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सत्यमेव जयते

प्रारुप 1
पंजीकरण प्रमाण–पत्र

कॉर्पोरेट पहचान सख्या : U45200TN2008PTC068081 2008 - 2009

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

JKB HOUSING PRIVATE LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अतंर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन–पत्र आज दिनांक छह जून दो हजार आठ को मेरे हस्ताक्षर से चैन्नई में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U45200TN2008PTC068081 2008 - 2009

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

Given under my hand at Chennai this Sixth day of June Two Thousand Eight.

SEAL OF THE REGISTRAR OF COMPANIES TAMIL NADU

(SURYANARAYANA DHARA)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies

तमिलनाडु, चैन्नई, अंदमान और निकोबार द्वीप

Tamil Nadu, Chennai, Andaman and Nicobar Islands

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

JKB HOUSING PRIVATE LIMITED
68/145, ARCOT ROAD,, VALASARAVAKKAM,,
CHENNAI - 600087,
Tamil Nadu, INDIA

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JKB HOUSING PRIVATE LIMITED

* * * * *

I. The Name of the company is **JKB HOUSING PRIVATE LIMITED.**

II. The Registered office of the company will be situated in the state of **TamilNadu.**

III. (A) THE MAIN OBJECTS TO BE PURSUED ON INCORPORATION OF THE COMPANY ARE:-

1. To carry on all or any of the business of construction Engineers, Architects Builders, Contractors, Decorators, Electricians, Wood Workers, and to acquire, develop, buy, sell, multistoried or other buildings and group housing schemes.

2. To Carry on business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the conveniences commonly provided for the flats, suits and residential and business quarters.

3. To Carry on business as flat promoter and real estate promoters either individually or under any joint venture

B. OBJECTS INCIDENTAL OR ANCILIARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To develop and turn to a account any land acquired by the company or in which the company is interested and in particular, by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating,

maintaining, furnishing, fitting up and improving buildings and by planning, paving, draining, farming, cultivating and letting of buildings on lease or other agreements.

2. To acquire in India or elsewhere by purchase, lease or otherwise for the purpose of the company any movable property, rights, privileges, including any land, building, rights by way of easements, licenses, concessions and privileges, patent rights, trade marks, machinery, rolling stock, plant, utensils, accessories and stock in trade.

3. To enter into partnership or into any arrangements for sharing profits, co-operation, amalgamation, union of interest, joint venture, reciprocal concession or otherwise with any person , firm or company carrying on or about to carry on or engage in business or transaction which this company is authorized to carry on or engage in, so as directly or indirectly to benefit the company.

4. To lend money, to guarantee the contracts of or otherwise assist any such person, firm or company and to place, subscribe for or otherwise acquire and hold shares or securities if any such person, firm or company and to seal, hold, re-issue with or without guarantee or otherwise deal with the same

5. To lend money with or without security to such persons, firms or companies on such terms as may seem expedient and in particular to customers and others having dealings with the company and to guarantee the performance of contracts by any such persons, firms or companies but not do any banking business as defined in the Banking Regulations Act, 1949.

6. To apply for, purchase or otherwise acquire any patents brevets inventions, licenses concessions and the like, conferring any exclusive or non exclusive or limited right to use any secret or other information as to any intention which may seem capable of being used for any other purposes of the company or the acquisition of which may seem calculated directly to benefit the company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property right or information so acquired.

7. To borrow or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise, charged upon all or any of the company's property both present and future including its uncalled capital to purchase, redeem or pay off any such securities.

8. To draw, make accept, endorse, discount, execute and issue promissory notes, bills or exchange, bills of lading, warrants, debenture and other negotiable or transferable instruments.

9. To construct, improve, maintain, develop, work, manage, carryout or control any roadways, tramways, railways, branches or siding, bridges, reservoirs, watercourses, warehouses, electric works, shops, stores and other work and convenience which may seem calculated directly or indirectly to advance the company's interests and to contribute to, subsidies, or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.

10. To sell or in any other manner deal with or dispose off the undertaking or property of the company or any part thereof for such consideration as company may think fit and in particular of shares, debentures, and other securities of any other company having objects altogether or in part similar to those of this company.

11. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply, as the company may from time to time think fit, any money accrued in respect of dividends on forfeited shares subject to the provisions of the companies Act,1956.

