenses as may be incurred by him/her in attending and or for return from the meeting and for any other assignment or business for and on behalf of the Company either in India or Abroad, subject always to and in conformity with, the rules of Foreign Exchange and/or other material governing trips in India or abroad.
57. The Board of Directors Shall have Power to appoint any one or more of them as Managing Directors or Executive Directors and for directors specifically in charge of Specific department or division of administration, supervision of management of the affairs of this Company and entrust such Managing Director with such powers of Management and for such period and on such remuneration.
58. The Company in General Meeting may subject to the provisions of this Articles from time to time appoint new Directors in Office and may impose, increase or reduce share qualification of any other kind for eligibility of the Directors.

59. The quorum necessary for the Directors may fix the transaction of the Business of all the Director and unless so fixed shall be two subject to the Section 287 of the Companies Act, 1956.

POWER AND DUTIES OF DIRECTORS

60. The control of Business of the Company shall be vested in the Board of Directors who in addition the powers and Authorities by these presents or otherwise expressly conferred upon them, may exercise any such power and do any such act and things as may be exercised or done by the Company and are not hereby by statute or law expressly directed and required to be exercised or done by the Company in General Meeting but subject nevertheless to the provision of any statute or law of these presents and to any regulations from time to time made by the Company in General Meeting.
61. Without prejudice to the General power conferred by the last preceding article and the other powers conferred by these presents, it is hereby expressly declared that the Board of Directors shall have the following powers subject to section 292 of the Act.
- a) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment, registration of the Company and shall also pay to the promoters all costs and charges they may have incurred in acquiring properties, or other rights which this Company may take over from them.
 - b) To purchase or otherwise acquire for the Company any Property rights or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of absolutely or conditionally and part of the Property, privileges and undertaking of the Company upon such terms and conditions as they may think fit.
 - c) At their discretion to pay for any Property, rights and privileges acquired by or services rendered to the Company either wholly or partially in cash or in shares, bond debentures or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds debentures or other securities may be either specifically charged upon all or any part of the Property of the Company and its uncalled capital.
 - d) To open and operate accounts in the name of the Company with any bank and draw Cheques, Sign, endorse all Cheques, Handies, securities, pay orders, Demand Drafts, open and operate cash credit accounts in the Company's name and to use Cheques on the Bank concerned to withdraw any amount of money for making payment of dues, fees or any other bills payable in connection with contracts, legal charges, income tax, service

- tax and or sales tax demands for and on behalf of the Company and to close accounts of Banks as and when deemed necessary.
- e) Subject to the provisions of the Companies Act, 1956 and rules made there under and the directives issued by the Reserve Bank of India from time to time in this regard to borrow from time to time such sums of money and upon such terms as the Directors may think expedient for or in relation to any other purpose for objects aforesaid solely and mainly in connection with the Business of the Company.
 - f) To secure the fulfillment of any contracts or engagements entered into by the Company by mortgages or charge of all or any of the Property of the Company and its unpaid capital for the time being or in such other manner as they think fit.
 - g) To open branches and to appoint any Director, or any other person to accept and hold in trust for the Company any Property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such trust and to provide for the remuneration of such trustee or trustees.
 - h) To invest and deal with any of the money of the Company upon such securities (not being shares in the Company) and in such manner as they may think fit, from time to time and to vary or realize such investments.
 - i) To give to any person employed by the Company a commission on the profits of any particular Business or transaction or a share in general profits of the Company.
 - j) Before recommending any dividend, to set out the profits of the Company such sums as they think proper as a Reserve Fund, to meet contingencies or for equalizing dividends or repairing, improving and maintaining any of the Property of the Company and for such other purpose as the Directors shall in their absolute direction think conducive to the interests of the Company and to invest the sums so set aside upon such investment (other than deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and to divide the Reserve Fund into such special funds as they think fit with full power to employ the assets constituting the Reserve Fund in the business of the Company and that without being bound to keep the same separate other assets.
 - k) From time to time make, vary and repeal by-laws, regulations of the Business of the Company, services of its officers and servants.
 - l) To delegate from time to time any of the powers conferred upon them to the Managing Director or any other Director or to any person, officer or body corporate subject to the provision of section 292 of Companies act, 1956.

