MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PARAMOUNT AVENUES PRIVATE LIMITED



THE COMPANIES ACT, 1956 COMPANY LIMITED BY SHARES MEMORANDUM OF ASSOCIATION

OF

PARAMOUNT AVENUES PRIVATE LIMITED

- I. The name of the Company is PARAMOUNT AVENUES PRIVATE LIMITED
- II The Registered Office of the Company will be situated in the State of Andhra Pradesh.
- III The objects for which the Company is established are:
- A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:
 - 1. To purchase, construct, erect, build, improve, develop, repair, remodel, demolish and/or maintain landed property, plots, buildings, structured houses, apartments, townships, multistoried complexes, landscapes, golf courses, business entertainment infrastructure, convention centers, constructions, properties and to dispose maintain or lease out the same and to Purchase, acquire through lease, exchange or in any other lawful manner any area, land, buildings, structures and to remodel, alter, modify the same into township colonies, habitats, markets or other buildings of convenience and to equip the same with all or any amenities or conveniences, like drainage facility, electricity, digital, telephonic and electronic communication and television installations and to dispose of maintain or lease out the same.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

- 1. To establish, promote or concur in establishing or promoting any Company or Companies having similar objects for the purpose of acquiring all or any of the rights, liabilities and properties of the Company for any other purpose and place or guarantee the placing of, underwrite, subscribe or otherwise acquire all or any part of the shares, debentures of other Company or Companies.
- 2. To purchase or otherwise acquire and undertake the whole or any part of the business property, business goodwill, trade marks, patent rights, assets and liabilities of any firms, company or person carrying on any business which this Company is authorized to carry on or possess or to purchase or acquire any property or right suitable for any of the purposes of the company and to purchase, acquire, sale and deal in property, share, stock, debentures or debenture-stock of any such company or person and to conduct, make our carry into effect any arrangements in regard to the winding up of the business of any such company or person.

- objects or any of them and to oppose any proceeding or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- 10. To amalgamate, enter into partnership or make arrangements for sharing profits, union of interest, co-operations, joint venture, reciprocal concessions or for limiting competitions or otherwise in or about to carry on business or transactions, which the Company is authorized to do.
- 11. To create any depreciation fund, reserve fund, sinking fund, insurance or any other special fund, whether for depreciation or for repairing, replacing, improving, extending or maintaining any of the properties of the Company or redemption of debentures of preference shares or for any other purpose conducive to the interest of the Company.
- 12. To enter into agreements with any Governments to authorities supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concession which the Company may think it desirable to obtain and to carry on, exercise and comply with any such arrangements, rights, privileges and concessions and to approve the grant or any such rights, privileges, or concessions to others.
- 13. To lend and advance surplus money or property, mortgage of immovable property or in hypothecation or pledge of movable property with or without security to such person and member, staff or other person and on such terms as may deem expedient and in particular to customers of and person having dealings with the Company provided the Company shall not carry on the business of Banking as defined by Banking Regulations Act, 1949.
- 14. Subject to the provision of the Act to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- 15. To borrow or raise or secure the payment of money or to receive money or deposit at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit and/or issue at par, premium or discount of debentures, debenture stock, perpetual or otherwise including debentures stock convertible into shares of this or any other company or perpetual annuities and security for any such money so borrowed, raised or received or if any such debenture, or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of this company, present and future, including its uncalled transfer or convey the same absolutely or in trust and to give the tenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, subject to the provisions of sections 58A and directives of Reserve Bank of India.
- 16. To draw, make accept, endorse, discount, issue, negotiate, assign and otherwise deal in cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds of lading, railway receipts, warrants, and all other negotiable or transferable instruments.
- 17. To open, maintain, adjust, close account or accounts with individual firm, Company, with any bank or bankers or shroffs and withdraw money from such accounts.
- 18. To borrow or raise moneys by the issue or sale of any shares, stocks, bonds, debentures, obligations or other securities belonging to the Company and to invest amount so obtained in any of the above or other securities generally and to sell, dispose of or repurchase the same, subject to the provisions of Section 58A and directives of Reserve Bank of India.

or the interest of its business.

