

# The Companies Act, 1956

## Articles of Association

### Of

## City Residency (India) Private Limited

#### 1. APPLICABILITY OF TABLE A:

Regulations contained in Table A in Schedule 1 to the Companies Act, 1956, shall except for Regulations 21 to 23, 26 to 28, 36 to 43, 49, 53, 64, 66, 84, 95, 98 and 99 apply so far as they are not inconsistent with or expressly or by necessary implication excluded, altered or modified, by the provisions contained in the following Articles:

#### 2. PRIVATE COMPANY:

The Company is a private company within the meaning of Section 3 (i) (iii) of the Act and accordingly which has a minimum paid up capital of Rs.1,00,000/- or such higher paid up capital as may be prescribed and by its articles:

- a) The right to transfer the shares of the company shall be restricted in the manner and to the extent hereinafter appearing in these regulations.
- b) The number of members for the time being of the company (not including persons who are in the employment of the company and persons who having been formerly in employment and of the company were members of the company while in such employment ceased) shall not exceed fifty but where two or more persons hold one or more shares in the company jointly, they shall for the purpose of this clause, be treated as a single member, and
- c) No invitation to the public to subscribe for any share in or debenture of the company shall be issued.
- d) No invitation to the public shall be made for accepting any money in any deposit scheme of the company.

#### 3. SHARE CAPITAL:

- I. The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may, from time to time, be provided in clause V of the Memorandum of Association, with power to increase or reduce the share in the capital of the Company and to cancel any number

of unallotted shares and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined in accordance with regulation of the company and subject to provisions of section 80,100,106,107 and other applicable provisions of the Act and the company may alter the conditions of its Memorandum relating to share capital in accordance with Section 94 of the Companies Act, 1956.

- II. The Company shall have power to issue preference shares including cumulative preference share in accordance with provisions of Sections 80, 80A or 85 of the Act or any statutory modifications thereof.

#### 4. CONTROL OF SHARES:

The shares of the company shall be under the control of the Board, which may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such times, either at par or at a premium, and for such consideration, as it thinks fit.

#### 5. POWER TO ACCEPT ADVANCE PAYMENT:

- i) The Board shall have the power to accept from any member in advance the whole or part of the amount remaining unpaid on any shares held by him/her although no part of the amount has been called-up.

Provided that the member shall not be entitled to any voting rights in respect of the money so paid in advance, until the same would, but for such payment, become presently payable.

- ii) The Company may decide to pay dividend in proportion to the amount paid up on each share where a large amount is paid up on some shares than on others.

#### 6. ALTERATION OF CAPITAL:

- i) The company may from time to time by an ordinary resolution increase the authorized capital by such sum to be divided into shares of such amount as may be specified in the resolution.
- ii) 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) Cancel any shares, which at the date of passing of the resolution have not been taken or agreed to be taken by any person.

- iii) The company may, by Ordinary resolution and subject to the provisions of the act, reduce in any manner its share capital or any share premium account.

## **7. TRANSFER OF SHARES:**

- i) The Board of Directors may their absolute discretion decline to register any transfer of shares or debentures to a person, which has not been approved by the Board.
- ii) The Board may also decline to recognize any instrument of transfer unless:
  - a) The right of buying the shares has been first offered to any of the existing member or members for fair price as may be mutually agreed or as may be determined by the Auditor of the Company for the specific purpose at the request and discretion of the Board . .
  - b) The instrument of transfer is accompanied by the certificate of the shares to which it relates.

## **8. TRANSMISSION OF SHARES:**

The provisions of Regulation 26 of Table A shall apply to transmission of shares subject, however, to the absolute discretion of the Board as if it is a case of transfer of shares .

## **9. LIEN :**

Regulation 9 Table A shall be read as if the words and brackets “( not being a fully paid – up shares )” or “( not being fully paid – up shares )” have been deleted therefrom.

## **10. NOTICE FOR GENERAL MEETING:**

A general meeting may be called by giving 7 days notice provided that such a meeting may be called by giving shorter notice with the consent of the majority of members entitled to vote.

## **11. QUORUM FOR GENERAL MEETING:**

Two members who are eligible to vote and present shall be a quorum for a general meeting.

