

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

**Memorandum
And
Articles
Of
Association
Of**

**SHUSHOMA REALTY
PRIVATE LIMITED**



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Registration Centre

Certificate of Incorporation

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

I hereby certify that SHUSHOMA REALTY PRIVATE LIMITED is incorporated on this First day of April Two thousand twenty-two under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U70109WB2022PTC252758.

The Permanent Account Number (PAN) of the company is ABICS1877P *

The Tax Deduction and Collection Account Number (TAN) of the company is CALS55862C *

Given under my hand at Manesar this Second day of April Two thousand twenty-two.

MINISTRY OF
CORPORATE AFFAIRS

Digital Signature Certificate

PM MOH

ASST. REGISTRAR OF COMPANIES

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

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

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

SHUSHOMA REALTY PRIVATE LIMITED

8 F, B.T. ROAD, GROUND FLOOR, FL-G-1, KOLKATA, Kolkata, West

Bengal, India. 700050



as issued by the Income Tax Department

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

SHUSHOMA REALTY PRIVATE LIMITED

A COMPANY LIMITED BY SHARES

Check if not applicable	Check if altered	Article No	Description
			<i>Interpretation</i>
☒	☒	1	(1) In these regulations- (a) "the Act" means the Companies Act, 2013. (b) "the seal" means the common seal of the company. (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulation become binding on the company. (3) The Company is a Private Company within the meaning of Section 2(68) of the Companies Act.,2013 and accordingly :- (a) The right to transfer shares in the Company is restricted in the manner and to the Extent hereinafter appearing. (b) The number of members of the Company (exclusive of the persons who are in the employment of the Company, and persons who having been formerly in the Employment of the Company, where members of the Company while in Employment Have continued to be members after the Employment ceased) shall be limited to Two Hundred provide that for the purpose of this definition where two or more persons jointly hold one or more shares in the Company, they shall be treated as single member and (c) No invitation shall be issued to the public or subscribe for any securities of the Company.
			<i>Share capital and variation of rights</i>
☐	☐	II 1	Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
☐	☐	2	(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,- (a) one certificate for all his shares without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first. (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
☐	☐	3	(i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each

			CERTIFICATE
☐	☐	4	(i) The provisions of Articles (2) and (3) shall <i>mutatis mutandis</i> apply to debentures of the company. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
☐	☐	5	(i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent, or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (5) of section 40. (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
☐	☐	6	(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
☐	☐	7	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.
☐	☐	8	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
			Lien
☐	☐	9	(i) The company shall have a first and paramount lien- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for a monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
☐	☐	10	The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made- (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
☐	☐	11	(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer. (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
☐	☐	12	(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
			Calls on shares
☐	☐	13	(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares. (iii) A call may be revoked or postponed at the discretion of the Board.

☐	☐	14	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
☐	☐	15	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
☐	☐	16	(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine. (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
☐	☐	17	(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
☐	☐	18	The Board— (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
			Transfer of shares
☐	☐	19	(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
☐	☐	20	The Board may, subject to the right of appeal conferred by section 58 decline to register— (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has a lien.
☐	☐	21	The Board may decline to recognise any instrument of transfer unless— (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
☐	☐	22	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
			Transmission of shares
☐	☐	23	(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
☐	☐	24	(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either— (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made. (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.
☐	☐	25	(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

☐	☐	26	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
			<i>Forfeiture of shares</i>
☐	☐	27	If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
☐	☐	28	The notice aforesaid shall- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
☐	☐	29	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
☐	☐	30	(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
☐	☐	31	(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
☐	☐	32	(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; (iii) The transferee shall thereupon be registered as the holder of the share; and (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
☐	☐	33	The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
			<i>Alteration of capital</i>
☐	☐	34	The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
☐	☐	35	Subject to the provisions of section 61, the company may, by ordinary resolution,- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
☐	☐	36	Where shares are converted into stock,- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the

			dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
☐	☐	37	The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:- (a) its share capital; (b) any capital redemption reserve account, or (c) any share premium account.
			Capitalisation of profits
☐	☐	38	(i) The company in general meeting may, upon the recommendation of the Board, resolve- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
☐	☐	39	(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto. (ii) The Board shall have power- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares; (iii) Any agreement made under such authority shall be effective and binding on such members.
			Buy-back of shares
☐	☐	40	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
			General meetings
☐	☐	41	All general meetings other than annual general meeting shall be called extraordinary general meeting.
☐	☐	42	(i) The Board may, whenever it thinks fit, call an extraordinary general meeting. (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
			Proceedings at general meetings
☐	☐	43	(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
☐	☐	44	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

