

The Companies Act, 1956

PRIVATE COMPANY LIMITED BY SHARES

*Memorandum
and
Articles of Association
of*

H K RESIDENCY PRIVATE LIMITED



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45400WB2011PTC163001

2011 - 2012

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

H K RESIDENCY 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 पच्चीस मई दो हजार ग्यारह को मेरे हस्ताक्षर से कोलकाता में जारी किया जाता है।

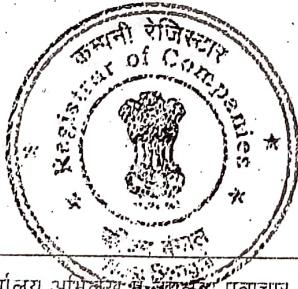
Form 1
Certificate of Incorporation

Corporate Identity Number : U45400WB2011PTC163001

2011 - 2012

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

Given under my hand at Kolkata this Twenty Fifth day of May Two Thousand Eleven.



(SWADHIN BARUA)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

पश्चिम बंगाल

West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपरोक्त पत्राचार का पता :

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

H K RESIDENCY PRIVATE LIMITED

35, DENT MISSION ROAD, BLOCK-B, ASHIYANA APPARTMENT, 2ND FLOOR, FLAT NO-15,

KOLKATA - 700023,

West Bengal, INDIA

H K RESIDENCY PVT. LTD.

H K RESIDENCY PVT. LTD.

Director

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

Memorandum of Association

OF

H K RESIDENCY PRIVATE LIMITED

I. The name of the Company is **H K RESIDENCY 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 :—

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

To acquire by consultancy management, lease, exchange, ownership, purchase, hire, rent or otherwise acquire deal in construct, let out finish, warehouse or any of the function of proprietors of real estate, shopping mall, IT park, hub, dwelling houses, lands and buildings, shop, apartment, flat and immovable property of any kind or tenure or any interest in the same and to develop, turn to account, construct execute, undertake, maintain, remodel, build, erect, demolish, repair, alter, re-erect or do any work, furnish any building or buildings scheme, part of any building, hotels, clubs, colonies, complexes, apartments housing, markets, warehouse, tanks, schools, hospitals, restaurants, baths, places of worship, shops, garages, libraries, reading rooms, dairy farms or other amusements, works which the company may think appropriate and useful in this behalf and to carry on the business as proprietors of flats and buildings and to sell, let on hire rent, lease, give on hire purchase or outright sale, basis or otherwise apartments therein on such terms and conditions as the company may think fit and to finance or assist in financing the sale of houses, building, flats, either furnished or otherwise by way of hire purchase or deferred payment or outright purchase or any other mode and to finance the sale and maintenance of any such property upon terms, whatsoever and to transact the general business of a land and property agent, builders, contractors, architects, planners, civil engineering and developers, decorator, furnish and maintain buildings, warehouse works and sanitary conveniences of all kinds to layout roads, drainage pipes, water pipes and electric installation and to set apart land for flower gardens and recreation grounds otherwise improve the land or any part thereof.

H K RESIDENCY PVT. LTD


Director

H K RESIDENCY PVT.LTD.


Director

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT :

1. To purchase, acquire, build, construct, alter, maintain, enlarge, equip, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, laboratories, shops, machinery equipment, apparatus, engines, roadways, trolleyways, reservoirs, water-courses, electric works and other works and conveniences, which may seem calculated directly or indirectly to advance the main objects of the Company and to join with any other person or body corporate in doing any of these things.
2. To import and purchase any machinery, implement, apparatus, equipment, material, articles and stores and to do all things for developing the property and resources of the estates and land in such manner as the Company may think best.
3. To purchase, take on lease, or tenancy or in exchange, hire, take options over or otherwise acquire any estate or interest whatsoever and to hold, develop, plant, improve, work, cultivate, deal with and turn to account, concessions, grants, decrees, licences, privileges, claims, options, lease, property real or personal, rights or powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the Company.
4. To acquire from any person, firm or body corporate or unincorporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the designing, erection and operation of plant, machinery or apparatus required for attaining the main objects of the Company and to acquire any grant or licence and other rights and benefits in connection therewith.
5. To sell, exchange, mortgage, let out on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up, or securities of any other Company.
6. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full or in part or otherwise.
7. To undertake commercial obligations, transactions and operations for achievement of the main objects of the Company.
8. To guarantee the performance of any contract or obligation of and the payment of money unsecured or secured and interest on, any debenture, debenture-stock or securities of any company, corporation, firm or person in any case in which guarantee may be considered

likely, directly or indirectly to further the main objects of the Company and in the above context to act as sureties.