- 28. To provide for the welfare of the Directors, Officers, Employee and Ex-Directors, Ex-Officers, and Ex-Employees of the Company and the wives, widows and families the dependents of such person, by building or contributing to the building of house, dwellings, or chawls or by grants, of money, pensions, bonus or other payments, or by creating and from time to time subscribing, donating or contributing to Provident Fund or other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensary.
- 29. To give to any Directors, officers, employees or servants of the Company any share or interests in the profits of the Company's business or any branch thereof, and whether carried on by means or through the agency of any subsidiary company or not and for that purpose to enter into arrangement as the Company may think fit.
- 30. To train or pay for the training in India or abroad of any of the Company's Officers, employees or any candidate in the interests of or for furtherance of the Company's objects and to accept upon remuneration or otherwise apprentices for the purpose of being trained in the business with a view to their subsequent employment by the Company or otherwise.
- 31. To remunerate by cash or otherwise or by other assets or by allotment of fully paid or partly paid shares credit as fully or partly paid up or in any other manner any persons, firms, association or Companies for services rendered or to be rendered in giving technical aid and advice granting licenses or permissions for the use of patents, trade marks, processes and in acting as trustees for debentures holders or debenture stock holders of the Company or for subscribing or agreeing to subscribe subscription whether absolutely or conditionally or for procuring or to procure subscriptions whether absolute or conditional for any shares, debentures, or debenture stock or other securities of the Company or for services rendered in or about the formation or promotion of the Company or for guaranteeing payment of such debenture-stock or other securities and any company promoted by this company or introducing any property or business to the Company or in or about the conduct of the business of this company or interest thereon, subject to provisions of the Act.
- 32. To appoint agents, commission agents, selling agents, sub-agents, delcadre agents, factors, pakka adatias, representatives to establish and maintain agencies, branch places for dealing with all commodities, articles and shares pertaining to the manufacture and/or business of the Company.
- 33. To sell, exchange, lease, under lease, surrender, abandon, amalgamate, absorb or reconstruct, subdivide, mortgage or otherwise deal with either absolutely or conditionally or for any limited interest all or any part of the undertaking, property, rights, or privileges of the company as a going concern or otherwise to any public body, corporation, Company, society or association or to any person or persons for such considerations as the company may think fit and in particular for any stock, shares (whether wholly or partly paid) debentures, debenture stock, securities or

VI. We, the several persons whose names and addresses are hereunder subscribed, are desirous of being formed into a Company in pursuance of the Memorandum of Association and we respectively agreed to take the number of shares in the capital of the Company set opposite our respective names.

S.No	Names, Addresses, Description and occupations Of subscribers with their signatures	No. of Equity shares taken by each of subscriber	Signature, Name, Address, Description and Occupation of witness
1.	SOHAM MODI S/O: Satish Modi Plot no.280, Road No.25, Jubilee Hills, Hyderabad – 500 034. Occ: Business DOB: 18/10/1969 Sd/-	5000 (five Thousnad Only)	Manjeet Bucha S/o: Sri Jatan Lal Bucha 204, Shakti Sai complex, Chapel Road, Hyderabad – 500 001 Company secretary C.P No.4589
2.	Gaurang Mody S/O: Jayantilal Mody Plot No.105, 1st Floor, Sapphire Apartment, Chikoti Garden, Begumpet, Hyderabad – 500 016. Occ: Business Sd/-	500 (Five Hundred Only)	
3.	Modi Housing Private Ltd 5-4-187/3 & 4, Soham Mansion, M. G. Road, Secunderabad – 500 003. Represented by Mr. Gaurang Mody, director) SD/- (GAURANG MODY)	4500 (Four Thousand Five Hundred Only)	
	Total no of equity shares subscribed	10000 (Ten Thousands only)	

Place: Hyderabad

Date: 23-02-2007

INCORPORATED UNDER THE COMPANIES ACT, 1956 (1 OF 1956) COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

PARAMOUNT AVENUES PRIVATE LIMITED

PRELIMINARY

The following Articles shall be regulations for the management of the Company.

- 1. The regulations contained in Table 'A' of the First Schedule to Companies Act, 1956 so far as they are applicable to a private Company shall apply to this Company save in so far they are expressly or by implication excluded by the following articles.
- 2. The Company is a private Company within the meaning of Section 3(1)(iii) of the Companies Act, 1956 and accordingly;
 - (i) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.
 - (ii) The number of members of the Company (exclusive of persons who are in the employment of the Company, and persons who have 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 has ceased) shall be limited to fifty provided that for the purpose of this Article where two or more persons hold one or more Shares in the Company jointly, they shall be treated as a single member; and

