



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45400WB2008PTC128055

2008 - 2009

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

MAA DURGA PROPERTIES 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 इकतीस जुलाई दो हजार आठ को मेरे हस्ताक्षर से कोलकाता में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45400WB2008PTC128055

2008 - 2009

I hereby certify that MAA DURGA PROPERTIES 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 and at Kolkata this Thirty First day of July Two Thousand Eight.



J. P. Roychowdhury
(JYOTI PRAKASH ROY CHOWDHURY)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies
पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय में उपलब्ध पत्राचार का पता :

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

MAA DURGA PROPERTIES PRIVATE LIMITED
4, AHIRI TOLLA STREET, KOLKATA - 700005,
West Bengal, INDIA

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
MAA DURGA PROPERTIES PRIVATE LIMITED

- I. The name of the Company is **MAA DURGA PROPERTIES PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- III. The objects for which the Company is established are:-

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

1. To carry on business of constructing creating, operating, developing, improving, altering, maintaining all types of infrastructural facilities including related facilities in township project such as road, ropeways, dams, lakeside projects, highway projects, bridges, hotels, health and medicine, education, sports, amusement parks, township development, SEZ projects, including housing complexes, commercial complexes, multiplexes, earth work, drains sewerage etc., industrial structure and providing necessary equipments and facilities either on its own or through private sector participation, joint venture etc., or such other facilities as may be required for attaining the object and to acquire buy, purchase, exchange, hire or otherwise develop or operate land, building, any estate of interest in and hereditaments of any tenure or description including software Technology Park, computer integrated towers, buildings, infrastructural facilities providers for information technology, software, telecommunication electronics and other allied services and any estate or interest therein, any right over or connected with land and buildings so situated and construct, develop or to turn the same to account as many seem expedient and in particular by preparing building sites, flats, houses, apartments, commercial complexes by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices rooms, flats, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storage, wharves, godowns, hotels, hostels, gardens, swimming pools, playgrounds, building, stadium, arena, gymnasium, golf course, shooting range etc. otherwise deal with or disposing of the same and to manage land, building, and other properties & facilities whether belonging to the Company or not and to collect rents, income and profits and to supply to tenants occupiers visitors & consumers refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric and other conveniences commonly provided in flats, suites and residential and business units and to act as architects, consultants, designers, developers, builders, contractors, estate agents, merchants and dealers in building requisites and materials or to purchase, sell rent lease or licence to any persons freehold or other house property, buildings or lands or any share of interest therein, and to transact on commission or otherwise the general business or land agent and to undertake constancy in the sphere of real estate & construction.

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

1. To lend, or deal with money Out of surplus fund of the company not immediatly required either with or without interest or security, including in current or deposit account with any Bank or Banks other person or persons upon such terms, conditions and manner as may from time to time be determined and to receive money on deposit subject to provision of section 3(1)(III)(d) of the Companies Act, 1956 and direction issued by Reserve Bank of India on loan upon such terms and conditions as the Company may approve, subjct to the provision of Companies Act, 1956. Provided the Company shall not do any banking business as defined under the Banking Regulation Act, 1949. Company shall not carry on any Chit Fund business.
2. To borrow or raise or secure the payment of money from any Bank or Banks or any financial institution or any other person or persons for the purpose of Company's main business in such manner and on such terms and with such rights, powers and privileges as the Company may think fit and particularly by issue of bills of exchange, promissory notes or other obligation or securities of the Company and with a view to hypothecate and/or in any way encumber or create charge on the undertaking and all or any of the immovable and movable properties persent or future, and all or any of the uncalled capital for the time being of the company and to purchase, redeem or pay off any such securities.
3. To enter into partnership or arrangement for sharing the profits or joint venture with any person, persons or company carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to acqquire or join in acquiring any such business, as covered by the object clause (A) above.
4. To sell, improve, manage, develop, exchange, mortgage, dispose of, turn to account or otherwise deal with all or any part of the undertaking property and rights of the Company.
5. To apply for, purchase or otherwise acquire any patent trademark, brevetsd' invention, licences, concessions, protections, rights, privileges, and the like conferring any exclusive or nonexclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisitions of which may seem directly or indirectly use or benefit to the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant licences, privileges in that respect or otherwise turn to account the property, right of information so acquired and to assist, encourage, and spend money in making experiments, tests, improvements of all invention, patent and right, which the Company may acquire or propose to acquire.
6. To establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Company or the dependants or the connections of such persons; or subject to the provisions of the Companies Act, 1956 to subscribe or grant money for any charitable, national, religious, benevolent, object or fund; or for any purpose which may likely, directly or indirectly, further the main objects of Company or the interest of its members or business subject to provisions of Section 293A of the Companies Act, 1956.

