

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES

of

ASSOCIATION

OF

BEEU REALTY PRIVATE LIMITED



पारुप 1
पंजीकरण पमाण पत्र

कॉर्पोरेट पहचान संख्या : U45400WB2013PTC194521

2013 - 2014

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

BEEU REALTY 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 ग्यारह जून दो हजार तेरह को कोलकाता में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45400WB2013PTC194521

2013 - 2014

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

Given at Kolkata this Eleventh day of June Two Thousand Thirteen.

Registrar of Companies, West Bengal

कम्पनी रजिस्ट्रार, पश्चिम बंगाल

*Note: The corresponding form has been approved by DIP NARAYAN CHOWDHURY, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006. The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

BEEU REALTY PRIVATE LIMITED

267 B B GANGULY STREET, KOLKATA - 700012,

West Bengal, INDIA



(The Companies Act, 1956)

PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

of

BEEU REALTY PRIVATE LIMITED

NAME

- I. The name of the Company is "BEEU REALTY PRIVATE LIMITED".

REGISTERED OFFICE

- II. The Registered Office of the Company will be situated in the state of West Bengal.

OBJECTS

- III. Object for which the Company is established are:

Main objects

- A. The Main object to be pursued by the Company on Its Incorporation: -

1. To carry on the business of builders and developers, erectors, constructors of buildings, houses, apartments, ownership flats, structures of residential, office, industrial, institutional/ complex or commercial establishments, bridges, dams, tunnel canal and other civil engineering work or developers of co-operative housing societies or of housing schemes and in particular preparing of building sites, construction, reconstructing, erecting, altering, improving enlarging, developing, decorating holdings, furnishing and maintaining, of structures flats, houses factories shops office garages, warehouses building, work workshops, hospitals, nursing homes, clinics, godowns, other commercial educational purposes and conveniences and to invest in and hold such properties and also to rent, hire, lease such properties.

Incidental or Ancillary objects

B. Objects incidental or ancillary to attainment of the Main Objects: -

1. To develop, establish and manage industrial areas and industrial estates and to provide electric power, communication facilities, raw materials and other facilities to industries and industrial undertakings.
2. To provide technical assistance directly or otherwise to Industrial and other concerns and to procure or assist in procuring such other assistances by furnishing guarantees if required or otherwise.
3. To acquire by purchase, lease or otherwise, lands, mines, plantations and other immovable and other properties and to develop the same.
4. To grant and/or guarantee loans or advances out of surplus fund of the company not immediately required to any company, association or concern engaged in similar business in connection with the main business.
5. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company on any business which the company is authorised to carry on or which may seem suitable for the purpose of the Company.
6. To employ brokers, commission agents and to provide for remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or in any other manner allowed by law.
7. To experiment or provide funds for experimenting inventions which may be brought to the notice of the Company by any person and which the Company may consider useful or remunerative and to obtain or assist in obtaining patent rights or privileges for any such inventions in India and elsewhere and to purchase or otherwise acquire any such inventions patents, patent rights or privileges when obtained by others and generally to purchase or otherwise acquire any patents or like privileges and inventions which the company may think proper to acquire and pay for the same such consideration as the Company may think fit.
8. To work and utilise in such manner and for such purpose as can be conveniently carried on with the business of the company the inventions, patents, rights, and privileges or any of them and to carry on such business having regard to the inventions in respect of which any such patents, rights or privileges are granted and to deal in or with products derived from the use of any such inventions.
9. To purchase, take on lease or in exchange, hire or by other means acquire or obtain options over any freehold or other property for any estate or interest whatsoever any rights, privileges or easements over in respect of any property buildings, factories, mills, works, wharves, roads, machineries engines, transport vehicles, rolling stocks, plants live and dead stock or things and any movable or immovable property or rights which may be necessary or convenient for the purposes of the business of the company or may enhance the value of any other property of the Company.

which may be necessary or convenient for the purposes of the business of the company or may enhance the value of any other property of the Company.

