



**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

Central Registration Centre

## **Certificate of Incorporation**

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that **BUILDSWORTH DESIGN CONSULTANTS PRIVATE LIMITED** is incorporated on this Twenty eighth day of September Two thousand twenty-one under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is **U45309WB2021PTC248364**.

The Permanent Account Number (PAN) of the company is **AAKCB1759L** \*

The Tax Deduction and Collection Account Number (TAN) of the company is **CALB22344A** \*

Given under my hand at Manesar this Twenty eighth day of September Two thousand twenty-one .



Digital Signature Certificate  
**SHIVARAJ C RANJERI**  
ASST. REGISTRAR OF COMPANIES  
For and on behalf of the Jurisdictional Registrar of Companies  
Registrar of Companies  
Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on [www.mca.gov.in](http://www.mca.gov.in)

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

**BUILDSWORTH DESIGN CONSULTANTS PRIVATE LIMITED**  
**C/O AJOY SHARMA, 10/A HO-CHI-MINH SARANI, KOLKATA,**  
**Kolkata, West Bengal, India, 700071**



\* as issued by the Income Tax Department

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013)] FORM NO. INC-34

**SPICE<sup>+</sup> AOA**  
(e-Articles of Association)

\*Table  F as notified under schedule I of the companies Act, 2013 is applicable to the company

BUILDSWORTH DESIGN CONSULTANTS PRIVATE LIMITED

A COMPANY LIMITED BY SHARES

Check if not applicable	Check if altered	Article No	Description
			<i>Interpretation</i>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	1	<p>In the interpretation of these Articles unless repugnant to the subject or context the following expressions shall have the meaning hereinafter respectively assigned to them.</p> <p>?The Company? or ?This Company? ?The Company or ?This Company? means BUILDSWORTH DESIGN CONSULTANTS PRIVATE LIMITED</p> <p>?The Act? ?The Act? means the Companies Act, 2013, and includes when the context so admits any statutory modifications of re-enactment thereof for the time being in force.</p> <p>?Auditors? ?Auditors? means and includes those persons appointed as such for the time being by the Company.</p> <p>?Board or? Board of Directors? ?Board or Board of Directors? means a meeting of the Directors duly called and constituted, or as the case may be by the Directors assembled as the Board of Directors of the company collectively.</p> <p>?Capital? ?Capital means the share capital for the time being raised or authorized to be raised for the purpose of the company.</p> <p>?Directors? ?Directors? mean the Directors of the Company and include persons occupying the position of the Directors by whatever name called.</p> <p>?General Meeting? ?General Meeting? means a meeting of the members.</p> <p>?Annual General Meeting? ?Annual General Meeting? means a general meeting of the members held in accordance with the provisions of section 96 of the Companies Act.</p> <p>?Extraordinary General Meeting? ?Extraordinary General Meeting? means an Extra-ordinary General Meeting of the members duly called and constituted and any adjourned holding thereof.</p> <p>?Promoter? ?Promoter? shall mean 1. Nishant Kumar, his heirs, executors, administrators and assigns, 2. Shubham Singh, his heirs, executors, administrators and assigns 3. Shruti Gourav Bajaj, her heirs, executors, administrators</p> <p>?Office? ?Office? means the registered office for the time being of the Company.</p> <p>?Seal? ?Seal? means common seal for the time being of the company. The marginal notes used in these Articles shall</p>

			<p>not affects the construction hereof Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.</p> <p>(3)The company is a Private Company within the meaning of Section 2 (68) of the Companies Act, 2013 and accordingly:-</p> <p>(i) restricts the right to transfer its shares; (ii) Except in case of One Person Company, limits the number of its members to two hundred: Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member: Provided further that (A) Persons who are in the employment of the company; and (B) Persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased, Shall not be included in the number of members; and (iii) Prohibits any invitation to the public to subscribe for any securities of the company.</p>
			<b>Share capital and variation of rights</b>
<input type="checkbox"/>	<input type="checkbox"/>	II 1	<p>Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.</p>
<input type="checkbox"/>	<input type="checkbox"/>	2	<p>(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,- (a) one certificate for all his shares without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first. (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon. (iii) In respect of any share or 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</p>
<input type="checkbox"/>	<input type="checkbox"/>	3	<p>(i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.</p>
<input type="checkbox"/>	<input type="checkbox"/>	4	<p>Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</p>
<input type="checkbox"/>	<input type="checkbox"/>	5	<p>(i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</p>
<input type="checkbox"/>	<input type="checkbox"/>	6	<p>(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.</p>

