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DIGITALLY VERIFIED RECORD

सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Chennai
Block No. 6, B' Wing, 2nd Floor Shastri Bhawan 26, Chennai, Tamil Nadu, India, 600034

Corporate Identity Number: U45100TN2008PTC066067

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s ALMCO PROPERTIES PRIVATE LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 31-08-2019 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Chennai this Tenth day of September Two thousand nineteen.

DS MINISTRY OF CORPORATE AFFAIRS

Digitally signed by DS MINISTRY OF CORPORATE AFFAIRS
DN: c=IN, postalCode=600006, st=Tamil Nadu, street=SHASTRI BHAWAN,HADDOWS ROAD,CHENNAI,CHENNAI, 2.5.4.51=B WING, 2ND FLOOR, SHASTRI BHAWAN 26, o=DEPARTMENT OF CORPORATE AFFAIRS, ou=DS MINISTRY OF CORPORATE AFFAIRS
Reason: I attest to the accuracy and integrity of this document
Date: 2019.09.10 14:42:27 +05'30'

A SEHAR PONRAJ

Registrar of Companies

RoC - Chennai

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

ALMCO PROPERTIES PRIVATE LIMITED

PLOT NO. H, DOOR NO. 2/103, STATE BANK COLONY, OKKIYAM,
THORAIPAKKAM, CHENNAI, Chennai, Tamil Nadu, India, 600097

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Chennai

Block No. 6, B' Wing, 2nd Floor, Shastri Bhawan 26, Haddows Road, Chennai, Tamil Nadu,

Corporate Identity Number : U14102TN2008PTC066067.

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The share holders of M/s ALMCO PROPERTIES PRIVATE LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 30/09/2015 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Chennai this Twenty Nineth day of October Two Thousand Fifteen.

S R RADHIKA
Assistant Registrar of Companies
Registrar of Companies
Chennai

Mailing Address as per record available in Registrar of Companies office:
ALMCO PROPERTIES PRIVATE LIMITED
2/279, VILLAGE ROAD,, OMR, THORAIPAKKAM,,
CHENNAI - 600097,
Tamil Nadu, INDIA

भारत सरकार–कॉर्पोरेट कार्य मंत्रालय

कम्पनी रजिस्ट्रार कार्यालय, तमिलनाडु, चैन्नई, अंदमान और निकोबार द्वीप

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य–खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या : U14102TN2008PTC066067

मैसर्स ALMCO PROPERTIES PRIVATE LIMITED

के अंशधारकों ने दिनांक 29/11/2012 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम,1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम–ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतदद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम–ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

चैन्नई में यह प्रमाण–पत्र, आज दिनांक बीस दिसम्बर दो हजार बारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Tamil Nadu, Chennai, Andaman and Nicobar Islands

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

Corporate Identity Number : U14102TN2008PTC066067

The share holders of M/s ALMCO PROPERTIES PRIVATE LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 29/11/2012 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given at Chennai this Twentieth day of December Two Thousand Twelve.

Registrar of Companies, Tamil Nadu, Chennai, Andaman and Nicobar Islands

कम्पनी रजिस्ट्रार , तमिलनाडु, चैन्नई, अंदमान और निकोबार द्वीप

*Note: The corresponding form has been approved by HENRY RICHARD, Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

ALMCO PROPERTIES PRIVATE LIMITED
FORESTDALE, 3/320 EAST COAST ROAD UTHANDI,
CHENNAI - 600119,
Tamil Nadu, INDIA



प्रारुप 1
पंजीकरण प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या : U45309TN2008PTC066067 2007 - 2008

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

ALMCO PROPERTIES PRIVATE LIMITED

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

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

Form 1
Certificate of Incorporation

Corporate Identity Number : U45309TN2008PTC066067 2007 - 2008

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

Given under my hand at Chennai this Fourteenth day of January Two Thousand Eight.

(KANNAN M)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies
तमिलनाडु, चैन्नई, अंदमान और निकोबार द्वीप
Tamil Nadu, Chennai, Andaman and Nicobar Islands

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:
ALMCO PROPERTIES PRIVATE LIMITED
FLAT G 1. RUBY ENCLAVE, NO.34, BHARADHA MATHA ST,, EAST TAMBARAM,,
CHENNAI - 600059,
Tamil Nadu, INDIA

MEMORANDUM OF ASSOCIATION OF
ALMCO PROPERTIES PRIVATE LIMITED

(A COMPANY INCORPORATED UNDER THE COMPANIES ACT, 1956)
COMPANY LIMITED BY SHARES

I. The name of the Company is "ALMCO PROPERTIES PRIVATE LIMITED".

II. The registered office of the Company will be situated in the State of TAMILNADU.

III. **THE OBJECTS FOR WHICH THE COMPANY IS ESTABILISHED ARE**:

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY:

1. To acquire or purchase landed properties in India either on own or on lease or on hire or on joint venture, for development of the infrastructure such as roads, pavements, parks, electrical networks, water systems, drainage & waste management systems and for construction of buildings in providing residential houses, independent bungalows, multi-storied complexes, group houses, flats, commercial complexes, malls townships and such other structures.

