THE COMPANIES ACT, 2013

A

A COMPANY LIMITED BY SHARES

(Incorporated under the Companies Act, 1956)

Memorandum

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Articles of Association

OF

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय कम्पनी रजिरद्वार कार्यालय, परिचन बंगाल

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L45203WB1972PLC028349

मैसर्स CCAPLIMITED

के मामले मे, मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स CCAPLIMITED

जो मूल रुप में दिनांक नौ मई उन्नीस सौ बहत्तर को कम्पनी अधिनियम, 1956 (1958 का 1) के अतंर्गत मैसर्स Central Concrete & Allied Products Limited

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं सा का नि 507 (अ) दिनांक 24.6.1985 एस आर एन A95096145 दिनांक 11/10/2010 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स SHELTER INFRA PROJECTS LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा कोलकाता में आज दिनांक ग्याएह अक्तूबर दो हजार दस को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS Registrar of Companies, West Bengal

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L45203WB1972PLC028349

In the matter of M/s C C A P LIMITED

I hereby certify that C C A P LIMITED which was originally incorporated on Nineth day of May Nineteen Hundred Seventy Two under the Companies Act, 1956 (No. 1 of 1956) as Central Concrete & Allied Products Limited having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A95096145 dated 11/10/2010 the name of the said company is this day changed to SHELTER INFRA PROJECTS LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Kolkata this Eleventh day of October Two Thousand Ten .

(SWADHIN BARUA)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

पश्चिम बंगाल West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता : Mailing Address as per record available in Registrar of Companies office:

SHELTER INFRA PROJECTS LIMITED ETERNITY BUILDING, DN-1, SECTOR - V, SALT LAKE,, KOLKATA - 700091, West Bengal, INDIA

K hwith Director



FRESH CERTIFICATE OF INCORPORATION CONSEQUENT **ON CHANGE OF NAME**

In the Office of the Registrar of Companies, West Bengal, Calcutta. [Under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF CENTRAL CONCRETE & ALLIED PRODUCTS LTD.

I hereby certify that CENTRAL CONCRETE & ALLIED PRODUCTS LIMITED, which was originally incorporated on 9th day of May, 1972 under the Companies Act, and under the name CENTRAL CONCRETE & ALLIED PRODUCTS LIMITED having duly passed the necessary resolution in terms of section 21 of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

Registrar of Companies, W.B., letter No. NCR/CN/28349 dated 24-10- 1997 the name of the said company is this day changed to CCAP LIMITED and this certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at Calculta this day of 5-11-1997 (One thousand nine hundred ninety seven).

Sd/- Illegible Asstt. Registrar of Companies West Bengal

Almost Director

Co. No 21-28349



FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

In the Office of the Registrar of Companies, West Bengal [Under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF 'Central Concrete & Allied Products Private Limited

I hereby certify that Central Concrete & Allied Products Private Limited, which was originaly Incorporated on 9th day of May 1972 under the ‡Companies Act, 1956 and under the name of Central Concrete & Allied Products Private Limited having duly passed the necessary resolution in terms of section 21 of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

The name of the said company is this day changed to **Central Concrete & Allied Products Limited** and this certilicate is issued pursuant to section 23 (1) of the said Act. Given under my hand at Calcutta, 26th day of July 1990 (One thousand nine hundred ninety)



Sd/- Illegible Asstt. Registrar of Companies West Bengal

For SHELTER INFRA PROJECTS LIMITED

Director

*Here give the name of the Company as existing prior to the change.

there give the name of the Act(s) under which the company was originally registered and incoroporated.



Form I. R.

CERTIFICATE OF INCORPORATION

No. 28349 of 1972

I hereby certify that CENTRAL CONCRETE AND ALLIED PRODUCTS PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. I of 1956) and that the Company is Limited.

Given under my hand at Calcutta this Nineth day of May One thousand nine hundred and seventy-two.

Seal of the **Registrar of** Companies West Bengal

Sd /- P. R. MUKHOPADHYAY Registrar of Companies West Bengal

Uhm My Director

Memorandum of Association

OF

SHELTER INFRA PROJECTS LIMITED

(INCORPORATED UNDER THE COMPANIES ACT. 1956)

- 1. The name of the company SHELTER INFRA PROJECTS LIMITED (at the annual general meeting held on 27.9.2010 the name of the company has been changed)
- 2. The resisted office of the company will be situated in the state of west Bengal.
- 3. The objects for which the company is established are all or any of the following.