<input type="checkbox"/>	<input type="checkbox"/>	7	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
<input type="checkbox"/>	<input type="checkbox"/>	8	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
			<b>Lien</b>
<input type="checkbox"/>	<input type="checkbox"/>	9	(i) The company shall have a first and paramount lien- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
<input type="checkbox"/>	<input type="checkbox"/>	10	The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made- (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
<input type="checkbox"/>	<input type="checkbox"/>	11	(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer. (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
<input type="checkbox"/>	<input type="checkbox"/>	12	(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
			<b>Calls on shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	13	(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: 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. (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares. (iii) A call may be revoked or postponed at the discretion of the Board.
<input type="checkbox"/>	<input type="checkbox"/>	14	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
<input type="checkbox"/>	<input type="checkbox"/>	15	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
<input type="checkbox"/>	<input type="checkbox"/>	16	(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent 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.
<input type="checkbox"/>	<input type="checkbox"/>	17	(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
<input type="checkbox"/>	<input type="checkbox"/>	18	The Board- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies 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, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
			<b>Transfer of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	19	(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
<input type="checkbox"/>	<input type="checkbox"/>	20	The Board may, subject to the right of appeal conferred by section 58 decline to register- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has a lien.
<input type="checkbox"/>	<input type="checkbox"/>	21	The Board may decline to recognise any instrument of transfer unless- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; (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 transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
<input type="checkbox"/>	<input type="checkbox"/>	22	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
			<b>Transmission of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	23	(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
<input type="checkbox"/>	<input type="checkbox"/>	24	(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either- (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made. (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
<input type="checkbox"/>	<input type="checkbox"/>	25	(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
<input type="checkbox"/>	<input type="checkbox"/>	26	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
			<b>Forfeiture of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	27	If a member fails to pay any call, or instalment 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 instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
<input type="checkbox"/>	<input type="checkbox"/>	28	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 non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

<input type="checkbox"/>	<input type="checkbox"/>	29	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
<input type="checkbox"/>	<input type="checkbox"/>	30	(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
<input type="checkbox"/>	<input type="checkbox"/>	31	(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
<input type="checkbox"/>	<input type="checkbox"/>	32	(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; (iii) The transferee shall thereupon be registered as the holder of the share; and (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
<input type="checkbox"/>	<input type="checkbox"/>	33	The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
			<b><i>Alteration of capital</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	34	The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
<input type="checkbox"/>	<input type="checkbox"/>	35	Subject to the provisions of section 61, the company may, by ordinary resolution,- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
<input type="checkbox"/>	<input type="checkbox"/>	36	Where shares are converted into stock,- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
<input type="checkbox"/>	<input type="checkbox"/>	37	The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,- (a) its share capital; (b) any capital redemption reserve account; or (c) any share premium account.
			<b><i>Capitalisation of profits</i></b>
<input type="checkbox"/>	<input type="checkbox"/>		(i) The company in general meeting may, upon the recommendation of the Board, resolve- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in