2. To sell, lease out on hire, or on rental basis any of the above properties either in whole or in part

3. To provide operation and maintenance services for the said properties.

4. To purchase, construct, participate and take on lease or otherwise acquire to manage and operate hotels, restaurant, apartments, resorts, spa, drive way inns, tourist homes, refreshment outlets, heritage villages and hamlets.

5. To act as providers & facilitators of India tourism & travel packages through online and other forms of direct reservation systems and through authorized agents in India and abroad. To Carry on the business as tour and travel agents and general sales and handling agents and contractors and to facilitate traveling and to provide for tourists and travelers and promote and organize tours and provisions for convenience of all kinds in the way of through tickets, circulars tickets, sleeping cars and berths, reserved places, hotel and lodging accommodation, guides, safe deposits, enquiry bureau, libraries, reading rooms, baggage transport and otherwise.

6. To carry on all or any of the business of theatre, music hall, concert hall, ballroom, circus and hippodrome, proprietors and agents, box office keepers, showmen, exhibitors, song, music, play, programmes and general publishers and printers, scene, proscenium and general painters and decorators, theatrical and musical agents, caterers for public and private amusements and entertainments of every description.

**** Point No. 7 deleted vide Special Resolution passed by the Shareholders at the Annual General Meeting held on August 31, 2019.***

8. To carry on the business of manufacturers, dealers, traders, distributors, agents, commission agents, exporters, importers, hirers, lessors, lessees representatives, consultants of all types of building materials, building material products, concrete products including ready mix concrete, pre-stressed concrete, concrete slabs and concrete raw materials including pre-mixed materials, building and construction equipments, engineering goods, iron, steel, aluminum and glass and other related construction materials and products and to provide consultancy services in the

areas relating to use of concrete and other building material related issues and to act as executors, contractors, advisors, consultants and brokers on all matters relating to property, urban and town planning, landscaping, architecture, structural engineering, all types of construction activities and enter into contracts for execution of the same and to perform the business of running of batching plants and trade in transit mixtures.**

B. <u>OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS:</u>

1. To enter into a partnership or any arrangement for sharing profits, co- operation, amalgamation, joint ventures, reciprocal concession of otherwise with any person, firm or company engaged business.

2. To open one or more accounts of any kind with any bank or any financial Institutions and to draw, accept discount and negotiate promissory note, hundies, bills of exchange and other negotiable instruments connected with the business of the company.

3. To enter into agreements and contracts with Indian or Foreign individuals, or collaboration companies or other organization for technical, financial or any other assistance for carrying out all or any of the objects of the company.

4. To advertise, exhibit, broadcast and adopt other means of making known the business activities of the company in any way as may be expedient including posting of bills in relation thereto and the issue of circulars, books, pamphlets and price lists and the conducting of competitions, research and developments, demonstrations and the giving of prizes, incentives, rewards and donations.

5. To apply for, purchase or otherwise acquire and protect prolong and renew trademarks, trade names, designs, secret process, patents, patent rights, licenses, protections and concessions which may appear likely to be advantageous or useful to the company and to spend money in experimenting and testing and improving or seeking to improve any patents, invention or rights, which the company may acquire or propose to acquire or develop.

6. To apply for tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, erection, equipment, improvement, administration or control or works and conveniences and to undertake, execute, carryon, dispose or otherwise turn to account the same.

7. To give any guarantee or indemnity for the payment or the performance of any obligation or undertaking.

8. To receive, hold and take charge or money lodged as margins on commercial operations and to remit abroad with necessary approval of the Reserve Bank of India (RBI).

9. Subject to the provisions of the Act, to amalgamate with any other company or companies having objects altogether or impart similar to those of this company.

10. To enter into agreement with any government or authorities, municipal, local or otherwise that may seem conducive to the company's object or any of them and to obtain and to carry out exercise and comply with such arrangement, right, privileges and concessions.

11. Subject to the RBI Regulations, to lend, advance money or to give credit to such person or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the company and to guarantee the performance of any contract or obligation and the payment of money or by any such persons or companies and generally to give guarantees and indemnities.

** **Inserted at the EGM held on 30.09.2015**

12. To explore and secure opening for the employment of capital of the company and other assets and with the view thereto prospect, inquire, examine, explore and test and to dispatch and employ expeditions and other agents.

13. Subject to the RBI Regulations and the provisions of the Companies Act,1956, to secure or discharge any debt or obligation of or binding on the company in such manner as may be thought fit and in particulars by mortgages and charges upon the undertaking and all or any of the assets and property (present and future) and the uncalled capital of the company or by the creation and issue on such terms as may be thought expedient of debentures, debentures stock or other securities of any description of by the issue of shares credited as fully or partly paid up.