A. The main objects for which the company to be pursued on incorporation :---

- To produce, manufacture, process and supply standardized massproduced concrete products such as prestressed concrete transmission poles building units railway sleepers prestressed concrete and R.C lighting poles prestressed concrete and R.C.C roffing units and other building units and miscellaneous concrete products like R.C.C and prestressed concrete pipes foamed concrete insulation blocks hollow concrete blocks mile posts sign boards and all other precast concrete products.
- 2. To carry on the business of civil, mechanical, electrical, chemical and sanitary engineers, designers, builders, contractors & erectors.
- 3. To undertake & execute constructional works of all types and particularly to undertake all kinds of mechanical erection contracts &manufacturing of mechanical engineering products which can conveniently be dealt with by the company in connection with its main objects.
- 4. To transfer, impact or use technical know-how which is likely to assist in the manufacture of processing of goods of materials or in the installations for erection of machinery or plant for such manufacturing or processing and undertake consultancy works assignments including project management in all technical financial or other aspects in relation assignments including project management in all technical financial or other aspects in relation relation to all business which company is authorized to carry on.

For SHELTER INFRA PROJECTS LIMITED (Klm) H Director

B. Objects incidental or ancillary to the attainment of the main objects.

- 1. To buy sell manufacture cultivate produce prepare treat repair alter manipulate exchange hire let on hire import export dispose of and deal in all kinds of articles which may be required for any of the business which the Company is authorised by its Memorandum to carry on which may seem capable of or being profitably dealt with or carried on in connection with the said business.
- To carry on any other business manufacturing or otherwise which may appear to the company capable to being conveniently carried on in connection with the above said principal objects or calculated directly to enhance the value or render profitable any of the company's properties of rights.
- 3. To construct acquire establish provide maintain take on hire on lease and administer factories estates railway sidings building yards water reservoir shades channels pumping installations pipe lines garages storage and accommodations of all the descriptions in connection with the business of the company.
- 4. To purchase or otherwise acquire any invention, trade, design, research process the leave or license thereto capable of being used for any of the purpose of the company.
- 5. To apply for tender purchase or otherwise acquire any contract and connections for or in relation to the construction execution carrying out equipment improvement management administration or control of works and conveniences and to undertake execute carry out dispose of or otherwise turn into account the same.
- To construct extend or otherwise alter any building machinery or works which the company may deem proper or necessary.
- 7. To buy lease or otherwise acquire land buildings and other immovable property and to sell lease or otherwise dispose of all or any of the property and savets of the company on such terms and conditions just the company may deem it.
- 8. To draw, make, accept, endorse, discount execute and lance promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 9. To invest and deal with money not immediately required in such manner as may from to time be determined.
- 10. To do or all or any of the matters hereby authorized either alone or in conjuction with or as factors trustees of agents for any other companies or persons or by or through any factors, trustees or agents.
- 11. To establish and maintain any agencies in any part of the world for the conduct of the business of the company or for the sale of any materials or things for the time being at the disposal of the company for sale and to advertise and adopt means of making known or promoting the use of all or any of the manufacturers, products or goods of the company in any way that may be through advisable including the posting of bills in relation thereto or publicity through the media of newspaper radio or television and the issue of circulars, books, pamphlets and price lists, and the conducting of competitions exhibitions and the giving of prizes rewards and donations.
- 12. To promote or concur in the promotion of any company the promotion of which shall be considered desirable and to place or guarantee the placing of underwrite subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