		38	<p>clause (iii), either in or towards-</p> <p>(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;</p> <p>(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);</p> <p>(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;</p> <p>(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</p>
<input type="checkbox"/>	<input type="checkbox"/>	39	<p>(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall-</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and</p> <p>(b) generally do all acts and things required to give effect thereto.</p> <p>(ii) The Board shall have power-</p> <p>(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;</p> <p>(iii) Any agreement made under such authority shall be effective and binding on such members.</p>
			<b>Buy-back of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	40	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
			<b>General meetings</b>
<input type="checkbox"/>	<input type="checkbox"/>	41	All general meetings other than annual general meeting shall be called extraordinary general meeting.
<input type="checkbox"/>	<input type="checkbox"/>	42	<p>(i) The Board may, whenever it thinks fit, call an extraordinary general meeting.</p> <p>(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.</p>
			<b>Proceedings at general meetings</b>
<input type="checkbox"/>	<input type="checkbox"/>	43	<p>(i) 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.</p> <p>(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.</p>
<input type="checkbox"/>	<input type="checkbox"/>	44	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
<input type="checkbox"/>	<input type="checkbox"/>	45	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
<input type="checkbox"/>	<input type="checkbox"/>	46	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
			<b>Adjournment of meeting</b>
<input type="checkbox"/>	<input type="checkbox"/>	47	<p>(i) The Chairperson 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.</p> <p>(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>
			<b>Voting rights</b>

<input type="checkbox"/>	<input type="checkbox"/>	48	Subject to any rights or restrictions for the time being attached to any class or classes of shares,- (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
<input type="checkbox"/>	<input type="checkbox"/>	49	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
<input type="checkbox"/>	<input type="checkbox"/>	50	(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
<input type="checkbox"/>	<input type="checkbox"/>	51	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
<input type="checkbox"/>	<input type="checkbox"/>	52	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
<input type="checkbox"/>	<input type="checkbox"/>	53	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
<input type="checkbox"/>	<input type="checkbox"/>	54	(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
			<b>Proxy</b>
<input type="checkbox"/>	<input type="checkbox"/>	55	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
<input type="checkbox"/>	<input type="checkbox"/>	56	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
<input type="checkbox"/>	<input type="checkbox"/>	57	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
			<b>Board of Directors</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	58	The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The subscriber to the Memorandum of Association shall become and be the first Directors of the Company; namely: -  1. SHUBHAM SINGH 2. KALYAN CHAKRABURTTY 3. NISHANT KUMAR
<input type="checkbox"/>	<input type="checkbox"/>	59	(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b) in connection with the business of the company.
<input type="checkbox"/>	<input type="checkbox"/>	60	The Board may pay all expenses incurred in getting up and registering the company.
<input type="checkbox"/>	<input type="checkbox"/>	61	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
<input type="checkbox"/>	<input type="checkbox"/>	62	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.



<input type="checkbox"/>	<input type="checkbox"/>	63	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
<input type="checkbox"/>	<input type="checkbox"/>	64	(i) Subject to the provisions of section 149, 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 the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the 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.
			<b><i>Proceedings of the Board</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	65	(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
<input type="checkbox"/>	<input type="checkbox"/>	66	(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
<input type="checkbox"/>	<input type="checkbox"/>	67	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
<input type="checkbox"/>	<input type="checkbox"/>	68	(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
<input type="checkbox"/>	<input type="checkbox"/>	69	(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
<input type="checkbox"/>	<input type="checkbox"/>	70	(i) A committee may elect a Chairperson of its meetings. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
<input type="checkbox"/>	<input type="checkbox"/>	71	(i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
<input type="checkbox"/>	<input type="checkbox"/>	72	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered 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.
<input type="checkbox"/>	<input type="checkbox"/>	73	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
			<b><i>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	74	Subject to the provisions of the Act,- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
<input type="checkbox"/>	<input type="checkbox"/>	75	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
			<b><i>The Seal</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	76	(i) The Board shall provide for the safe custody of the seal. (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two

			directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
			<b><i>Dividends and Reserve</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	77	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
<input type="checkbox"/>	<input type="checkbox"/>	78	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
<input type="checkbox"/>	<input type="checkbox"/>	79	(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
<input type="checkbox"/>	<input type="checkbox"/>	80	(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares. (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
<input type="checkbox"/>	<input type="checkbox"/>	81	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
<input type="checkbox"/>	<input type="checkbox"/>	82	(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
<input type="checkbox"/>	<input type="checkbox"/>	83	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
<input type="checkbox"/>	<input type="checkbox"/>	84	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
<input type="checkbox"/>	<input type="checkbox"/>	85	No dividend shall bear interest against the company.
			<b><i>Accounts</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	86	(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. (ii) 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 authorised by the Board or by the company in general meeting.
			<b><i>Winding up</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	87	Subject to the provisions of Chapter XX of the Act and rules made thereunder- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
			<b><i>Indemnity</i></b>