14. To appoint Managers for any subsidiary company or of any other company in which this company is or may be interested.

15. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the promotion, formation and registration of the company.

16. Subject to the provisions of the Companies Act, 1956 or re-enactment thereof to invest and deal with moneys of the company in such manner as may deem fit by Directors.

17. To procure, the company to be registered and recognized in any part of the world.

18. To act as event managers for that purpose to establish offices, branches, research centers, educational centers and other such establishments and to let known the objects of the company to every person.

19. To buy and sell foreign exchange in all lawful ways in compliances with the relevant laws of India of the foreign country concerned in the behalf, and generally to invest and deal with the moneys of Company in or upon such securities and in such manner as from time to time be determined.

20. To purchase, take on lease, or otherwise acquire, either absolutely or any limited interest, immovable or movable property of any right or things in action for use in or in connection with business of the Company, and in particular, but without limiting the generally of the word aforesaid any lands, tenements or hereditaments in any part of the world, or any rights or privilege connection therewith, and any patents or patent rights or these similar privileges, and any license authorities whether in trade names or copyrights, and the goodwill or connection any business undertaking and the benefit of any covenants or agreement, positive or restrictive and the right to for and enjoy the benefit of the services of any persons, and ever other kind of advantage or whether personal or attaching to any real personal property and with a view thereto make or acquire the benefit of any conditional or optional contracts or any concessions, licenses agreements covenants, and to construct, maintain, and alter any building or works, necessary or convenient for purpose of the Company.

21. To purchase take on lease or in exchange or under amalgamation license or concession of other absolutely or conditionally, solely or jointly with others and make, construct, maintain work, hold, improve, alter, manage, let, sell, dispose of exchange, roads, canals watercourses, waterway and rights, ways, ferries, piers, wharves, air- ports, aerodromes, lands, buildings and warehouse, electricity and other works factories, mills, workshop, railways, tramways, drainage, sewage works, engines, machinery, equipment and building plants and works of every description kind which may seem calculated directly or indirectly advance the interests of the Company conductive to the attainment of the objects of the company.

22. To apply for purchase of otherwise acquire and protect, prolong and renew in any part of the patent, patent right, brevels of invention, trademarks, designs, licenses, protection, concession and the conferring any exclusive or non-exclusive or limited right to their use or any secret or information as to any invention, process or privilege which may seem capable of being used for the purposes of the company or the acquisition of which may seem calculated directly or indirectly benefit the company and to use, exercise, develop or grant license or privileges in respect in otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.

23. To establish, provide, maintain and conduct, or otherwise subsidies, schools, colleges, research laboratories and experimental workshop for scientific and technical research and experiment undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches both scientific and technical, investigations and inventions by providing subsidising endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration's of scientific or technical professors or teacher and by providing or contributing to the award of scholarship, prizes, grant to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiment, tests, and inventions of any way be considered likely to assist any business which the company is authorised to carry on.

24. To enter into agreement for sharing profits, union of interest, co- operation, joint adventure reciprocal concession, franchise, agency or otherwise with any other person or with any company (whether promoted or formed by the company or transaction which the company as authorised to carry in or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit the company and to lend money to guarantee the contracts of or otherwise assist any such person or company and to take or otherwise acquire and whether by original application or otherwise) shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same.

25. To sublet all or any contracts from time to time and upon such terms and conditions are may be thought expedient.

26. To apply for tender, purchase, or otherwise, acquire any contracts, sub-contracts, franchise, agency, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake execute, carryout, dispose of otherwise turn to account the same.

27. To acquire and undertake the whole or any part of the business, agency or franchise, property and liabilities of any person or company, carrying on business which the company is authorised to carryon, or possessed of property suitable for the purpose of the company.

28. To utilise, develop, carryon, manage, control and turn to account any business property or right of the company whether by employing the same if any other business of the company or by working using carrying on and turning to account the same as a separate undertaking.

29. Subject to the provisions of the Companies Act, 1956 and RBI Regulations, to borrow or raise money or to receive money on deposit for the purposes of the Company, in such manner and upon such terms as may seem expedient, and to secure the repayment thereof and of moneys owing or obligations incurred by the Company, and to create, issue and allot, redeemable or irredeemable bonds, mortgages or their instrument, mortgage debentures such bonds or debentures being made payable to bearer or otherwise and issuable or payable either all or any part of the property and profit of the company both present and future including its uncalled capital.

30. Subject to the provisions of the Companies Act, 1956 and RBI Regulations to negotiate loans for the Company or other person or bodies, to lend moneys, securities and other properties to draw, make, accept, issue, endorse, discount, buy, sell and deal in bills of exchange, promissory note, hundies, drafts, bills of lading, warrants, and other negotiable or transferable instruments, and all kinds of securities and to become sureties and guarantors for any such purposes.