10. To pay all the costs, charges and expenses whatsoever and whatsoever incurred in connection with all matters preliminary and incidental to the said business and for the promotion, incorporation, establishment of the company and to reimburse, compensate or remunerate by credited and paid up in full or in part or by giving to him or them a share or interest in the profits of the Company or by paying in cash or by a combination of these modes or in such other manner and at such rate as the Company shall think fit and proper.
11. To acquire and undertake the whole or any part of the business, goodwill and assets of any person carrying on or proposing to carry on any of the business which the Company is authorised to carry on and to undertake all or any of the liabilities of such person.
12. To amalgamate with any other firm, company or corporation and or with any other entity subject to the provisions of the Companies Act, 1956.
13. To acquire any shares, stocks, debentures, bonds, obligations or securities or any beneficial interest and whether or not fully paid up, by original subscription and tender, purchase, exchange or otherwise, and to guarantee the subscription thereof and exercise and enforce all rights and powers conferred by or incident to the ownership thereof and to permit the same to be held by any person or company on behalf of or in trust for the company.
14. To borrow, raise, invest, apply and deal with moneys out of surplus funds of the company not immediately required with or without securities whether by purchase or sale any bonds, mortgages, debenture stocks whether perpetual or otherwise so that the objects of the Company can be attained.
15. To lend and advance money out of surplus fund of the company not immediately required or give credit to such person or firm or body corporate and others having dealings with the Company and give guarantee or provide security for any such person, firm or body corporate for any purpose whatsoever and on any terms as the Company may think fit and proper.
16. Subject to provisions of the Act and as per Directives issued by the Reserve Bank of India, to receive moneys, securities or valuables on loan at interest or for custody on such terms and conditions as the Company may think fit provided the Company shall not carry on the business of banking as defined in the Banking Regulation Act, 1949.
17. In the event of winding up of the Company, to distribute among the members of the Company, any property of the Company whether in specie or in kind or otherwise and also to distribute any shares, bonds, debentures, debenture-stock, securities of other Companies or corporation, belonging and held by the Company as may be permissible under the Companies Act, 1956.
18. To enter into arrangement with any authority whether Governmental, municipal, local or otherwise which may seem to be conducive to the Company's objects and to obtain from any such authority rights, licences, privileges and concessions etc. and to execute, carry out, exercise and comply with any such arrangements, rights, licences, privileges and concessions.

19. To undertake and execute any trust, which may be, considered to be of benefit to the Company directly or indirectly for the purposes of the business of the Company.

20. To carry on any scientific research or other research which may be of benefit to the Company and to establish, conduct and carry on any educational or other institutions and research or such other activities for the attainment of the main objects.

Other objects

C. Other objects for which the Company is established: -

1. To carry on the business of papers, computer papers, office equipments, leather goods, sports goods, toys, writing instruments, cooking ranges, light products, cosmetics, stones, foams, glasses, earth moving products, automobiles, artwork, handicrafts, paintings, Industrial goods, intermediate products, raw materials, spare parts, finished goods, commercial goods etc.
2. To carry on the business of buyers, sellers, exporters, importers, suppliers, stockists, distributors and dealers in and of all kinds of raiment, petticoats, tunics, gloves, shields, cardigans, blazers, blankets, shawls, weather dresses, sweaters etc. whether made of fabrics, textiles, khadi, wrinkle-free materials/fabrics, jute, hosiery, wool, tweeds, linens, flannels, nylon, handicraft, embroidery, leather, yarns, rubber, plastic, knitting, cotton, rayon, silk, terylene, fibrous substances, canvas, elastics.
3. To carry on the business of buyers, sellers, exporters, importers, suppliers, stockists, distributors and dealers in and of all kinds of stretchable, tarpaulines, foams, natural/synthetic/blended textiles and or otherwise and also to deal with and render services in any manner in other allied/related items like personal effects, Cosmetics, make-up items, ornaments, jewelleries, spectacles, stickers, labels, belts, bands, tailoring/sewing materials, dressing and grooming systems and concepts, toiletries, sanitary napkins, tampons, badges, fastners, well dressed concepts, lapel buttons, hair-pieces/bands, umbrellas, dress kits, footwears, symbols/marks/bindies, pins, shoes, combs, buckels, nee ties, sari/tie-pins, spectacles, hair pins, pocket/wrist watches and time pieces, fountain/ball point pens and other writing instruments, carry bags, brief cases, purses, wallets, Imitation jewellery, cuff-links, Information, communication and data processing equipments, computer laptops/notepads, soft luggages, bags, utility items, hangers, fastners, zippers etc. and also to act as tailors and drapers, cutters and out-fitters, designers, contractors and general merchants, commission agents and order suppliers and also to do the jobs whether at its own or through other agencies or otherwise like sewing, shining, polishing, pressing, calendering, cleaning, washing, dry-cleaning, altering or re-adjusting all kinds of dresses and dressmaterials and also to do all other allied and incidental jobs connected therewith.
4. To carry on the business of all types of transporters, couriers, messengers, deliverymen, carriers whether by person, motor lorries, motor cars, station wagons, motor bikes, scooters, motor buses, motor lorries, tractors, bicycles, tricycles, tempo vans, handcarts, bullock carts, steamers, ships, barges, boats and all means of river transport, steam and oil engines, motor buses, aeroplanes and to carry goods, passengers, cargo, livestock, fresh goods and other merchandise by any mode of transportations.