<input type="checkbox"/>	<input type="checkbox"/>	88	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
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[Pursuant to Schedule I (see sections 4 and 5) to the Companies Act, 2013] FORM NO. INC-33

**SPICE+MOA**  
(e-Memorandum of Association)

\* Table applicable to company as notified under schedule I of the companies Act, 2013

A

**Table A- MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES**

1. The Name of the Company is

BUILDSWORTH DESIGN CONSULTANTS PRIVATE LIMITED

2. The Registered office of the company will be situated in the state of

West Bengal-WB

3.(a)The objects to be pursued by the company on its incorporation are

To carry on all the business of builders, consultants, real estate-developers, contractors, sub-contractors, dealers and by advancing money to and enter into contracts and arrangements of all kinds with builders, Tenants, occupiers and others and to deal in and act as consultants for lands, buildings, factories, houses, .flats and other residential and commercial plots.

3.(b)Matters which are necessary for furtherance of the objects specified in clause 3(a) are

To established and maintain offices, agencies, branches, demonstration centers in respect of the foregoing and otherwise.

2. To acquire by technical collaboration or otherwise the recipes, technical knowhow, and other information as to the process of manufacturing and the right to manufacture and deal in any of the articles which the Company is entitled to manufacture or deal in.

3. To enter into contracts agreements and arrangement with any other Company, Partnership firm or any other entity for carrying out by such entities on behalf of the company of the objects for which the Company is formed.

4. To purchase, take on lease, hire, exchange or otherwise acquire or sell any movable or immovable property, assets, rights, privileges and business from promoters or other and in particular land buildings, easements, machinery, plant stock in trade for the purpose of the business of the Company or to turn the same to account as may be deemed expedient from any person or company including promoters and to adopt and ratify agreements or deeds executed in connection therewith by such persons, companies and promoters.

5. To insure the whole or any part of the property and assets of the Company either fully or partially, to protect and indemnify the Company for liability or loss in respect thereof either fully or partially and also to ensure and to protect and indemnify any part or portion thereof either on mutual principal or otherwise.

6. To buy, sell, exchange, refine, repair, alter, improve, convert, prepare for market, import, export and otherwise deal with all kinds of plants, machinery apparatus, tools, utensils, receptacles, substances, materials articles, and things necessary or convenient for carrying on any of the business or processes of the Company.

7. To undertake the custody of merchandise, goods and materials and do any secretarial, accountancy, clerical or similar work in connection with the objects of the Company.

8. To take or otherwise acquire out of surplus fund of the company not immediately required and hold shares in any other Company

having objects altogether or in part similar to those to this Company or carrying on any business capable of being conducted so as directly or indirectly benefit this Company.

9. To established branches or appoint agencies for or in connection with any of the objects of the Company to carry on any business or branch of a business which this Company is authorized to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company or companies and to enter into any arrangements with such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.

10. To construct, improve, maintain, develop, work, manage, carry out or control any buildings, factories or any roads, ways, warehouse and conveniences of all kinds which may seem calculated, directly or indirectly, to advance the Company's interests and to contribute to subsidies or otherwise assist or take part in the construction, improvement, maintenance, development, working, management carrying out or control thereof.

11. To lend advance money out of surplus fund of the company not immediately required or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and other having dealings with the Company and to guarantee the performance any contract or obligation and the payment of money or by any such persons or companies and generally to give guarantees and indemnities subject however to the fact that no banking business as defined in the Banking Regulation Act, 1949 shall be carried out by the Company.

12. To adopt such means of making known the business of the Company as may be deemed expedient and in particular by advertising in press, circulars, publication in periodicals magazines and books and instituting of prizes rewards and donations in regard to any subject, matter of event.