31. Subject to the provisions of the Companies Act, 1956 and RBI Regulations to invest any money of the Company not immediately required for the purpose of the business in such manner as any be thought fit, and to lend money to such terms, with or without security, as may be thought to be for the interest of the company, and in particular to customers of and persons having dealings with the Company or to companies, firms or persons carrying on any business which may be useful or beneficial to this company.

32. Subject to the provisions of the Act, to amalgamate with any company or companies having objects altogether or impart similar to those of this company, or to sell, exchange lease, under lease, surrender, abandon, amalgamate sub-divide, mortgage or otherwise deal with either absolutely conditionally or for any limited interests, all or any part of the undertaking, property, rights or privileges of the company, as a going concern or otherwise, or to with any public body, corporation, company society, or association, or to any person or persons, for such consideration as the company may fit, and in particular for any stock, shares (whether wholly or partly paid), debenture, debenture-stock, securities or property of any other company.

33. To distribute any of the assets or property of the Company among the members in specie or otherwise, but so that no distribution amounting to a reduction of capital be made without the sanction of the Court where necessary.

34. To insure any of the properties, undertaking, contracts, guarantees or obligation of the Company of every nature and kind in any manner whatsoever.

35. To promote, carry on, maintain and develop, trade of all kinds trade, industrial, commercial and financial relations of every kind and description in all matters connected with the main object of the company.

36. To make donations to such persons and in such cases, and either of cash or other assets, as may be thought directly or indirectly conducive to any of the Company's objects, or otherwise expedient and in particular to remunerate any person or corporations introducing business of this company and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition not being one intended to serve the cause of any political party or for promoting any political purpose or for any public, general or other object, and to aid in the establishment and support of associations for the benefit of persons employed by or having dealings with the Company and in particular provident, friendly or other benefit societies and to grant any person, either by way of an annual payment or a lump sum, to any officer or servant of the company, or to his relatives or dependents.

37. Subject to the provisions of the Act to do all or any of the above things in any part of the world, either as principals, agents, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, or otherwise, with power to appoint a trustee or trustees personal or corporate, to hold any property on behalf of the Company and to allow any property to remain outstanding in such trustee or trustees.

38. To take all necessary or proper steps in any legislature (Central or Provisional or State or of a Union Territory) or with the authority, Government local municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of

directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members, and to oppose any steps taken by any person or company, which may be considered likely directly or indirectly to prejudice the interests of the company or its members.

39. To obtain any order or Act of Legislature or Parliament for enabling the company to obtain all powers and authorities necessary or expedient to carry out or extend any of the objects of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which seem calculated directly or indirectly to prejudice the Company's interest.

40. To aid and support pecuniary or otherwise any person, association, body or movement, having for an object the solution, settlement or surmounting of industrial or labour problems or trouble or the promotion of industry or trade concerning the objects or business of the Company or related interests.

41. To subscribe, contribute, pay, transfer or guarantee money for or to dedicate, donate, present or otherwise dispose of either voluntarily or for value, any moneys or properties of the Company to or for the benefit of any national, charitable, benevolent, religious, scientific, public, local general or useful objects, purposes or institutions or to for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or theinterests of its members. No contribution shall, however, be made to any political party or for any political purpose.

42. To grant pensions or other emoluments of gratuities of any employees or ex-employees and to offices and ex-officers (including Director and ex-Directors) of the Company or the relations, connections, or dependents of any such persons, and to establish or supports associations, institutions, clubs, funds, and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and to establish and contribute in accordance with the provision to Section 77(2) of the Act to any scheme for the purchase by trustee of shares in the company to be held for the benefit of the Company's employees and officers and to lend money to the Company's employees and officers and ex-officers (including Directors and ex-Directors) of the Company or the relation, connections or dependents of any such person, by building or contributing to the building of houses or dwellings or quarters or by providing any other amenities and benefits or by creating and from time to time subscribing or contributing to Provident Funds and other Funds, Associations, Institution, Schemes or Trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals, and dispensaries, medical and other attendance and other assistance as the company may from time to time think fit.

43. To refer all questions, disputes arising between the Company and any other person whosoever (other than a Director of the Company) to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon in each case, and such reference to arbitration may be in accordance with the provisions of the Indian Arbitration Act or the Rules of the International Chamber of Commerce relating to arbitration or otherwise.

44. To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising though any audio-visual means, in the press, by circulars, by purchase and exhibition of works or art to interest, by publication of books and periodicals, and by granting prizes, rewards and donation or in any manner considered suitable.

45. Subject to the provisions of the Companies Act, 1956 and RBI Regulations To guarantee the payment of money unsecured by or payable under in respect of promissory notes bonds, debentures, debenture-stock, contract, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever

whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.

46. To promote any other company for the purpose of acquiring all or any of the property and liabilities this company or for any other purpose which may seem directly or indirectly calculated to benefit the company.

47. To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund, or any special of other fund or account whether for repayment or redeemable preference shares, redemption of debenture or debenture-stock for special dividends, for equalizing dividends, for repairing, improving, extending and maintaining any part of the property of the company and/of for any other purpose whatsoever.