9. To invest any money of the Company out of the surplus fund not immediately required in such investments as may be thought proper.
10. Subject to the provisions of law in force and the rules framed thereunder and directives issued by R.B.I. for the time being, to receive money on loan and borrow, or raise money in such manner as the Company shall think fit, and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company or any obligation undertaken by the Company or any other person or company as the case may be but not amounting to Banking business, as defined under the Banking Regulation Act, 1949.
11. To open any account in any bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments or securities.
12. To apply for purchase or otherwise acquire and project, prolong and renew in any part of the world, any patents, patents rights, trade mark, designs, licences, protections, concessions and the conferring of any exclusive or non-exclusive or limited rights to their use of any secret or other information as to any invention, process or privilege which may seem capable or 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, grant licences or privileges in respect of or otherwise turn to account the property, rights and informations acquired.
13. To expend money on experimenting and testing and in improving or seeking to improve any patents, rights, invention, discoveries, process or information of the Company or which the Company may acquire or propose to acquire.
14. To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
15. To acquire and undertake all or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of property, suitable for the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

16. To procure the registration or recognition of the Company in, or under the laws of any place outside India and to open branches of the Company at any place whether in India or outside India.
17. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects, the acquisition of all or any of the assets or objects within the opinion of the Company or any other object or objects which could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered.
18. Subject to the provisions of the Companies Act, 1956, or any re-enactment thereof for the time being in force, to amalgamate with company, companies or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, company or companies carrying on or engaged in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in connection therewith or which is capable of being conducted so as directly or indirectly benefit the Company.
19. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose, directly or indirectly carrying out the objects of the Company or effecting any modifications in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly, or indirectly, to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the Company and to oppose and resist whether directly or indirectly, any legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any company by lawful means any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think fit and desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
20. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction of works of art or interest, by publication of books, pictures and periodicals in print or electronic media or otherwise and by granting prizes, rewards and donations, or in such other manner as the Company may deem desirable.
21. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously, or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf or for the benefit of the Company and with or without any declared trust in favour of the Company.

22. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension, of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade including any association, institution or fund for the protection of the interest of masters, owners and employers against loss by the debts, strikes, culminations, fire, accidents or otherwise or for the benefit of any clerks, workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular or friendly co-operatives and their societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, chapels, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.
23. To aid pecuniary or otherwise any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
24. Subject to provisions of the Companies Act, 1956 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, subject to the compliance of Central and State laws.
25. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or any such other company as aforesaid, and the wives, widows, families and dependents, of any such person, and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid, subject to the compliance of Central and State laws.
26. Subject to the provisions of any law for the time being in force to distribute among the members any property of the Company, or any proceeds of sale or disposal of any property of the Company in the event of winding up.
27. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the people in any rural area and to incur an expenditure on any programme of rural development and assist execution of any promotion thereof, either directly or through any independent agency or in any other manner. Without prejudice to the generality of the foregoing "programme for rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of

the people in any rural area which the Directors consider it likely to promote and assist rural development and that the words "rural area" shall include such area as may be regarded as rural areas under the Income Tax Act, 1961, or any other law relating to rural development at the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or Local body or authority or Central or State Government or any Public Institutions or Trust or Fund as the Directors may approve.

28. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote or sponsor any activity for publishing any books, literature, newspaper or for organising lectures or seminars likely to advance these objects or for giving merit awards scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies for academic pursuits or research and for establishing, conducting, or assisting any institutions, funds, trusts etc. having any one of the aforesaid objects or purpose, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trusts or funds as the Directors may approve.
29. To distribute, repair, alter, improve, exchange, let out on hire, and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things, capable of being used in any business which this Company is competent to carry on or which may seem capable of being profitably dealt with in connection therewith and to distribute, experiment with, render marketable and deal in all products or residual or by, products incidental to or obtained in any of the businesses carried on by the Company and to do all such other things as may be deemed incidental or conducive to the attainment of the main objects of the Company or any of them.
30. To act as agents, representatives, consultants, factors, brokers, correspondents, attorneys, stockists, distributors or otherwise on commission or profit sharing or any other basis for all kinds of commodities, in which the company is authorised to carry on business.

