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DIGITALLY VERIFIED RECORD

FORM I R.

CERTIFICATE OF INCORPORATION

CIN. U70101TN2004PTC055007

I hereby certify that ROYAL LAND & DEVELOPERS ******
PRIVATE LIMITED **********
****
is this day incorporated under the Companies Act 1956 (No.1 of 1956) and that the Company is Limited.

Given under my hand at CHENNAI

this TWENTY FOURTH / THIRD day of DECEMBER / PAUSA

Two thousand FOUR

One thousand nine hundred and TWENTY SIX (Saka)

SEAL OF THE REGISTRAR OF COMPANIES ★TAMIL NADU★

I. Treenakshi
(S. MEENAKSHI)
Asst.
Registrar of Companies
TAMIL NADU

SCHEDULE I
(See sections 4 and 5)

MEMORANDUM OF ASSOCIATION [MOA]
OF
ROYAL LAND & DEVELOPERS PRIVATE LIMITED

Company Limited by Shares
Incorporated under the Companies Act, 2013
(No. 18 of 2013)

I. The name of the company is "**ROYAL LAND & DEVELOPERS PRIVATE LIMITED**".

II. The registered office of the company will be situated in the State of Tamil Nadu, within the jurisdiction of Registrar of Companies, Chennai.

III.(*a*) The objects to be pursued by the company on its incorporation are:—

1) To acquire by purchase, lease, exchange, hire or otherwise lands and property of any tenure or any interest in the same in India and abroad and to sell, lease, let, hire, or otherwise deal with or dispose of the lands, houses, buildings, and other property or any part or portions thereof belonging to the company or in which the company is in anyway interested or concerned.

2) To carry on the business of real estate, developers and agents, and inter alia, to purchase for investment or resale, and to traffic in land and house or other property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein and generally to deal in, traffic by way of sale, exchange or otherwise with land and house property and to develop and turn to account any land and acquired by 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, any by advancing, money to and entering into contracts and arrangements of all kinds with builders tenants and others.

3) To buy, sell, develop, maintain properties in India and abroad and to take up construction work and act as engineers, consultants, architects, contractors, builders, flat promoters, sub-contractors, manufacturers, distributors of building materials, commission agents and consultant for goods, materials and services relating to the development of the property in regard to residential houses, commercial and Industrial premises, Road, Bridges, shed, Godown.

For ROYAL LAND & DEVELOPERS PVT. LTD. For ROYAL LAND & DEVELOPERS PVT. LTD.

Director Director

4) To build, take on lease, purchase or acquire in any manner whatsoever any apartment, houses, flats, bungalows, row houses, rooms and huts, or other accommodation of residential, commercial, industrial, entertainment use or any other purposes and to let or dispose off the same on any system of installments, payment on hire purchase basis, rent, purchase basis, or buy outright sale or any other arrangement whether by private party or arrange with housing finance companies and institutions or in any other mode of disposition, all or any integral part thereof.

5) To construct, erect, build, repair remodel, demolish, develop, improve, grades, curves, pave, macadamias, cement and maintain buildings, structures, houses, apartments, hospitals, schools, colleges, places of worship, cinema theaters, conference halls, stadium, talkies wedding places, shopping complexes, industrial complexes, hotels, motels, restaurants, dwelling apartments, highways, industrial parks, Amusement parks, Road, paths, platforms, streets, sideways, courts, take on lease, or platforms, street, sideways, court take on lease, or otherwise acquire and hold any lands and prepare layout thereon or buildings, of any tenure, or description wherever situate or rights or interests therein or connected therewith.

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

1. To enter into agreements, franchise agreement and contracts with Indian or Foreign individuals, firms or companies for technical, financial or other assistance or collaboration for carrying on all or any of the objects of the Company.

2. To apply for, purchase or otherwise acquire any trademarks, copy rights, patents, licenses, concessions and the like, concerning any exclusive or non-exclusive or limited rights of any kind which may appear to be necessary or convenient for the business of the Company and to purchase or otherwise acquire any information as to any invention which may seem capable of being used for any of the purposes of the Company.

3. To acquire and take over the whole or any part of the Business, Goodwill, Property and Liabilities of any person or persons, Firm, Corporation or Undertaking, either existing or new engaged in any Business which the Company is authorized to carry on and to pay for the same either in cash or in shares or partly in cash and partly in shares.

4. To amalgamate, enter into partnership or make any arrangements for sharing profits, co-operation, joint venture or reciprocal concession, with any individual person or Company carrying on or engaged in or about to carry on with similar or identical objects.

5. To sell, lease or otherwise dispose of the undertaking of the Company or any part thereof as the Company may deem fit.

