



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U70100OR2008PTC010136

2008 - 2009

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

MOTWANI CONSTRUCTIONS 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 दो जुलाई दो हजार आठ को मेरे हस्ताक्षर से कटक में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U70100OR2008PTC010136

2008 - 2009

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

Given under my hand at Cuttack this Second day of July Two Thousand Eight.

Bibekant
(Mohanty Bibekananda)

कम्पनी रजिस्ट्रार / Registrar of Companies

उड़ीसा
Orissa

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

MOTWANI CONSTRUCTIONS PRIVATE LIMITED
225, LAXMI SAGAR, CUTTACK PURI ROAD,
BHUBANESWAR - 751006,
Orissa, INDIA

MEMORANDUM OF ASSOCIATION

&

ARTICLES OF ASSOCIATION

OF

MOTWANI CONSTRUCTIONS PRIVATE LIMITED

THE COMPANIES ACT 1956
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
MOTWANI CONSTRUCTIONS PRIVATE LIMITED.

I. The name of the company is **"MOTWANI CONSTRUCTIONS 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) The main objects to be perused by the company on its incorporation are:

1. To carry on the business of Real Estate, Plotted Scheme, Developers, Builders, of Apartments, Duplex Houses, Farm Houses, Amusement Parks, Water Park, Contractors and all sorts of commercial complexes, malls, multiplexes building materials of all kinds and other business relating real estates.

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

1. To provide infrastructure such as road, electricity, drainage, sanitation to the works site and to manufacture prepare, repair, buy & sell , export, import and market machinery, tools, equipments, moulds of all types for purposes of company.

2. To purchase take on lease or exchange , or otherwise acquire property rights or privileges which the company may think necessary or convenient for the purpose of its business.
3. To erect, acquire or take on lease or hire, work let and sale shed, building suitable for the business of the Company.
4. To acquire by purchase , lease exchange , or otherwise , lands, building and hire detachments of any tenure or description and estate or interest therein and any rights connected with the land and either to retain the same for the purpose of the Company 's business or to turn to account as may seem expedient .
5. To apply for, purchase , or otherwise acquire any patents, invention licenses, concession and the like conferring exclusive or non-exclusive or limited right to use . Further information as to any invention which may seem capable being used for any of the purpose of the company or the acquisition of which may seem calculated directly to benefit the company to use exercise . develop or grant licenses in respect of or otherwise turn to account to the proper rights of information so acquired .
6. To acquire, take over, carry on, supervise or control any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the main objects or calculated directly or indirectly to enhance values of or render profitable of the company's property or rights.
7. To enter into partnership or into any arrangement for sharing profits, union of interest , co-operation, joint venture, reciprocal concession, or otherwise with any person or company or companies carrying on, engaged in or about to carry on or engage in or being authorized to carry in any business or transaction which this company is authorized to carry on or engage on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
8. To invest and deal with the moneys of the company not immediately required, upon such shares or securities (not being shares of this company) or in such other manner as may from time to time be determined by the company.
9. To enter into any arrangement with the Government or authority supreme, municipal local or otherwise , that may seem conducive to the Company's object or any of them and to obtain from any such Government or authority all rights, privilege and concessions which the company may think it desirable to obtain and to carry out exercise and comply with any such arrangement , rights privileges, concessions.
10. Subject to the provisions of the companies Act, 1956, to borrow, money from Banks, financial institutions, Companies , firms and/or person for carrying on the objects of the company.

11. To aid, peculiarly or otherwise any association, body fund, purpose or movement having for an objects the solution settlement, or surmounting of Industrial or labor problems or troubles or the promotion or industry or trade or any other objects, connected with social, religious or public welfare relating to the business of the company or the welfare of its employees.
12. Subject to provisions of section 58 A of the Companies Act, 1956 and rules frames there under directive issued in this regard by Reserve Bank of India from time to time to receive money on deposit, raise or borrow money with or without security.
13. To remunerate any person or company for services rendered or to be rendered in or about the formation or promotion of the company or the acquisition of property by the company or the conduct of its business, subject to the provision of the companies Act. 1956.
14. To draw, make execute, accept, endorse and negotiate cheques, promissory notes, bills bill of landing, warrants, debentures and other negotiable or transferable instruments or securities.
15. Subject to the provisions of the Company Act, 1956 to sell or dispose of the whole, or any part of the undertaking or any of the undertaking of the company for such consideration in the form of shares debentures of shares debentures or other securities of any other company.
16. To accept stocks of shares or other securities of any other company in payment or part payment for any for any services rendered or for any sale made to or debt owing from any such company.
17. To secure the company to be recognized in any other country or place.
18. To carry on any business which may seem to the company calculated directly to enhance the value of or render profitable any the company's main objects.
19. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business, which the company is authorized to, carry on, or possess or property suitable for the purpose of the company, to amalgamate with any other company or body of persons subject to the companies Act, 1956.
20. To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this company or for any other purpose may seem directly or indirectly calculated to benefit this company.

