



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45201OR2010PTC011786

2009 - 2010

मैं एतद्वारा सत्यापित करता हूँ कि मेसर्स

VIVEKANANDA LAND & BUILDING 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 छबीस मार्च दो हजार दस को मेरे हस्ताक्षर से कटक में जारी किया जाता है।

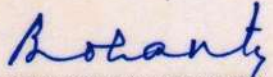
Form 1
Certificate of Incorporation

Corporate Identity Number : U45201OR2010PTC011786

2009 - 2010

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

Given under my hand at Cuttack this Twenty Sixth day of March Two Thousand Ten


(BIBEKANANDA MOHANTY)

कम्पनी रजिस्ट्रार /Registrar of Companies

उड़ीसा
Orissa

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

VIVEKANANDA LAND & BUILDING PRIVATE LIMITED
VIP ROAD, KAMAPALLI,
BERHAMPUR - 760004,
Orissa, INDIA

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

VIVEKANANDA LAND & BUILDING PRIVATE LIMITED

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

1. To buy, sell, repair, alter, improve, exchange, let out on hire, import, export and deal in all materials, articles, software packages and things capable of being used in any business which this Company is competent to carry on or required by customer or person having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to deal in all products incidental to or obtained in any of the business carried on by the Company for attaining the main objects of the Company.
2. To acquire from any person or company technical information, know-how, process, and operating data, plant layouts, and blue prints useful for any business of the Company, to acquire any grant of license, other rights & benefits in the interest of the Company's business.
3. To undertake and execute the main object of the Company, by opening the tutorials, schools, colleges, institutions and others to educate the human being.
4. To enter into agreements subject to the provisions of the Companies Act, 1956, with societies, organisations or persons, foreign or Indian for securing any of the main objects of the Company or for any purpose conducive to main objects of the Company.
5. To invest and deal with the moneys of the Company not immediately required, as decided by the Board of Directors, by purchasing shares in any other company carrying on any business in such manner as may from time to time be determined by the Company, so as to benefit the Company, directly or indirectly.
6. To receive, subject to the provisions of the Companies Act, 1956 and rules framed there under and the directions issued by the Reserve Bank of India from time to time, moneys for financing the business of the Company as loan upon such terms as may be thought fit, provided however, that the Company shall not do any banking business as defined under the Banking Regulation Act, 1949.
7. To lend moneys or mortgage of immovable property or on hypothecation or pledge of movable property or without securities to such persons and on such terms as may deem expedient and, in particular to customers of or any persons having dealing with the Company but not amounting to banking business as defined in the Banking Regulation Act, 1949.
8. To hire or otherwise acquire by purchase, contract, concession, rights, license, lease, exchange or otherwise, any land, building, factories, workshop, godown, warehouse, other movable or immovable properties for construction, sale, manufacture or any other purpose which the Company may think necessary or convenient and to pay for any property or rights acquired by the Company either in cash or by issue of fully or partly paid up shares or by the issue of securities or partly in one mode and partly in other(s) and generally on such terms as may be determined by the Company.
9. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debenture or debenture stock, perpetual or otherwise, charged upon any of the Company's property, both present and future including its uncalled capital and to purchase, redeem and pay off any securities subject to the provisions of the Companies Act, 1956.