- m) To apply for, obtain send and submit tenders, work & supply quotations form etc. and sign and execute deeds, contracts, documents and carry out the same for and behalf of the Company in order to have smooth and easy working in respect of contract works and other matters of Company and the directors shall jointly or severally exercise the above noted powers hereunder referred in the articles 49 of the power of directors.
- n) To appoint and engage labourers for all works or for execution of any order and also to appear and act in all courts, civil, revenue, criminal whether original or appellate or in the Registered office or in any other office.
- o) To carry on, manage and conduct all Business entrusted to the Company and to do in the name of the Company and on its behalf, all acts including and executing quotations, work orders, contracts, deeds, documents, agreements, bill, application, letters and or other papers and to receive payments either in Cheques, cash, draft, hundies or in any other form, and give valid receipt and discharge for and on behalf of the Company.
- p) To sign, endorse or otherwise negotiate bills of exchange, Cheques, delivery order or other negotiable and mercantile documents, draft or Order for payment of money and to file and execute all papers and effectual receipts and discharge for all money received, realized or paid in respect thereof any of them with receipt whether given in the name of the Company or in the name of the Directors, either jointly or severally shall absolutely exonerate the person or persons, governments, or government's any authority or authorities from seeing to the application thereof or being responsible for the loss or misapplication or misappropriation thereof.
- q) To prefer and settle, compromise all claims, suits, disputes, differences and refer disputes to arbitration arising for and on behalf, of the Company and for that purpose to nominate and appoint any arbitrators and to sign any agreement or document for such purpose on behalf of the Company.
- r) To refer any claims by or demands by or against the Company to arbitration and perform the award.
- s) To institute, conduct, defend, compound or abandon any legal proceedings by or against Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and or any claims or demands by or against the Company.
- t) To refer any claims by or demands by or against the Company to arbitration and perform the award.

- u) To enter into all such negotiations and contracts and to rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.
62. Subject to the provision of the Companies act, 1956 the board may from time to time appoint one or more of their body of the office of Managing Director or Technical Director or Financial Director or may whole time Director for such terms and on such remuneration whether by way of salary or commission or partly in one and partly in another as they may think fit, and a Director so appointed shall not while holding that office be subject to retirement by rotation or taken into account in determining the rotation of retirement of directors but his appointment shall be subject to determination ipso facto if he ceases to be a director or if the Company in General Meeting resolve that his tenure of office be terminated.

MANAGING DIRECTOR

63. The Board of Directors may appoint a Managing Director or a whole-time Director from among the members of the Board on such terms and conditions and so such delegation of power as may be decided by the Board from time to time for the day to day management of the Company.
64. Remuneration of a managing director or whole time director from time to time be fixed by the directors and may be by way of fixed salary or commission on profit or both of those modes.
65. The Managing Director shall, subject to the control and supervision of the Board shall have the power and control over the general management of Business of the Company, books, papers, effects, property, affairs and concern with full powers to engage or dismiss Managers, Assistants or other employees of the Company and to Purchase and obtained all necessary goods of any kind whatsoever and to sell such goods and/or the articles acquired by the Company.
66. The Managing Director shall have power to execute and do all acts or deeds and things in the name and on behalf of the Company as may be deemed necessary, proper or expedient of carrying on the business and concerns of the Company. The Managing Director shall also have power to make, Draw, Endorse, sign, accept, negotiate and give all cheques, Bills of Lading, Drafts, Orders, Bills of Exchange, Government and other Promissory Notes and other negotiable instruments required in the business of the Company and may also sign and give all receipts, release and other discharges for money payable to the Company and for the claims and demand of the Company, and to exercise such of the powers of the directors as may from time to time be delegated to him, subject to the Act.

67. The Managing Director shall be at liberty to delegate any of his powers and authorize to any persons as he may from time to time think fit, and shall have power to grant such powers of attorney, as he may deem expedient and to revoke or cancel such powers at his pleasure.

PROCEEDINGS OF BOARD

68. Subject to the provisions of the Act, the Directors may meet together as often as required for the disposal of business. The quorum of the Board of Meeting shall be at least 2(two) Directors.
69. The question arising at any Board meeting shall be determined by majority of votes of the Directors present and in case of any equality of votes the Chairman shall have the second or casting vote.
70. The Board may appoint the Secretary on such terms and conditions and at such remuneration as they think fit and the Secretary so appointed may be removed by the Board as and when felt necessary.
71. The Board also can nominate any other Director or Directors among these directors and delegate some powers in respect of management or supervision works of the Company and fix his or their remuneration and perquisites as they think proper subject the provisions of the act.

THE SEAL

72. The Directors shall provide for the safe custody of the seal. The seal shall not be affixed to any instrument except by the authority of the Board of Directors and unless and until the Board shall otherwise determine, every instrument to which the seal is affixed shall be signed by at least one Director.

DIVIDENDS

73. The Company in General Meeting may declare dividend to be paid to the members according to the rights and interest in the profits and may fix the time for payment. No dividend shall exceed the dividend recommended by the Directors.
74. The dividend shall be payable except out of the profits of the year or any other undistributed profits. No dividends shall bear interest against the Company.
75. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive subject to the provision of the Act.
76. The Directors may from time to time pay to the members such interim dividends as in their judgment the position of the Company justified.