48. To dedicate, present, or otherwise dispose of either voluntarily or for value any property of the company deemed to be national, public or local interest, to any national trust, public body, museum, corporation or authority of any trustees for or on behalf of any of the same or of the public.

49. To appropriate use or lay out land belonging to the company for streets, parks, pleasure grounds, allotments and other conveniences and to present any such laid out to the public or to any persons or company conditionally or unconditionally as the company thinks fit.

50. To establish and maintain agencies, branches, places and local register and produce the company registered or recognised and to carry on business in any part of the world.

C. <u>OTHER OBJECTS NOT INCLUDED IN SUB- CLAUSE [A] AND [B] ABOVE:</u>

1. To carry on in India and/or elsewhere in the world as consultants, advisers, planners and co-ordinates for or in respect of any civil, military, industrial, commercial, government, semi-government, local or public construction, projects, engineering and other amenities and/or prepare plans, designs, project schemes, survey reports, valuation reports and generally to act as consultants and valuers in respect of all works and conveniences, to undertake any scheme and/or works and/or plans and/or activities which may appear to the company to be profitable.

2. To manage land, buildings and other properties, whether belonging to the Company or not, and to collect rents and income, and to supply tenants and occupiers and other refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric convenience and other advantages.

IV. The liability of the members of the company is limited.

V. The Authorised share capital of the Company is Rs. 200,00,00,000 (Rupees Two Hundred Crores only) divided into 20,00,00,000/- (Twenty Crores) equity shares of Rs. 10/- (Rupees Ten only) each, with rights, privileges and conditions attached thereto as are provided by the regulation of the company for the time being with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being in accordance with the provisions of the Act. ***

***** Amended wide passing Special Resolution in the EGM held on 13.02.2009.**

VI. We, the several person whose names and Address are subscribed are desirous of being formed into Company in pursuance of this Memorandum of Association and we respectively agree to take the number of the shares in the Capital of the Company set opposite to our respective names.

Sl. No.	Names , addresses, descriptions and occupation of Subscribers	No. of Equity taken by the subscriber	Signature, Name, Address, Description and occupation of Witness
1.	**Sd/-** S. CHANDRASEKERAN S/o Mr. P. SUNDRAVARADAN FLAT G1, RUBY ENCLAVE, NO. 34, BHARATHA MATHA ST, EAST TAMBARAM, CHENNAI – 600059 Occupation – Business PAN No. AGSPC 9312P DIN No. 01865867	5000 (five thousand only)	BOTH THE SUBSCRIBERS TO THE MEMORANDUM OF ASSOCIATION WERE PRESENT AT CHENNAI AND SIGNED BEFORE ME. **Sd/-** A.P Kumar Chartered Accountant, S/o A.D. Padmanaban, No. 12, M.E.S Road, I st Cross Street, East Tambaram, Chennai – 600059. M. No. 020053
2.	**Sd/-** REMINA CHANDRASEKERAN W/o Mr. S.CHANDRASEKERAN Flat G1, Ruby Enclave, NO. 34, BHARATHA MATHA ST, EAST TAMBARAM, CHENNAI – 600059 Occupation – Business PAN No. AGJPC 2332E DIN No. 01865882	5000 (five thousand only)	
	TOTAL NUMBER OF EQUITY SHARES TAKEN	10000 (TEN THOUSAND ONLY)	

Place: Chennai

Date : 03-01-2008

THE COMPANIES ACT 1956
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

ALMCO PROPERTIES PRIVATE LIMITED

TABLE-A TO APPLY:

1. The regulations contained in Table-A in the First Schedule of the Companies Act 1956 and as applicable to a private Company shall, apply to the company, except in so far as they are altered, varied or deleted in these articles, which shall be the regulations for the management of the Company.

IN THESE ARTICLES:

Unless the context otherwise requires,

a. The Company or this company means "ALMCO PROPERTIES PRIVATE LIMITED".

b. The Words or expressions contained in the Article shall bear same as in the Act.

c. "The Act" means the Companies Act, 1956 or any statutory modification thereof and "Section" shall mean a section of the said Company.

d. "The Seal" means the Common Seal of the Company.

e. "Office" means the registered office of the Company.

f. Words importing singular shall include plural and vice versa and words importing the masculine gender shall include feminine and the words importing persons shall include body corporate.

g. "Month" and "Year" means a calendar month and a calendar year respectively.

h. "The Register" means the register of members to be kept pursuant to the Act.

i. Expression referring to "Writing shall be constituted as including reference to printing, lithography, photography and other modes if representing or reproducing words in a visible form.