10. To amalgamate with any company having objects altogether or in part similar to those of the Company subject to the provisions of the Companies Act, 1956.
11. Subject to the provisions of the Companies Act, 1956 to acquire and take over any business or undertaking carried on upon or in connection with any land or building which this company may desire to acquire or become interested in and the whole or any part of the assets, goodwill or liabilities of such business or undertaking and to carry on the same or dispose off or remove or put an end thereto or otherwise deal with the same as may seem expedient.
12. To sell, improve, manage, develop, dispose off, mortgage, exchange, lease or transfer or otherwise deal in the business, property and undertaking of this Company or any part thereof for any consideration which this Company may deem fit to accept and in particular for shares fully or partly paid up, debenture stock, bonds or securities of any other Company and/or promote companies for the purpose acquiring all or any of the properties, rights and liabilities of this Company and for any purpose which may deem directly or indirectly calculated to benefit this Company.
13. To apply for purpose or otherwise acquire and obtain any patents, brevets, inventions, trade name, design, licenses, permissions, concessions, processes, secret processes and the like conferring any exclusive or limited right (either in point of time or otherwise) to use the same or any secret or other information as to any invention which may deem capable of being used for any purpose of the Company and use exercise, develop or grant licenses in respect of or otherwise turn to account any such patents, inventions, concessions, permissions and processes.
14. To participate in Indian and International trade-fairs and for which purpose send samples and representatives.
15. To establish, purchase, take on lease or otherwise acquire and run shop, showrooms, distributing centers, depots, offices and branches in any place in India or abroad for the attainment of the main objects of the Company.
16. To adopt such means of making known the business of this Company as may seem expedient and in particular by advertising in the press, by circular, by purchase and exhibition or works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations, subject to the provisions of the Companies Act, 1956.
17. To utilize money in experimenting on and testing and improving upon or seeking to improve any patents, rights, inventions, discoveries, process or information of the company on which the Company may acquire or purpose to acquire and to conduct establish, maintain, provide or otherwise even subsidies technical research, establish libraries in connection with the main business of the Company.
18. To make advance of such sum or sums of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores or any other property, articles and things, required for the purpose of the Company upon such terms, with or without security, as the Company may deem expedient.
19. To open bank account in any bank and draw, make, accept, endorse, negotiate and issue promissory notes, cheques, bills of all kinds and other negotiable or transferable instruments and securities, but the Company will not do any banking business as defined under the provisions of the Banking Regulation Act, 1949.

20. To pay out of the funds of the Company all costs, charges and expenses which the Company has to lawfully pay with respect to the promotion, formation and registration of the Company, which the Company shall consider to be preliminary, including therein the cost of printing and stationery and commission for obtaining application for taking and placing debentures or other securities of the Company, expenses attendant upon the formation of agencies, branches and local board.
21. To remunerate any person or company for services rendered or to be rendered to the Company.
22. To issue, subject to the provisions of the Companies Act, 1956, any shares of the Company at par or at a premium or at a discount. However such issue shall be made only to the members and directors of the company.
23. To maintain workshops and laboratories and to carry on research for the Company's products. To sell and dispose off the whole or any part of the Company's assets, rights and other properties or any of the Company's undertakings.
24. To make donations for charitable and benevolent objects and to receive gifts of shares, stock and securities, subject to the provisions of the Companies Act, 1956.
25. To purchase, take on lease or in exchange hire or otherwise, any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company and, in particular, any land (free-hold, lease hold or other-tenure) buildings, basements, machinery, plants and stock in trade and to erect buildings, factories, sheds godowns or other structures on any such land for the works and purposes of the Company and also for the residence and amenity of the employees, staff and other workmen and erect and install machinery, plant and other equipment deemed necessary or convenient or profitable for the purpose of the Company.
26. To procure recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's main business.
27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuation funds for the benefits of, and give donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company, who are or were at any time the directors or officers of the Company and the wives, widows, families and dependants of any such person, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to benefit or to advance the interest and well being of the Company and make payments to or towards the insurance of any such persons as aforesaid and to any of the matters aforesaid, subject to the provisions of the Companies Act, 1956.
28. To carry on any business or branch of a business which this Company is authorised to carry on, by means or through the agency of any subsidiary company or companies, and to enter into any arrangement with any such business or branch so carried on for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may deem desirable with reference to any business or branch so carried on, including the power to close at any time, either temporarily or otherwise, any such business or branch.

29. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either by or through agents, sub-contractors, trustees or otherwise and either alone or in conjunction with others and to do all such things which are incidental or conducive to the attainment of the main objects of the Company.
30. To train any person or persons in any of the businesses of the Company in India and to send at the Company's costs and expenses any of its employees or any other persons abroad for further training in relation to any business or business of the Company as may be deemed necessary.
31. To take part in the management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint accountant or other experts or agents and nominate directors.
32. To agree to arbitration disputes, present or future, between the Company and other company(s), firm(s) or individual(s) and to submit the same to an arbitrator in India or abroad and either in accordance with Indian or any other foreign system of law.
33. To invest in, acquire, hold, underwrite, sell or otherwise deal in shares, stocks, debentures, debenture stock, bonds, negotiable instruments, securities of any company, government, public body or authority and municipal and local bodies, subject to provisions of the Companies Act, 1956.