Other Objects:

1. To carry on the business of all kinds of building materials.
 2. To carry on business of Hotel, Restaurant, Motels, Resorts etc.
 3. To carry on business in all types of consumer items
- IV The liability of the Members is limited.
- V The authorized share capital of the company is Rs. 10,00,000.00 (Ten lakhs) divided into 10,000(Ten thousand) Equity shares of Rs. 100/- (one hundred) each with power to increase and reduce the capital or in creased in to several classes and to attach there to respectively and preferentially ,special or qualified rights or conditions as regards dividends, repayment of capital or otherwise.

We the several person whose names and address subscribed here to are desirous of being formed into a Company in Pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company as set against to our respective names.

SN	Signature, Names Address Description and Occupation of Subscribers	No of Shares taken by subscribers	Name , Address description of witness.
01.	<p>Pankaj Motwani (PANKAJ MOTWANI) S/O DILIP KUMAR MOTWANI PLOT-225, LAXMISAGAR CUTTACK PURI ROAD BHUBANESWAR ORISSA - 751006</p> <p>Occupation - Business DOB → 05/09/1986</p>	1000 (one thousand)	<p>Witness to all R.C. LAL Chartered Accountant S/o Late S. Lal 41, Anand Nagar (East) Bhubaneswar</p>
02.	<p>Manas Motwani (MANAS MOTWANI) S/O DILIP KUMAR MOTWANI PLOT-225 Laxmisagar Cuttack Puri Road BHUBANESWAR ORISSA - 751006</p> <p>Occupation - Business DOB → 18/07/1989</p>	1,000 (one thousand)	<p>2000 (Two thousand)</p>

dt. 25/6/08
BHUBANESWAR

THE COMPANIES ACT 1956
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MOTWANI CONSTRCTIONS PRIVATE LIMITED

1. The regulation contained in table "A" in the First Schedule to the Act, Shall apply to the company as applicable to a private company except in so far as they are embodied in the following Articles which shall be the regulation for the management of the Company .
2. Unless context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification there of for the being in force at date on which those articles become binding on the Company.

"The Company "means" "**MOTWANI CONSTRUCTIONS PRIVATE LIMITED**

- " The Act, means the Companies Act, 1956 and includes any reenactment or statutory modifications thereof the rime being enforce.
- " The Board " means meeting of the Director duly called and constituted or as the case may be the Directors by whatever name called.
- " The Directors " means the Directors of the Company for the time being .
- " The Register" means the Register of members to be kept pursuant to section 150 of Act.
- " Months " means calendar month.
- " Persons" includes corporation or company or association of person, body of individuals, whether incorporated or not.

"Attorney" includes Attorney duly constituted under a power of Attorney.

"Seal" means the Common seal of the Company for the time Being .

"Dividend" includes Bonus.

"Printing and Written" includes Printing, Photography , lithography and any other mode of representing or reproducing words in a visible form.

"Capital " means the capital for the time being raised or authorized to be raised for the purpose of the Company

"Financial year " means the period in respect of which the profit and loss account of the company laid before in annual General Meeting is made up, Whether the period is a year or not.

Word imparting the singular number shall include the plural number and vice versa. The words importing the masculine gender shall include feminine.

CONSTRUCTION:

3. The Company is a Private Limited Company within the meaning of Section 3 (1) (iii) of the Act. having a minimum paid up capital of Rupees one lakh or more.
 - A. The right to transfer shares of the Company shall be restricted in the number and to the extent herein after appearing in these regulation.
 - B. The number of members shall be limited to fifty excluding
 - i. Persons who are in the employment of the Company and become members and.
 - ii. Persons who having been formerly in the employment of Company were members after the Company while in that employment and have continued to be members after the employment ceased.

Provided that where two or more persons hold one or more shares in the company jointly, they shall or the purposes of this definition are treated as a single member.