7. To distribute among the members of the Company dividends including bonus shares (including fractional Share Certificates) out of profits, accumulated profits, or funds and resources of the Company in any manner permissible under Law in the winding up.
8. To allot shares in the Company to be considered as fully or partly paid-up in payment or consideration of any service or property of whatever description which the Company may acquire.
9. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company or any other Company, subject to the provisions of Sections 391 to 394 of the Companies Act 1956.
10. To open branches in India and elsewhere and to get the company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particular by advertising in the press, by circulars and publication of books and periodicals.
11. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
12. To provide for the welfare of employees or ex-employees (including Directors and ex-Directors) of the Company and the wives and families or the dependants or connections of such persons by building or contributing to the building of dwelling houses or quarters, to grant money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments, by creating and from time to time subscribing or contributing to provident fund, institutions, funds, profits sharing or other schemes, or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance or assistance as the Company shall think fit.
13. To undertake, carry out, promote and sponsor rural development including any programme for promoting economic welfare of or the upliftment of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner and divest the ownership of any property of the Company to or in favour of any public or local Body or Authority or State Government or any Public Institution or Trust or fund or organisation or person as the Directors may approve and to establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trusts and conveniences constituted to benefit employees or ex-employees of the Company or the dependants or the connections of such persons or subject to the provisions of Companies Act 1956 to subscribe or guarantee money for any charitable, national, religious, benevolent, general or useful object or fund, or for any purpose which may likely, directly or indirectly, further the objects of Company or the interest of its members or business.
14. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, contracts, mortgages, charges, obligations and other securities of any Company or of any Authority central, State, Municipal, local or otherwise, or of any persons whomsoever, whether incorporated or not for the purpose of the business of the Company.

C. Other Objects:-

1. To carry on business as producers, dealers, importers, exporters, stockists, agents, brokers, traders, retailers of all kinds of paper and packages, board, sheets, stationery goods, wrappers, tapes, films, sheets, laminates and other packing materials, made of paper, card-board, corrugated sheets, cloth, hessian, timber, teak, ply-wood, metal, plastic, p.v.c or other synthetic, chemical, fibrous or natural products for domestic, household, educational, commercial, industrial, Government or public use.
2. To carry on business as advertisement and publicity agents and contractors in various ways and manners including outdoor and in newspapers, magazines, books, screens, slides, walls, buses, railways, other transport vehicles and public places, audio-visual display and to prepare, advice, manufacture, and construct advertising devices and to publish or advertise the same through any media whatsoever.
3. To carry on business as traders, dealers, wholesalers, retailers, makers, designers, combbers, scourers, spinners, weavers, finishes, dyers and manufacturers of ready-made garments, yarns and fabric of wool, cotton, jute, silk, rayon, nylon, terrylene and other natural, synthetic and / or fibrous substances and / or manufacturers of materials from the waste realised from the above mentioned products either on its own account or on commission and to carry on business as drapers and dealers of furnishing in all its branches as costumers, readymade dress and mantle makers, silk mercers, makers and suppliers of clothing, lingerie and trimmings, of every kind, furies, drapers, haberdashers, milliners, hosiers, gloves, lace makers, feather dressers, felt makers, dealers in and manufacturers of yarns, fabrics and also to manufacture, deal in or process natural starch and other sizing materials, substances of all kinds and compounds and other substances, either basic or intermediate required for the above mentioned product or products.
4. To manufacture, process, buy, sell, distribute the power generated with the aid of machines D.G.Sets, wind mills, solar - panels, water etc. and to establish, own, run, erect, construct, manage, take on lease or otherwise acquire plants, machineries, to produce energy/power, which may run/operate with diesel, gas wind turbines or by any other convenient fuel method or process and to carry on business as producers, generators, transmitters, processors, converters, accumulators, agents and intermediators, negotiators, storers, distributors, buyers and sellers of all kinds of energy, power, electricity through conventional or non conventional sources and processes including power generators by windmill, hydraulic, coal, petrol, magnetic, electronic, solar, garbage & waste and to create infrastructural, engineering and servicing facilities of every descriptions including electric transmission towards poles, conductors, switches substations for facilitating above activities.
5. To carry on business as manufacturers, producers, importers, exporters, buyers, sellers, distributors, stockists, agents and brokers, of lime, lime-stone, coke, charcoal, petroleum-coke, copper, iron ore, bauxite, kyanite, fire clay, chine clay, salt, sodium chloride, calcium phosphate, nickel, beryllium, uranium, zinc, lead, asbestos, tin, mercury, silicon, sulphur, graphite, brass, silica sand, bentonite, quartz, dextrine, magnesite, dolomite, ferro alloys, corundum, manganese, mica, silver, gold, platinum, diamond, sapphire, ruby, topax, garnet, emerald, pearl and other precious, semi precious, or commercial minerals, stones, and marble and to act as metal founders, manufacturers, agents, and dealers of metals, sheets, wires, rods, squares, plates, metal foils, pipes, tubes, ingots, billets, circles, parts, coils, utensils, ornaments, decorative and art materials, and jewellery made wholly or partly from any one or more of the metals and materials, mentioned herein oil including motor part, diesel, furnace oil, motor oil, lubricating oil, kerosene, petrol, other petroleum product, LPG gas, crude oil etc.