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

13. To undertake, carry out, promote and sponsor any programs rural development intended for the betterment of the people living in rural areas and improving their moral, economic and social status, and to incur any expenditure in the execution and promotion of such programs including the publication of literature, magazines books and leaflets, organizing seminars, granting of scholarships and awards and such other assistance and the transfer without consideration or at a concessional rate as the Directors may decide or diverting the ownership of any property of the company in favour of any public body, institution or trust, recognized or approved, engaged in such programs.

14. To form, promote, subsidies, organize and assist or aid in forming, promoting, subsidizing, organizing or siding companies, Syndicates or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing directly or indirectly the objects thereof or for any

other purpose which this Company may think expedient and to take or otherwise acquire and to hold shares in any other Company having objects similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

15. To amalgamate with any other Company whose objects are or include objects similar to those of this company; whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking subject to the liabilities of this or any such other Company as aforesaid with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or of such other company as aforesaid or by partnership or in any arrangement of the nature of partnership or in any other manner.

16. Subject to the provisions of the Companies Act, 1956 to apply for, subscribe, accept, purchase, acquire, hold, sell and exchange any equity or preference shares and any stock, bond, debenture, mortgage or other security in any Company, Corporation or Government in the course of carrying on business of the Company.

C. ***OTHER OBJECTS OF THE COMPANY ARE :***

1. To act as consultant, technical advisers, in civil engineering and to accept job works of any kind.

2. To transact and carry on all kinds of agency business and to act as trustees, executors, administrators, attorneys, nominees agents and brokers.

3. To produce or cause to be produced building materials such as limestone, tiles, bricks, cement and all other accessories of building construction which the Company may think fit and utilize such materials in its own constructions or dispose them off on such terms as the Company may think fit.

4. To carry on the business of export, import, sell, distribute and deal whether as wholesalers or retailers either on own account or by agency, distributors, stockiest, brokers or such other selling agents.

IV. The liability of the members is limited.

V. The share capital of the Company is Rs. 2,00,00,000 (Rupees Two Crores only) divided in to 20,00,000 (Twenty Lakhs only) equity shares of Rs.10/- (Rupees Ten only) each with the rights, privileges and conditions attached thereto, as provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares in the Capital for the time being in accordance with the provisions of the Act and the regulations of the Company and to vary, modify or abrogate any such rights, privileges, conditions in such manner as preferential, deferred or otherwise as may for that time being be provided by the regulations of the Company.

VI. *We the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of the memorandum of association and we respectively agree to take number of shares in the capital of the company set opposite our respective names.*

S. I. No.	*Names, Addresses and Descriptions of Subscribers*	*No. of Shares Subscribed*	*Names, Addresses and Description of Witnesses*
01	Sd..., J.BALAJI S/o. A.M.JANAKIRAMAN 231, 6th Street, Janaki Nagar, Valasarawakkam, Chennai – 87. Business PAN: AEPPJ7090A	9000 (Nine Thousand only)	All the subscribers are signed before me. Sd.., S.JAGANNATHAN S/o.G.SRINIVASAN NO.10, Ganesh Nagra, II Main Road, Madipakkam,Chennai – 600 091. CHARTERED ACCOUNTANT M.No.209518 PAN: ACKPJ6013A
02	Sd..., B.KOMATHIPRIYA W/o J.BALAJI 231, 6th Street, Janaki Nagar, Valasarawakkam, Chennai – 87. Business PAN: AWTPK3289Q	1000 (One Thousand Only)	
		10,000 (Ten Thousand Only)	

PLACE : Chennai
DATE : 28-05-2008

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

JKB HOUSING PRIVATE LIMITED

INTERPRETATIONS

1. In these regulations:

Unless the context otherwise requires:

(a) The words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof.

(b) The Company means **JKB HOUSING PRIVATE LIMITED** "Table A" means "Table A" of the First Schedule to the Act.

(c) The act means the Companies Act, 1956, as amended from time to time.

(d) 'month' and 'year' mean a calendar month and a calendar year respectively.

(e) 'Board' means the Board of Directors of the company as constituted from time to time.

2. Regulations contained in the table A of schedule 1 to the Companies Act 1956 shall apply as it is applicable to a Private Limited Company as defined in the Act shall except and as otherwise and to the extent provide in these Articles apply to this Company in the same manner as if the regulations as specifically contained in these Articles.

3. The Company is private Company within the meaning of section 3(1) (iii) of the Companies Act, 1956 and accordingly.

a) The minimum paid up capital shall be Rs.1.00 Lakh or such higher sum as may be prescribed and

b) (i) No invitation shall be issued to the public to subscribe for any shares or debentures of the company.