C. THE OTHER OBJECTS:

1. To purchase, sell, develop, acquire, take on lease or possess in any manner, any area, land, buildings, structures, and develop the same and dispose off or maintain the same and to deal with the same in any manner whatsoever as a lessor, builder, developer, real estate dealer, constructions, and to deal in various constructions, building, material, whether by entering into any contracts and arrangements or otherwise and provide consultancy services for the same.
2. To carry on the business of transport, lorry operator, oil tank operators, tankers, lorry coaches, jeeps, tailors, trolleys, and conveyances of all kinds and to the carry on the business of booking cargoes, and luggage of the public, in general every type of carries, in particular with airlines, ships, railways and road carriers.
3. To undertake or carry on business of lease, hire purchase of machinery, plants, mechanical goods, vehicles, trading and agency business or commission agency business of any person, firm or body corporate and to obtain lease and sublease, mining leases, prospecting licenses, quarry leases, brick kiln leases, stone crushing, mineral crushing from any private, local authorities or Government and exploit them and to deal with the products for the attainment of main objects of the Company.
4. To carry on the business of manufactures, processors, cultivator, traders, exporters, importers, buyers, sellers and producers of commodities of bio technical products, foods, rice, bio agro inputs, natural or processed seeds, fruits, kernels, alternative fuel products, whether in India or outside the territory of India and to deal in all kinds of herbal, agro, foods, horticultural, floricultural, tissue cultural and seri cultural products and other related activities and to buy, sell, import or export and enter into any arrangements with any person, institution, organization, university, or any other body whether in India or abroad to promote or otherwise carry on such business.

5. To carry on the business of quality consultancy and services of web development, network technologies, infrastructure space, design and promotion, e-commerce and e-designing solution, information technology related services and products including hardware and software, sales and marketing, selling agents, training and developments and publications by whatever name, and to carry on business of advisory services, remote sensing and geographical information systems, art, media publications, manpower training and placement, business process outsourcing, human resources management, strategic, and providing computer education relating to computer networking technologies, infrastructure space and training.

IV. The liability of the members is limited.

V. The Authorised share capital of the Company is Rs. 10,00,000/- (Rupees Ten Lakhs only) consisting of 100000 (One lakhs) Equity shares of Rs.10/- (Rupees Ten only) each. The company shall have power from time to time increase, reduce or alter its shares capital .

We the several persons whose name and address subscribed here to are desirous of beings formed into a company in pursuance of the 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, Address, Description & Occupation of subscriber.	Number of Equity shares taken by subscribers.	Signature, Name, & Description of witness & occupation.
1.	BICHITRA PATNAIK S/O:- LATE JOGENDRA PATNAIK GODAVARISH NAGAR 3 RD LANE BERHAMPUR:-760001 ORISSA OCC:-BUSINESS	5000 (FIVE THOUSAND)	Witness to the Signatories. SAROJ KUMAR PANDA S/O- HARI KRUSHNA PANDA 2 ND FLOOR BISWAL COMMERCIAL COMPLEX, CUTTACK ROAD BHUBANESWAR-751006 PRACTICING COMPANY SECRETARY.
2.	ARTI PATNAIK D/O:- ACHYUTANANDA PATNAIK GODAVARISH NAGAR 3 RD LANE BERHAMPUR:-760001 ORISSA OCC:-BUSINESS	3000 (THREE THOUSAND)	
3.	MAMATA PATNAIK D/O:- SIMANCHAL PATNAIK GODAVARISH NAGAR 3 RD LANE BERHAMPUR:-760001 ORISSA OCC:-BUSINESS	1000 (ONE THOUSAND)	
4.	DEBENDRA NATH PATNAIK S/O:- SRIHARSHA PATNAIK GODAVARISH NAGAR 3 RD LANE BERHAMPUR:-760001 ORISSA OCC:-BUSINESS	1000 (ONE THOUSAND)	
TOTAL		10000 (TEN THOUSAND)	

