
MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

RADHA RAMAN DEV PRIVATE LIMITED

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES,
MEMORANDUM OF ASSOCIATION
OF
RADHA RAMAN DEV PRIVATE LIMITED

- I. The name of the Company is **RADHA RAMAN DEV PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in the State of Maharashtra within the jurisdiction of Registrar of Companies, Mumbai.
- III. **[A] The objects to be pursued by the Company on its incorporation are:**

To carry on the business as builders, real estate developers and general construction contractors and own, sell, acquire, process, develop, construct, demolish, enlarge, rebuild, renovate, decorate, repair, maintain, let out, hire, lease, rent, pledge, mortgage, invest, intermediaries, or otherwise deal in construction, and development of all description like land, building, flats, shops, offices, commercial complexes,; market complexes, district centres, Special Economic Zones (SEZ) Industrial Estates, Industrial Parks, Software Park, hotels, motels, cinema houses, theatres, multiplexes, auditoriums, gallery, club houses, resorts, townships, residential complexes, factories, buildings, hospitals, nursing homes, educational and non-commercial complexes, houses, bungalows, clinics, stadiums, sport complexes, godowns, warehouses, college, schools and other immovable properties of any nature and any interest therein, freehold and lease hold, grounds, joggers park, garden, land development rights therein, FSI and developing property in general and to undertake infrastructure projects of construction and developing roads, express ways, , highways, bridges, airports, towers, platforms, railway stations, , Ports, tunnels, pipelines on Build, Own, Operate and Transfer basis (BOOT) and/ or on Build, Operate and Transfer (BOT) basis and/or on Build, Own , Lease and Transfer (BOLT) basis or otherwise and to undertake Front End Engineering and Designing Contract (FEED) and/or Operating & Maintaining Contract (O & M) and/or Lump sum Turnkey Project (LTP)

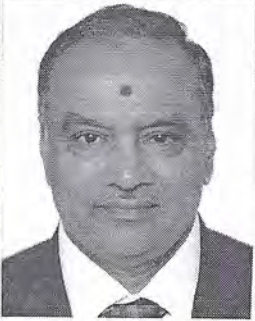

[B] Matters which are necessary for furtherance of the objects specified in clause III A are:

1. To sell, purchase, import, export, take or let on hire or lease, repair, alter, improve, deal in machinery, equipment, implements, tools, accessories, used for developing, growing, raising processing packaging of all kinds of seeds and for attainment of main objects.
2. To provide and arrange for technical training, education, and advice to any person in respect of any matters connected with or incidental to main objects of the company.
- 3) To purchase, take on lease or in exchange or otherwise acquire and/or supervise manage, develop and cultivate farms, agricultural land urban or rural property which the company may think necessary or convenient for the purpose of its business.
- 4) To acquire, construct, carry out, equip maintain, alter, improve, develop, manage, work, control and superintend any electric light or gas works, power plants, telegraphs and telephones and any lands, plantations, reservoirs, waterworks, tanks, bridges, markets worker's houses and bustees, villages, roads, ways, adequate water courses, dykes, drains, wharves dye-works, furnaces, crushing works, hydraulic works, mills, workshops, factories, godowns, warehouses, sheds, dwellings, offices, shops stores, buildings and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the company and to contribute to, subsidies or otherwise aid by taking part in any such operations.
- 5) To buy, sell, plant, cultivate, convert, store, trade in, import, export and generally to deal in all the materials, substances, articles and things capable of being used in any business which the company is competent to carry on and to turn to account, experiment with, render marketable and deal in any of the by-products incidental to or obtained in any of the business carried on by the company.
- 6) To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise and to do all such things as are incidental or conducive to the attainment of the above objects.
- 7) To apply for, purchase, enter into any contract for or otherwise acquire any Indian or foreign patent, brevets invention, monopoly, process, trade mark, right, privilege, concession and conferring any exclusive or non-exclusive right calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licenses irrespective of or otherwise turn to account the property, right or information so acquired.
- 8) To enter into partnership or any joint arrangement or arrangement for sharing profits, union of interest, associations, co-operation, joint venture, reciprocal concessions with any government authority, company (whether incorporated in India or outside of India), firm or person carrying on or proposing to carry on any business with in the objects of the company and to acquire and hold sell, deal with dispose of shares, stocks, debentures or securities in this behalf.
- 9) To enter into, adopt, carry out and give effect to any agreement or arrangement between the company, or any director or member thereof and any government, authority, company (whether incorporated in India or outside of India), firm or person in any way concerning the company or which may seem conducive to the company's objects.