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- 13. To enter into any arrangements with any governments or states or authorities, municipal, local or otherwise that may seem conductive to the company's objects or any of them any rights, privileges and concession which the company may think it desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- 14. To enter into partnership or into any arrangements for sharing profits union of interests, co-operation, joint-adventure, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in, or about to carry on or engage in any business or transation which this company is authorized to carry on or engage in or any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the company and to lend money to guarantee acquire and hold shares or securities of any such person, firm or company to sell, hold re-issue, with or without, guarantee, or otherwise deal with the same.
- 15. To amalgamate with any company or companies or body or concern.
- 16. To promote and form and to be interested in and take hold and dispose of shares in any other company having objects similar, altogether or in part to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit the company and to subsidise or assist any such company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of shares, stocks debenture stock or other securities of such company, to transfer to any such company, to transfer to any such company and property of this company, and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or any such company.
- 17. To pay for any properties, rights or privileges acquired by the company, in shares, or debentures of this company, or partly in shares or debentures and partly cash or otherwise, and to give shares or stock or debentures of this company in exchange for shares, or stock or debentures of any other company.
- 18. To remunerate (by cash or other assets, or by the allotment of full or partly paid shares, or by a call or option on shares, debentures, debenture stock or securities of this or any other company, or in any other manner) any person or persons for services rendered or to be rendered in introducing any property or business to the company, or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, stock, or other securities of the company, or for any other reason which the company may think proper.
- 19. To accept stock or shares or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- 20. To procure the registration or other recognition of the company in any country, state or place, and to establish and regulate agencies for the purpose of the company's business.
- 21. To apply, or join in applying to and obtain from any parliament or legislative authority, government, local, municipal or other authority of body, for any acts of parliament, or other acts of legislature, laws, decress, concessions, orders, rights or privilege or authority that may seem conductive to the company's objects, or any of them or may seem expedient and oppose any proceedings or applications or legislation or grant or withdrawal of any rights, privileges or concessions or any imposition or alteration or cancellation of any taxes or duties or tariffs which may seem calculated directly or indirectly to prejudice the company's interests.

For SHELTER INFRA PROJECTS LIMITED (hend Director

- 22. To open and keep a resister or resisters in any country, states territory, or dominion where it may be deemed advisable to do so and to allocate any number of the shares in the company to such register or resisters.
- 23. To borrow or raise or secure the payment of money, or to receive money on deposit at interest, or otherwise in such manner as the company may think fit, and in particular by the issue of debentures, perpetual or otherwise, including debentures convertible into shares of this or any other company and in security of any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the company, present or future, including its uncalled capital, and to purchase redeem or pay off any such securities provided that the company shall not carry on the business of banking within the meaning of the Banking Company's Act, 1949.
- 24. To lend, or deposit moneys belonging to or entrusted to or at the disposal of the company to such person or company and in particular to customers and others having dealings with the company with or without security, upon such terms as may be through proper and to invest or otherwise employ such moneys in each manner as may be thought proper and from time to time vary such transactions in such manner as the company may think fit.
- 25. To sell and in any other manner deal with or dispose of the undertaking or property of the company, or any part thereof for such consideration as the company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the company.
- 26. To improve, manage, work, develop, exchange, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the property, rights, and concessions of the company.
- 27. To place to reserve or to distribute as dividend or bonus among the members, or otherwise to apply, as the company may from time to time think fit, any moneys received by way of premium on shades or debentures issued at a premium by the company and any moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the company of forfeited shares, or from unclaimed dividends.
- 28. To distribute any of the property of the company amongst the members and creditors, in specie or kind in the event of its winding up.
- 29. To guarantee the performances of the contracts or obligations of any company firm or person, to guarantee the payment and repayment of the capital and principal of interest or premiums payable on any stock shares and securities of any company, firm or persons whether having objects similar to those of this company or not, to give all kind of indemnities and to release or discharge any debt or obligation owing to the company.
- 30. To do all or any of the above things and all such other things as are incidental or may be thought conductive to the attainment of the above objects or any of them in any part of the world and as principles, agents, contractors, trustee or otherwise, and by or through trustees, agents, or otherwise and either along or in conjunction with others and so that the word 'company' in this memorandum when applied otherwise than to this company shall be deemed to include any authority, partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in India or elsewhere.
- C. The other objects for which the company is established are :
 - 1. To carry on all kinds of agency business in which the company is authorized to carry on

business and to take part in the supervision or control of the business of any other company, association, firm or person.