PLACE:- BHUBANESWAR
DATE:- 24.03.2010

THE COMPANIES ACT 1956
(A PRIVATE COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

VIVEKANANDA LAND & BUILDING PRIVATE LIMITED

INTERPRETATION

1. In these regulations :

- a) The Act means the Companies Act, 1956 as amended from time to time.
- b) The Company means VIVEKANANDA LAND & BUILDING PRIVATE LIMITED
- c) "The office" means Registered office of the Company.
- d) "Board" means the Board of Directors of the Company.
- e) "Seal" means the common seal of the Company.
- f) "the Directors" means the Directors for the time being of the Company.
- g) "Months" means a Calendar month
- h) "Dividend" include Bonus
- i) Words importing singular number shall include plural & vice versa .
- j) Unless context otherwise requires, the words or expressions contained in these regulations should bear the same meaning as the Act or any statutory modifications thereof, in force at which these regulations become binding on the Company.
- k) Words importing the masculine gender only include the feminine gender and vice versa .

TABLE "A" TO APPLY

2. The Regulations contained in Table 'A' in the first schedule of the Companies Act, 1956 so far it relates to private Company shall apply to the Company subject to the express provisions hereinafter contained in these articles.

PRIVATE COMPANY

3. The Company is a private Company within the meaning of section 3(1) (iii) of Companies Act, 1956 having a minimum Paid up Capital of Rs. One lakh and accordingly.

- a) Restricts the right to transfer its shares if any in the manner hereinafter provided.
- b) Limits the number of its members to fifty not including.
 - i) Persons who are in the employment of the Company.
 - ii) Persons who having been formerly in the employment of the Company became members while in that employment and have continued to be members after the employment ceased.
- c) Prohibits any invitation to the public to subscribe for any shares in, or debentures of the company :
- d) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or its relatives.

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

CAPITAL.

4. The authorised share capital of the company shall be as per clause V of the Memorandum of Association of the Company with powers to increase reduce or sub-divided the capital for the time being into several classes and attach thereto respectively such preferential qualified or special right, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being.

SHARES

5. Subject to the provisions of these Articles the Company shall have power to issue preferences shares carrying a right of redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the Company and the Board may, subject to the provisions of section 80 of the Act, exercise such power in any manner as may be provided in these Articles.

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

INCREASE AND REDUCTION OF CAPITAL

8. The Company by ordinary resolution may from time to time increase the Capital by the creation of new shares of such amount as may be deemed expedient, subject to the provisions of the Act.
9. In case where the Company decides to increase the capital of the Company by the issue of further shares or by further issue of shares out of the un issued authorised capital such shares shall be offered to the members (irrespective of class) and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time or on receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company.
10. The new shares shall be issued for such considerations upon such terms and conditions and with such rights and privileges annexed thereto as shall be contained in the resolution creating the same and in particular such shares may be issued with a preferential or qualified rights to dividends in the distribution of assets of the Company and with a special or without any right of voting, subject always to the provisions of the Companies Act, 1956.
11. Except as far as otherwise provided by conditions of issue or by these presents any capital raised by the creation of new shares shall be subject to the provisions herein contained relating to the payment of calls and installments, transfer and transmission, forfeiture and lien, surrender and otherwise.
12. Subject to the provisions 100 to 105 of the Companies Act, 1956 the Company may from time to time by special resolution reduce its share capital in any way and in particular and without prejudice to the generality of the foregoing power, may

- a) extinguish or reduce the liability of any of its share in respect of share capital not paid up.
- b) either with or without extinguishing or reducing liability on any of its shares, cancel Any paid up share capital which is lost, or is un represented by available assets, or
- c) either with or without extinguishing or reducing the liability on any shares, pay off any paid up share capital which is in excess of the wants of the Company.

