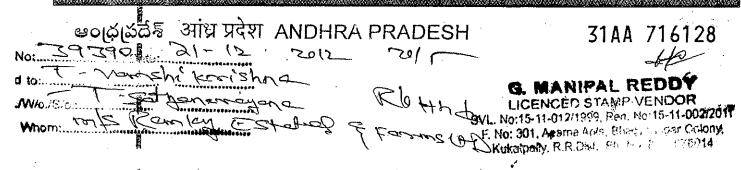
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SALE DEED

This indenture of Sale Deed (hereinafter referred to as "Deed") is made and executed on this 30th day of January, 2013 at Hyderabad.

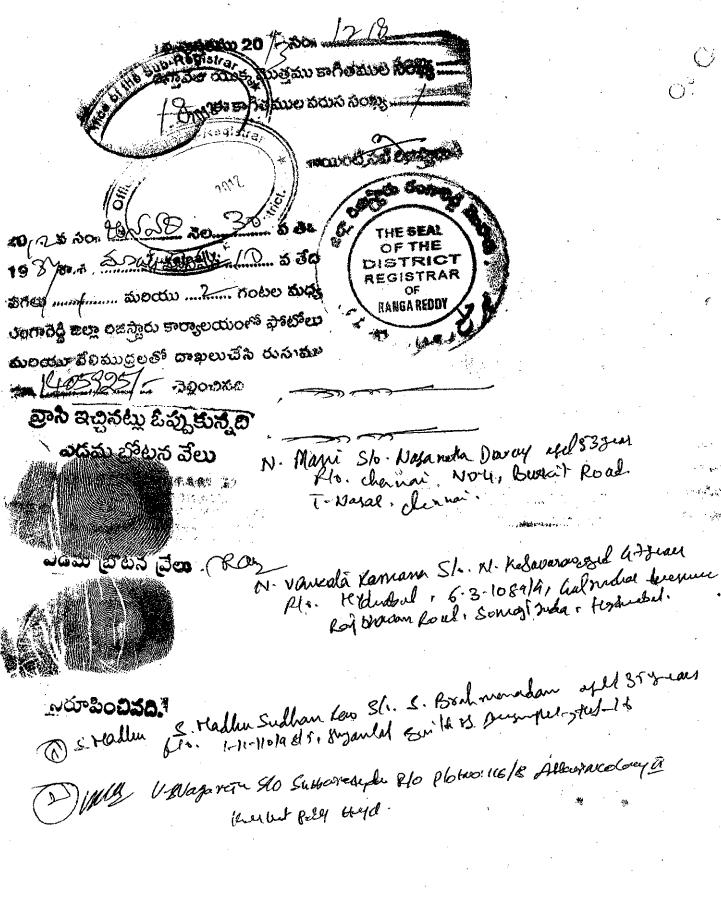
By and Between

M/s. SHRIRAM VENTURE LIMITED (formerly known as M/s. Shriram Entrepreneurial Ventures Limited), a company incorporated under the Companies Act, 1956 and having its registered office at Shriram House, First Floor, No.4. Burkit Road, T.Nagar, Chennai — 600 017, and represented by its Authorised Signatory Sri.N.Mani S/o. Sri.Naganatha Davey, aged about 52 years (Hereinafter referred to as the "FIRST PARTY").

(The expression and term FIRST PARTY shall, unless it be repugnant to the context or meaning thereof, be deemed to include its assignees, respective heirs, legal representatives, agents, attorneys, executors, administrations, successors-in-title).

For SHRIRAM VENTURE LIMITED

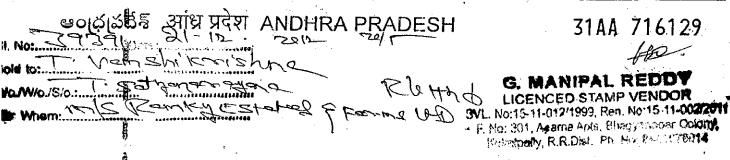
Authorized Signatory



20 / 30 Sept 5 10 30

OJIMEL BRUTATA MA AIRHE 1070) మహిస్పుడ్ యూసుఫ్ జాయింట్ సబ్ లిజస్పేర్-1 రంగారెడ్డి జల్లు.