(C) THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE :

1. To manage land, building and other properties whether belonging to the Company or not and to collect rents and income and to supply tenants and occupiers and others refreshments, attendants, light, waiting rooms, teaching rooms, meeting rooms, electric conveniences and other advantages.

2. To do the business of commodity (including commodity derivatives) broking, trading and hedging, to carry on the business as brokers and traders in all commodities and commodity derivatives, and to act as market makers, finance brokers, sub-brokers, underwriters, sub-underwriters, providers of service for commodity related activities, to buy, sell, take, hold, deal in convert, modify, add value, transfer or otherwise dispose of commodities and commodity derivatives, and to carry on the above business in India and abroad for and on behalf of the company as well as for others, to apply for and obtain registration as commodities broker or member of any commodities exchange any where in India and abroad, to do the business of commodity warehousing, processing and consumption.
 3. To invest in, acquire, hold, underwrite, sell or otherwise deal in share, stocks, debentures, debenture stocks, bonds, negotiable instruments, securities of any company, Government, Public Body or Authority, Municipal and Local Bodies, whether in India or abroad.
 4. To carry on in India or elsewhere the business as manufacture, producers, processors, importers, exporters, agents, brokers, wholesalers, showroom owners, retailers, distributors, exchangers, traders, buyers, sellers, jobworkers, stockiest and to market, promote, organize, design, develop, cut, sort & grade or otherwise to deal in all shapes, sizes, varieties, specification, descriptions, applications, modalities fashions & uses of sarees, garments for men, readymade garments, women & children including sportswear, wearing apparels, underwears, purses, belts, wallets and other allied goods made from cotton, silk, synthetics, jute, velvet, woolen, leather, rexin, or with any combination thereof and to participate in local, national, and international trade fairs, sales exhibitions, seminars, fashion shows or any other sales promotion scheme and to do all incidental acts and things.
 5. To carry on in India or elsewhere the business of builder, contractors, designers, architects, decorators, furniture, consultants, constructors and brokers of all types of building and stationeries including houses, flats, apartments, offices, godowns, wine shops, factories, sheds, hospitals, hotels, holiday resorts, shopping cum residential complexes, and to develop, erect, install, alter, improve, add, establish, renovate, recondition, repair, demolish, remove, replace, maintain manage, buy, sell, lease or let on hire, commercialised and to purchase, sell or deal in all types of movable or immovable properties for developments, investments, or for resale and to act as buyer, seller, importer, exporter, agent, distributor, stockiest or otherwise to deal in all types of raw materials, goods, fittings, parts, accessories.
- IV. The liability of members is limited.
- V. The Authorised Share Capital of the Company is Rs. 10,00,000/- (Rupees Ten Lacs only) divided into 1,00,000 Equity Shares of Rs. 10/- each with the right, privileges and conditions attached thereto as are provided by the regulations of the company for the time being, with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company. The rights of the preference shall be determined at the time of issue thereof.

We, the several persons, whose names and address and descriptions are subscribed, are desirous of being taken into the Company of the Memorandum of Association, and we respectively agree to take the number of shares of the capital of the Company set opposite to our respective names.

Signature, Names, Address, Father's Name, Description and Occupations of Subscribers	Total Number of Equity Shares to be taken by each subscriber	Name, address and Description of Witness
1. HEDAYATULLAH KHAN S/o, Late Enayatullah Khan Gouri Shankar Road, Jugsalai, Jamshedpur, Pin - 831 006 Business	5,000 (Five Thousand)	I Witness to all the Signatories SARAL KUMAR GANGULY, FCA S/o, Late H. P. Ganguly 8, Strand Road Kolkata-700 001 M. NO. - 051098
2. NAUSHEEN KHAN W/o, Hedayatullah Khan Gouri Shankar Road, Jugsalai, Jamshedpur, Pin - 831 006 Business	5,000 (Five Thousand)	
10,000 (Ten Thousand)		

Kolkata, Dated 23rd Day of May, 2011

H K RESIDENCY PVT. LTD.

H K RESIDENCY PVT. LTD.