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

6. To purchase, take on lease or in exchange, hire, construct or otherwise acquire any movable or immovable properties or any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.

7. To subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purposes or for any exhibition.

8. 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 this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any Company which may be promoted by this Company and to remunerate any person, firm or Company for services rendered in the promotion of the Company or the conduct of its business.

9. To provide for the welfare of the employees (including Directors) or ex-employees of the Company and wives and families or the dependents or relations of such persons by building or contributing to the building of houses, dwellings or quarters or by grant of money, gratuities, pensions, allowances, incentives bonus or any other payments or by creating and subscribing or contributing to provident and other funds, associations, institutions, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries and medical assistance.

10. To invest any money of the Company, not for the time being required, for any of the purposes of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investments subject to the provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

11. To open account or accounts with any bank or banks in the name of the Company and to operate upon the same.

12. To create any depreciation fund, sinking fund, insurance fund, reserve fund or any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining of any of the property of the Company or for any purposes, whatsoever to the interests of the Company.

13. To make, draw, accept, endorse, execute, discount, negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, debentures and other negotiable or transferable instruments subject to the Banking Regulation Act, 1949.

14. To employ or pay experts, foreign consultants, management consultants and others in connection with the prospecting, acquiring, planning, execution, development, delivery and maintenance, training, and consulting, of all or any part of the business which the Company is entitled to carry on.

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

15.To promote any other Company or companies for the purpose of acquiring all or any of the property of the Company or advancing directly or indirectly the objects or interests thereof and to take or otherwise acquire and hold shares in any such Company or companies.

16.To appoint agent, franchise of the Company subject to the provisions of Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

17.To distribute among members in specie or otherwise any property or assets of the Company and particularly the shares, debentures or other securities of any other Company including the Company formed to take over the whole or any part of the assets of this Company, subject to provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

18.To borrow or raise moneys, from commercial banks/financial institutions and/or other companies, or to receive it on deposit at interest or otherwise, and to secure the payment of such money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, stocks, bonds, obligations, notes and securities of all kinds, to mortgage, pledge, guarantee, hypothecate or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled paid capital, by special assignment or otherwise, or to transfer or convert the same absolutely or any interest therein and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

19.To advance, deposit or lend with or without security money, securities, assets and property to or with such person, companies or corporations and on such terms as may seem expedient, to negotiate loans, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable security or documents.

20.To enter into any arrangements with the Government of India or with any states, with any authorities, municipal, local or otherwise or with any other persons, that may seem conducive to the Company's objects or any other and to apply for and obtain and to purchase or otherwise acquire from any such Government, State, authorities or persons, any rights, powers, privileges, decrees, licenses, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carryout exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.

21.To grant licenses or concessions over or in respect of any property or rights of the Company.

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

22.To accept any payment for any property or rights sold or otherwise disposed off or dealt with by the Company either in cash, by installments or otherwise or in fully or partly paid-up shares of any Company or corporation with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or in debentures, debenture stocks or other securities of any Company or corporation or partly in one mode and partly in other and generally on such terms as the Company may adopt.

23.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.

24.To insure the whole or any part of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect , either fully or partially and also to insure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise.

25.To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India and in any or all states, territories, possessions and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.

26.To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any, parts thereof, provided the same be not inconsistent of the Union of India.

IV. The liability of the member(s) 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. 50,00,000/- (Rupees Fifty Lakhs Only) divided into 5,00,000/- (Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only), with power to increase, modify and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may determined under the provisions of the Companies Act 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

We, the several persons, whose names and addresses are subscribed herein 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 opposite to our respective names.

S1.NO	Signature, Name, . Father/Husband's Name, Address, Description and Occupation of Subscribers	No. of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and occupation of Witness
1.	Sd/- **PANNALAL LAKHANI** S/o. Late. MOOLCHAND 47, Hunters Road, CHENNAI 600 112. **BUSINESS**	5000 (Five Thousand Equity Shares)	Both Subscribes Signed Before ME. Sd/- **- LALITH KUMAR A.** S/O.ASHOK CHAND 19/20 General Muthiah Street Chennai – 600 079 **CHARTERED ACCOUNTANT** M.NO.212155
2.	Sd/- **KUSHAL CHAND LAKHANI** S/O.PANNALAL 47, Hunters Road, CHENNAI 600 112. **BUSINESS**	5000 (Five Thousand Equity Shares)	
	TOTAL	---------- - 10,000 (Ten Thousand Equity Shares)	

PLACE : CHENNAI
DATE : 20-12-2004.