- 2. To carry on the business of manufacturers of and dealers in pharmaceutical, medical, chemical, industrial, and other preparations and articles, compounds cements, oils, paints, pigments and drugs, dyeware and varnishes, paint and colour grinder.
- 3. To carry on business as importers and exporters of goods or merchandise of any description or to act as shippers, underwriters commission agents, brokers, estate agents, financiers, hardware merchants, traders and dealers in articles any type, in which the company is authorized to carry on business.
- 4. To carry on business as financiers and merchants and to undertake and carry on and execute all kinds of financial, commercial trading and other occupations in which the company is authorized to carry on business.
- 5. To carry on all or any of the business of transport, cartage, haulage contractors, garage proprietors, owners and charters of road vehicle aircrafts, ships, tugs, barges and boats of every description, carriage of goods and passengers by road, rail, water or air, carman, stevedores, hauliers, warehousemen, storekeepers and jobmaster.
- To purchase, take on lease, otherwise acquire and hold any land building tenure, taluk, estate and other interest in immovable property for the purpose of the company or otherwise to manage same.
- 7. To purchase, set up, take-on lease hire or otherwise, acquire maintain or work mills and factories, including sugar mill, paper mill, cement factories, oil, flour, rice mill and also works and plants to manufacture any articles, things, commodities, merchandise.
- To subscribe for or invest absolutely or conditionally purchase or otherwise acquire and to hold, dispose of and deal in shares, stocks, debentures and any other securities, obligations of any other company.
- 9. To carry on the business of growers, cultivators, producers, manufacturers, processors, formulators, bottlers, canners, preservers, co-opters, dehydrators, planters, blenders, buyers, sellers, exporters, importers, commission agents, brokers and dealers in all types of vegetables products, food products, agricultural products, natural vegetative products, fruits, plantation crops, textile crops, edible grains or seeds, cultivable seeds, trees, grass, woods timber, seeds of all types, orchard crops, aromatic substances, rubber and other produce of soil, whether of spontaneous growth or not and also to process all these products whether by machines, or by hand or by other processes and for these purposes layout, construct, purchase, take on lease or otherwise acquire, alter, equip, maintain and work estates, land, buildings, vineyards, gardens, godowns, plantations, farms and other places for growing, keeping, brewing, storing, preparing, further processing, cultivation and reproduction of seeds and other reproductive vegetative materials of all types, and for all the products referred above and to render marketable and transport by any means whether in bulk or in packeted or concentrated from all the above mentioned products and to carry on all or any of the business of keepers, warehousemen, manufacturers, producers, growers, importers. exporters, buyers, sellers, agents, merchants, processors, canners, transporters, developers, storages in all kinds of mushrooms, fruits, including coconuts and betel nuts, vegetables, flowers, herbs and other forest products, their stems, roots, leaves, seeds etc. and their various products and by-products like squashes, marmalades, concentrates, juices, ready to serve beverages, syrups, nectars, jam, jelly, pickles, ketchups and other like items.
- 10. To run, buy, sell and deal in poultry farms, eggs, milk and dairy products and to do all activities anciliary thereto, including dealing in oil, butter and other allied products and in particular cream, ghee, cheese, poultry eggs, vegetable oils, vegetable ghee, artificial ghee, spices, table delicacies, bread and manures.