In favour of

M/s. RAMKY ESTATES & FARMS Ltd., (formerly known as M/s.Ramky Estates & Farms Pvt Ltd.,) a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 6-3-1089/G/11, Gulmohar Avenue, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082, represented by its Authroised Sigantory Sri.N.Venkata Ramana, S/o.Sri.N.Kesavrao aged about 47 years, (herajinafter referred to as the "SECOND PARTY").

(The expression and term **SECOND PARTY** shall, unless it be repugnant to the context or meaning thereof, be deemed to include its assignees, respective heirs, legal representatives, agents, attorneys, executors, administrations, successors-intitle).

| | SHRIRAM VENTURE LIMITED |
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| A | Authorized Signatory |
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TD under section 41 of the i.S Act 1899 and Rs. 14653251.

Towards Registration fee on the chargeable value of

Rs. 98-1/85. 1000 paid by the party through Slanks

vide challan/DD/BC/Pay order No 2002301 1007 3 10073

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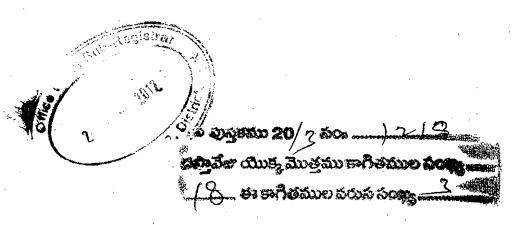
The **FIRST PARTY** and the **SECOND PARTY** are hereinafter individually referred to as "Party" and collectively as "Parties".

WHEREAS.

M/s.SHRIRAM CAPITAL LIMITED (Formerly known as M/s.Shriram Financial Services Holdings Private Limited) a company incorporated under the provisions of the Companies Act, 1956 (hereinafter referred to as the Allottee) was allotted, pursuant to an application dated 30.11.2005 made to APIIC (Andhra Pradesh Industrial Infrastructure Corporation), land admeasuring 3.38 acres corresponding to 16,378 Sq.Yds. in Plot No.31 part and 32 in Survey No.115/22, 115/24 & 115/25 at Financial District, Nanakramguda, Serilingampally, R.R. District and an agreement dated 18.5.2006 for the sale

For SHRIRAM VENTURE LIMITED

Authorized Signatory



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CANADAM SHE CONTRACTOR



31AA 716126

ICENCED STAMP VENDOR

9VL. No:15-11-012/1999, Een. No:15-11-00220

F. Mo: 301, Agama Apis, Bhagyanagar Colony Ortonom, R.R.Dist. Ph No. 94/1675014

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of the land allotted was entered into and was registered as Document No.11682 of 2006 and full consideration was paid and possession of the land was handed over by APIIC to the Allottee for construction of buildings and subsequently a formal sale deed bearing Document No.4064 of 2009 was registered at the office of District Registrar of Ranga Reddy District and the description of the property has been set out in the schedule appended hereunder and herein after referred to as Schedule Property A.

2 The Allottee entered into an Agreement of Sale with the SECOND PARTY November 2007, (which document is validated vide file No.5784/AR/2012 dated 07-12-2012) whereby the Allottee agreed to transfer to the SECOND PARTY an undivided share of land measuring 12738

For SHRIRAM VENTURE LIMITED

Authorized Signatory

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G. MANIPAL REDDY LICENCED STAMP VENDOR No:15-11-012/1999, Ren. No:15-11-002/2010 No: 301, Aparna Apts, Bhagyanagar Colony Kukatpelly, R.R.Dist. Ph. No: 9441678014

Sq.yds,(more fully described in the Schedule Property –B) in the SCHEDULE PROPERTY – A and also pay to the SECOND PARTY a sum of Rs. 14 Crores in consideration of the SECOND PARTY constructing 1.00 lakh sq.ft of built-up space and 45,000 sq.ft of oar park space (more fully described in Schedule Property –C) for the Allottee and it was further agreed that the Allottee permit the SECOND PARTY to construct built up space on the SECOND PARTY's share of undivided share of land with the exclusive rights to its own. Accordingly it is hereby confirmed that the FIRST PARTY shall be the absolute owner of the 98,225 sq.ft of builtup space at 5th, 6th, 7th & 8th Floors in Tower – A and 45000 Sq.ft of space at Cellars with effective Car Parking of 125 Number in basement of Tower – A, which has been