 - C. No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.
 - D. No invitation or acceptance of deposits shall be made from persons other them its members, directors or their relatives.

4. **SHARE CAPITAL:** The authorized share capital of the company is Rs. 10,00,000/- (Rupees Ten lakhs) divided into 10,000 (Ten thousand) equity shares of Rs.100/-(One hundred) each provided always that the Company may increase or reduce – device or consolidate its share capital by such amount as it thinks expedient subject to the provisions of the Companies Act. 1956.
5. The shares shall be under the control of directors who may allot them to such persons on such terms conditions as they may think fit provided. However, the director shall comply and the provision of section 75 of the Act or any statutory modifications thereof.
6. (A) The Company shall have the power to increase the share capital by such amount as its thinks expedient by adding new shares in accordance with the provisions of the Act or any statutory modification thereof.
- (B) The Powers conferred by this section shall be exercised by the Company in general Meeting .
7. The Company shall have the power to reduce the share capital in the manner provided for in section 100 of 105 of the Act or any statutory modification thereof .

SHARE CERTIFICATE:

8. (A) Every persons whose name is entered as a Member in the Register of Member shall be entitled to receive within three months after the allotment or 2 months after the registration of transfer.
- i. One certificate for all his shares without payment.
 - ii. Several certificate for one or more of his shares upon payment or one rupee for every certificate after the first.
- (B) Every certificate shall be under seal and shall specify the shares to which it relates and the amount paid up thereon.

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

(D) If a share certificate, is defected, lost or destroyed , it may be renewed on payment of such fee, if any, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigation the evidence as the directors , think fit provided that in adding a share certificate the Company with the Companies (Issue of Share Certificate) Rules 1960.

LIEN:

A) The Company shall have a first and Permanent lien:

i) On every share (not being a fully paid share) for all money (Whether presently payable or not) called, payable at a fixed time in respect of that share and .

ii) On all share (not being fully paid shares) standing registered in the name of single person for all moneys presently payable by him or his Estate to Company provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this cause.

B. The company's lien: if any , on a share shall extend to all dividends payable there on.

TRANSFER OF SHARES:

A) The Directors may in their discretion refuse any transfer of shares to transferees of whom they do not approve . But the Directors may before the transfer is effected give permission in advance to a contemplated transfer and such permission shall be binding on the company.

- (B) a share be transferred by a member to another person selected by the transfer but no share be transferred to any person who is not a member unless such person is approved by the Directors as one whom it is desirable in the interest of the Company to admit to membership.
- (C) The Directors may also refuse to register a transfer of share where the result of such registration would be to make the number exceed the limit mentioned in Article thereof.

- (A) The instrument of transfer shall be executed by or on behalf of both transfer and transferee.
- (B) Share in the Company shall be transferred in the form prescribed by the Act and duly stamped .
- (C) A fee not exceeding one 4 rupee may be charged upon the registration of any transfer .
- (D) The transfer books and the register of members shall be closed during the 14 days immediately proceeding the annual general meeting each year.

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

CALLS AND FORFEITURE OF

- A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such calls are passed.
- The joint holders of a share shall be jointly and severally liable to pay all the calls in respect of the shares held .
- If a member falls to pay allotment money of any call on the day appointed for payment thereof the Directors may at any time thereafter, during such time as the allotment or the call as the case may be, remains unpaid, serve a notice on him payment , or the allotment or call together with interest if any.

16 The notice shall name a further day, not being earlier than the expiry of 14 days from the date of service of notice on or before which the payment required by the notice is to be made and shall state that in the event of non payment on or before the time appointed the shares in respect of which the call was made shall be forfeited by the board.

17 Any share so forfeited shall be the property of the Company any may be disposed off in such manners as the Board thinks fit.

BORROWING POWER AND DEBENDTURE:

18 Subject to the provisions contained in section 292 of the Act the directors may, from time to time at their absolute discretion raise or borrow sum or sums of money for the purpose of the company from person bank firms or companies and Director and Directors may secure the payment of such money in such manner and upon terms and conditions in all respects as they shall think fit in particular by the issue of debentures of the company or making drawing accepting or andoring on behalf of the company promissory note, bills of exchange or giving issuing other security of the company and the Director or any of them may guarantee the whole or part of the lone or debt raised or incurred by or on behalf of the company on interest payable thereon with power to Directors to indemnify the guarantors from or against liability under their guarantee by means of a mortgage or hypothecation or charge upon property and assets of the company of otherwise .