SHARE CERTIFICATE

- 13. i) Every person whose name is entered as a member in the register of members shall be entitled to receive within three months after the allotment or within two months after the application for the registration of transfer:
 - (a) One certificate for all his shares with out payment :or,
 - (b) Several certificates each for one or more of his shares, upon payment of one rupee for every certificate after the first.
- ii) In respect of any share of shares held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
- 14. Every certificate shall be under the seal of the Company & be signed and issued in accordance with the Companies (Issue of Share Certificate Rules), 1960.
- 15. If a share certificate is defaced, lost or destroyed it may be renewed on payment of such fee, if any, not exceeding one rupee. Or such other smaller sum as the Board may determine and on such terms, if any, as to evidence and indemnity and the payment of out pocket expenses incurred by the Company for investigating evidence as the Directors think fit.
- 16. the company shall have a first and paramount lien;
 - i) On every share (not being a fully paid share) for all moneys (whether presently, payable or not) called or payable at a fixed time, in respect of that share and,
 - ii) On all shares (not being fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company, provided that the Board may at any time, declare any share to be wholly or in part exempt from the provisions of this clause.

CALLS ON SHARES

- 17. A call shall be deemed to have been made at any time when the resolution of the Board authorising the call was passed and may be required to be paid by installments, provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- a) extinguish or reduce the liability of any of its share in respect of share capital not paid up.
- b) either with or without extinguishing or reducing liability on any of its shares, cancel Any paid up share capital which is lost, or is un represented by available assets, or
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18. The joint holders of a share shall be jointly or severally liable to pay all calls in respect thereof.
19. i) If a sum called in respect of a share is not paid before or on the day due, the holder shall pay interest thereon from the day appointed for payment thereof, to the time of actual payment at ten percent per annum or at such lower rate, if any, as the Board may determine.

ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
20. a) The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the money uncalled and unpaid upon any shares held by him and,

b) Upon all or any of the money so advanced may (until the same would but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, ten percent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER AND TRANSMISSION OF SHARES

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

FORFEITURE OF SHARES

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

BORROWING POWER

32. Subject to the provisions contained in section 292 of the Act, the Directors may from time to time at their absolute discretion raise or borrow any sum of money, from any individual, firm, company, banker, financial institutions or any other body and Directors may secure the payment of such money in such manner and upon such terms and conditions in all respects that they shall think fit and in particular accepting or endorsing on behalf of the Company any promissory note, bill of exchange, hundies or giving or issuing any other security of the Company and the Directors or any of them may guarantee the whole or any part of the loan or debt raised or incurred by or on behalf of the Company or interest payable thereon with power to the Directors to indemnify the guarantors from or against any liability under their guarantee by means of a mortgage or hypothecation or charge upon any property and assets of the Company or otherwise.

GENERAL MEETING

33. All general meetings other than Annual General meeting shall be called Extra ordinary General meeting.
34. The Board may whenever it thinks fit call an Extraordinary General Meeting.
35. The annual General Meeting of the Company shall be held in each year and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next and it shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated in accordance with the provisions of Section 166 of the Act.

36. Any General Meeting including the Annual General Meeting may be called by giving Seven days notice to the members and provisions of sub-section 2 section 173 of the Companies Act, 1956 shall not apply in case of transacting any special business. In case of special resolution required, special notice shall be given in the manner as laid down in the section 190 of the Act.

PROCEEDINGS AT GENERAL MEETING

37. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum for a general meeting shall be two members personally present.
38. The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company.
39. If there is no such chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman of the meeting, the directors present shall elect one of their members to chair the meeting.
40. If at any meeting no director is willing to act as Chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one amongst themselves to chair the meeting.
41. The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting adjourn the meeting from time to time and from place to place.
42. It shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting unless the meeting is adjourned for thirty days or more in which case fresh notice as required under the Act shall be given.

VOTES OF MEMBERS

43. On show of hands every member present in person shall have one vote, on poll, members shall have one vote for each share held by them.
44. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands take place, or at which the poll is demanded, shall be entitled to a second or casting vote.
45. Only a registered holder of shares shall be entitled to vote at any meeting
46. In case of joint holders, any one of such persons may vote at any meeting either personally or by proxy in respect of each share as if he or she was solely entitled thereto and if more than one such joint holders are present at any meeting personally or by proxy, then only such one of said persons so present whose name stands higher in order in the register of members of the Company shall be so entitled.
47. No member shall be entitled to vote in any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