PRIVATE COMPANY:

2. The Company is a private company within the meaning of Sec 3(1) (iii) of the Act and accordingly:-

   a) The minimum paid-up capital of the company shall be Rs. 1.00 Lakh or such higher amount as may be prescribed.

   b) The right to transfer shares of the company is restricted in the manner hereinafter appearing.

   c) The number of Members of the Company (exclusive of (i) persons, who are in the employment of the company and (ii) persons, who having been formerly in the employment of the company, were Members of the company in that employment and have continued to be members after the employment ceased) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the company jointly they shall be treated as a single Members, and

   d) No invitation shall be issued to the public to subscribe for any shares in, or debentures of the company.

   e) Prohibits any invitation or acceptance of Deposits from persons other than its Members, Directors or their relatives.

3. The business of the company may be commenced immediately on incorporation.

4. Any branch or kind of business which is expressly or by implication authorised to be undertaken by the company may be commenced, undertaken, kept in abeyance or closed by the Board of Directors, at such time or times as they shall think fit.

SHARE CAPITAL:

5. The authorised share capital of the company is Rs.200,00,00,000/- (Rupees Two Hundred Crores only) divided into 20,00,00,000 (Twenty Crore) equity shares, each of Rs.10/- (Rupees Ten only). The company may increase, reduce or in any other way alter or modify the share capital by a special resolution and in accordance with the Companies Act, 1956.

6. The share shall be at the disposal and under the control of the Directors, who may, subject to the provisions of the Companies Act 1956, allot, grant options over or otherwise dispose of the same in such manner as they think proper.

7. A share may be transferred by a member or other person, entitled to transfer, to any member selected by the transferor, but no share shall be transferred to a person who is not a member, unless such person is selected by the Directors as one, whom it is desirable in the interests of the company, to admit to membership and so long as the existing member is willing to purchase the same at a fair value.

8. The directors may in their absolute discretion and without assigning any reason thereof, decline to register any transfer of shares to a person of whom they shall not approve.

9. The Directors may also decline to register any transfer of shares where:
    a) the company has lien on such shares: of
    b) registration of such transfer would cause the number of members of the company to exceed the number permitted in Article.

GENERAL MEETING:

10. Two members personally present shall be a quorum for a general meeting of the company. Section 171(2) of the Companies Act 1956 shall apply in respect of the notice calling for the general body meeting.

11. No member shall exercise any voting right in respect of any shares registered in his name, on which any calls or other sums presently payable by him have not been paid or in regard to which the company has exercised any right or lien.

12. The provisions of sections 173 and 176(2) of the Companies Act 1956, shall not apply to this company.

DIRECTORS:

13. The number of directors of the company shall be not less than two and not more than twelve including all kinds of Directors. Two directors or one third of the total strength, any fraction contained in that one-third is being rounded off as one, whichever is higher, shall form the quorum for a Board Meeting.

14. The first directors of the company shall be:

    1. Mr. S Chandrasekeran
    2. Ms. Remina Chandrasekeran

    All the Directors shall hold office till such time as they resign or vacate the office under Section 283 or 284 of the Act.

15. Board shall have power to appoint additional or alternate directors.

16. Every director shall be paid out of the funds of the company a sitting fee of Rs.1,000/- or as may be fixed by the Board of Directors, for each meeting or the Board of Directors or of any committee of Directors, attend by him or her, and shall also be paid all travel and other expenses, properly incurred for attending and returning from such meeting or in connection with the business of the Company.

17. If any directors being willing, shall be called upon to perform extra or special work or make any special exertions for any of the purposes of the company to give attention to the business and affairs of the company, the Board of Directors may remunerate such director either by way of a fixed sum or a percentage of profits or in any other manner, and may allow to such director, at the cost and expenses of the company such facilities or amenities as the Board of Directors may determine from time to time, subject to the provisions of the Companies Act 1956.

18. A director of the company may hold any office of profit under the company.

19. Save as otherwise expressly provided in the Companies Act, a resolution in writing, signed by all the members of the Board shall be as valid and effectual as if passed at the meeting of the Board duly convened and held.

MANAGING DIRECTOR:

20. The Directors may from time to time appoint one or more of their body to the office of MANAGING DIRECTOR, for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

21. The director or directors so appointed shall not, whilst holding that office, be subject to retirement but his appointment shall be automatically terminated if he ceases from any cause to be a director. If any Managing Director is found guilty of fraud or gross negligence or refuses to comply with the directions of the Board as provided in these articles, he may be revoked from office by a resolution of the Board of Directors.

22. Subject to the general supervision and control of the Board of Directors and subject to the provisions contained in these Articles the business and management of the company shall be conducted and carried on by the Managing Director of the company. For all purposes of the business and management of the company, the Managing Director shall be the administrative head and shall be in full and absolute charge of the management of the properties & the businesses of the company as the case may be.

23. The remuneration of the Managing Director of the company may, from time To time, be fixed by the Board of Directors and may be by way of fixed salary or commission or dividends, profits or turnover of the company, or by participation in any such profits or by any, or all of these modes.

24. The Board of Directors may delegate any or all of their power to any of the directors of the company and may require such director to set for them in their place as Director in charge for such time or times, as may be considered necessary.