## **12. BOARD OF DIRECTORS:**

- (a) The Board of Directors shall consist of at least two Directors and not more then eleven Directors.
- (b) The first Directors of the Company shall be:
  1. SURESH KUMAR AGARWAL
  2. SAURAV AGARWAL
  3. GAURAV AGARWAL

**13. MANAGING DIRECTOR/WHOLE TIME DIRECTOR:**

The Board may appoint one or more of themselves Managing Director, Deputy Managing Director and/or whole – time Executive Director with such power of management as the Board thinks fit.

**14. REMUNERATION OF DIRECTORS:**

- (a) The Directors including the Chairman/Chairperson and managing, whole-time / Executive Director shall be entitled to and shall be paid such reasonable remuneration by way of Commission calculated either on sales or on profits or by way of monthly payment or partly by one way and partly by the other.
- (b) All Directors shall be entitled to a fee of Rs. 250/- (Rupees two hundred and fifty only) each for every meeting of the Board or of the Committee of the Board attended by them.
- (c) The Directors shall be entitled to be paid their reasonable travelling, hotel and other expenses incurred for attending the Board and Committee Meetings or General Meetings or otherwise incurred in the execution of the duties performed by them.

**15. NO SHARE QUALIFICATION FOR DIRECTORS:**

It shall not be necessary for a Director to be a shareholder of the Company.

**16. NOMINEE DIRECTORS:**

So long as any moneys remain owing by the Company to any financial Institution out of any loan or loans granted by such institution, it shall have a right from time to time appoint its nominee on the Board of Directors of the Company and remove /replace such nominee.

**17. ALTERNATE DIRECTORS:**

Subject to the provisions of sections 313 of the Act, the Board may appoint an alternative Director to act for Directors during his/her absence for period of not less than three months.

**18. CASUAL VACANCY:**

The Board shall have power to fill in any casual vacancy occurring in the Board of Directors for any reason.

## **19. ADDITIONAL DIRECTORS:**

The Board shall have power at any time and from time to time, to appoint such additional Director within the total number of Directors prescribed under these Articles.

## **20. POWERS OF BOARD:**

The Board of Directors is entitled to exercise all such power and to do all such things including authority to delegate as the Company is authorized to exercise and do as provided under Section 291 of the Act.

In particular the Board is empowered:

- (a) To borrow moneys as may required by the company from any financial institution or institutions including banks and others; and
- (b) To appoint managers, officers, employees and workers and remunerate them.

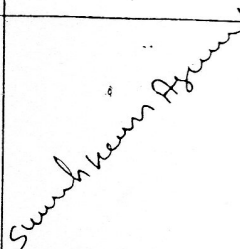


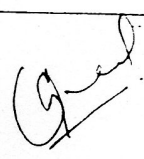
## **21. SEAL:**

- (i) The Board shall provide for the safe custody of seal of the company.
- (ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board, and except in the presence of at least two Directors and of the Secretary, if any, and those two Directors and the Secretary, if any, shall sign every instrument to which the seal is so affixed in their presence.

## **22. INDEMNITY:**

Subject to the provision of Section 201 of the Act, every officer (including Managing Director , Director , Manager ) or employee of the company shall be indemnified by the company against all costs, losses and expenses which any such officer or employee may incur or become liable to in any way in the discharge of his duties including in defending any proceedings whether civil or criminal in which judgment is given in his or their favour or in which he is acquitted or discharged or in connection with any application under Section 633 of the Act in which relief is given by the court .

We, the several persons, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a company in pursuance of These Articles of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names: -

Name, Addresses description and occupation of subscribers.	No. Of Equity shares taken by each subscribers	Signature of the subscribers	Name, Addresses, occupations and Descriptions of witness to the signatories of the subscribers
Suresh Kumar Agarwal S/o Late Pralhad Dyal Agarwal Duplex No. 5, Vijaya Heritage Ulyan - Kadma, JAMSHEDPUR Occupation - Business	4000 (Four thousand only)		
Saurav Agarwal S/o Suresh Kumar Agarwal Duplex No:- 5 Vijaya Heritage, Ulyan Kadma, Jamshedpur Occupation:- Business	4000 (Four thousand only)		
Rekha Agarwal W/o Suresh Kumar Agarwal Duplex - 5 Vijaya Heritage Ulyan Kadma, Jamshedpur Occupation - Business	1000 (one thousand only)		
Gaurav Agarwal S/o Suresh Kumar Agarwal Duplex No. 5 Vijaya Heritage, Ulyan Kadma, Jamshedpur Occupation:- Business	1000 (one thousand only)		
<b>Total</b>			

Date : 13/01/03

Place : Jamshedpur