BOARD OF DIRECTORS

48. The following persons shall be the first Directors of the Company.
- (I) MR. BICHITRA KUMAR PATNAIK
 - (II) MRS. ARATI PATNAIK
 - (III) MRS MAMATA PATNAIK
 - (IV) MR DEBENDRANATH PATNAIK
49. Subsequent appointment of Directors will be made in accordance with the provisions of the Act. There will be a minimum of two directors and a maximum of twelve Directors including nominee directors.
50. The Directors need not hold any qualification shares.
51. When the company borrows moneys or receives any financial or technical assistance or collaboration from any government institution or any other person, such government institution or person may be given a right to appoint one or more persons as directors on the board of directors of the company and to remove such directors from office and on a vacancy being caused in the directors so appointed whether by resignations, death removal or otherwise to fill up such vacancy, such appointment or removal shall however, be in writing duly signed by the authorized officer of the government institution or the other person. A director appointed under this article shall be known as special director/ Nominee Director and he shall not be subject to retirement by rotation.
52. The above Directors shall hold office until they, or any of them, voluntarily resign by giving one month's notice in writing subject to the provisions of the Section 262 of the Act. Any casual vacancy among the directors shall be filled by the Board of Directors at a meeting of the Board. Subject to the provisions of Sec 260 of the Act Board may appoint additional Director.
53. Subject to the provisions contained in section 313 of the Act the Board shall have power to appoint an Alternate Director to act for a Director during his absence for a period of not less than three months from the State in which meetings of Board are ordinarily held.
54. In addition to any remuneration that may be payable to the Director for any technical and administrative services as may be decided by the Company subject to the provisions of the Act, each Director shall be paid a sitting fee as board may decide for attending each meeting of the Board of Director or Committee thereof.
55. In addition to the sitting fee and remuneration payable to the directors, they may be paid all traveling, hotel and other expenses properly incurred by them;
- a) In attending and returning from meeting of the Board of Directors, or any committee thereof or general meeting of the company or,
 - b) In connection with the business of the Company.
56. If any Director is called upon to perform extra service or to make any special exertion for any of the purposes of the Company, the Company shall remunerate such Director either by a fixed sum or otherwise, as will be determined by the Board of Director and

such remuneration may be either in addition to or in substitution for his remuneration for attending meeting subject to the provisions of section 314 of Companies Act, 1956. Such Director shall also be entitled to hotel and other expenses, if any, incurred in consequence of his service or exertion as aforesaid.

57. The Company may exercise the powers conferred by section 50 of the Act, with regard to having official seal and use of such power shall be vested in the Board.
58. Every Director present in any meeting of the Board or of a committee thereof shall sign his name in the book to be kept for the purpose.
59.
 - i) The Board shall have power at any time and from time to time to appoint a person as an Additional Director, provided the number of Directors and additional Director together shall not at any time exceed the maximum strength fixed for the Board of Directors by these Articles.
 - ii) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act.

PROCEEDINGS OF THE BOARD

60.
 - i) The Board of Directors may meet for the dispatch of business, adjourn or otherwise Regulate its meetings as it thinks fit subject to the provisions of the Act.
 - ii) Directors may and the Managing Director or Secretary, if any, on the requisition of a Director shall at any time summon a meeting of the Board.
61. Subject to the provision of section 287 of the Act the quorum of a meeting of the Board shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors which ever is higher.
62. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the chairman of the Board, if any, shall have a second or casting vote.
63. The Board may elect a Chairman of its meeting and determine the period for which he is to hold office.
64. The Board may subject to the provisions of the Act delegate any of its powers to committee (s) consisting of such member or members of its body as it thinks fit.
65. A committee may elect a Chairman of its meeting.
66.
 - i) A committee may meet and adjourn as it thinks fit.
 - ii) Questions arising at any meeting of a committee shall be determined by majority of votes of the members present and in case of an equality of votes of the members present and in that case, the Chairman shall have a second or casting vote.

67. All acts done by any meeting of the Board or a Committee thereof or by any person acting as a Director shall, notwithstanding that it may be afterwards discover that there was some defect in the appointment of any one or more of such directors, or of any person acting as aforesaid or that they or any of them were disqualified, be as valid, as if every such Director or such person had been duly appointed and was qualified to be a Director.