13. To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patents, rights, brevets d' invention, trademarks, designs, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to their use of any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated, directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.

14. To establish, provide, maintain and conduct or otherwise subsidies research laboratories and experimental workshops for scientific and technical research experiments and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and researches, both scientific and invention by providing subsidizing, endowing or assisting laboratories, workshop, libraries, lectures meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes and grants to students and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may considered likely to assist any of the business which the Company is authorized to carry on.

15. To construct, improve, maintain, develop, work, manage or control any buildings, factories, works, warehouse, roads, paths, sidings, wells, reservoirs, bridges, electric workshops demonstration centers, stores, houses and other buildings including housing for employees and workmen and others and to provide such facilities and conveniences which may seem directly or indirectly to be for the benefit of the Company and to advance its interest.

16. To enter into any arrangement with any Government authority, supreme, municipal local or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government authority, person or company rights privileges, charters contracts, licenses and concession which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

17. To improve, manage, develop, sell, exchange, lease, mortgage, grant licenses, easements and other rights over and in any other manner deal with, turn to account or dispose of the whole of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration, as the Company may think fit and in particular for shares, debentures or securities of any other Company.

18. Subject to section 230 to 234 of the Companies Act, to amalgamate, enter into any partnership, partially amalgamate with or acquire any interest in the business of any company, person or firm carrying on or engaging in or about to carry on or engage in any business or transaction included in the objects of the company or enter into any arrangement for sharing profits or losses or for any union of interest, joint venture, reciprocal concession or for co-operation or for mutual assistance, with any of the acts or things aforesaid or property acquired any shares, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debenture, stock securities so received.

19 To undertake, acquire take up and hold shares, out of surplus fund of the company not immediately required stocks, debentures, debenture, stocks, bonds obligations and securities and securities by original subscriptions or otherwise issued or guaranteed by any company constituted or carrying on business in any foreign country and debentures, debentures stocks, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioner, body or authority supreme, municipal, local or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

20. To established or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly, calculated to benefit the company and to place or guarantee the placing of, underwrite subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.

21. Subject to section 182 of the Companies Act, 2013 and in accordance with the high ethical and moral standards to make donations to such persons or institutions and in such cases and either in case or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to the company and to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific religious or benevolent, national, public or political or other institution object or for any exhibition or for any public general or other objects and to establish and support or aid the establishment and support of associations, institutions, funds, trusts and convenience for the benefit of the employees or Ed ? employees (including directors) or of persons having dealings with the company or the dependents, relatives or connections of such person and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance to form and contribute to provident and benefit funds of or for such persons.

22. To subject, subcontract, and under let all or any contracts from time to time and upon such terms and conditions as may be deemed expedient.

23. To offer for tender purchase otherwise acquire any contract, sub-contract, licenses and concessions or in relation to the business which the company is authorized to carry on or which can be conveniently carried on with the business of the company and to undertake, execute, carry out dispose of otherwise turn to account the same.

24. Subject to the provisions of section 73, 179 of the Company Act, to borrow or raise money or receive money, such manner as may be deemed expedient and to secure the repayment of any nominees borrowed, raised or owing or the obligations incurred by the company by mortgage, charge, lien or the obligations incurred by the company by mortgage, charge, line or other instruments upon all or any of the properties, assets or rights of the company (both present and future) including its uncalled capital and profits and to secure and guarantee the performance by the company or by any other person or company of the obligations undertaken by the company or any other person or company, as the case may be but not amounting to banking business.

25. To invest and deal with the monies of the company out of surplus fund of the company not immediately required in such manner as may from time to time be deemed expedient and in particular to invest and monies of the company not immediately required for the purposes of its businesses, including lending of the same to such parties and on such terms with or without security as may be thought to be in interest of the company and in particular to customers of and persons having dealings with the company or carrying on any business which may be useful or beneficial to the company.

26. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concern and undertaking and generally of any assets, property or rights.