5. To act as consultants and to **advise and assist** on all aspects of corporate, commercial and industrial management or **activity** including production, manufacturing, personnel, advertising and public relations, **public welfare**, marketing, taxation, technology, insurance, purchases, sales, **quality control**, computer applications, software, productivity, planning, **research and development**, organisation, Import and export business, industrial relations and **management** and to make evaluations, feasibility studies, project reports, **forecasts and surveys** and to give expert advice and suggest ways and means for improving **efficiency** in mines, trades, plantations, business organisations, co-operative societies, **partnership** or proprietary concerns and industries of all kinds in India and **elsewhere** in the world and improvement of business management, office **organisation** and export management to supply to and provide, maintain and operate **services, facilities/conveniences**, bureau and the like and to recruit and/or advise on the **placement/recruitment** of staff.

LIABILITY OF MEMBERS

- IV. The liability of the members is limited.

SHARE CAPITAL

Authorised Share Capital

- V. The Authorised Share Capital of the Company shall be Rs. 1,00,000/- (Rupees One Lac only) divided into 10,000 (Ten Thousand) **Equity Shares** of Re.10/- (Rupees Ten) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different **classes** and to attach thereto respectively such preferential or special rights or **privileges** or conditions as may be determined by or in accordance with the regulations of the company.

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 Company set opposite to our respective names:-

Signature, Name, Description, Address and occupation of subscribers	No. of Equity Shares taken by each subscriber	Signature, Name, Description, Address and occupation of witness
ZAFAR AHMED KHAN S/O NASIR AHMED KHAN 4/1/H/12 J.K.GHOSH ROAD KOLKATA - 700037 (BUSINESS)	2000 (TWO THOUSAND)	Witness to all the signatories: SANDIP MUKHERJEE S/O LATE GOPAL MUKHERJEE 22, BASIRHAT, (N) 24 PGNS W.B. 743422 (BUSINESS)
SAHAJADA KHAN SALIM S/O NASIR AHMED KHAN 4/1/H/12 J.K.GHOSH ROAD KOLKATA - 700037 (BUSINESS)	2000 (TWO THOUSAND)	
SHAMIM AHMED KHAN S/O NASIR KHAN 4/1/H/12 J.K.GHOSH ROAD KOLKATA - 700037 (BUSINESS)	2000 (TWO THOUSAND)	
ANIS AHMED KHAN S/O NASIR AHMED KHAN 4/1/H/12 J.K.GHOSH ROAD KOLKATA - 700037 (BUSINESS)	2000 (TWO THOUSAND)	
PERVEZ AHMED KHAN S/O NASIR AHMED KHAN 4/1, J.K.GHOSH ROAD PO- BELGACHIA KOLKATA - 700037	2000 (TWO THOUSAND)	
TOTAL	10000 (TEN THOUSAND)	

Kolkata, dated this 7TH day of JUNE, 2013

(The Companies Act, 1956)

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

of

BEEU REALTY PRIVATE LIMITED

PRELIMINARY

Table "A" to apply

1. The regulations contained in Table in "A" in Schedule I to the Companies Act, 1956 (hereinafter referred to as the Act) in so far as the same are applicable to private company shall apply to the Company except that such regulations as are embodied in the Articles of Association shall exclude corresponding provisions in Table "A" aforesaid.