[Signature]

[Signature]
 Director

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

Articles of Association

OF

H K RESIDENCY PRIVATE LIMITED

PRELIMINARY

1. The regulation contained in Table "A" in the First Schedule of the Companies Act, 1956 as amended from time to time so far as they are not hereinafter excluded, modified or altered and are applicable to a Private Limited company shall apply to the Company.
2. Regulations No. 21, 22, 23, 26, 27, 28, 40, 42, 43, 49 (2), 53, 64, 66, 84, 85, 98 and 99 of Table 'A' shall not apply to the company.
3. Unless the context otherwise requires, words or expressions contained in these Articles, shall bear the same meaning as in the Act or any statutory modification thereof.

"The company" means the above named company.

"The Act" means the Companies Act, 1956 and includes any re-enactment to statutory modification thereof for the time being in force and "Section" shall mean a section of the said Act.

"Directors" means the Directors for the time being of the Company.

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

"The Managing Director" means the Managing Director for the time being of the Company so appointed.

"Office" means the Registered Office for the time being of the Company.

"Register" means the Register of Member to be kept pursuant to Section 150 of the Act.

"Seal" means the common seal for the time being of the Company.

"Month" and "Year" means a calendar month and a calendar year respectively.

"In writing" and "written" include printing, lithography or in electronic and any other modes of representing or reproducing words in a visible form.

Words importing singular number shall include plural and vice versa and words importing the masculine gender shall include feminine gender and the words importing persons shall include body corporate, firm, association of persons and society registered under the Societies Registration Act.

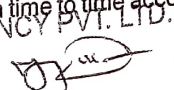
"Debentures" includes debenture stocks.

"Special Resolution" and "Ordinary Resolution" have the same meaning assigned thereto by Section 189 of the Act.

These "presents" means the Memorandum of Association and these Articles of Association of the Company for the time being in force.

"Articles" means these Articles of Association or as altered and modified from time to time according to law.


Director


Director

THE COMPANIES ACT, 1956

(PRIVATE COMPANY LIMITED BY SHARES)

Articles of Association

OF

H K RESIDENCY PRIVATE LIMITED

PRELIMINARY

1. The regulation contained in Table "A" in the First Schedule of the Companies Act, 1956 as amended from time to time so far as they are not hereinafter excluded, modified or altered and are applicable to a Private Limited company shall apply to the Company.
2. Regulations No. 21, 22, 23, 26, 27, 28, 40, 42, 43, 49 (2), 53, 64, 66, 84, 85, 98 and 99 of Table 'A' shall not apply to the company.
3. Unless the context otherwise requires, words or expressions contained in these Articles, shall bear the same meaning as in the Act or any statutory modification thereof.

"The company" means the above named company.

"The Act" means the Companies Act, 1956 and includes any re-enactment to statutory modification thereof for the time being in force and "Section" shall mean a section of the said Act.

"Directors" means the Directors for the time being of the Company.

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

"The Managing Director" means the Managing Director for the time being of the Company so appointed.

"Office" means the Registered Office for the time being of the Company.

"Register" means the Register of Member to be kept pursuant to Section 150 of the Act.

"Seal" means the common seal for the time being of the Company.

"Month" and "Year" means a calendar month and a calendar year respectively.

"In writing" and "written" include printing, lithography or in electronic and any other modes of representing or reproducing words in a visible form.

Words importing singular number shall include plural and vice versa and words importing the masculine gender shall include feminine gender and the words importing persons shall include body corporate, firm, association of persons and society registered under the Societies Registration Act.

"Debentures" includes debenture stocks.

"Special Resolution" and "Ordinary Resolution" have the same meaning assigned thereto by Section 189 of the Act.

These "presents" means the Memorandum of Association and these Articles of Association of the Company for the time being in force.

"Articles" means these Articles of Association or as altered and modified from time to time according to law.

H K RESIDENCY PVT. LTD.

H K RESIDENCY PVT. LTD.

D Khan

[Signature]

PRIVATE COMPANY

4. The Company is a private company, within the meaning of Section 3(1) (iii) of the Companies Act, and accordingly :
- (a) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.
 - (b) The number of the members of the Company (exclusive of persons who are in the employment of the Company and the persons who having been formerly in the employment of the Company were members of the Company while in that employment & have continued to be members of the Company since the employment ceased) shall be limited to fifty PROVIDED that for the purpose of this provision where two or more persons hold one or more share jointly in the Company they shall be treated as a single member.
 - (c) The right to transfer the share(s) of the Company is restricted in the manner and to the extent hereinafter appearing.
 - (d) The minimum paid-up capital is Rs. 1,00,000/- (Rupees one lac).
 - (e) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.
5. The Company shall have power to issue preference shares carrying a right to redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares for the purpose of such redemption or liable to be redeemed at the option of the Company & the Board may, subject to the provision of Section 80 of the Act, exercise such power in such manner and on such terms as the Company may, before the issue of such preference shares, determine by Special Resolution.