- 10) To pay out of the company's funds the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of the company.
- 11) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the company.
- 12) To purchase or otherwise acquire and undertake all or any part of the business, property, assets and liabilities of any company, firm or person carrying on any business which the company is authorized to carry on or which may seem conducive to the company's objects.
- 13) To open bank accounts and to draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of Exchange, bill of lading, warrants and other negotiable or transferable instruments.
- 14) To invest any moneys of the Company not for the time being required for any of the purposes of the company in such investments other than shares or stock in the company, as may be through proper and to hold, sell or otherwise deal with such investments.
- 15) To create any depreciation fund, sinking fund, insurance fund or any special for other fund, whether for depreciation or for repairing, improving, re-placing, renewing, extending or maintaining any of the properties of the Company or for any other purpose whatsoever deemed beneficial to the company, excluding funds for political purposes, subject to section 182 of the act.
- 16) Subject to section 179 and 180 of the Act, to borrow or raise money on such terms and in such manner as the Company shall think fit, without security or on the security of land, Buildings, Bills of Exchange, Promissory notes bonds warrants, stocks, shares, debentures and book debts of the company and properties of every description or any one or more of them.
- 17) Subject to section 180 of the Act. To sell, improve, alter, manage, develop exchange, mortgage, let (on lease, royalty or tribute), grant license, easements options and other rights over and in any other manner deal with or dispose of the undertaking property, assets, rights and effects of the Company or any part thereof for such consideration as may be through fit and in particular for stocks, shares (whether fully or partly paid up) or securities of any other company.
- 18) To adopt such means of making known the products and activities of the Company as may seem expedient and in, particular by adverting in the press, by circulars pamphlets, hand bills, posters and cinema slides, by purchase and/or exhibition of works of art or interest, publications and organizing and participating in exhibitions.
- 19) To employ, retire, retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, clerks and other employees and to remunerate them at such rates as shall be thought fit.

- 20) To aid, peculiarly or otherwise any association body or movement having for an object the solution, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
 - 21) To establish and support, or aid in the establishment and support of association institutions, funds, trusts and conveniences calculated to benefit persons who are or have been directors or employees of the company or any company which is a subsidiary or associate of the company or the dependents or relatives of such persons and to grant them pensions, gratuities, allowances or other benefits and generally to provide them welfare.
 - 22) Subject to Section 182 of the Act, to subscribe or contribute to any charitable, benevolent or useful objects of public character, support of which will in the opinion of the directors tend to increase the repute or popularity of the company among its employees or the public.
 - 23) To distribute subject to the provisions of Section 63 of the Companies Act any of the property of the company amongst its members in specie or in kind, in the event of winding up of the company.
 - 24) To institute, conduct and defend all actions and legal proceedings against the company and its officers and to refer any claim or demand by or against the company and its officers to arbitration and to perform or challenge the awards if necessary.
- IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Share Capital of the Company is Rs. 1,00,000/- (Rupees One Lakhs only) divided into 10,000 Equity Shares of Rs. 10/- each.

We, the several persons, whose names, address and description 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:

Name, address, description and occupation of each Subscriber	Number of Equity Shares taken by each Subscriber	Signature of subscribers	Signature, name, address, description and occupation of witness.
<p>1] Mr. RAJNIVANIS. Ajmera Nominee of Ajmera Realty & Infra India Limited S/o. Shamalji J. Ajmera Add: B/6, Pramukh Palace Kharole CHS, V.L. Mehta Road, JVPD Scheme vile Park (W) Mumbai : 400 049 occ: Business</p>	<p>01</p>	 <p>Ajnivas</p>	<p>I witness to the subscribers who has subscribed and signed in my presence on 19th September, 2016 at Mumbai, Further I have verified details for identification and satisfied myself of their identification particulars as filled in.</p> <p>Ajmera</p>
<p>2] AJMERA REALTY & INFRA INDIA LIMITED Represented by: Mr. Manoj I. Ajmera as Authorized Representative vide Board Resolution dated 17/09/2016 Add: 2nd Floor, Citi Mall, New Link Road, Andheri (W), Mumbai - 53</p>	<p>9,999 (Nine Thousand Nine Hundred and Ninety Nine only)</p>	 <p>M. I. Ajmera</p>	<p>- Harshini D. Ajmera Company Secretary D/o Shripad Ajmera Add:- "Citimall", New Link Road, Andheri (W), Mumbai - 53 Occupation:- Service</p>
	<p>10,000 (Ten Thousand only)</p>		

Dated: 19th September, 2016
Place: Mumbai.