- 11. The Shares of any members who is indebted to the Company maybe sold by a resolution of the Directors, to satisfy the Company's lien thereon and be transferred to the name of the purchaser without the consent and notwithstanding any opposition on the part of the indebted member and there after complete title of such share shall pass to the purchaser. Such shares of the indebted to the Company or not, on sale be the absolute property of such person who has so acquired the shares neither shall be bound to see the application of the purchase money nor shall his title to the shares so acquired be affected by any irregularity or infirmity with reference to the proceedings of the sale.
- 12. No sale shall be made under Article 11 unless any part of the debt in respect of which lien exists, is presently payable. Further, such right of sale shall not expiry of 14 days after the service of the notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists, has been served to the registered holder for the time being of the shares or such persons entitled by reasons of this death or insolvency, to the shares.
- 13. The net proceeds of any such sale shall be applied towards the full satisfaction of such debts, liabilities or engagements in respect of which the lien is so exercised and the residue if any, shall be paid (subject to lien of sum not presently payable as existed upon the shares prior to the sale) to such members or his representative entitled to the shares at the time of the sale.

CALLS ON SHARES

- 14. The Directors may from time to time make such calls upon Members in respect of moneys unpaid on the shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.
- 15. a) If a sum called in respect of a share is not paid before or on the day fixed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day fixed for payment thereto the time of actual payment at 18% per annum or at such lower rate, if any, as the Board may determine.
 - b) The Board shall be at liberty to waive payment of any such interest wholly or in part.

16. The Board:

- i) may if it thinks fair, receive from any member willing to advance the same, all or part of the moneys uncalled and unpaid upon shares held by him, and
- ii) upon all or any of the moneys so advanced, may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding, unless the Company in General Meeting shall otherwise direct, 12 percent per annum as may be agreed upon between the Board and the members paying the sum in advance. Provided that money paid in advance of call shall not be entitled to any voting rights in respect thereof or confer any right to dividend or participate in the profits of the Company.

TRANSFER AND TRANSMISSION OF SHARES

17. The instrument of transfer of any share of the Company shall be executed by and on behalf of both the transferor and the transferee. 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.

within which the name, if not accepted wilt be deemed to be declined.

- 20. Board may also decline to recognise any instrument of transfer unless: A fee of Rs.2/- is paid to the Company in. respect thereof; and
- 21. The instrument of transfer is accompanied by the Certificate of shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make transfer.
- 22. No shares shall under any circumstances be transferred to a trust or insolvent or a person of unsound mind and no shares other than fully paid shares shall be transferred to a minor duly represented by Guardian, whether natural or appointed by a court.
- 23.On the death of a member, the survivor or survivors where member was a joint member and his legal representative when he was a sole-holder shall be the only person to be recognised by the Company as having any title in the shares.
- 24. 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 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.
- 25. The Board shall in either case have the same right to decline or suspend registration as it would have if the deceased or insolvent member had transferred the share before his death or insolvency.

FORFEITURE OF SHARES

- 26. If any member fails to pay call on the day appointed for payment thereof, the Directors may, at any time thereafter, serve a notice on him requiring him to pay the call with any interest which may have accrued. The notice shall name a further day (not earlier than the expiration of 14 days from the date of notice) on or before which payment is required by the notice to be made and shall state that in the event of non-payment at or before the time fixed the share in respect of which the call was made will be liable to be forfeited.
- 27. If the requirement of any such notice are not complied with by the member the shares in respect of which a notice has been given may at any time thereafter be forfeited by a resolution of the Board of Directors to that effect.
- 28.A forfeited share may be sold or otherwise disposed of on such terms and in such a manner as the Directors may unanimously decide and at any time before the sale or disposition, the forfeiture may be cancelled on such terms as the Directors may think fit.

ALTERATION OF CAPITAL

29. The Company in general meeting, may from time to time, increase its capital by creating new shares of such amount as may be determined in accordance with the provisions of the Companies Act and the regulations of the Company.