77. The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or an engagement, in respect of which lien exists.

ACCOUNTS

78. The Directors shall cause true and fair accounts to be kept:
- a) Of the Assets and Liabilities of Company and of all sales & purchase of goods & services by the Company.
 - b) Of all sums of money received and expended by the Company and of the matters in respect of which such receipt and expenditure take place. The books of accounts shall be kept at the office of the Company or at such other place as the Directors shall think fit and shall be opened to inspection by the Directors.
79. The Directors shall from time to time determine whether and to what extent and what time and place and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members not being Directors. No member (not being a Director) shall have any right to inspect of any account or books or documents of the Company except as conferred by law or authorized by the Directors or by the Company in General Meeting.
80. Once at least in every year the Directors shall lay before the Company in General Meeting profit and loss account for the period since the preceding account or in the case of first account or in the case of first since the incorporation of the Company made up to a date not more than nine months before such meeting. A balance sheet shall be made out in every year and laid before the Company in General Meeting, made up to a date not more than six months before such Report and shall be accompanied by a Report of the Directors as to the State of the Company's affairs, and the amount, which they recommended to be paid by way of dividend. The Auditor's Report shall be read before the Company in General Meeting as required by Section 230 of the Companies Act or the laws as it may prevail.

AUDIT

81. Once at least in every year the Accounts of the Company shall be examined and audited by one or more auditor or auditors and the provisions of the Companies Act in regard to audit and auditors shall be observed.

NOTICE

82. The Directors upon any member may serve a notice or any other document either personally or by sending it through the post in prepared letter addressed to such members at his registered address and appearing in the Register of Members.
83. All notice to the members may be given to whichever of such person is named first in Register of Members and any notice so given shall be sufficient notice to the holder of such share.
84. Any notice or other document if served or sent by post shall be deemed to have been served or delivered at the time when the letter containing the same is put in to the post and in providing such service or sending it shall be sufficient to prove that the letter containing the notice or documents was properly addressed and put into the post office as prepared letter.

WINDING UP

85. The Company shall be wound up under the Companies Act, 1956 and Companies (Court) Rules, 1956, and the surplus assets (subject to any special class forming part of the capital) of the Company be applied first in the payment of the capital paid upon the equity shares and excess if any, shall be distributed among the members holding equity shares in proportion to the number of shares held by them respectively at the commencement of winding up.
86. If the Company is wound up, the liquidator, if any with the sanction of an ordinary resolution shall divide among the contributors in kinds, any part of the assets of the Company and subject to any other sanction required by the act.

SECRECY

87. Every Director, Auditor, Officer, 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 strict secrecy respecting all transaction of the Company with its customers and state of account with the individuals and in matters relating thereto and shall be such declaration pledge himself not to reveal any of the matters which may come to his knowledge, in the discharge of his duties except when required 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 contained therein and the Act.
88. No member or other persons (unless he is a Director or other person in management of the affairs of the Company) is to inspect or examine in the Company's premises the Properties of the Company without the permission of the Directors of the Company or the officers Authorized by the Directors for

the time being or to require discovery for any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or any matter which may relate to the conduct of the operation of the Business of the Company and which in the expedient in the interest of the members of the Company not to communicate, except as provided in the Act.

IDEMNITY

89. Every officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against any Liability incurred by him in defending any proceeding whether Civil or Criminal in which Judgment is given in his favor or in which he is acquitted or in connection with an application under section 633 of the Companies Act, 1956 in which relief is granted to him by the Court.

We the several Persons, whose Name and addresses subscribed, hereunder are desirous of being formed into a company in pursuance of **Articles of Association** and we respectively agree to take the number of equity shares in the capital of the company as set against to our respective names.

Sl. No	Signature Name Father's name Address Occupation of Subscribers	Number of Equity shares taken by the Subscribers	Signature Name Father's name Address of witness to the Signature of Subscribers
1.	^{40,000} N. Kishore Reddy K.M.R., Nellurli Telli Street Beshampur-1 Occ. - Business	40,000 (Forty Thousand)	Witness to Signatories J. Bijaya Kumar (J. BIJAYA KUMAR) S/O J. MARTANDA RAO A-179, SAHID NAGAR BHUBANESWAR PIN- 751007 PRACTISING CHARTERED ACCOUNTANT
2.	Mamona Sahoo Smt. Mamona Sahoo D/10 Patalpancha Chara 503-B, Spectem's Kalinani Residence N.C Church Road Beshampur-1 Occ. Business	10,000 (Ten Thousand)	

TOTAL 50,000

Place: BHUBANESWAR (Fifty Thousand)
Date: 06-01-2014

Company Master Data

CIN	U45201OR2014PTC017728
Company Name	MANOR PROMOTERS PRIVATE LIMITED
ROC Code	RoC-Cuttack
Registration Number	017728
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	500000
Paid up Capital(Rs)	500000
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	17/01/2014
Registered Address	3/14, VAISHNO TOWERS, JAIL ROAD KAMAPALLI BERHAMPUR Ganjam OR 760004 IN
Address other than R/o where all or any books of account and papers are maintained	-
Email Id	kritibasa@gmail.com
Whether Listed or not	Unlisted
ACTIVE compliance	
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
06771391	KISHORE REDDY NETTINTI	17/01/2014	-	
06771574	MANORAMA SAHU	17/01/2014	-	