25. Notwithstanding anything to the contrary contained in these articles, so long as any monies remain owing by any Financial Institution or Body out of any loans granted by them to the Company or so long as any Financial Institution or Credit Corporation or Body continue to hold debentures in the Company by direct subscription or private placement or so long as the corporation holds shares in the Company as a result of underwriting or subscription or so long any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the company remains outstanding, the Corporation shall have a right to appoint from time to time,

any person or person as a Director or Directors (hereinafter referred to as Nominee Director/s) on a whole-time basis or otherwise, on the board of the Company, and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place.

26. The Board of Directors of the Company shall have no power to remove from office any of the Nominee Directors. At the option of the corporation such Nominee Director/s shall not be required to hold any qualification shares or be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director shall not be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the company.

27. The Nominee Director so appointed shall hold the said office only so long as any monies by way of debenture or loans remain owing as a result of direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability of the company arising out of the Guarantee is outstanding and the Nominee Director so appointed in exercise of the said power, shall ipso facto vacate such office immediately the monies owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures shares in the Company or on the satisfaction of the Company arising out of the Guarantee furnished by the Corporation.

28. The Managing Director shall be entitled to have the conduct and management of the business and affairs of the company and shall be entitled subject to the supervision, control and directions of the Board to exercise the following powers namely.
    a) To manage the affairs of the company and to perform and exercise all the powers, rights and directions assigned to or vested in him/her by these presents or by the Articles of Association and which may, from time to time, be assigned to or vested in him/her by the Board of Directors and/or by the company in General Meeting.

    b) To enter into and become parties to and to sign and exercise all deeds, instruments, contracts, receipts and all other documents or writings on behalf of the Company not required to be executed under its common seal or not otherwise provided for in the Articles of Association of the Company.

    c) To sign, make, draw, accept, endorse or negotiate, sell or transfer on behalf of the Company all Cheques, bills of exchanges, hundies,

drafts, promissory notes, dock warrants, delivery orders, railway receipts, bills of lading and other mercantile documents and other negotiable instruments, Securities and debentures.

d) To become parties to and to present for registration and admit execution of and to do every act, matter or thing necessary or proper to enable registration on behalf of the company of all deeds and instruments whatsoever.

e) To institute, defend, prosecute, conduct, refer or arbitration, abandon and compromise, legal or other proceedings, claims and disputes by or against the Company may be concerned or interested.

f) To receive and give effectual receipts and discharge for all moneys, goods or property payable to or to be received by the company.

g) To convene meetings of the Board of Directors, Committees, Sub-committees of the Directors if any to convene the Annual and Extra-Ordinary General Meetings of the shareholders and to preside over all such meeting as chairman, in the absence of the chairman.

h) To purchase, pay for, acquire, sell, resell, repurchase, import and export, all plant, machinery, raw materials and equipments, finished products and all other articles and things necessary or expedient for or in the course of the business of the company.

i) To take on lease, rent or hire any movable or immovable properties required for the purpose of business of the company at such rent hire charges or consideration and conditions as he/she may think fit.

j) Subject to the approval of the Directors and within such limits as to prices as they may from time to time prescribe to acquire by purchases or otherwise lands, hereditaments, buildings and immovable property of every description and kind.

k) To erect, maintain and extend works, factory buildings, warehouses and buildings and works of every description and kind within such limits, if any, which the Board of Directors may from time to time prescribe.

l) To see, transfer and dispose off immovable properties of the company of every description and kind.

m) To let on hire any movable or immovable properties of the company at such rent hire charges or consideration and for such period and no such terms and conditions as he/she may think fit.

n) To raise or borrow (Otherwise than by debentures) from time to time in the name of the Company or otherwise on behalf of the Company not exceeding the total amount, prescribed from time to time such sum or sums or moneys and on such terms as he/she may think expedient.

o) To insure and keep insured the Company's premises, buildings, plant, materials, equipments and other properties and assets of the Company against loss or damage by fire or other risks to such amount and for such period as he/she may deem proper in the interest of the Company.

p) Within the limits from time to time fixed by the Board of Directors to invest and deal with the money of the Company not immediately required upon investment of such nature including Government Securities as is specified by the Board of Directors from time to time and subject as aforesaid to deposit the same with banks, shroffs or persons and from time to time realise and vary investments.

q) To operate upon and open accounts, current, cash credit, overdraft, fixed or otherwise with any banks or bankers, merchant or merchants or with any company, firm or firms, individual or individuals and to pay moneys into and to draw moneys from any such account or accounts from time to time as he/she may think fit.

r) To attend and vote at all meetings in all bankruptcy, insolvency or liquidation or other proceedings in which the Company may be interested or concerned.

s) To appoint, employ, remove, dismiss, discharge, suspend, re-appoint or re-employ or replace for the management of the business and affairs of the company, officers, clerks. Servants, workmen and other employees, bankers, solicitors, advocates, accountants, architects, valuers, engineers, mechanics, muccadams and other experts of the Company and with such powers and duties and upon such terms as to duration of employment remuneration or otherwise.