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES,
ARTICLES OF ASSOCIATION
OF
RADHA RAMAN DEV PRIVATE LIMITED

Preliminary

Table F excluded

- a) The regulations for the management of the Company and for the observance of the members thereof shall be as contained in these Articles.
- b) The regulation contained in Table ' F ' in the First Schedule to the Act (hereinafter referred to as “Table F”) shall be deemed to be incorporated with and to form part of these Articles with the exception of such portions of Table ‘F’ as are hereinafter expressly or by necessary implication excluded altered or modified,

Interpretation

I. (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 regulations become binding on the company.

Private Company

II. 1. The Company is a private company within the meaning of section 2(68) of the Act,

The minimum paid up capital of the Company shall be as may be prescribed, and by its articles:-

- i) Restricts the right to transfer Shares of the Company in the manner herein prescribed.
- ii) Limits the number of members of the Company (exclusive of persons who are in employment of the Company, and 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) to 200 (two hundred); provided that two or more persons holding one or more Shares in the Company jointly, shall for the purpose of these Articles be treated as a single member.

- iii) Prohibits any invitation to the public to subscribe for any securities of the Company.

Share capital and variation of rights

2. 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.
3. (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.
4. (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.
 - (ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.
5. 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.

6. (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 (6) 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.
7. (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 *mutatis mutandis* 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.
8. 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 *pari passu* therewith.
9. 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

10. (i) The company shall have a first and paramount lien—
 - (a) on every share (whether or 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 (whether or not being fully paid shares) standing and registered in the name of a single person, for all 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.

11. 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.

12. (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.

13. (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

14. (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.

- 15.** A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
- 16.** The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 17.** (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.
- 18.** (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.
- 19.** 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

- 20.** (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.
- 21.** 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.

22. 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 subsection (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.

23. 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

24. (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.

25. (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.

26. (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.

- 27.** 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.

Forfeiture of shares

- 28.** 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.

- 29.** 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.

- 30.** 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.

- 31.** (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.

- 32.** (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.
- 33.** (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.
- 34.** The provisions of these regulations as to forfeiture shall apply in the case of non-payment 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.

Alteration of capital

- 35.** 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.
- 36.** 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.
- 37.** 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.

- 38.** 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

- 39.** (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 (i) 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.

40. (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

41. 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

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

(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) Provisions of Section 101 to 107 & Section 109 shall not be applicable to the Company.
- (ii) A general Meeting can be called after giving a shorter notice in such manner as may be decided by the Board.
- (iii) No business shall be transacted at any general meeting unless a quorum of 2 members is present at the time when the meeting proceeds to business.
- 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 may be given as in the case of an original 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.** Provisions of Section 108 shall not be applicable to the Company.
- 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

Proxies

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.

Directors

58. Powers of Company vest in Board

- a) Subject to the provisions of the Act and these Articles, the powers and the control of the Company shall vest in the Board, who may delegate such powers or any part thereof to any Director or a committee of Directors.
- b) The Board, who shall perform their tasks in accordance with these Articles, shall administer the affairs and manage the business of the Company.
- c) The Board shall subject to the provisions of the Act, take all actions authorised by the Memorandum and Articles of the Association of the Company.
- d) Subject to provisions of the Act the Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act or any other Act, or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting,
- e) The Company in General Meeting shall invalidate any prior act of the Board which would have been otherwise valid provided that the Board shall not, exercise the powers which under the Act require the consent of the Company in General Meeting without such consent.
- f) Save as otherwise provided in the Act, and subject to the provisions of section 180 of the Act the Board may, from time to time at its discretion, raise or borrow from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purposes of the Company. The Board may further raise or secure the repayment of such sums or sums in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular, by the issue of any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being and/or by the issue price as they may think fit, the bonds or debentures either secured, charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the directors may think expedient.

59. Number of Directors

Subject to the provisions of these Articles, and until otherwise determined by the Company in General Meeting, the number of the Directors of the Company shall not be less than two and not more than fifteen.

60. Appointment of Directors

- a) Save as otherwise expressly provided in the Companies Act, 2013 and in the articles, the Company in General Meeting shall appoint the directors of the Company.
- b) The Following shall be the first Directors of the Company and shall be deemed to have been appointed in accordance with the provisions of the Act and the Articles.

1. Mr. Rajnikant S. Ajmera

2. Mr. Manoj I. Ajmera
3. Mr. Bandish B. Ajmera
4. Mr. Sanjay C. Ajmera
5. Mr. Nimish S. Ajmera

- c) The First Directors of the Company will be its permanent Directors unless otherwise resigned, or vacate the office or removed by the members in the meeting.
- d) The Company at General Meeting shall have power to appoint permanent Directors, who shall not while holding that office be subject to retire by rotation and shall continue to act as director until he/she voluntarily resigns or dies or retires at his/her own will or removed by the members in the meeting subject to the provisions of section 169 of the Act.
- e) All the other directors who are not the permanent Directors shall be liable to retire by rotation. At every Annual General Meeting, one third of such of the directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one third shall retire from the office. The retiring Director shall retain his office until the conclusion or dissolution of the meeting at which his successor is elected.
- f) The Director(s) to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall unless they otherwise agree amongst themselves, be determined by lot.
- g) No Share qualification shall be necessary for any Director.