6. To carry on business an investment company to undertake and transact trust and agency investment, financial business, financiers and for that purpose to land or invest money and negotiate loans, in and form or manner to draw, accept, endorse, discount, buy, sell, and deal in bills of exchange, hundies, promissory notes and other negotiable instruments, to undertake the work of factoring of bills and other commercial papers and securities and also to issue on commission, to subscribe for, take, acquire and hold, sell and exchange and deal in share stocks, bonds, or debentures, or securities of any government or Public Authority or Company, gold and silver and bullion and to form, promote, subsidise and assist companies, syndicates and partnerships to promote and finance industrial enterprises and also to give any guarantees for payment of money or performance of any obligation or undertaking, with or without any interest or security to give advances, loans and subsidise to the capital of industrial undertakings, and to undertake any business, transaction or operation commonly carried on or undertaken by capitalists, promoters, guarantees, financiers and to receive money on deposit or loans upon such terms and conditions as the company may approve.
7. To carry on business as repairers, assemblers or hirers, agents, importers, exporters dealers, traders, stockists, brokers, buyers, sellers, of plants, machinery, engineering goods, spare parts, accessories, equipments, machine tools, apparatus, components, parts, fittings, implements, accessories, required by workshops, transporters, railways, or for agricultural, plantations, handling, excavation, domestic, fabrication or irrigation purposes and to acquire, construct, hire, decorate, maintain or own land, workshops, factories, shops, show rooms, office, rights or agencies required for or in connection with any such business.
8. To carry on business as advisers and / or consultants on matters and problems relating to the import, export, industries, administration, management, organisation, accountancy, costing, financial, marketing, commercial or economic activities, labour, statistical organisation, methods, quality control and data processing, technical "know-how" operation, manufacture, production, storage, distribution, sale and purchase of goods, property and other activities of an in relation to any business, trade, commerce, industry, mine, agriculture, housing or real estate and upon the means, methods and procedure for the establishment, construction, development, improvement and expansion of business, trade, commerce, industry, agriculture, buildings, real estates, plant or machineries and all systems, methods, techniques, processes, principles in relation to the foregoing and to carry on business of rendering services on any one or more of aforesaid matters to any person, firm, company, trust, association institution, society, body corporate, government or government department, public or local authority or any other organisation whatsoever, to act as in intermediaries in the introduction of collaborators, sellers, purchasers, printers, tenants, agents, consumers and employees.
9. To own, purchase, or exchange or otherwise acquire any estate, land, tea garden, orchards, groves, plantations, and farms and to carry on business as cultivators, growers, producers, planters, buyers, sellers, dealers, importers, exporters, agents, brokers, traders or stockists of tea, coffee, cocoa, cinchona, rubber, bamboo, timber, fruits vegetables, cocoanut, spices, cardamom, jute, hemp, cotton, sugarcane, linseed, oil-seeds, wheat and other grains, and any kind of horticulture, agricultural, food or beverage product or products.