SHARE CAPITAL

6. (a) The Authorised Share Capital of the Company shall be such amount and be divided into shares as may from time to time be provided under Clause No. V of the Memorandum of Association of the Company.
- (b) The shares in the capital of the Company for the time being shall be under the control of the Directors, who may by unanimous approval of all Directors, allot or otherwise dispose of the same or any of them to such person or persons including minor in such proportion and on such terms & conditions and either at a premium or at par or (subject to compliance with the provisions of Section 79 of the Act) at a discount and at such time as they may from time to time think proper and with full power to give to any person the option to call for or buy at a premium to be exercisable at such times & for such consideration as the Directors think fit.
- (c) Notwithstanding anything contained in Section 79 of the Act or elsewhere in this Article the Company may, from time to time, issue Sweat Equity Shares of a class of shares already issued, subject to compliance with the provisions of Section 79A of the Act.
- (d) Notwithstanding anything stated in the Articles of Association of the Company and subject to Sections 77A & 77B of the Companies Act 1956, the company can buy back its own securities out of its free reserves or the securities premium account or the proceeds of any shares or other specified securities.
7. (a) Subject to the restriction of these Articles a share may be transferred by a member or other person entitled to transfer, to any person including minor selected by the transferor, at a value, but no share shall be transferred to a person who is not a member unless such person selected by the transferor is approved by the Board of Directors unanimously as one of whom it is desirable in the interest of the Company to admit to membership. In case the Board of Directors do not approve the person selected by the transferor such shares shall be transferred to any other person including minor selected by the Board of Directors unanimously as one of whom it is desirable in the interest of the Company to admit to membership.
- (b) In case any difference arises between the proposing transferor and the purchaser as to the value of a share, the Auditors of the Company, shall on the application of either party, certify in writing the same which in their opinion is the fair value and such sum shall be deemed to be the fair value.

- (c) The Company shall be entitled to register any shares in the name of a minor if fully paid up and allow the dividend thereof to be collected by such person as it deems the guardian of such minor shareholder.

8. Notwithstanding anything contained contrary elsewhere in these Articles whenever any member of the Company who is employed by the Company as a full time Director or otherwise resigns or is dismissed from employment or is removed from such Directorship, the Board may at any time with or within 14 days of his resignation or dismissal or removal, resolve that such member will demand transfer of his shares or share (including Sweat Equity Shares already issued, if any) to any one member nominated by the Board at a fair value to be fixed by the Auditors. Should the said member decline to transfer his share or shares, the Company may receive the purchase money and shall thereupon cause the name of the person nominated by the Board to be entered in the Register as the holder of the share or shares and shall hold the purchase money in trust for such member. The Board shall have the power to issue fresh or duplicate share certificate or certificates, to the person nominated by the Board as aforesaid and cancel original share certificate or certificates. The receipt of the Company for the purchase money shall be a good discharge to the person nominated by the aforesaid powers and the validity of the proceeding shall not be questioned by any person.

9. Any person becoming entitled to or to the transfer of any share in consequence of the death or insolvency of any sole holder thereof or in any way other than by transfer, upon producing such evidence of his title thereof that he sustains the character in respect of which he proposes to act under these Articles as the Directors think sufficient, may with the consent of the Directors (which they shall not be under any obligation to give) and without production of any probate or Letters of Administration or Succession Certificate and upon such terms as to indemnity or otherwise as the Directors may impose, be registered as a member himself in respect of such share, may with such consent and subject as aforesaid, transfer the share to such other person as the Directors may approve of unanimously. However in the event of his proposing to transfer to such person as aforesaid, shall be subject to the same restrictions as those herein before.

PROCEEDINGS AT GENERAL MEETING

10. (a) A General Meeting may be called by giving not less than 21 days clear notice in writing duly specifying the place, the day and the hour of the meeting, to the persons entitled to vote there at in the manner laid down in the Act, provided that a general meeting may be called after giving shorter notice than that specified above if the members of the Company holding paid-up capital of the Company carrying a right to vote at a meeting so agree in writing.
- (b) Any accidental omission to give notice to or the non-receipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.
- (c) Save as otherwise expressly provided by the Act all resolutions shall be passed at General Meetings by Special Resolutions.
11. (a) The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (b) Any business may be transacted at any adjourned meeting in addition to the business left unfinished at the meeting from which the adjournment took place provided a notice of the additional business to be transacted at the adjourned meeting is given as in the case of an original meeting.
- (c) When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) If at an adjourned meeting also a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall stand dissolved and shall be called afresh.
- (f) Two members present personally shall be a quorum for all purposes at any adjourned meeting or Annual General Meeting.