(ii) The number of members of the company shall be limited to fifty not including

a) persons who are in the employment of the Company and;

b) persons who having been formerly in the employment of the Company were members of the Company while in that employment and have continued to be members after the employment ceased, provided that where two or more persons hold one or more shares in the Company

jointly, they shall, for the purposes of this definitions be treated as a single member.

(iii)The right to transfer shares shall be restricted in the manner hereinafter provided.

(iv)Prohibits any invitation or acceptance of deposits from persons other than its members, directors, or their relatives.

SHARE CAPITAL

4. The share capital of the Company shall be Rs.2,00,00,000/- (Rupees Two Crores only) divided into 20,00,000 (Twenty Lakhs only) equity shares of Rs.10/- (Rupees Ten only) each with power to increase or reduce the share capital of the Company and cancel any numbers of unallotted shares and to divide the share 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 the regulations of the Company and subject to the provisions of Section 80, 100, 106, 107 and other applicable provisions of the Act and the Company may alter the conditions of the memorandum relating to the share capital in accordance with section 94 of the Act.

ALLOTMENT OF SHARES

5. Subject to sec.81 of the Act , all new or un-issued shares shall before issue be offered to such persons as at the date of offer are holders of existing shares of the Company in proportions as nearly as the circumstances admit to the shares held by them. The offer shall make by notice specifying the number of shares offered limiting the time within which the offer if not accepted will be deemed to be declined and after the expiration or on receipt of intimation of acceptance or rejection from the person to whom the offer is made, the directors shall forthwith offer the shares of the capital of the Company not so accepted shall be under the control of directors who may allot or otherwise dispose of the same for such person, for such consideration, upon such terms and conditions for such times as the directors may think fit.

ENTRY IN THE REGISTER OF SHAREHOLDERS

6. Subject to section 9 of the Act and without prejudice to the provisions of sections 42 (2) and 226(3)(1) of the Act or any statutory modifications thereof, no person shall be recognised by the Company as holding any share upon any trust and 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 except an absolute right to the entirely thereof in the registered holder.

CERTIFICATES

7. (a) In respect of any share or shares held 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.

(b) If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding five rupees and on such terms, if any as to evidence and identify and the payment of out-of-pocket expenses incurred by the Company in investigation of the evidence, as the directors think fit, subject to section 84 of the Act.

TRANSFER AND TRANSMISSION OF SHARES

8. (a) The transfer of shares in the Company shall be at the direction of the Board which may at its absolute and uncontrolled discretion to register or acknowledge any transfer of shares without assigning any reasons whatsoever.

(b) A share may be transferred by any member to any other but not to a person who is not a member of the company, so long as the member is willing to purchase the same.

(c) If a member who is desirous of selling his shares is not able to find another member to purchase his shares he shall give notice to Company of his intention to sell his shares and also state number of shares intends to sell.

(d) Within 30 (thirty) days of receipt of such notice the Board and the member who desires to sell his shares shall fix up the value of shares.

(e) If the Board and the selling member are unable to agree upon a fair value, the same shall be fixed up by the Company's Auditor which shall be conclusive.

(f) Within a week of receipts of report of the Auditors fixing the fair value of the share, the company shall give notice to all member by a circular containing all relevant particulars and inviting the members to inform the Company within 3 months of their willingness to buy any of the shares.

(g) If several members are willing to purchase the shares, the shares shall be divided among them in proportion of the shares already held by them in the Company provided no prospective purchaser shall be liable to take more shares than what he had originally offered to purchase.

(h) If within one month from the receipt of communication from the Company no other member is willing to purchase the shares the member intending to sell the shares cancel the same to any other person.

(i) The instrument of transfer of any share in the Company shall generally be executed by or on behalf of both the transferor and the transferee. The transferor shall be deemed to be the holder of the share until the transferee's name is entered in the Register of members in respect thereof.

(j) Shares in Company shall be transferred in the form prescribed in sec.108 of the Act.

(k) The board may subject to the right of appeal conferred by sec.111 of the Act, decline to register:

(a) The transfer of any share not being fully paid up to another not approved by them.

(b) The transfer of any share on which the Company has lien.

(l) The Board may also decline to recognize any instrument unless, the instrument of transfer is accompanied by the certificate of the shares to which it is related and such other evidence as the Board may reasonably require.