19 The Board may also issue any debentures bonds or other securities at discount premium or otherwise and with special privileges as to the redemption, surrender drawing by lots.

MEETING:

20 The Annual meeting of the company shall be held once in every year at such time not being more than six months after of the Financial year at the Registered office or at such place or place as the Directors may think fit subject however to the provisions of section 166 of the Act.

20. At least twenty-one notice specifying the place, the day and hour of the General meeting and in case of any special business the general nature of such business shall be given to the members. In case of resolution special notice required under sect 190 of the Act, shall be given.

21. Notice may be served upon the members either personally or by Registered post or under certificate of posting.

22. No business shall be transacted at any General meeting unless quorum of members is present. The quorum for General meeting shall be two members present in person.

23. Every member executing the debenture holder shall have one vote in respect each equity share held by him.

24. Votes may be given either personally or by proxy as provided in section 176 of the Companies Act, 1956.

25. The instrument of appointing proxy shall be in writing under the hand of the appointer in the form prescribed in Schedule IX to the Act, or any statutory modification thereof.

DIRECTORS:

26. THE NUMBER OF Directors shall not be less than two and until otherwise determined by the company in General Meeting, more than eleven.

The first Directors of the company shall be:

(i) Manas Motwani

(ii) Pankaj Motwani

27. The first director of the company are permanent and are not subject to retirement by a rotation until they resign voluntarily, or ceased to be directors as per the provisions of the Act. **Manas Motwani** shall be the first managing Director of the Company to look after the day to day affairs of the Company subject to supervision and control of the Board of Directors.

The Managing Director shall be in charge of the General Management of the Company and without restricting in any way the generality of the powers so conferred be entitled to exercise amongst other the following powers namely.

- (a) Enter into contact for and on behalf of the company.
- (b) Represent the company in all matters, civil criminal and before all courts civil or criminal Revenue of judicial.
- (c) Appoint discharge , suspend or dismiss staff employed by the company.
- (d) Appoint agent and attorneys for the company .
- (e) File plains written statements petitions and other documents in connections with matters in which the company may be involved and interested.
- (f) Appoint pleaders, advocates , solicitors and other lawyers for the company and pay their fees.
- (g) Give effectual receipts and discharge for and on behalf of the company in respect of money due to the company.
- (h) To buy sell and dispose of all designs, drawings, plans, process, know how , produce articles , and goods produced manufactured or, dealt in by company.
- (i) For and on behalf of company 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 Managing Directors for carrying on the business of the company.
- (j) Institute , prosecute, defend, compromise, withdraw, or abandon any legal proceedings by or against the company or its officers or otherwise concerning the affairs of the company and to act on behalf of the company in all matters relating to insolvency's or liquidations .
- (k) To open, close and operate upon the Bank account and on behalf of the company.

17. The qualification on a Director shall be holding of 5 equity shares whose aggregate nominal value is Rs. 500/- (Rupees Five hundred only) in the Company. The Company may waive this qualification also will not be required to hold any share qualification. Director or Directors nominate by the State of Central Government, Financial Corporation, and Banks shall not have any share qualification.
18. In case of voluntary resignation by any Director by giving at least 3 months notice in writing, subject to the provisions of the Act, the casual vacancy among the directors may be filled by the Board at a meeting.
19. Subject to the provisions of the Act, the Board of Director may appoint one or more of their number to the office of Managing Director Executive Director Technical Director for such period and at such remuneration as the Board may deem fit and proper and may delegate to them such powers as they think fit, subject to provisions of the Act.
20. In addition to any remuneration that may be payable to the Director for any technical and administrative service as may be decided by the Board, subject to the provisions of the Act each director shall be paid a sitting fee not exceeding Rs.250/-(Two hundred fifty only) for attending each meeting of the Board of Director or Committee thereof.
21. In addition to the sitting fee and usual remuneration payable to them, the Directors may be paid all traveling hotel and other expenses incurred by him.
 - (A) in attending and returning from meeting of the Board of the Directors or any committee thereof or general meeting of the company or
 - (B) in connection with the business of the company.
22. If any director is called upon to perform extra service or to make any special exertion on behalf of the purpose of the company, the company subject to the provisions of the Act, shall remunerate such Director either by fixed sum or otherwise as will be determined by the company in its general meeting. Such Director shall also be entitled to be paid for traveling, hotel and other expenses, if any incurred in consequence of his service or exertion as aforesaid.