Chunden Director

- 11. To carry on all or any of the business of manufacturers of, importers, exporters, traders and dealers in hires, maintenance and re-pairers of electricals, electronics machinery, equipment, components, electronic goods, clocks, appliances of all kinds and descriptions. including amplitude modulated frequency, modulated phase, modulated single side band receivers, TV, radio, transistors, tape recorders, two in one, public address system, intercom, stereo system, video cassette recorders, monitors, stabilizers, printed circuit board, loud speakers band switches, capacitors, gang, plastic films, ceramic, transformer, main driver, output impedance matching, chokes, coils, resistance, carbon films, metal film, wire bounded variables, tune control, volume control, on and off switches, toggle switches, electronic, mechanical tuners, defections, components yoke, line driver transformer, E.H.T. transformer, line set, connectors, leads, aerials, feeders, transistors, valves, chips, dynamos, conductors, insulators, converters, domestic appliances, gramophones, tapes, telephone equipment and their components ,soldering irons, basket, and hardware of loud speakers and electrical wires, business in the area of information technology and information technology enabling services which would include running the business of developing softwares ,related consultancy, networking, web designing ,data processing and e-commerce, internet and internet portals, e-mail and all types of information technology business and catering to the clients all sorts of services relating to information technology besides trading, purchasing, selling, importing, training, coaching, assembling and dealing in computers and computers peripherals.
- 12. To carry on the business of breeding, hatching, raising, curing, smoking, drying, processing, developing, preserving, freezing, bottling, packing, canning, buying, selling, importing, exporting, broking, producing, procuring, storing, catching, transporting or otherwise dealing in all kinds of marine or sweet water products, crustaceans, mollusca and mammalians including but not limited to fish, shrimps, prawns, lobsters, snails, mussels, crabs, frogs and oysters as well as to set up, establish, lease, take or let on hire, build, own, charter shrimp farms, fish farms ,shrimp hatcheries, fish hatcheries, fish feed plants, and all articles or things manufactured, produced, derived in whole or in part from marine or sweet water products.
- 13. To carry on the business of printers, binders, block makers, designers, type-founders, and to do any other business allied to the above including desk top publishing or which may be conveniently be carried on with the above, specially business of stationers, lithographers, stereo-typers, photographic printers, photo lithographers, chromo-lithographers, engravers, diesinkers, paper board and ink manufacturers and other similar or akin to those or allied to those.
- 14. a) To carry on the business of hotel restaurant, cafe, clubs, tavem, beer house, restaurant room and lodging house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, distillers, and manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements generally, proprietor of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation of all kinds.
- 14. b) To acquire by purchase, lease, exchange or otherwise, land, buildings, and here ditaments of any tenure or description situate in any place in India or outside India and any estate or interest therein, any rights over or connected with land so suitable and to turn the same to account as may be seen expedient and converting the same into hotels and maintaining hotels, restaurants etc.

(At the Annual General Meeting held on 29.09.1997 clause IIIC had been altered by insertion of new sub-clauses 9 to 14. Sub-clause 11 had been modified at the Extraordinary General Meeting held on 07.11.2005)

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IV. The liability of the members is limited.

V.

The Authorized Share Capital of the Company is Rs.20,00,00,000/-(Rupees Twenty Crores only) divided into 2,00,00,000 equity shares of Rs.10/- each with power to sub-divide, consolidate, classify and re-classify and increase or reduce with power from time to time to issue any share of the original capital or any new capital, and to divide the shares for the time being of the company into several classes or stock or shares and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate and any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company."

We. Ihe several persons whose names and addresses are subscribed hereunder are desirous of being formed Into a Company In pursuance of this Articles of Association and we respectively agree to take the number of shares In the Capital of the Company set opposite to our respective names.

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	Names, Addresses And Descriptions of the Subscribers	Number of Equity Shares taken by each Subscriber	Names, Addresses & Descriptions of Witnesses
1.	Subir Kumar Basu Son of Shrl Prafulla Kumar Basu 2/2, Southern Avenue, Calcutta - 26 Occupation - Business	30 (Thirty)	
2.	Subhas Krishna Dutta Son of Late Rebati Raman Dutta 25/1 /A, K. P. Roy Lane Calcutta - 31 Occupation - Business	30 (Thirty)	
3.	Amit Kumar Banerjee Son of Late Kalipada Banerjee 9B, Mohim Halder Street, Calcutta - 26 Occupation - Business	30 (Thirty)	
4.	Chirantan Mukherjee Son of Balaichand Mukherjee P66, Block - B, Lake Town Calcutta - 55 Occupation - Business	30 (Thirty)	Saurindra Nath Chakraborty Tax Consultant 17, Charu Chandra Avenue Calcutta - 33
5.	Arunangshu Ghose Son of Atul Ch. Ghose 94, Saral Chalterjee Road Calcutta - 28 Occupation - Business	30 (Thirty)	
6.	Asamanja Mitra Son of Late Shyamapada Mitra 4, Kaliprasanna Nyaratna Lane Calcutta - 36 Occupation - Business	30 (Thirty)	
7.	Sunil Kumar Sinha Son of Shri Ramani Mohan Sinha 24, Old Ballygunge Road Calcutta -19 Occupation - Business	30 (Thirty)	

210(110110100101)

Dated , The 24th Day of April, 1972

Windly Birector