Private Company

2. The Company is a "Private Company" within the meaning of the said Act and accordingly the following provisions shall have effect namely:
 - (a) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and persons who having been formerly in the employment of the Company, were members of the Company while in such employment and have continued to be the members after 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 shares jointly in the Company, they shall be treated as a single member and;
 - (c) The right to transfer the shares of the Company shall be and is restricted in the manner to the extent hereinafter appearing.
 - (d) No invitation to or acceptance shall be made of deposits from persons other than its members, directors or their relatives.
 - (e) The Minimum paid-up Share Capital is Rs. 1,00,000/- (Rupees One Lac)

SHARES

Shares at the disposal of the directors

3. The Shares shall be at the control of the Board of the Directors and they may allot or otherwise dispose of the same to such persons at such time and generally on such terms and conditions as they may think fit and proper.

Acceptance of shares

4. An application signed by or on behalf of an applicant for share in the Company followed by an allotment of any shares therein shall be an acceptance of share within the meaning of these articles and every person who thus or otherwise agrees to accept any shares and whose name is entered on the Register of Members shall for the purposes of these articles be a shareholder.

Instalment on Shares to be duly paid

5. If by the conditions of allotment of any shares the whole or part of the amount or issue price thereof shall be payable by instalment then every such instalment when due shall be paid to the Company by the person who for the time being and from time to time shall be the registered holder of such shares or by his heirs, executors administrators and legal representatives as the case may be.

Liability of Members

6. Every member or his heirs, executors, administrators assigns or other representatives, shall pay to Company the portion of the Capital represented by his share or shares, which may for the time being remain unpaid thereon, in such time or times, and in such manner, as the Directors shall from time to time in accordance with the Company's regulations, require or fix for the payment thereof and so long as any money whatsoever are due, owing and unpaid to the Company by any member on any account whatsoever such member in default shall not be entitled at the option of the Directors to exercise any rights or privileges available to him.

Transfer of shares to others

7. Without prejudice to the provision contained in Article 8 hereof, no shares shall be transferred to a person who is not a member of the Company so long as any member is willing to purchase the same at the fair value as calculated by the Board of Directors, of the Company. Transfer of any shares in the capital of the Company shall not be made or registered without previous sanction of the Board of Directors, who subject to the provisions of the Act, may without assigning any reason decline to give such sanction unless the transferee be a member of the Company.

Transfer of Shares from member to member

8. Any share may be transferred: -
 - (a) By a member or other person entitled to transfer to any member.
 - (b) By a member to any child or lineal descendant, son-in-law, father, mother, brother, sister, nephew, niece, wife or husband of such member.
 - (c) In case of death of a member by his heirs, executors and administrators or by the holder of the succession certificate to any child or lineal descendant, son-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member.

Directors may refuse transfer

1. The Directors may also without assigning any reason refuse registration of any transfer of shares to person not previously approved by them. But these provisions shall not apply to a transfer made pursuant to article 8 hereof.
2. If the Directors refuse to register transfer of any share, they shall, within two months after the date on which transfer was lodged with the Company, send to the transferee and the transferer intimation/notice of such refusal.

GENERAL MEETING

Exclusion of general provision of the Act

3. Save and except specified otherwise in these Articles, the provisions contained in Section 171 to 186 of the Act shall apply to the Company.

First Annual General Meeting

4. (a) The first Annual General Meeting of the Company shall be held within eighteen months from the date of its incorporation.
- (b) Each Annual General Meeting after the first Annual General Meeting of Company shall be held within 6 months after the expiry of the each financial year. And not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

Notice for general meeting

5. General meeting shall be convened on not less than 7 days notice to the Members and the Auditors of the Company specifying the place, day and hour of the meeting with statements of the business to be transacted at the meeting.