For SHRIRAM VENTURE LIMITED

Authorized Signatory



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- constructed by the SECOND PARTY on the undivided share of land belonging to the FIRST PARTY.
- 3. Pursuant to the same, the SECOND PARTY has completed the construction and fulfilled the terms and conditions agreed under Agreement of Sale dated 05-11-2007.
- 4. The SECOND PARTY having completed the construction in terms of the Agreement of Sale dated 05-11-2007 has now called upon the Allottee to transfer title over a portion of the undivided share of land admeasuring 12835 sq.yds as against 12738 Sq.yds agreed under the Agreement of Sale, to the SECOND PARTY as set out in Schedule Property B besides the amount of Rs.14 Crores already paid in consideration of the construction done by the SECOND PARTY for the Allottee.
- 5. The Allottee has informed that as per a scheme of arrangement u/s. 391 and 394 of the Companies Act 1956 between it and the First Party which scheme has been approved by the Hon'ble High Court of Madras by its order dated 28.3.2012 in Company petition 189 to 191 of 2011, it (the Allottee) has demerged its non financial services division including the Schedule Property A to the First Party and the Allottee which is the demerged company and the First party which is the resulting company have validated the order dated 28.3.2012 vide File No. Hold Ap 12013 dated 30113 by the District Registrar, Ranga Reddy District.

NOW THIS DEED WITNESSETH AND IT IS HEREBY AGREED BY AND BETWEEN THE PARTIES HERETO AS FOLLOWS:

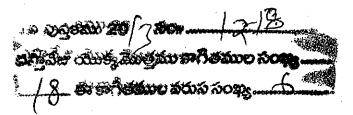
1. The FIRST PARTY has become the owner of the Schedule Property A consequent upon the demerger by the Allottee as per the scheme sanctioned by the Hon'ble Madras High Court by its order dated 28.3.2012 in Company petition 189 to 191 of 2011 which is validated vide File No. 460/12 dated 301/12 by the District Registrar, Ranga Reddy District.

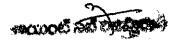
For SHRIRAM VENTURE LIMITED

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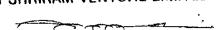
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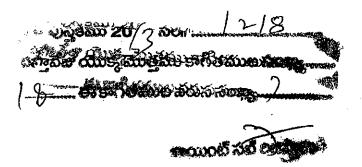






- 2. In pursuance of the offer made by the First Party and acceptance made by the Second Party, the First Party hereby transfers its rights over the SCHEDULE PROPERTY B admeasuring undivided share of land of 12835 sq.yds only to the Second Party and a sum of Rs.14 Crores which has already been paid to the SECOND PARTY as a consideration for the SECOND PARTY for constructing 98,225 sq.ft of built-up space at 5th, 6th, 7th & 8th Floors in Tower A and 45,000 sq.ft of space at Cellars with effective Car Parking of 125 Number at basement of Tower A, on the retained proportionate undivided share of land belonging to the FIRST PARTY admeasuring 3543 sq.yds in the SCHEDULE PROPERTY A as described in Schedule Property C.
- 3. The FIRST PARTY hereby covenants that
 - a. It is the absolute owner of SCHEDULE PROPERTY B which has been demerged in its favour pursuant to the order of the Madras High Court and has every right, competency, authority and power to grant, sell, assign, convey, transfer, and alienate the same absolutely in favour of the SECOND PARTY.
 - b. It has taken necessary approval from the Board towards this transaction with the SECOND PARTY.
- 4. The SECOND PARTY hereby confirms that upon the transfer of the SCHEDULE PROPERTY B by the FIRST PARTY to the SECOND PARTY, the SECOND PARTY has no further claims on the FIRST PARTY as well as the Allottee and they shall have no obligations to pay any further amounts to the SECOND PARTY for the SECOND PARTY having constructed 98,225 sq.ft. of built-up space at 5th, 6th 7th & 8th Floors in Tower A and 45,000 sq.ft of space at Cellars with effective Car Parking of 125 Numbers at basement of Tower A, on the retained proportionate undivided share of land belonging to the FIRST PARTY admeasuring 3543 sq.yds in the SCHEDULE PROPERTY A for the FIRST PARTY as described in Schedule Property C.
- The SECOND PARTY as per the terms and conditions of the Agreement of sale Dated 5-11-2007 has constructed for itself 3.54 lakhs sq.ft comprising at For SHRIRAM VENTURE LIMITED







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Ground, 1st to 4th and 9th floors in Tower – A and total Tower –B with effective Car Parking of 438 numbers on the transferred undivided share of land with its own funds.