BOARD OF DIRECTORS

12. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two and not more than twelve.

18. The Subscribers to the Memorandum and Articles of Association shall have the right to elect the Directors of the Company.
19. The Board shall have power to appoint the Directors generally and to appoint Additional Directors up to the date of next Annual General Meeting of Company.
20. Directors shall not be required to hold any qualification shares.
21. Directors shall not be liable to retire from office by rotation.
22. The Board may appoint any person to act as Alternate Director to act for a Director during the absence of a Director for a period of not less than three months from the date of his resignation or removal from office and may extend the period and such Alternate Director shall, ipso facto, vacate office if and when the absentee Director returns to the State or vacates his office as Director.
23. In the event of the Company borrowing any money from, and while such money remains due, any financial corporation, institution, government, government body, bank, collaborator, person or any other person or body, loan giving agency or source shall have, if the terms of agreement so provide, power and may exercise such power to appoint one or more Directors of the Company and any Director so appointed shall hold office during the pleasure of or may be removed or substituted by any person by the appointing authority provided such appointment or removal shall be in writing signed by the appointer and served to the Company.
24. The Company may, by ordinary resolution of which special notice has been given in accordance with Section 190 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages or for breach of any contract of service between him and Company.
25. The Company may, subject to the provisions of Section 284, appoint another person in place of a Director removed from office under the immediately preceding Articles in the same meeting and may, if so resolved at the general meeting appoint any person as a Director provided special notice has been given to the Company of the intention to propose him, together with a notice in writing by the intended Director of his willingness to be elected.
26. In addition to the grounds mentioned in Section 283 of the Act, the office of a Director should be vacated if any Director resigns his office by notice in writing to the Company.
27. The management of the business of the Company shall be vested in the Board of Directors and the Board of Directors may exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise authorised to exercise or do and as are not hereby or by any statute directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and to these presents & regulations in particular but subject to the company in general meeting not being inconsistent with the provisions from time to time made by or under such regulations shall invalidate any prior act of the Directors which would have been valid but for such regulation had been made.
28. Subject to the provisions to the Act, the Directors may from time to time at their discretion, raise or borrow from any Director, member, person, firm, company or bank any sums of money at such interest rate as they may think fit and conditions in all respects as they think fit or expedient and in particular but not exclusively limited to the issue of debentures, debenture stock or bonds of the company and by mortgage, charge or otherwise on all or any properties of the Company or any part including its uncalled capital for the time being.
29. The Board of Directors shall have the power to delegate any of the powers or authorities vested in them except such as are not hereby or by statute directed or required to be expressly exercised or done by the Directors in a Board Meeting, to the Managing Directors (s), Wholesome Director (s), Director (s) or any other person(s) as they think fit and proper.
30. The Directors may from time to time and at any time, by power of attorney, appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be attorney or

attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to the conditions as they may think fit and any power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise such attorney to delegate all or any of the powers, authorise and discretions vested in him.