t) To delegate to any person all or any of the powers, authorities and discretion for the time being vested in him/her and to revoke or

withdraw all or any powers so delegated by him/her. And also from time to time provide for the appointment of any attorneys or other persons for the management and transactions of the affairs of the company and confer such powers as he/she may think fit and from time to time remove and to appoint another or others in place of any persons so removed.

u) And generally to make all such arrangements and do all such acts, deeds, matters and things on behalf of the Company as may be usual, necessary or expedient in the conduct of management of the business and as are not by the Memorandum and Articles expressly for bidden to be done by the Managing Director and as are not required to be done by the Company in General Meeting or by the Board of Directors.

v) The Managing Director, however, shall not exercise powers to:

i. Make calls on shareholders in respect of moneys unpaid on shares in the company;

ii. Issue debentures;

iii. Except as may be delegated by the Board under Sec. 292 of the Act, invest the funds of the company or take loans or borrow moneys.

SECRETARY:

29. The Directors may, from time to time, appoint and at their discretion remove, a person to perform any or all the functions, which are to be performed by the Secretary and to execute and other duties which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some persons (Who need not be a Secretary) to keep the registers required to be kept by the Company.

INDEMNITY:

30. The directors, auditors and other officers, for the time being of the company and their heirs, executors and administrators respectively or any person employed by the company shall be indemnified out of the assets of the

company, from and against all suits, proceedings, charges, losses or damages and expenses which they or any of them, shall or may incur or sustain by reason of any such act done or omitted in or about the execution of their duty in their respective offices or trusts, except such, if any, as they shall incur or sustain by or through their own willful neglect or default respectively and no such officer or trustee shall be answerable for the acts receipts.

SECRECY:

31. Every director, member or debenture-holder, member of a committee officer, servant, agent, accountant or other person employed in or about the business of the company shall, if so required by the Board of Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties, except so far as may be necessary in order to comply with any of the provisions in these Articles contained.

32. No member or other person (not being a Director) shall be entitled to enter upon the property of the company, to inspect or examine the premises of the Board or to require any information regarding the business of the company or any matter which is or may be of a secret nature which in the opinion of the Board will be inexpedient to communicate.

CAPITALISATION OF PROFITS:

33. (a) (i) That it is desirable to capitalize 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;

(ii) That such sum be accordingly set free for distribution in the manner specified in clause (b) among the members who would have been entitled thereto, if distributed by way of dividend and in the same proportion

(b) The sum aforesaid shall not be paid in cash but shall be applied, Subject to the provisions contained in the Act, whether in or towards;

(i) Partly up any amounts for the time being unpaid on any shares Held by such members respectively.

(ii) Partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (iii) below.

(iii) Paying up in full, un-issued shares of the company to be allotted and distributed and created as fully paid, to and amongst such members in the proportion aforesaid.

SEAL OF THE COMPANY:

34. The seal of the company shall not be affixed to any instrument, except by authority of a resolution of the Board of Directors and except in the presence of at least one Director or Managing Director who shall sign every document to which the seal of the company is so fixed in this presence.

Sl. No.	Names, addresses, descriptions and occupation of Subscribers	Signature, Name, Address, Description and occupation of Witness
1.	Sd/- S. Chandrasekeran S/o Mr.P.Sundravaradan Flat G1, Ruby Enclave, No. 34, Bharatha Matha St, East Tambaram, Chennai – 600059 Occupation – Business PAN No. AGSPC 9312P DIN No. 01865867	BOTH THE SUBSCRIBERS TO THE MEMORANDUM OF ASSOCIATION WERE PRESENT AT CHENNAI AND SIGNED BEFORE ME. Sd/- A.P KUMAR CHARTERED ACCOUNTANT, S/O A.D. PADMANABAN, NO. 12, M.E.S ROAD, I ST CROSS STREET, EAST TAMBARAM, CHENNAI – 600 059. M. NO. 020053
2.	Sd/- Remina Chandrasekeran W/o Mr.S.Chandrasekeran Flat G1, Ruby Enclave, No. 34, Bharatha Matha St, East Tambaram, Chennai – 600059 Occupation – Business PAN No. AGJPC 2332E DIN No. 01865882	

Place: Chennai
Date: 03.01.2008

THE LANDLENS SUITE

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

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

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

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

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

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

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

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

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

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

FREE TOOLS · NO ACCOUNT NEEDED

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

Records and verification

The registers themselves, read for you.

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

Value and duty

What it is worth and what it costs to register.

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

Zoning and land use

What the plan says can happen on this land.

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

Registers and directories

Who holds it, and which office keeps the record.

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

Every free tool
/tools

Services we run for you
/services

The LandLens suite
/landlens/one

Verified RealEstate™

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

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

Verified RealEstate
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hello@verified.realestate
+91 9996 12 9996

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.