Chairman of meeting

6. The Chairman of the Board shall be the Chairman of the General Meeting.

DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two and more than Seven.
8. The first directors of the company are the following persons:
 1. SHAMIM AHMED KHAN
 2. ANIS AHMED KHAN
 3. ZAFAR AHMED KHAN
 4. SHAHZADA SALIM KHAN
 5. PERVEZ AHMED KHAN

Casual Vacancy

17. The Board shall have power, at any time and from time to time, to appoint any other qualified person as a Director to fill the casual vacancy. Any director so appointed shall hold office only until the next following Annual General Meeting of the company and then shall be eligible for election.

Directors not to hold qualification share

18. The director shall not be required to hold any qualification shares.

Remuneration of Directors

19. 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.

Director may perform extra service

20. If any director, being willing shall be called upon to perform extra services or to make any special exertions for the purpose of the company, the company may remunerate such Director either by a fixed sum or at a percentage of profits, or otherwise as may be determined by the Board and such remuneration shall be in addition to his remuneration above subject to the Provisions of Sections 314 of the Act.

Borrowing power of Directors

21. The Directors may from time to time, at their discretions borrow and secure the payment of any sum of money for the purpose of the company. The Directors may secure the repayment of such in such manner and upon such terms and conditions in all respect as they think fit and, in particular by the issue of debentures or debenture-stocks of the company charged upon all or any part of the property of the company (both present and future) including its uncalled capital for the time being.

Chairman

22. The Board may from amongst their Member appoint a Chairman of the Board and may determine the period for which he shall hold office. The Chairman of the Board shall take the chair at every meeting of the Board of Directors. If no such Chairman is appointed or at any meeting the Chairman is not present within 30 minutes after the time appointed for holding the meeting, the other Directors present may choose one of their number to be Chairman of the meeting.

Quorum

23. Quorum for the Board's meeting shall be in accordance with the provisions of Section 287 of the Act.

Power to be exercised by Board at meeting only.

24. The Board of Directors of the Company, shall exercise the following powers on behalf of the Company, and it shall do so only by means of resolution passed at meetings of the Board: -

- (a) The power to make calls on shareholders in respect of money unpaid on their share
- (b) The power to issue debentures:
- (c) The power to borrow moneys otherwise than on debentures
- (d) The power to invest the funds of the Company; and
- (e) The power to make loans.

SEAL
Common Seal

25. The Board shall provide for the safe custody of the seal of the Company. The Seal shall not be affixed to any instrument except by the authority of the Board.

ACCOUNTS
Inspection of accounts by members

26. (a) The Board shall from time to time determine whether and to what extent and to 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).

(b) No member (not being a director) shall have any right of inspecting any account or books of account of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

General provisions of the act to apply.

27. Save as mentioned in Article 31 aforesaid, the provisions contained in Section 224 to 231 of the Act, shall apply.

WINDING-UP

28. In case of winding up the Liquidators may with sanction of a special resolution, distribute all or any of the assets in specie among the contributors in accordance with their rights.

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

Signature, Name, Description, Address and occupation of subscribers	No. of Equity Shares taken by each subscriber	Signature, Name, Description, Address and occupation of witness
ZAFAR AHMED KHAN S/O NASIR AHMED KHAN 4/1/H/12 J.K.GHOSH ROAD KOLKATA - 700037 (BUSINESS)	2000 (TWO THOUSAND)	
SAHAJADA KHAN SALIM S/O NASIR AHMED KHAN 4/1/H/12 J.K.GHOSH ROAD KOLKATA - 700037 (BUSINESS)	2000 (TWO THOUSAND)	
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TOTAL	10000 (TEN THOUSAND)	

Witness to all the signatories:
 SANDIP MUKHERJEE
 S/O LATE GOPAL MUKHERJEE
 22, BASIRHAT, (N) 24 PGNS
 W.B. 743422
 (BUSINESS)

Kolkata, dated this 7TH day of JUNE, 2013