27. To buy, sell, import, export, modify, treat, produce, manufacture, assemble, prepare, process and deal in all kinds of products, merchandises, equipments, apparatus, appliances, tools, implements, substances, materials and other articles and things connected with or required or necessary for carrying on all or any of the business the company is authorized to carry on or which are ancillary or allied thereto.

28. To promote, carry on, maintain and develop trade of all kinds and trade, industrial, commercial and financial relations of every kind and description in all matters connected with the main objects of the company.

29. In furtherance to the objects of the Company, inter alia.

(i) To enter into negotiations, collaborations, technical, financial or otherwise with any person, firm, company, body corporate institution or government for obtaining grant of any license, concession, permission or approval, formulate and other rights and benefits, technical information, knowhow and expert advice for the assemble, production manufacture, export, import or sell of all kinds of appliances, equipment, office equipment, from time to time and other products and goods which the company is authorized to produce or deal in .

(ii) To pay to any person, firm or body corporate such remuneration and fees and otherwise recompense them for their time and their services rendered by them and their contractors, employees, designers and associates as the promoters of the company.

30. To arrange for the marketing and sale of the products and by-products of the company and all raw materials, ancillaries, consumable goods and articles as are normally necessary for carrying on the business of the company and for that purpose either to establish its own shops, agencies or marketing organizations or to appoint selling agents and distributors in any place in or outside India on such terms and conditions and or such remuneration to such agents or distributors in such other manner as may be deemed expedient.

31. To create any depreciation, fund, reserve, reserve fund, sinking fund or any other special fund whether for redemption of debentures or debentures stocks, for special dividends for repairing, improving extending and maintenance of any property right or assets of the company or for any other purpose.

32. To distribute any of the assets or property of the company among the members in species or otherwise subject of the provisions of the Companies Act.

33. To refer or agree to refer any claims, demands, disputes or any other question, by or against the company or in which the company is interested or connected any whether between the company and the member of members of his or their representatives or between the company and or any third party for arbitration in India or at any place outside India and to observe and perform and do all acts, deeds, matters and things to carry out or enforce the awards.

34. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company.

35. To undertake and execute any trusts the undertaking of which may seem to the company desirable and either gratuitously or otherwise,

for the purpose of the business of the company.

36. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bill of lading, warrants, debentures and other negotiable or transferable instruments or securities.

37. To enter into contract or agreement by whatever name called in the form of infrastructure designing, act as consultants for government, government authority, supreme authority, municipal or local authority etc including Non-government organizations and other private entities and undertake all other allied projects in or company that may seem conducive to the Company's objects.

38. To pay for any rights or property acquired by the company and 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 company or the conduct of its business whether by cash payment or by the allotment of shares debentures or other securities of the company, credited as paid up in full or in part or otherwise.

39. To carry out in any part of the world the forgoing objects as principals, agents, factors, trustee, contractor or otherwise either alone or in conjunction with any other firm, association, corporate body, municipality, province, State or Government or colony or dependency thereof.

40. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the union of India and an any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies herein as may be convenient.

4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

5. The share capital of the company is 

1,500,000.00
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 rupees, divided into,

150,000.00	Equity	shares of	10.00	rupees each	,and
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- 6  We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:
- I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company (Applicable in case of one person company):

# FORM NO. DIR-12

[Pursuant to sections 7(1) (c), 168 & 170 (2) of The Companies Act, 2013 and rule 17 of the Companies (Incorporation) Rules 2014 and 8, 15 & 18 of the Companies (Appointment and Qualification of Directors) Rules, 2014]



Particulars of appointment of directors and the key managerial personnel and the changes among them

**Form Language**  English  Hindi

**Refer the instruction kit for filing the form.**

1. \*This form is for  New company  existing company

2. (a) \* Corporate Identity Number (CIN) of company

(b) Global location number (GLN) of company

Pre-fill

3. (a) Name of the company

(b) Address of the registered office of the company

C/O AJAY SHARMA  
10/A HO-CHI-MINH SARANI  
KOLKATA  
Kolkata  
West Bengal  
700071