☐	☐	45	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
☐	☐	46	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
			Adjournment of meeting
☐	☐	47	(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
			Voting rights
☐	☐	48	Subject to any rights or restrictions for the time being attached to any class or classes of shares,- (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
☐	☐	49	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
☐	☐	50	(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
☐	☐	51	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
☐	☐	52	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
☐	☐	53	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
☐	☐	54	(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
			Proxy
☐	☐	55	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
☐	☐	56	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
☐	☐	57	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
			Board of Directors
☐	☒	58	The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. 1. SHIVENDU SAHA 2. MAMATA SAHA

☐	☐	50	(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them— (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b) in connection with the business of the company.
☐	☐	50	The Board may pay all expenses incurred in getting up and registering the company.
☐	☐	51	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
☐	☐	52	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
☐	☐	53	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
☐	☐	54	(a) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. (b) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
Proceedings of the Board			
☐	☐	55	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
☐	☐	56	(a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. (b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
☐	☐	57	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
☐	☐	58	(a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. (b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
☐	☐	59	(a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. (b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
☐	☐	70	(a) A committee may elect a Chairperson of its meetings. (b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
☐	☐	71	(i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
☐	☐	72	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
☐	☐	73	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer			

Subject to the provisions of the Act:-

- ☐ ☐ 74 (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer

- ☐ ☐ 75 A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

- ☐ ☐ 76 (a) The Board shall provide for the safe custody of the seal.
(b) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

- ☐ ☐ 77 The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

- ☐ ☐ 78 Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

- ☐ ☐ 79 (a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

- ☐ ☐ 80 (b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

- ☐ ☐ 81 Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

- ☐ ☐ 82 (a) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

- ☐ ☐ 83 (b) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

- ☐ ☐ 84 The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

- ☐ ☐ 85 (a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

- ☐ ☐ 86 (b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

- ☐ ☐ 87 Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

- ☐ ☐ 88 Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

- ☐ ☐ 89 No dividend shall bear interest against the company.

Accounts

- ☐ ☐ 90 (a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting

Winding up

Subject to the provisions of Chapter XX of the Act and rules made thereunder-

- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Others

The First Auditor of the Company shall be appointed by the Board of Director within One month from the date the date of registration of the Company and the Auditors so appointed shall hold office until conclusion of the First Annual General Meeting.

At first Annual General Meeting the Company shall appoint an Auditor to hold office from the conclusion of the meeting till conclusion of the Sixth Annual General Meeting and there after till conclusion of every six meeting.

The Remuneration of the Auditor/s shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case Auditor appointed by the Board his remuneration shall be fixed by the Board.

Subject to the provisions of law of land and the act, every manager, auditor, trusty, member of committee, officer, servant, agent, accountant or other persons employed in the business of the Company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to maintain strict secrecy respecting all the transactions of the Company with its customers and state of account and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge on the discharge of his duties except when required to do so by the Directors by any court of law and except so far as may necessary in order to comply with any of the provisions in these presents.

Subscriber Details

Name, Address, Description and Occupation	DIN/PAN/Passport Number	Place	DSC	Dated
SHUVENDU SAHA, 48F, B. T. ROAD, KOLKATA - 700050 OCCUPATION - BUSINESS	09338721	KOLKATA	SHUVENDU SAHA	25/03/2022
RAMATA SAHA, 48F, B. T. ROAD, KOLKATA - 700050 OCCUPATION - BUSINESS	BMYP51762E	KOLKATA	RAMATA SAHA	25/03/2022

Signed Before Me

Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	Place	DSC	Dated
MAHITOSH DAS	GD-264, SECTOR-III, SALT LAKE, KOLKATA-700106	006972	KOLKATA	MAHITOSH DAS	25/03/2022

Checkform

Modify

[Pursuant to Schedule I (see sections 4 and 5) to
the Companies Act, 2013] FORM NO. INC-33

SPICE+MOA
(e-Memorandum of Association)

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

A

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

The Name of the Company is

SHUSHOMA REALTY PRIVATE LIMITED

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

West Bengal-WB

The objects to be pursued by the company on its incorporation are

CARRY ON THE BUSINESS OF CONSTRUCTION OF RESIDENTIAL BUILDING, COMMERCIAL BUILDING AND
INFRASTRUCTURE DEVELOPMENT WORK.