MANAGEMENT

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

POWER AND FUNCTION OF THE MANAGING DIRECTOR AND OTHER DIRECTORS.

71. The Board, may exercise all such powers of the Company and do all such acts and things as are not by the Act or any other Act or by the memorandum or by the Articles of the company required to be exercised by the company in general meeting subject nevertheless to these Articles, to the provisions of the Act or any other Act and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the company in general meeting but no regulation made by the company in general meeting shall invalidate any prior Act of the board which would have been valid if that regulations had not been made provided that the powers specified in section 293 of the Act shall be exercised with the consent of the company in general meeting provided further that the powers specified in section 292 of the Act shall subject to these articles be exercised only at meetings of the Board unless the same be delegated to the extend therein stated.
72. Without restricting the General Powers conferred by these present it is hereby expressly declared that the directors shall have the following powers, subject to the Act, that is to say, power :-
- (a) The Board of Directors may from time to time by a resolution determine and authorise the Managing Director or such other persons to open bank account in any Bank and to draw, sign, accept, endorse negotiate on behalf of the Company all the bills of exchange, promissory notes, hundies, cheque, drafts, and other negotiable instruments, and also, all contracts, dividend warrants, agreements, documents .
- (b) To provide for the management of the affairs of the Company in such manner as they shall think fit.

(c) On the resignation of the Managing Director or on the office of the Managing Director becoming vacant in accordance with the provisions of these Articles to appoint from time to time any one or more members to be the Managing Director or Directors in the Company on such terms as to remuneration and with such powers and authorities and may remove such appointee in any particular case.

(d) To pay the cost, charges and expenses, preliminary, and incidental to the promotions, formation, establishment and registration of the Company.

(e) To execute on behalf of the Company such mortgages of the Company's property (present and future) as they may think fit in favour of any Directors, other person who may incur or about to incur any personal liability for the benefit of the Company and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

(f) At their discretion to pay for any property, rights, privileges, acquired by or services rendered to the Company either wholly/partially in cash or shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed on any such bonds, debentures or any other securities, may be either specifically charged upon all or any part of the property of the Company.

(g) To institute, conduct, defend, compound or abandon any legal proceeding the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the company.

(h) To raise or borrow all such sums as they may consider necessary from such person or firms, including Directors of the Company or Scheduled Banks, financial institutions upon such terms and conditions as may be deemed fit.

(i) They may appoint at their discretion, remove or suspend all secretaries, cashiers, assistant cashiers, accountants, engineers, assistant engineers, other engineers, other officers, clerks or any other employee and may in their discretions determine their duties and fix their salaries or emoluments and may require securities for each instance and for such amount as they think fit.

THE SEAL

73. i) The Board shall provide for the safe custody of the seal.

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

DIVIDEND AND RESERVES

74. The Company in general Meeting may declare dividend but subject to the provisions of the Act, no dividend so declared shall exceed the amount recommended by the Board.
75. Subject to the provisions of section 205 of the Act, no dividend shall be paid otherwise than out of profits of the year or out of any other undistributed profits.
76. No dividend shall bear any interest against the company.
77. The Directors may before recommending any dividend set aside out of the profits of the company such sums as they may think fit as reserve or reserves to meet contingencies or for equalising dividends or for repairing, or improving any or the property of the Company and for such other purposes as the directors in their absolute discretion think fit and conducive to the interest of the Company.
78. The Board of Directors may deduct from any dividend payable, any amount payable to the Company on account of calls, or otherwise in regard to shares of the Company.

ACCOUNTS AND AUDIT

79. The Directors shall cause to be kept for audit proper books of accounts with respect to :
 - a) All sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure take place.
 - b) All the assets and liabilities of the Company.
80. The books of Account shall be kept at the registered office of the Company or at such other place as Directors shall think fit subject the provisions of section 209 of the Act.
81. No member (not being a Director) shall have any right or inspection of any account books or documents of the Company except as conferred by law or authorised by the Board or by the company in General Meeting.
82. Subject to the provisions of section 210 of the Act once at least in every year the Directors shall lay before the Company in General meeting an audited profit and Loss Account and Balance Sheet of the Company.