10. To act as consultants and to advise and assist on all aspects of corporate, commercial and industrial management or activity including personal advertising & public relations, public welfare, marketing, taxation, technology, insurance, purchasing, sales, quality control, computer applications, software, productivity, planning, research and development, organisation, import and export business, and management and to make evaluations, feasibility studies, project report, forecasts and surveys, market research, pre-investment studies, to act as financial consultants, underwriters and merchants bankers, subject to prior approval of SEBI managers advisers and concealers in investment and capital market, to act as managers to issue, registrars to issue, transfer agents, brokers and to give export advice and suggest ways and means for improving efficiency in mines, traders, plantations business organisations registered or co-operative societies, partnership or proprietary concerns and industries of all kinds in India and elsewhere in the world and improvement of business management, office organisation and export management to supply and to provide, maintain and operate services, facilities, conveniences, bureau and the like for the benefit to any company to recruit and / or advice on the recruitment of staff for any company.
 11. To carry on business as manufacturers, producers, converters, processors, founders, moulders, casters, forgers, makers, fabricators, formers, extruders, reconditioners, machinists, finishers, exporters, importers, traders, dealers, distributors, stockists, buyers, sellers, agents, or merchants in all kinds of pipes, tubes, including conduct pipes, lancing tubes, stay tubes, hydraulic tubes, steel pressure tubes, super heater tubes, heat exchanger tubes, RCC spun pipes, Hume pipes, Oxygen lancing pipes, steel tubular poles, fittings, including valves, corks, flanges, couplings, clamps, elbows, tees, reducers, union, sockets, bends, nipple of ERW, black G.I., mild steel, carbon steel, stainless steel, seamless, boiler, galvanised of all ferrous and non-ferrous materials, iron, steel, malleable, brass, copper, aluminium, bronze, lead, stainless steel, cast iron, sponge iron, S.G. iron, carbon steel, mild steel, P.V.C., plastic, allied chemical, compound, asbestos, cement, gas, water, oil, precision, electric, sanitary, structure, mechanic, furniture, pneumatic, transformer through electric resistance welding process, extrusion process, foreign process, welding type of any other process.
 12. To manufacture, repair, convert alter export and import buy, sell or deal in all sorts of automatic control thermal hydraulic magnetic and tools appliances apparatus dies, relays, agricultural industrial and scientific instruments appliances and apparatus and electrical parts and accessories thereof.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs 10,00,000/- (Rupees Ten Lacs) divided into 1,00,000 (One Lac) Equity Shares of Rs. 10/- each with power to increase or reduce the same in accordance with the provision of the Companies Act, 1956 and to classify or reclassify the share capital.

(7)

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of these Memorandum of Association and we respectively, agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Names, Addresses, Description & Occupations of Subscribers	Number of Equity Shares to be taken by each Subscriber	Names, Addresses, Description & Occupation of Witness
MUKESH AGARWAL S/o. Shri Gokul Chand Agarwal 4, Ahiritolla Street, Kolkata - 700 005 Business	5000 (Five Thousand only)	Witness to three Signatories
DAU DAYAL AGARWAL S/o. Late Lok Chand Agarwal Shri Jagannath Bhavan Kathguda Sahi Cuttack - 753 001 Business.	5000 (Five Thousand only)	
NILU AGARWAL D/o. Dau Dayal Agarwal Space Town, Block 7(2C) V.I.P. Road, Kolkata - 700 052 Business.	5000 (Five Thousand only)	
Total shares taken	15,000 (Fifteen Thousand Only)	Ms. Sudhanya Roy Choudhury Practising Company Secretary 16A, Shakespeare Sarani, Kolkata - 700 071. ACS - 16818

Kolkata dated this 21st day of July, 2008.