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

to acquire, construct, build, develop, erect, lease, hire, purchase, and sell all kinds of movable as well as immovable property to further
objects of the company for which it is established.

to lease or equipment, tools, materials, machinery for the improvement in the practices adopted in the fields pursued by the company or
to lease, and convenient for carrying on the objects pursued by the company.

to take or otherwise acquire, hold or dispose shares in any other Company.

to enter into collaboration arrangements as joint ventures or otherwise with parties if, in India or abroad for the promotion, improvement
or otherwise of any or all the objects of the Company

to establish, develop, acquire, maintain and aid in the establishment, developments maintenance of industries connected with the
objects dealt in by the company or objects pursued by the company

to pay all preliminary expenses of any Company promoted by this Company or any Company in which this Company is or may
be interested, including in such preliminary expenses all or any part of the costs and expenses of owner of any business
acquired by any such Company.

to acquire and hold the benefits and obligations of any other Company with under any agreement or contract including foreign, technical
financial collaboration agreements relating to any industry or business which the Company is authorized to carry on.

to carry out in any part of world all or any of the Company's objects as principal, agent, contractor, or otherwise, and by or through
its or otherwise and either alone or in conjunction with any person, firm, association, corporate body, municipality, province, state,
territory or government or colony or dependency thereof.

To promote or join in the promotion of any company or companies for the purpose acquiring all or any of the property, rights and interests of any company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and its subsidiaries and securities therein

To create and arrange for technical, professional and management training education and advice to any person or body as required or problem connected with or incidental to the objects of the Company.

To acquire and undertake the whole or any part, of the business, property and liabilities of any person or company carrying on any business which the company is authorized to carry on, or possessed of property suitable for the purpose of this company

To appoint directors or managers of any subsidiary Company or any other Company in which this Company is or may be interested

To lease, take on lease or in exchange, hire or otherwise acquire any immovable movable property, and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, buildings, plant, machinery, stock-in-trade, and either to retain any property so acquired for the purpose of the Company's business or to let the same on such terms as may seem expedient

To construct, improve, maintain, develop, work, manage, carry out or control any buildings, factories, or works, or any roads, railways, bridges, wells, reservoirs, water courses, wharves, warehouses, electric works, shops, stores, roads, and other works and conveniences which may seem necessary for the business of the Company, and to contribute to subsidize, or otherwise assist or take part in the construction, improvement, maintenance, development, management, carrying out or control thereof.

To lend money to such persons or Companies and on such terms as may seem expedient, and in particular to customers and others doing business with the Company and to guarantee performance of contracts by and obligations of any persons or companies and to give any assistance in connection with the business of the Company.

To acquire, purchase or otherwise acquire any patents, inventions, licenses, concessions and the like, conferring any exclusive or special rights to use or any secret or other information as to any inventions which may seem capable of being used for any business of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the company and to use, exercise or grant licenses in respect or otherwise turn to account the property rights or information so acquired

To assist or maintain, provide and conduct or otherwise subsidize research laboratories and, experimental workshops for scientific researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical and to provide for the remunerations of scientific or technical professors or teachers and by providing for the awards, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the company is authorized to carry on

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To promote or join in the promotion of any company or companies for the purpose acquiring all or any of the property rights and interests of any company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to underwrite shares and securities therein.

To provide and arrange for technical, professional and management training education and advice to any person or body in respect of matter or problem connected with or incidental to the objects of the Company.

To acquire and undertake the whole or any part, of the business, property and liabilities of any person or company carrying on any business which the company is authorized to carry on, or possessed of property suitable for the purpose of this company.

To nominate directors or managers of any subsidiary Company or any other Company in which this Company is or may be interested.

To purchase take on lease or in exchange, hire or otherwise acquire any immovable movable property, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, property plant and stock-in-trade; and either to retain any property so acquired for the purpose of the Company's business or to transfer the same to account as may seem expedient.