SCHEDULE

SCHEDULE PROPERTY - A

All that land and building admeasuring 3.38 Acres of land or 16,378 Sq.Yds situated at Plot No.31 part and 32 in Sy.No.115/22, 115/24, 115/25 at Financial District, Nankramguda, Serilingampally, R.R. District which is bounded by:

NORTH

Existing 24 Mts., Wide Road

SOUTH

Plot No.31/Part & 30 / P

EAST

Plot Nos.27 & 28

WEST

Existing 24 Mts., Wide Road

SCHEDULE PROPERTY - B

All that undivided share of land admeasuring **12,835 Sq.yds** out of 16,378 Sq.Yds at Plot No.31 part and 32 in Sy.No.115/22, 115/24, 115/25 at Financial District, Nankramguda, Serilingampally, R.R. District in the Schedule Property - A.

SCHEDULE PROPERTY - C

All that undivided share of land retained by the FIRST PARTY admeasuring **3543 sq.yds** with Built-up space of 98,225 sq.ft at 5th, 6th, 7th, and 8th Floors in Tower –A and 45000 Sq.ft Space at Cellars with effective Car Parking of 125 Numbers at basement of Tower - A, constructed by the SECOND PARTY in the Schedule Property – A.

For SHRIRAM VENTURE LIMITED

Authorized Signatory





PROPERTY OF THE PROPERTY OF

RULE - 3 - MAIN STATEMENT

| Survey No. | Extent | Rate (Sq.yd) | Total Value (Rs.) |
|--|---------|--------------|-------------------|
| 115/22; 115/24 115/25 (Nanakramguda V) | 12835 | Rs.11,000/- | Rs.14,11,85,000/- |
| Total | 12835 s | q.yds | Rs.14,11,85,000/- |

The Market Value of the property is Rs.14,11,85,000/- and the consideration is Rs.28,11,85,000/- which is higher than the market value and hence the stamp duty, transfer duty and registration fee is paid accordingly amounting to Rs.2,10,88,875/- which is inclusive of user charges of Rs.100/- by way of D.D bearing Nos.002261 for an amount of Rs.2,10,15,000/- dated 03-01-2013 and D.D bearing No.679851 dated 04-01-2013 for an amount of Rs.73,875/- which are drawn on Axis Bank Ltd., Hyderabad Branch, in favour of Joint Sub-Registrar-I, R.O, Ranga Reddy payable at Hyderabad.

In witness whereof the parties herein have executed this deed out of their own free will and consent on the day, month and year first above mentioned in the presence of the following witnesses.

For SHRIRAM VENTURE LIMITED

WITNESSES:

1. S. Hallur

2. Wille

Authorized Signatory

M/s. SHRIRAM VENTURE LIMITED FIRST PARTY

For Ramky Estates & Farms Ltd.