(c) E-mail ID of the company

4. Number of Managing director or director(s) for which the form is being filed

5. Details of the Managing Director, directors of the company



1 Details of the Managing Director or Director of the company

i Director Identification Number (DIN)

ii Name

iii Father's name

iv Present residential address

v Nationality  vi Date of birth  vii Gender

viii  Appointment  Cessation  Change in designation x Date of Appointment or change in designation   
(DD/MM/YYYY)

ix Designation

xi Category

xii Whether Chairman, Executive Director, Non-Executive Director

Chairman  Executive director  Non Executive Director

xiii DIN of such director to whom appointee is alternate

xiv Name of the director to whom such appointee is alternate

xv Name of the company or institution whose nominee the appointee is

xvi E-mail ID of director

xvii In case of cessation

Hereby confirmed that the above mentioned  Director  Managing director xviii is not associated with the company with effect from  (DD/MM/YYYY) xix due to

xx **Interest in other entities**

xxi Number of such entities

xxii \*CIN/LLPIN/FCRN/Registration number

xxiii \* Name

xxiv \* Address

xxv **Nature of interest**

xxvi \* Designation

xxvii Percentage of Shareholding  xxviii Amount

xxix Others (specify)

6. Number of manager(s), secretary(s), Chief Financial Officer or Chief Executive Officer for which the form is being filed

7. Details of manager(s), secretary(s), Chief Financial Officer or Chief Executive Officer of the company

1	i Director Identification Number (DIN), if any	<input type="text"/>	<input type="button" value="Pre-fill"/>
	ii Income Tax permanent account number (PAN)	<input type="text"/>	<input type="button" value="Verify Details"/>
	iii	<input type="radio"/> Appointment <input type="radio"/> Cessation	
	iv Membership number of the secretary	<input type="text"/>	
	v First Name	<input type="text"/>	
	vi Middle Name	<input type="text"/>	
	vii Last Name	<input type="text"/>	
	viii <b>Father's name</b>		
	ix First Name	<input type="text"/>	
	x Middle Name	<input type="text"/>	
	xi Last Name	<input type="text"/>	
	xii Present residential address	xiii Line I	<input type="text"/>
		xiv Line II	<input type="text"/>
	xv City	<input type="text"/>	
	xvi State	<input type="text"/>	xvii Pin Code <input type="text"/>
	xviii ISO Country Code	<input type="text"/>	
	xix Country	<input type="text"/>	
	xx Phone	<input type="text"/>	xxi Fax <input type="text"/>
	xxii Date of birth	<input type="text"/>	(DD/MM/YYYY)
	xxiii Designation	<input type="text"/>	
	xxiv Date of Appointment or cessation	<input type="text"/>	(DD/MM/YYYY)
	xxv E-mail ID	<input type="text"/>	

**Attachments**

List of attachments

(1) Declaration by first director	<input type="button" value="Attach"/>	DIR-2.pdf RESOLUTION.pdf
(2) Declaration of the appointee director in Form No. DIR-2;	<input type="button" value="Attach"/>	
(3) Notice of resignation;	<input type="button" value="Attach"/>	
(4) Evidence of cessation;	<input type="button" value="Attach"/>	
(6) Optional attachment(s) - if any.	<input type="button" value="Attach"/>	

**Declaration**

I \*

- A person named in the articles as a  of the company  
(in case if a new company) or
- authorized by the Board of Directors of the Company vide   
number dated

to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I also declare that all the information given herein above is true, correct and complete including the attachments to this form and nothing material has been suppressed.

\* **To be digitally signed by** 

\* Designation

\* Director identification number of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the secretary

**Certificate by practicing professional**

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and Rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order ;
- All the required attachments have been completely and legibly attached to this form;
- It is understood that I shall be liable for action under Section 448 of The Companies Act, 2013 for wrong certification, if any found at any stage.

\* **To be digitally signed by**

- Chartered accountant (in whole-time practice) or  Cost accountant (in whole-time practice) or  
 Company secretary (in whole-time practice)

\* Whether Associate or fellow  Associate  Fellow

Membership number

Certificate of Practice Number

**This eForm has been taken on file maintained by the Registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.**