SECRECY

83. Every Director, Manager, Auditor, Treasurer, Trustee, members of a committee, officer, servant, agent, accountant or other persons employed in the business of the Company shall, if so required by the Director, before entering upon his duties, sign a declaration and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except wherein required so to do by the Directors or by law or by ;the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

84. No Member shall be entitled to visit or inspect any works of the Company with out the permission of the Directors or to require discovery of or any information respecting any details of the company trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the ;business of the company and which in the opinion of the Directors, it would ;be inexpedient ;in the interest of the Company to disclose.

INDEMNITY

85. Even officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceeding whether civil, or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 633 of the Act in which relief is granted to him by the Court.

WINDING UP

86. If the Company be wound up under the Companies Act 1956 and Companies (Court) Rules, 1959 and the assets available for distribution among the members are more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the capital paid up till the commencement of the winding up and if the assets available as aforesaid are not sufficient to repay the whole of the paid up capital , the losses shall be borne by the members in proportion to the capital paid up on the shares at the commencement of the winding up, held by them respectively.
87. If the Company shall be wound up, the liquidator may with the sanction of a special resolution, divide among the contributories in specie, any part of the assets of the Company.

We the several persons whose name and address subscribed here to are desirous of beings formed into a company in pursuance of the 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, Address, & Occupation of subscriber	Number of Equity shares taken by subscribers	Signature, Name, & Description of witness & occupation.
1.	BICHITRA PATNAIK S/O:- LATE JOGENDRA PATNAIK GODAVARISH NAGAR 3 RD LANE BERHAMPUR:-760001 ORISSA OCC:-BUSINESS	5000 (FIVE THOUSAND)	Witness to the Signatories. SAROJ KUMAR PANDA S/O- HARI KRUSHNA PANDA 2 ND FLOOR BISWAL COMMERCIAL COMPLEX, CUTTACK ROAD BHUBANESWAR-751006 PRACTICING COMPANY SECRETARY.
2.	ARTI PATNAIK D/O:- ACHYUTANANDA PATNAIK GODAVARISH NAGAR 3 RD LANE BERHAMPUR:-760001 ORISSA OCC:-BUSINESS	3000 (THREE THOUSAND)	
3.	MAMATA PATNAIK D/O:- SIMANCHAL PATNAIK GODAVARISH NAGAR 3 RD LANE BERHAMPUR:-760001 ORISSA OCC:-BUSINESS	1000 (ONE THOUSAND)	
4.	DEBENDRA NATH PATNAIK S/O:- SRIHARSHA PATNAIK GODAVARISH NAGAR 3 RD LANE BERHAMPUR:-760001 ORISSA OCC:-BUSINESS	1000 (ONE THOUSAND)	
TOTAL		10000 (TEN THOUSAND)	

PLACE:- BHUBANESWAR
DATE:- 24.03.2010

Company Master Data

CIN	U45201OR2010PTC011786
Company Name	VIVEKANANDA LAND & BUILDING PRIVATE LIMITED
ROC Code	RoC-Cuttack
Registration Number	011786
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	5000000
Paid up Capital(Rs)	5000000
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	26/03/2010
Registered Address	1ST FLOOR OF BUILDING MADHU MANDIR, WARD NO.16 BERHAMPUR MUNICIPAL CORPORATION,BESIDES B.C.C BANK BERHAMPUR Ganjam OR 760001 IN
Address other than R/o where all or any books of account and papers are maintained	-
Email Id	vivekananda77474@gmail.com
Whether Listed or not	Unlisted
ACTIVE compliance	ACTIVE compliant
Suspended at stock exchange	-
Date of last AGM	30/11/2021
Date of Balance Sheet	31/03/2021
Company Status(for efilling)	Active

Charges

Charge Id	Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
	Immovable property or any interest therein	8175000	06/02/2020	-	OPEN

Directors/Signatory Details

DIN/PAN	Name	Begin date	End date	Surrendered DIN
02937543	BICHITRA PATNAIK	26/03/2010	-	
02964844	ARATI PATNAIK	26/03/2010	-	