Authorised Signatory M/s. RAMKY ESTATES & FARMS Ltd., SECOND PARTY

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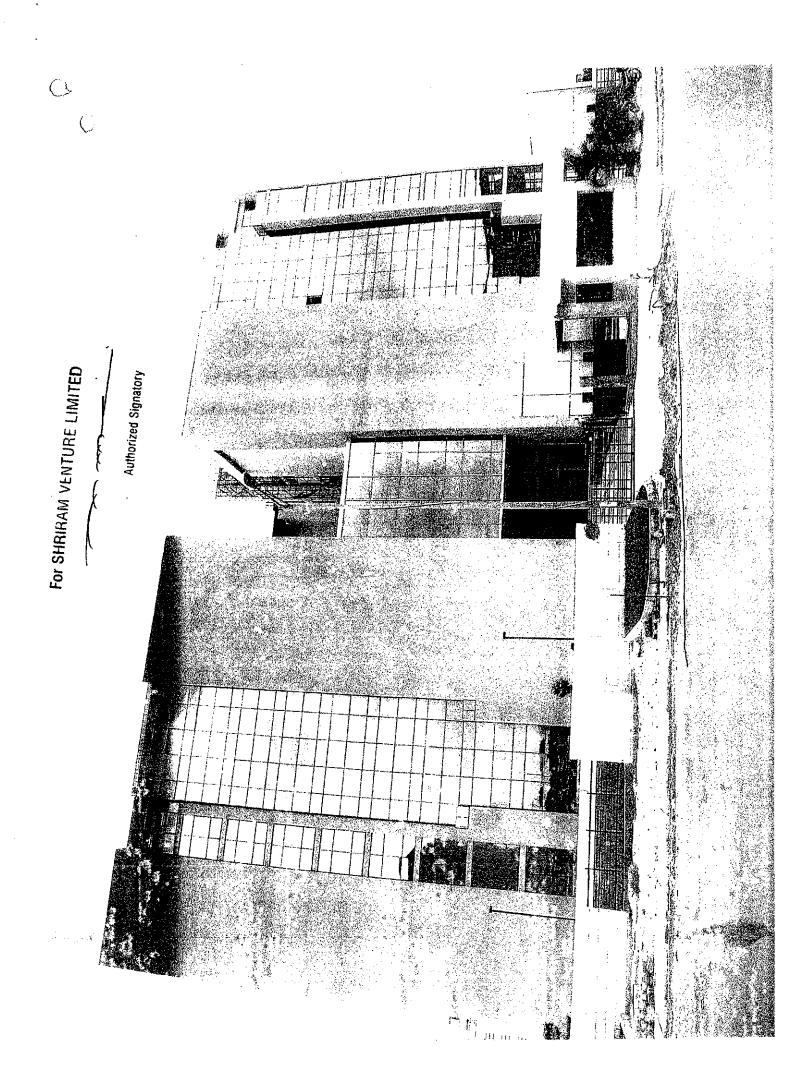
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PHOTOGRAPHS AND FINGERPRINTS AS PER SECTION 32 A OF **REGISTRATION ACT, 1908**

No.

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PASSPORT SIZE PHOTOGRAPH

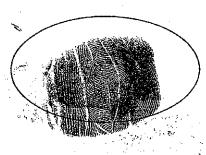
NAME & PERMANENT POSTAL ADDRESS OF PRESENTANT / SELLER / BUYER



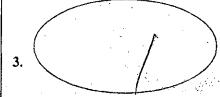


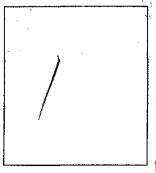
SHRIRAM VENTURE LTO., 1.4. BURKIT ROAD, T. NA GAR, CHENNAI Sep. by its Authorised signalory Yr. N. MANI.





SALS. RAMKY ESTATES & FARMS 150, officeat 6-3-1089/4/11, GULMOHAR AUENUE, RAJ BRAVAN ROAD, SOMATIQUOA, NOERABAD - Supiboils Alphorised Synatory Nr. N. NKATA RAMANA.





For SHRIRAM VENTURE LIMITED

SIGN OF WITNESSES:

1. S. Yaller 2. Will

Authorized Signatory

SIGNATURE OF EXECUTANT(S)

For Ramky Estates & Farms Ltd.

Authorised Signatory

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WITNESSES FORM

PHOTOGRAPHS AND FINGER PRINTS OF WITNESSES AS PER SECTION 32A
OF REGISTRATION ACT, 1908 AS PER C & IG R & S
Circular RC No. G1/7326/2012, dated 30-3-2012

SI.No.

FINGER PRINT IN BLACK INK (LEFT THUMB)

PASSPORT SIZE
PHOTOGRAPH
BLACK & WHITE

NAME & PERMANENT POSTAL ADDRESS OF PRESENTANT/ WITNESSES



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Witness (2):





V. NAGARAJU.

5/0. SUBBARAYUOU.

Plot NO: 116/B ALLWYNEOLONY.T

KUKATPALLY. HYDERABAD

500072.

For SHRIRAM VENTURE LIMITED

SIGNATURE OF WITNESSES:

S. Madley

Authorized Signatory

SIGNATURE OF VENDOR

For Ramky Estates & Farms Ltd.