BOARD OF DIRECTORS

- 38. The Company shall have not less then two and not more then twelve Directors including the nominated, technical, special, additional, debenture Directors, if any.
- 39. (i) The first Directors of the Company shall be:
 - 1. Mr. SOHAM MODI
 - 2. Mr. GAURANG MODY
- 40. Any person whether a member of the Company or not may be appointed as a Director and no qualification by way of share holding be required for any Director.
- 41. The Board shall have power to co-opt one or more persons to be directors, but the total number shall not exceed twelve. In the place of the Directors are generally held, the Board may appoint any person to be an alternate Director, provided such absence shall not be for a lesser period than three months and such appointee while he holds office as an alternate Director shall be entitled to notice of all meetings of the Directors and to attend and vote thereat and on all resolutions proposed in circulation, but which the meetings are generally held. An alternate Director appointed under this clause need not be a member of the Company and shall not be required to obtain qualification shares.
- 42.In case the Union Government or any State Government or an Industrial Finance Corporation, or any financial institution sponsored or financed by any of the above Governments, grants loans or accepts participation in the capital of the Company, such Government Corporation shall, if the agreement between it and the Company so provides, be entitled as long as the Company in any fiduciary capacity, to nominate and from time to time, substitute in place of such nominees one or more Directors, to protect the interests of each such Government or Corporation on the Board of Directors of the Company, and while holding such office, such nominees shall not be liable to retire by rotation.
- 43. If any Director appointed by the Company in General Meeting vacates office as a Director before his term of office will expire in the normal course, the resulting casual vacancy may be filled up by the Board meeting of the Board of Directors, but any person so appointed shall retain his office so long as the vacating Director would have retained the same if no vacancy had occurred. Provided that the Board of Directors may not fill such a vacancy by appointing there to any person who has been remove; from the office of Director under Section 284 of the Companies Act, 1956.
- 44. Each Director shall be paid out of the funds of the Company as remuneration for his services such sums not exceeding Rs.250/- as may be determined by the Directors for every meeting of the Director or any committee thereof at which he shall be present in person, besides traveling, hotel and other expenses.
- 45.a) Subject to the provisions of Section 314 of the Companies Act, if any Director shall be appointed to advice the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit which remuneration may be in the

MANAGING DIRECTOR

52. The Board of Directors shall have the power to appoint any of its Directors as Managing Director for conducting the business of the Company upon such terms and conditions as the Board considers appropriate. The Board may delegate such power to the Managing Director as are permitted under the Companies Act, 1956. The managing Director so appointed by the Board shall function subject to the superintendence, control and direction of the Board of Directors

POWER OF THE BOARD

- 53. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company and may exercise all such powers of the Company as are not by the Companies Act, 1956, or any statutory modification thereof for the time being in force, or by these Articles required to be exercised by the Company in General Meeting Subject, nevertheless, to any regulation of these Articles or the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation has to be made.
- 54. Without prejudice to the General Powers conferred by the preceding Article and the other powers conferred by these Articles and subject to the provisions of the Act the Board of Directors shall have the following powers.
 - a) To pay the cost, charges and expenses preliminary and incidental to the promotion, establishment and registration of the Company.
 - b) At their discretion to pay for any property, rights; privileges. acquired by or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon subject always to the liability of the shareholders in regard to the debts of the Company and any such bonds, debentures, or not so charged.
 - c) To take on lease, purchase or otherwise acquire for Company any immovable property, rights or privileges, which the Company is authorised to acquire, at such price and generally on such terms and conditions as they think fit.
 - d) To appoint any person to hold in trust for the Company property belonging to the Company or in which it is interested or for any other purpose, and to execute all such instruments and to do all such things as may be necessary or requisite in relation to any such trust.
 - e) To sell, lease, exchange or otherwise dispose off absolutely or conditionally all or any part of the property and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit.
 - f) To appoint and at their discretion, remove or suspend such agents, managers, secretaries, clerks and servants for permanent, temporary or special service as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such instance and to such amount as they think fit and generally to provide for the management of the Company in

- r) To give credit or deal upon credit with or without security with any persons, including a member of the Company of such amount upon such terms and conditions as they shall think fit.
- s) To call any General Meeting of the Company to transact such business as is mentioned in the notice convening the meeting and
- t) Exercise and to carry into effect any or all of the object and powers mentioned or referred to in the Memorandum of Association.
- 55. The Directors may from time to time at their discretion raise or borrow or secure the payments of any sum or sums of money for the purpose of Company's business and may secure the payment or repayment of such money by mortgage or change upon the whole or any part of the assets and property of the Company (present and future) including uncalled and unpaid capital at so charged.
- 56. Subject to as aforesaid, any bonds, debenture stock or other securities issued by the company shall be under the control of Directors who may Issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
- 57. The Directors may at any time pay or agree to pay any commission which may represent share in the profits of the Company or in any other manner either in lump sum or in yearly, half-yearly or quarterly installments, in consideration of his guaranteeing to Debenture holder or other creditors on behalf of the Company the payment of the face value of the Debentures or other liabilities. Such commission will be payable only out of the profits of the Company.
- 58. Subject to the provisions of Section 58A of the Act and the rules made there under and the directions of R.B.I. The Directors may receive deposits merely for the purpose of financing the business of the Company bearing interest at such rates as the Directors may fix which maybe made payable monthly, quarterly, half yearly or yearly or at the beginning or end of the term for which sums are borrowed.