28 The Board shall have power at any time, and from time to time, to appoint a person as an additional director together shall not at any time exceed the maximum strength fixed for the Board by the Articles.

Such person shall hold office only up to the date of the next annual general meeting of the company as a Director at that meeting subject to the provisions of the Act.

29 Every Director shall discharge such duties as are required under the Act or any statutory modification thereof.

30 The Board of Directors shall have such rights and powers as are provided for in sections 291, 292 and 293 of the Act, and any statutory modification thereof.

31 The Board of Directors shall be entitled to exercise all such power and to do all such acts and things as the company is authorized to exercise or do, provided that the Board shall not exercise any power or do any act or thing which is directed or required by the Act or any other provisions of Law or Memorandum of Association or by these Articles to be exercised and done by the company in General Meeting.

32 No regulation made by the company in General Meeting shall invalidate and prior act of the Board which would have been valid if that regulation had not been made.

33 A) The Board may meet for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks as it fit provided, however, the board shall meet at least once in every three calendar months in accordance with section 285 of the Act or any statutory modification thereof.

34 A director may and the principal officer of the company if any on the requisition of directors, shall at any time summon a meeting of the Board.

35 The quorum for a meeting of the Board shall be two Directors or one-third of the total strength of the Board whichever higher is subject to the provisions of section 287 of the Act.

36 The board may elect a Chairman for its meetings and determine the period for which he is hold office.

- 40 The affairs of the Company shall be managed by the Board of Directors subject to the provisions of the Act. The working Directors are entitled to remuneration for the services rendered by them either as whole time or part which shall be decided by the Company in general meeting.
- 41 Subject to the provisions of the Act any debentures, bonds or other securities may be issued at a discount, premium or otherwise and with special privileges as to redemption, surrender drawings by lot.
- 42 The Directors shall cause proper books of accounts to be kept showing receipts and expenses, sales and purchase and the assets and liabilities of the company and otherwise comply with the provisions of section 209 of the Companies Act, 1956.
- 43 The books of account shall be kept at the Registered office of the Company and the Director may determine Whether and to what extent and what time and places under what conditions and restrictions the accounts and books of the company or any them shall be open to the inspection by members.
- 44 The Board of Directors shall have the power to borrow any sum of money in shape of term loans, soft loans, bridge loans seed capital working capital and receive subsidy from any financial institutions such as IPICOL, OSFC, any state level financial institutions and commercial banks from state or Central Government for promotion of industry trade or business of the Company.
- 45 Directors shall be appointed and their duties regulated in accordance with Section 224 to 233 of the Act both inclusive or any statutory modification thereof.

THE SEAL

- 46. The Board shall provide for the safe custody of the seal.
The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board and except in the presence of at least two Directors and these two Directors shall sign every instrument to which the seal of the company is so affixed in their presence.
- 47. The company may exercise the power conferred by section 50 of the Act with regards to having an official seal for use abroad and such power shall be vested in the Board.

ACCOUNTS:

- 48. No member (Not being a Director) shall have any right of inspecting any account or Book or document of the Company except as conferred by law or by these regulations or authorized by the Board or by the Company in General Meeting.
- 49. Subject to the provision of section 210 of the act at least once in every year the directors shall place before the Company in general meeting an audited profit and loss account and Balance Sheet of the Company.

WINDING UP:

- 50. Subject to the Provisions of the Act and Companies(Court) Rules 1959 if the Company shall be wound up, whether voluntarily or otherwise , the liquidator may with the sanction of a special Resolution , divide amongst the contributors , in specie or in kind any part of the assets of the company may be vested in trustees upon such trust for the benefit of the contributories , or any of them as the liquidator shall think.

INDEMNITY:

- 51 Every officer, agent or employee 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 judgments is given in favors or in which he is acquitted or in connection with any application under section 633 of the Act, in which relief is granted to him.

ARBITRATION:

- 52 All questions of difference between the Company and its share-holders or between the shareholder interests as touching the affairs of the Company shall be referred to arbitration provided under the India Arbitration Act.

SECRET:

- 53 No member shall be entitled to visit or inspect the Company work without the permission of the Directors or to discover any information respecting any details of the Companies trading or any matters on secret process which in the opinion of the Directors will be in the interest of the members of the Company subject to the provisions of the Act.