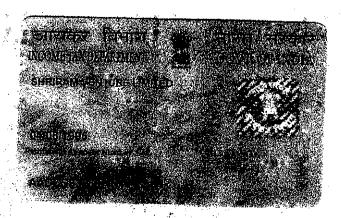
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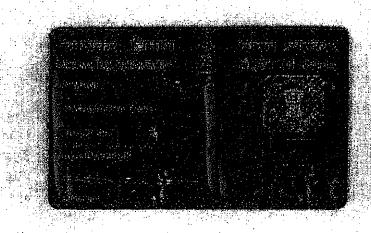






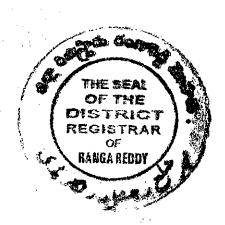
For SHRIRAM VENTURE LIMITED

Authorized Signatory

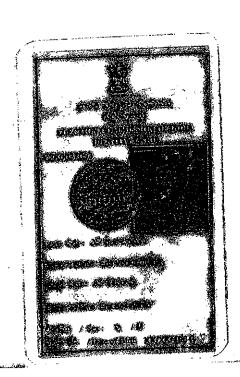


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For Ramky Estates & Farms Ltd.

Authorised Signatory

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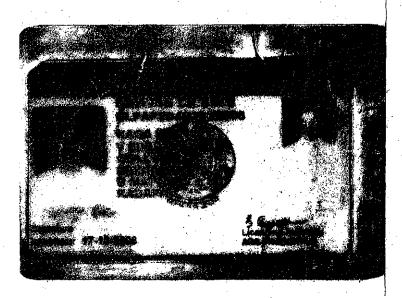
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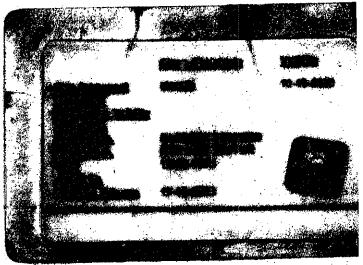
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नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या :U67190TN1995PLC032506

भैसर्स SHRIRAM ENTREPRENEURIAL VENTURES LIMITED

के मामले में, मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स SHRIRAM ENTREPRENEURIAL VENTURES LIMITED

जो मूल रुप में दिनांक चार अगस्त जन्नीस सौ पचानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अतंर्गत मैसर्स RJK CAPITAL LIMITED

के रुप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रुप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पिठत, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं सा का ति 507 अ दिनांक एस आर एन दिनांक 29/11/2012 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित (रुप) में मैसर्स 24.6.1985) B61876793 SHRIRAM VENTURE LIMITED

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

यह प्रमाण-पत्र चैन्नई में आज दिनांक उनतीस नवम्बर 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

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number: U67190TN1995PLC032506

in the matter of M/s SHRIRAM ENTREPRENEURIAL VENTURES LIMITED

I hereby certify that SHRIRAM ENTREPRENEURIAL VENTURES LIMITED which was originally incorporated on Fourth day of August Nineteen Hundred Ninety Five under the Companies Act, 1956 (No. 1 of 1956) as RJK CAPITAL LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B61876793 dated 29/11/2012 the name of the said company is this day changed to SHRIRAM VENTURE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Chennai this Twenty Nineth day of November 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 V ELANGOVAN, Deputy 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).

For SHRIRAM VENTURE LIMITED

कमानी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
SHRIRAM VENTURE LIMITED
NO.4 MOOKAMBIKA COMPLEXLADY DESIKAR ROAD, MYLAPORE - 600004,
MYLAPORE - 600004 - 600004,
Tamil Nadu, INDIA



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Photographs and FingerPrints As per Section 32A of Registration Act 1908

RegNo/Year: 1354/2013

of SRO: 1510

Report Date: 30-JAN-13 01:36 PM

This report prints Photos and FPs of all parties

Execution admitted by (Details of all executants/Claimants of sec 32a):

| SI No | Code | Thumb Impression | Signature * | Photo | Address |
|-------|------|------------------|-------------|-----------------------|---|
| 1 | CL | | (ROW) | [1510=1+20]3=1954]M/S | M/S. RAMKY ESTATES & FARMS LTD RE P BY N. VENKATĄ RAMANA |
| 2 | EX | | | 1510-1-2013-155J M/S | M/S. SHRIRAM VENTURE LIMITED REP BY AUTHORISED SIGNATORY N. MANI HYD, |

Witness 2 Who

Photos and TIs captured by me Caputure of Photos done in my presence



స్తా ప్రాక్షిక్కమొక్షము కాగీతముల సంఖ్య _____ మామే యొక్కమొక్షము కాగీతముల సంఖ్య _____ మామే మాట్లా మా

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