DELEGATION OF POWERS BY THE DIRECTORS

59. Subject to the provisions of the Act, the Board of Directors may from time to time appoint any executive Director(s) or whole time Director(s) as it thinks fit, subject to such terms and conditions and with such restrictions imposed by the Board with power to vary the same from time to time.

PROCEEDING OF THE BOARD

- 60.i) Subject to the provision of Section 285 of the Act. The Board of Directors may meet to discuss the business matters, adjourn or otherwise regulate its meetings as it thinks fit.
 - ii) A Director or a managing Director upon the request of any Director, may at any time convene a meeting of the Board of Directors by giving a notice to every Director for the time being in India and at his usual address in India.
- 61. The quorum for meeting of the board shall be one-third of its total strength (excluding Directors, if any. whose place may be vacant at the time and fraction contained in that one their being rounded off as one) or two Directors which ever is higher.

declare a smaller dividend. Before declaring any dividend the Company shall have regard to the provisions of Section 205 of the Act.

- 70 Subject to the provisions of Section 208 of the Act, the Company may pay interest on so much of the shares capital as is for the time being up, for the period and subject to the conditions and restrictions mentioned in Section 208 and charge the sum so paid by way of interest, to capital as part of the cost of construction of the work of building or the provision of the plant.
- 71. No dividend shall be payable except in cash provided that nothing shall be deemed to prohibit the capitalization of profits or reserves of the company for the purpose of issuing fully paid up bonus shares or paying up any amount for the same being unpaid on any shares held by the members of 'the Company.
- 72. In case two or more persons are registered as the joint holders of any share, any of such persons may give effectual receipt for all dividends and payments on account to dividends in respect of such shares.
- 73. Any General Meeting declaring dividend, may make a call on the members of such amount as the meeting fixes so that the call on each members shall not exceed the dividend payable to him and that the call be made payable at the same time as the dividend and the dividend may if so arranged between the Company and the member be set off against the call. The making of a call under this Article shall be deemed ordinary business of any ordinary meeting which declare dividend.
- 74. A transfer of shares shall not pass the rights to any dividend declared thereon before the registration of the transfer.

ACCOUNTS AND AUDIT

(A) ACCOUNTS

- 75. Subject to the provisions of Seclion 209 of the Act, Books of account shall be kept at the Registered Office of the Company or at such other place in India as the Directors may think fit.
- 76. The Directors shall, from time to time, determine whether and to what extent and at what time and places and under what conditions or regulation the accounts and books of the Company or any of the them shall be open for inspection by members not being Director. No member (not being a Director) shall have any right to inspect the same except as conferred by the Companies Act or authority by the Board of Directors or by any resolution of the Company in General Meeting.

(B) AUDIT

77. Once at .least in every year the accounts of the Company shall be examined, and the correctness of the balance sheet and profit and loss account shall be ascertained by one or more Auditor or Auditors.

SECRECY

78. No member shall be entitled to inspect the Company's books without permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or any matter which may relate to the conduct of the business of the Company and which in opinion of the Director, it will not be expedient in the interest of the members of the Company communicate to the public.

INDEMNITY

We, the several persons $\,$ whose names and addresses are hereunder subscribed, are desirous of being formed into a Company .

S.No	Names, Addresses, Description and occupations Of subscribers with their signatures	Signature, Name, Address, Description and Occupation of witness
1.	SOHAM MODI S/O: Satish Modi Plot no.280, Road No.25, Jubilee Hills, Hyderabad – 500 034. Occ: Business DOB: 18/10/1969 Sd/-	Manjeet Bucha S/o: Sri Jatan Lal Bucha 204, Shakti Sai complex, Chapel Road, Hyderabad – 500 001 Company secretary C.P No.4589
2.	Gaurang MODY S/O: Jayantilal Mody Plot No. 105, 1st Floor, Sapphire Apartment, Chikoti Garden, Begumpet, Hyderabad – 500 016. Occ: Business Sd/-	
3.	Modi Housign Private Ltd 5-4-187/3 & 4, Soham Mansion, M. G. Raod, Secunderabad – 500 003. Represented by Mr. Gaurang Mody, director) SD/- (GAURANG MODY)	

Place:Hyderabad Date:23-02-2007