(m) The Registration of shares may be suspended at such time for such periods as the Board may determine, provided such registration shall not be suspended for more than 45 days in any year.

(n) On the death of any member (not being one or more joint holders of a share) the executor or administrator of such deceased member shall be the only person recognized by the Company as having any title to such share provided that it shall be lawful for the Directors to dispense with the production of probate or letters of administration or such other legal representation upon such terms as to indemnity or others as the directors determine.

(o) Any person becoming entitled to share or shares by reason of the death or bankruptcy of member shall upon such evidence being produced as required by the directors elect either to be registered as a member in respect of such share or shares, or instead of himself being registered make such transfer of such shares as the deceased or bankrupt person could have made. But the directors shall in either case have right to refuse or suspend registration as they would have in the case of a transfer of the share by the deceased or bankrupt person before his death or bankruptcy.

(p) Any person becoming entitled to a share or shares by reason of death or bankruptcy of a member be entitled to the same dividends and other advantageous to which he will be entitled if he were the registered holder of the shares except that he shall not unless and until he is registered as a member in respect of the shares receive notice of a meeting of the Company except that

general meeting, or to exercise any right conferred by member ship in relation to the meeting of the Company.

LIEN

9. The Company shall have the first and paramount lien upon all shares (all moneys together presently payable or not) registered in the name of each member (whether individually or jointly with others) and by the sale thereof for his debts, liabilities and engagements, solely or jointly with any person to or with the Company, whether the period of payment, fulfillment or discharge thereof shall have actually arrived or not. Such lien shall extend to all the dividends declared from time to time in respect of such shares.

10. The shares of any member who is indebted to the Company may be sold by a unanimous resolution of the Directors to satisfy the company's lien thereon, and be transferred to the name of the purchaser without the consent and not withstanding any opposition on the part of the indebted member and a complete title to the share of any such member which shall be sold and transferred against such indebted member, and all person claiming under him whether he may be indebted to the Company in point of fact or not and thereupon he the purchaser shall be the deemed holder of such shares, discharged from all call due, prior to such purchase, and shall be acquired by the purchaser by virtue of such sale and transfer and he shall not be bound to see the application of the purchase not his title to the shares be effected by any irregularity or invalidity in the proceedings in reference to the sale.

11. No sale, however, shall be made under Act XXVI unless such sum in respect of which the lien exists is presently payable for, until the expiration of fourteen days after notice in writing stating and demanding payment of such amount in respect of which the lien exists and is presently payable, had been given to the registered holder for the time being of the shares or the person entitled by reason of his death or insolvency to the share.

12. The net proceeding of any such sale shall be applied in or towards satisfaction of such debts, liabilities and engagements in respect of which the lien exists and the residue, if any, be paid (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) to such members or his representative or to the person entitled to the shares at the time of the sale.

BORROWING POWER

13. Subject to the provisions of the Act, the Directors may from time to time at their discretion raise or borrow or secure the payments of any sum or sums of money for the purpose of the Company's business and may secure the payment or repayment of such money by mortgage or charge upon the whole or any part of the assets and the property of the Company (present and future) including its uncalled and unpaid capital.

14. Subject as aforesaid, any bonds, debentures or other securities issued by the company shall be under the control of Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

15. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due to the Company, Directors execute or cause to be executed and mortgage, charge or security over of affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons become liable aforesaid for any loss in respect of such liability.

GENERAL MEETING

16. a. A General Meeting of the Company may be called by giving not less than 21 (Twenty One) days notice in writing.

    b. A General Meeting may be called after giving a shorter notice than that specified under sub-clause (a) if consent in accordance thereto in the case of Annual General Meeting by the members entitled to vote there at and in the case of any other General Meeting by members holding not less than 95% of such part of the paid up capital as gives a right to vote at the meeting.

    c. Every notice of a meeting of the Company shall specify the place, the date and the hour of General Meeting and shall contain a statement of the business to be transacted thereunder. The Board of Directors may give explanatory statement as they deem fit along with the above referred notice, even though sec.173(2) of the Companies Act, 1956 has not been made applicable to this Company.

    d. Every Annual General Meeting shall be called for a time during business hours on a day that is not a public holiday, and shall be held at the registered office of the Company or at some other suitable place in the city in which the registered office is situated and notice calling for such meeting shall specify it as the Annual General Meeting.