To construct, improve, maintain, develop, work, manage, carry out or control any buildings factories, or works, or any roads, railways, tranches or sidings, bridges, wells, reservoirs, water courses, wharves, warehouses, electric works, shops, stores, chalets and buildings for housing work-people and other, or other works and conveniences which may seem necessary for the business of the Company and to contribute to subsidize, or otherwise assist or take part in the construction, improvement, maintenance, development, management, carrying out or control thereof.

To lend money to such persons or Companies and on such terms as may seem expedient, and in particular to customers and others carrying on dealings with the Company and to guarantee performance of contracts by and obligations of any persons or companies and to insure and to indemnify in connection with the business of the Company.

To apply for purchase or otherwise acquire any patents, inventions, licenses, concessions and the like, conferring any exclusive or limited rights to use or any secret or other information as to any inventions which may seem capable of being used for the purpose of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the company and to assign, lease, develop or grant licenses in respect or otherwise turn to account the property rights or information so acquired.

To establish maintain, provide and conduct or otherwise subsidize research laboratories and experimental workshops for scientific researches experiments and tests of all kinds and to promote studies and research, both scientific and technical and to assist and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures meetings and services and by providing for the remunerations of scientific or technical professors or teachers and by providing for the awards, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the company is authorized to carry on.

To establish branches subsidiary Companies or, appoint agencies for or in connection with any of the objects of the Company, and to make any arrangement with subsidiary Company for taking the profits to and bearing the losses of any business or branch so carried on or financing any such subsidiary Company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable in connection with any business or branch so carried on including power at any time either temporarily or permanently, to close any such branch or business.

To adopt such means of making known the business of the Company as may seem, expedient and in particular by advertising in the press and by circulars by purchase and exhibition of work of art or interest by publication of books and periodicals and by granting prizes, awards and donations by sponsoring activities including sports cultural activities and the like.

To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex employees of the Company, or its predecessors in business, or the Dependents or connections of persons and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent purposes or for any education or for public, general or useful object.

To enter into any arrangement with any Government or authority, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority all rights, concessions and privileges which the Company may think it desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.

To obtain any provisional order or Act of the Government of India or any provincial Government for enabling the Company to carry out any of its objects and effect or for effecting, any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.

To enter into partnership or into any arrangement for sharing profits or for any union of, interest, joint venture, reciprocal concession or association with any person or persons or company or companies carrying on or engaged in, or about to carry on, or engage in, or being intended to carry on or engage in, or in any business or transaction which this Company is authorized to carry on or engage in, or in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

To sell grant licenses easements and other rights over and in any other manner deal with or dispose of the undertaking property, rights and effects of the Company, or any part thereof, for such consideration as the Company may think fit and in particular to sell securities or securities of any other Company.

...with or to acquire and carry on any other business auxiliary to the business of the Company or connected therewith or ...to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly ...the value of or render more profitable any of the company's property and to give or accept by way of consideration for any of ...or property acquired, any share, debenture, debentures stock or securities that may be agreed upon and to ...or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received or given.

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

...share capital of the company is

1,000,000.00

rupees, divided into,

Equity	shares of	10.00	rupees each	and
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☒ We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

☐ I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company (Applicable in case of one person company):

Subscriber Details

Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
SHUVENDU SAHA, 48F, B.T. ROAD, KOLKATA - 700050 OCCUPATION - BUSINESS	09338721	50000	Equity	SHUV ENDU SAHA Digitally signed by SHUVENDU SAHA Date: 2022.03.25 11:47:54 +05'30'	25/03/22
			Preference		
MAMATA SAHA 48F, B.T. ROAD, KOLKATA - 700050 OCCUPATION - BUSINESS	BMYP51762E	50000	Equity	MAM ATA SAHA Digitally signed by MAMATA SAHA Date: 2022.03.25 11:47:54 +05'30'	25/03/22
			Preference		
Total Shares taken		100,000	Equity		
			Preference		

Signed before Me

	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
MAHITOSH DAS	GD-264, SECTOR - III, SALT LAKE CITY, KOLKATA - 700106	006972	MAHI TOS H DAS Digitally signed by MAHITOSH DAS Date: 2022.03.25 11:48:51 +05'30'	25/03/22

Modify

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