26. The remuneration of Directors shall from time to time, be determined by the Board and the same may be in the form of a monthly allowance or in any other manner and may be equal or varying in the case of each Director.
27. Each Director shall be entitled to be paid out of the funds of the Company for attending meetings of the Board or a Committee thereof including adjourned meeting such sum as sitting fees as shall be determined from time to time by the Directors but not exceeding their limits as prescribed in Section 310 of Act.
28. (1) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.
(2) In addition to the remuneration payable to them in pursuance of the Act or the Articles, the Directors may be paid all travelling, hotel and other expenses 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 including the adjourned meetings, or,
 - (b) In execution of their duties as Directors of the Company or in connection with the business of the Company.
29. If any Director being willing, shall be called upon to perform extra services in going or residing away from his place of residence for any of the purposes of the Company or to give special attention to the business as a member of Committee of Directors or to hold any offices in Company or to work as contractor, agent, purchaser, or to perform any other duty or to make any special exertions for any of the purposes of the Company, the Company may subject to the provisions of the Act, remunerate such Director by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors and such remunerations may either be in addition to or in substitution for any other remuneration to which he may otherwise be entitled.
30. Any director may hold any other office or place of profit in the Company in conjunction with the office of Director on such terms as to remuneration and otherwise as may be fixed by the board, subject to the provisions of section 314 of the Act.
31. The Company may, subject to the provisions of these Articles and the Act, pay a commission on the net profits of the Company to its Directors whether in whole or part-time employment of the Company or not.
32. The quorum for a meeting of the Board shall be one third of its total strength, any fraction contained in that one-third being rounded off as one or two directors, whichever is higher and if a quorum is not present within fifteen minutes from the time appointed for the meeting, it shall be adjourned until such date and time as they Chairman of the Board shall appoint.
33. A resolution circulated amongst the Directors and signed by all the members of Board or Committee thereof, then in India or by majority of such of them as entitled to vote on the resolution, shall be as valid and effectual as if had been passed at a meeting of the Board or a Committee duly convened and held.
34. Subject to the provision of Section 297 of the Act, a Director shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise, for goods, materials or services nor any such contract entered into by or on behalf of the Company with a relative of such director or firm in which such Director or relative is partner or with other partners in such firms or a private company of which such Director is a member or Director nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract by reason of such director holding that office or of fiduciary relation thereby established.
35. Regulations 67 to 70 and 73 to 80 of Table "A" shall apply.

BORROWING POWERS

36. The Directors may, from time to time, at their discretion borrow any sum or sums of money or make any arrangement for finance for the purpose of the Company and may raise or secure the payment of such sum or sums or the financial arrangement in such manner and upon such terms and conditions in all respects as they think fit and in particular by making, drawing, accepting or endorsing on behalf of the Company any promissory notes or bills of exchange or by issuing bonds, perpetual or redeemable debentures or debenture stock or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company both present and future including its uncalled capital for the time being.

BUY BACK OF SHARES

37. Subject to in full compliance of the requirements of Section 77A, 77AA and 77B, of the Companies Act, 1956 or corresponding of any re-enactment thereof any Rules and Regulations as may be prescribed by the Central Government, or any other appropriate authority in this regard, either the Company in General Meeting may, at any time and from time to time, by Special Resolution authorise or their Board of Directors may itself approved and authorise buy-back of any part of the share capital of the Company fully paid up on that date.

MANAGING OR WHOLETIME DIRECTORS

38. Subject to the provisions of Section 197A of the Act, the Board may from time to time and with the unanimous consent appoint one or more Directors to be Managing Director or Wholetime Director or Managing Directors or wholetime Directors of the Company, either for a fixed term or without any limitations as to the period for which he or they are to hold such office, and, may, from time to time (subject to the provisions of any contract between him or them and the Company), remove or dismiss him or them from office and appoint another or others in his place or their places.
39. A Managing or Wholetime Director shall be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately cease to be a Managing Director or Wholetime Director, as the case may be, if he ceases to hold the office of Director for any cause.
40. Subject to the provisions of the Act and in particular to the prohibition and restrictions contained in Section 292 thereof, the Board may, from time to time, entrust to and confer upon a Managing Director or Whole time Director for the time being, such of the powers exercisable under these presents by the Board as it may think fit, and may configure such powers for such time, and to be exercised for such objects and purposes and upon such terms and conditions and such restriction it thinks fit, and the Board may from time to time, revoke, withdraw, alter or vary all or any of such powers.

SECRECY

41. No member shall be entitled to require or receive any information concerning the business, trading and customers of the Company beyond such information as to accounts and business of the Company as is by these presents or by the Act, directed to be laid before the Company in general meeting.
42. Subject to the provisions of the Act, every Director, Manager, Auditor, Secretary, Treasurer, Trustee, Members of a Committee, Accountant, Agent, Officer, Servant or other person employed in the business of Company, shall when required to sign a declaration pledging himself to observe a secrecy respecting all transaction of the Company with customers and the state of accounts with individuals and in matters relating thereto and in all technical matters concerning equipment and process and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or the Auditors or by resolution of the Company in General Meeting or by a Court of Law or by the person to whom such matters relate and except so far as may necessary in order to comply with any of the provisions in these presents contained. Nothing herein contained shall affect the powers of Central Government or any officer appointed by the Government to enquire or to hold an investigation into the Company's affairs.
43. No member or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or of the Managing Director or Subject to Article 41 to require discovery of or any information

respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which in the opinion of the Board or Managing Director will be inexpedient in interest of the Company to communicate.