QUORUM

17. The quorum for the meeting of the Company shall be two members personally present at the meeting.

VOTING

18. a. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether member or not as his proxy) to attend and vote instead of himself.

b. The instrument appointing a proxy shall be in the form set out in Schedule IX of the Companies Act, 1956.

c. On a show of hands every member present in person or by proxy shall have one vote. On a poll the voting rights of every member shall be in proportion to his share of the paid up equity of the Company.

DIRECTORS

19 a. The number of Directors shall not be less than two and not more than twelve Directors unless otherwise determined by the company from time to time

b. The following shall be the First Directors of the Company

1. **MR.J. BALAJI**

2. **MRS.B.KOMATHIPRIYA**

20. A Directors need not have any qualification shares.

21. Each Director shall be paid out of the funds of the company by way of sitting fee a sum not exceeding rupees five hundred only or such sums as the Directors may think fit from time to time for each Meeting of the Board or Committee attended by him. The Directors shall also be paid traveling and other expenses incurred by them for attending such meeting.

22. The Board of Directors of Company may appoint Additional Directors and Alternate Directors subject to the terms and conditions mentioned in Section 260 and 313 of the Companies Act , 1956.

23. The quorum necessary for the business of the Directors shall be two or one-third of the total strength (any fraction thereof being rounded as one) whichever is higher.

24. a. Subject to Section 314 of the Companies Act, if any Directors being willing shall be called upon to perform extra services for any of the purposes of the company, such Director may be remunerated either by a fixed sum or by percentage of profits or otherwise determined and such remuneration shall be in addition to the sitting fee provided therein.

    b. The Directors may appoint any person as director nominated by Banks or Government or other Finance Corporation and Foreign Institutions in pursuance of any financial arrangement or other agreement entered into with them.

25. Subject to the provisions of the Companies Act, 1956 any resolution passed by a majority of the Directors in circulation shall be as effective and valid as the one passed at Board Meeting.

MANAGING DIRECTORS

26. The Board may appoint at anytime one or more of its body as Managing Director(s) for the company for any period and on such terms and conditions as their powers and duties as the Board may determine.

27. Subject to the superintendence, control and directions of the Board, the Managing Directors shall manage the whole of the business of the Company and its affairs, shall exercise all powers, control its finances, appoint and manage employees of all grades and perform all duties generally in relation to the management of affairs and transactions of the Company, as may be proper or expedient and in particular, exercise the power conferred on the Board, except those which can only be exercised by the Board or the Company in general meeting and the Managing Directors shall always act for and on behalf of the Company in the management of its affairs.

DIVIDENDS AND RESERVES

28. The Company in General Meeting may declare dividend which shall not exceed the amount recommended by the Board.

29. The Board may from time to time pay to the member such interim dividends as appear to it justified by the profits of the Company.

30. Notice of any dividends, that may be declared, shall be given to the person entitled to the shares wherein the manner mentioned in the Act.

31. No dividends shall bear interest against the Company.

ACCOUNTS AND AUDIT

32. The Directors shall in accordance with Section 209 of the Act cause proper books of account to be kept (a) of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place.

    a. of a sales and purchases of the goods by the company.

    b. of all the assets and liabilities of the company.

33. The books of account shall be kept at the office of the Company (subject to the provisions of the Act) or at such other place or places as the Board may determine and shall always be opened to the inspection of Board.

    a. The Board shall from time to time determine whether and to what extent, and at what time and under what conditions and regulations the accounts and books of the company, or any of them shall be opened to inspection of the members not being Directors,

    b. No members (not being a Directors) shall have any right of inspection of any account or book or document of the company except as conferred by law or authorized by the Board or by the Company at General Meeting.

34. The first auditor or auditors of the company shall be appointed by the Board within the one month of the date of registration of company and the auditor or auditors so appointed shall hold office subject to the provisions of Section 224 until the conclusion of the first annual general meeting. The Company shall at each annual general meeting appoint an auditor to hold office from the conclusion of that meeting until the conclusion of the next annual general meeting.

35. Unless otherwise determined by the company in the General Meeting the accounts of the company shall annually be closed on the 31st March. Once atleast in a year the accounts of the company shall be audited by one or more auditors appointed at the Annual General Meeting of the Company. The accounts may also be audited for any period less than a year if the Board think fit.

36. Every such accounts and Balance sheets shall be signed on behalf of the Board by the Managing Director and one other Directors and shall be sent to all members along with the report of the Directors and Auditors at least three weeks prior to the Annual General Meeting of the Company.