61. Alternate Director

The Board may appoint an Alternate Director to act for a Director during his absence for the period of not less than three months from India. (the state or union territory in which meetings of the Board are ordinarily held). Such Alternate Director shall be entitled to receive notices of all meetings of the Directors and to attend and vote thereat while he holds office as an Alternate Director.

62. Additional Director and Filling of Casual Vacancy

The Board shall have power at any time and from time to time, to appoint a person to be a Director either to fill a casual vacancy or as an addition to the Board, provided that the total number of Directors shall not exceed fifteen at any given time. Such additional director shall hold office only upto the date of the next annual general meeting of the Company but shall be eligible for re-appointment by the Company as a director at that meeting.

63. Managing Director

- a) Subject to the provisions of the Act and the Articles and subject to the approval of the members at the General Meeting, the Board shall have the power to appoint

and re-appoint one or more persons as Managing Director or Managing Directors of the Company upon such terms and conditions as the Board thinks fit.

- b) Subject to these Articles, the Board may by a resolution vest in such Managing Director such powers as it thinks fit and such power may be made exercisable for such period or periods and upon such conditions and restrictions as the Board may think fit.
- c) The remuneration of the Managing Director shall be determined by the Board and may be by way of a monthly fee for such meeting or participation in the profits or by any or all these modes, or by any other mode not prohibited by the Act.

The Board shall have the power to remove the Managing Director or fill up a casual vacancy, caused by the death or resignation of the Managing Director

64. Remuneration of Directors

- a) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- b) 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—
 - (i) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - (ii) in connection with the business of the company.

65. The Board may pay all expenses incurred in getting up and registering the company.

66. 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.

67. 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.

Quorum for the Board meeting

68. The quorum for the meeting of the Board shall be 1/3 of the total strength of the Board or two whichever is higher .

Proceedings of the Board

69. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- 70.** (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
- 71.** The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum 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.
- 72.** (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) 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.
- 73.** (i) 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.
- (ii) 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.
- 74.** (i) A committee may elect a Chairperson of its meetings.
- (ii) 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.
- 75.** (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.
- 76.** 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.

- 77.** 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

- 78.** Subject to the provisions of the Act,—

(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.

- 79.** 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

- 80.** (i) The Board shall provide for the safe custody of the seal.

(ii) 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

- 81.** The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- 82.** 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.
- 83.** (i) 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 equalising 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.

- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 84.** (i) 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.
- (ii) 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.
 - (iii) 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.
- 85.** 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.
- 86.** (i) 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.
- (ii) 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.** (i) 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.

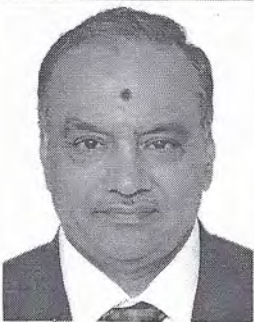

Winding up

- 91.** 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

- 92.** 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.

We, the several persons, whose names, addresses and description are hereunder subscribed below, are desirous of being formed into a Company in pursuance of these Articles of Association.

Name, address, description and occupation of the Subscribers	Signature of Subscriber	of Signature/name/address/Occupation & description of Witness
<p>Mr. Rajnikant S. Ajmera (Nominee of Ajmera Realty & Infra India Limited) S/o, Shamalji J. Ajmera Add:- B16, Bramukh Palde RaPole CHS, VL Mehta Road, JVPD Scheme vile Parle (W) Mumbai :-400 044</p>	 <p>Ajmera RS</p>	<p>I witness to the subscribers who has subscribed and signed in my presence on 19th September, 2016 at Mumbai. Further I have verified details for identification and satisfied myself of their identification particulars as filled in.</p>
<p>2) AJMERA REALTY & INFRA INDIA LIMITED Represented by: Mr. Manoj I. Ajmera, as Authorized Representative vide Board Resolution dated 17/09/2016 Add : 2nd Floor, Citi Mall, New Link Road, Andheri (W), Mumbai - 53.</p>	 <p>M. I. Ajmera</p>	<p>Ajmera Harshini D. Ajmera Company Secretary B/o. Dilip C. Ajmera Add: "Citi Mall", New Link Road, Andheri (W), Mumbai-53 Occupation: - Service</p>

Dated : 19th September, 2016
Place : Mumbai.