RECONSTRUCTION

44. On any sale of the undertaking of the Company the Board or the Liquidators on a winding-up may if authorised by special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company whether incorporated in India or not, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Board (if the profits of the Company permit) or the Liquidators (in a winding-up) may distribute such shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees for them and any special resolution may provide for the distribution or appropriation than in accordance with the strict legal rights of the members, or contributors of the Company, and for the valuation of any such securities or property at such price and in such manner, as the meeting may approve and all holders of shares shall be bound to accept any valuation or distribution so authorised and waive all rights in relation thereto, save only in case the Company is proposed to be or is the course of being wound up, such statutory rights (if any) under section 494 of the Act, as are incapable of being varied or excluded by these Articles.

CONTRACT / AGREEMENT

45. The Board of Director are authorised to ratify / adopt any pre-incorporation contract / agreement / arrangement, after the incorporation in the Board meeting, entered between them and any other person on behalf of the Company in respect of acquisition of any land / property and other and or for any other purpose which is necessary for bringing the company into assistance.

SEAL

46. The Directors shall procure a Seal to be made for the safe custody thereof. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or a Committee or Directors. Every instrument or deed to which the seal is affixed shall, unless the same is executed by a duly constituted attorney of the Company, be signed by at least one Director in whose presence the seal is so affixed provided however that share certificates shall be sealed in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 as in force from time to time.

WINDING UP

47. If the Company shall be wound up and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid-up at the commencement of the winding up, on the shares held by them respectively. If the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the Capital, paid-up at the commencement of the winding-up the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, paid-up or which ought to have been paid-up on the shares held by them respectively, but this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
48. If the Company shall be wound-up, whether voluntarily or otherwise the liquidators may with the sanction of a special resolution, divide among the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the contributories or any of them, as the liquidators, with the like sanction, shall think fit.

INDEMNITY

49. Every Director, Manager, Secretary or Officer of the Company or any person (whether an officer of the Company or not) employed by the Company and any person appointed as Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Manager, Secretary, Officer, Employee or Auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted or in connection with any application under section 633 of the Act in which relief is granted to him by the court.

We, the several persons, whose names and address and descriptions are subscribed, are desirous of being formed into the Company of the Articles of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Signature, Names, Address, Father's Name, Description and Occupations of Subscribers	Total Number of Equity Shares to be taken by each subscriber	Name, address and Description of Witness
<p>1. HEDAYATULLAH KHAN S/o, Late Enayatullah Khan Gouri Shankar Road, Jugsalai, Jamshedpur, Pin - 831 006 Business</p>	<p>5,000 (Five Thousand)</p>	<p>SARAL KUMAR GANGULY, FCA S/o, Late H. P. Ganguly 8, Strand Road Kolkata-700 001 M. NO.- 051098</p> <p>I Witness to all the Signatories</p>
<p>2. NAUSHEEN KHAN W/o, Hedayatullah Khan Gouri Shankar Road, Jugsalai, Jamshedpur, Pin - 831 006 Business</p>	<p>5,000 (Five Thousand)</p>	<p>10,000 (Ten Thousand)</p>

Kolkata, Dated 23rd Day of May, 2011

H K RESIDENCY PVT. LTD.

H K RESIDENCY PVT. LTD.


Director



Director



सत्यमेव जयते

प्रारूप 1

पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45400WB2011PTC163001

2011 - 2012

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

H K RESIDENCY 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 पच्चीस मई दो हजार ग्यारह को मेरे हस्ताक्षर से कोलकाता में जारी किया जाता है।

Form 1

Certificate of Incorporation

Corporate Identity Number : U45400WB2011PTC163001

2011 - 2012

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

Given under my hand at Kolkata this Twenty Fifth day of May Two Thousand Eleven.



(SWADHIN BARUA)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपरोक्त पत्राचार का पता :

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

H K RESIDENCY PRIVATE LIMITED

35, DENT MISSION ROAD, BLOCK-B, ASHIYANA APPARTMENT, 2ND FLOOR, FLAT NO-15,

KOLKATA - 700023,

West Bengal, INDIA

H K RESIDENCY PVT. LTD.

Barua

H K RESIDENCY PVT. LTD.

Director