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

THE COMPANIES ACT, 2013
(OR ANY RE-ANACTMENT THEREOF)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
ROYAL LAND & DEVELOPERS PRIVATE LIMITED

PRELIMINARY

The regulations contained in Table "F" in Schedule I to the Companies Act, 2013, so far as the same, may be applicable to a Private Company as defined in the Act, shall except, otherwise and to extent provided in these Articles, apply to this Company, in the same manner as if all such regulations of Table F are specifically contained in these Articles.

INTERPRETATION

1. In these regulations:

a) "the Act" means the Companies Act, 2013

b) "the Company" or "this Company" means **Royal Land & Developers Private Limited.**

c) "Directors" means the Directors for the time being of the Company or as the case may be Directors assembled at a Board.

d) "Board of Directors" or "Board" means a meeting of the Directors duly called and constituted or as the case may be, Directors assembled at a Board.

e) "Person" includes Corporation.

f) "The Office" means the registered office for the time being of the company.

g) "Month" shall mean calendar month.

h) "Proxy" includes attorney duly constituted under a Power of Attorney

i) "executed" includes any mode of execution.

j) "holder' in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

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 modifications thereof in force at the date at which these regulations become binding on the Company.

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and which by its articles:

(i) restricts the right to transfer shares of the Company.

(ii) except in case of One Person Company, limits the number of its members to two hundred:

Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member:

Provided further that—

(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,

shall not be included in the number of members; and

(iii) prohibits any invitation to the public to subscribe for any securities of the company;

SHARE CAPITAL AND VARIATION OF RIGHTS

4. The authorised share capital of the Company shall be as per Clause V of the Memorandum of Association of the Company.

5. 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.

6. (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, if any, and shall specify the shares to which it relates and the amount paid-up thereon.

For ROYAL LAND & DEVELOPERS PVT. LTD.

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

(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.

7. (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 (6) and (7) shall mutatis mutandis apply to debentures of the company.

8. Except as required by law, no person shall be recognized 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 recognize (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.

9. (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.

10. (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.

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

11. 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.

12. 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.

TRANSFER OF SHARES

13. (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.

14. 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.

15. The Board may decline to recognize any instrument of transfer unless-

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

TRANSMISSION OF SHARES

16. (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 recognized 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.

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

17. (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.

18. (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.

19. 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.

ALTERATION OF CAPITAL

20. 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.

21. 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;

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

(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.

22. 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.

23. 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.

BUY-BACK OF SHARES

24. 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.

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

GENERAL MEETINGS

25. All general meetings other than Annual General Meeting shall be called extra-ordinary general meeting.

26. (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.

(iii) Atleast seven days notice has to be given for convening the general meeting.

(iv) A shorter notice may also be given after obtaining approval from its members and as required under the act.

EXPLANATORY STATEMENT NEED NOT BE SET OUT

27. The provisions of Section 102 of the Act shall not apply to this Company or to notices issued for convening any general meeting and in particular an "Explanatory Statement" referred to in Section 102 need not be set out in respect of any item of business, ordinary or special.

PROCEEDINGS AT GENERAL MEETINGS

28. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) The quorum for the General Meeting of the Company shall be two members present personally or through proxy.

29. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

30. 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.

31. 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

32. (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.

For ROYAL LAND & DEVELOPERS PVT. LTD. For ROYAL LAND & DEVELOPERS PVT. LTD.

Director Director

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

BOARD OF DIRECTORS

33. The First Directors of the Company are

a) Shri. Pannalal Lakhani
b) Shri. Kushal Chand Lakhani

34. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them.

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

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

36. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

37. 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.

38. 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.

39. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength as prescribed in the Act.

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

ACCOUNTS

40. (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.

INDEMNITY

41. 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.

S1.NO	Signature, Name, Father/Husband's Name, Address, Description and Occupation of Subscribers	Signature, Name, Address, Description and occupation of Witness
1.	Sd/- **PANNALAL LAKHANI** S/o. Late. MOOLCHAND 47, Hunters Road, CHENNAI 600 112. **BUSINESS**	Both Subscribes Signed Before ME. Sd/- **LALITH KUMAR A.** S/O.ASHOK CHAND 19/20 General Muthiah Street Chennai – 600 079 **CHARTERED ACCOUNTANT** M.NO.212155
2.	Sd/- **KUSHAL CHAND LAKHANI** S/O.PANNALAL 47, Hunters Road, CHENNAI 600 112 **BUSINESS**	

PLACE : CHENNAI
DATE : 20-12-2004.

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

For ROYAL LAND & DEVELOPERS PVT. LTD.

Director

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

Verified RealEstate
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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.