SECRECY

37. Every Director , Manager, Secretary, Trustees of the Company, its members, debenture holders, Members of the committee, officer servant, Agent, Accountant, or

other person employed in or about the Company, shall , if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and state of account with individual 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 in the discharge of his duties except so far as may be necessary in order to comply with any of the provision contained in the Articles.

INDEMNITY BOND

38. Subject to Section 201 of the Act, the Chairman, Directors, Auditors, Managing Directors and other officers for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs, executors, shall be indemnified out of the assets and funds of the company from or against all bonafide suits, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duties in their respective offices except those done through their willful neglect or default. Any such officer or trustee shall not be answerable for acts, omissions, neglects or defaults of any other officer or trustee.

COMMON SEAL

39. 1) The Board shall provide for the safe custody of the seal of the company.

2) The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf and except in the presence of one Director who shall sign every instrument to which the Seal of the Company is so affixed. The share certificates will, however, be signed in accordance with Rule 6 of the companies (Issue of Share Certificates) Rules, 1960.

WINDING UP

40. 1) On the winding up of the Company, the liquidator may, subject to the provisions of the Act, divide amongst the members in specie or in kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

2) For the purposes 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.

3) 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 as the liquidator shall think fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

SL. No.	Signature, Name, Address, Description and Occupation of Each Subscriber	Signature, Name, Description and Occupation of the Witness
01	Sd..., J.BALAJI S/o. A.M.JANAKIRAMAN 231, 6th Street, Janaki Nagar, Valasarawakkam, Chennai – 87. Business PAN: AEPPJ7090A	All the subscribers are signed before me. Sd.., S.JAGANNATHAN S/o.G.SRINIVASAN NO.10, Ganesh Nagra, II Main Road, Madipakkam,Chennai – 600 091. CHARTERED ACCOUNTANT M.No.209518 PAN: ACKPJ6013A
02	Sd..., B.KOMATHIPRIYA W/o J.BALAJI 231, 6th Street, Janaki Nagar, Valasarawakkam, Chennai – 87. Business PAN: AWTPK3289Q	

PLACE : Chennai

DATE : 28-05-2008

THE LANDLENS SUITE

Eight ways to know a piece of land before you pay for it.

This report covers one part of the picture. These cover the rest, drawn from the same government records, for any property in Tamil Nadu.

LandLens One
Ask anything about a property and get an answer grounded in live government records, with the sources shown.
/landlens/one

Verify My Land
Every record check run on one property and returned as a single report.
/landlens/verify-my-land

Legal Opinion
An advocate's written opinion on the title, built on the records we pull for it.
/landlens

One Map
Every layer on one map: the parcel, its boundary, zoning, water bodies and what sits around it.
/landlens/one/map

PriceMap
What land actually changed hands for around this plot, taken from the registered deeds.
/landlens/pricemap

Build Scope
What you are allowed to build here: floor space, height, coverage and setbacks.
/landlens/build-scope

Property Tracker
Watch a property and hear about it when something new is registered against it.
/landlens/property-tracker

Deal Room
Run the transaction in one place: documents, stamping, signatures and the parties.
/landlens/deal-room

FREE TOOLS · NO ACCOUNT NEEDED

Twenty-four checks you can run yourself, at no cost.

Records and verification

The registers themselves, read for you.

- Encumbrance Certificate
- Patta and Chitta
- Field Measurement Sketch
- EC Analyzer
- Bank charge check
- Court case search
- Seller background check
- Approval check by survey

Value and duty

What it is worth and what it costs to register.

- Guideline value by street
- Guideline value by survey
- Stamp duty and registration fees
- Capital gains
- Floor space index
- Area unit converter

Zoning and land use

What the plan says can happen on this land.

- Land use zone finder
- CMDA land use check
- Coastal regulation zone
- Master plan check
- Water bodies finder
- Airport height clearance

Registers and directories

Who holds it, and which office keeps the record.

- Find your registering office
- Temple property check
- Waqf property check
- RERA register

Every free tool
/tools

Services we run for you
/services

The LandLens suite
/landlens/one

Verified RealEstate™

Every claim in this document traces back to a government record.

- Legal opinions, due diligence and title verification
- Building plan, layout and sub-division approvals
- Completion and occupancy certificates, regularisation
- Escrow, negotiation and NRI property management
- Land survey, soil testing, architecture and construction

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Prepared from the registers named on the page each finding sits on. Where a register could not be read, this document says so in its place rather than leaving the gap to be read as a clean result.