



प्रारूप. आई. आर.  
Form I. R.  
निगमन का प्रमाण-पत्र

## CERTIFICATE OF INCORPORATION

ता. \_\_\_\_\_ की सं. \_\_\_\_\_  
No. U70100MH2005PTC 155104 of Date \_\_\_\_\_

मैं एतद्वारा प्रमाणित करता हूँ कि आज \_\_\_\_\_

कम्पनी अधिनियम (1956 का. सं. 1) के अधीन निगमित की गई है और कम्पनी परिसीमित है।  
I hereby certify that UNIQUE MALLS PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता. \_\_\_\_\_ को दिया गया।  
Given under my hand at MUMBAI this THIRD  
day of AUGUST Two Thousand FIVE



  
(P.K. GAICHOR)

कम्पनियों का रजिस्ट्रार  
ASSTT • Registrar of Companies  
Maharashtra, Mumbai

**MEMORANDUM OF ASSOCIATION**

**&**

**ARTICLES OF ASSOCIATION**

**OF**

**UNIQUE MALLS PRIVATE LIMITED**

**THE COMPANIES ACT, 1956**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**UNIQUE MALLS PRIVATE LIMITED**

- I. The name of the company UNIQUE MALLS PRIVATE LIMITED
- II. The Registered office of the company will be situated in the State of Maharashtra i.e., within the jurisdiction of the Registrar of Companies, Mumbai.
- III. The Objects for which the Company is established are :
  - A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
    1. To acquire, develop, improve, build, sell, lease, manage, commercially exploit and otherwise deal in real estate, properties of all nature and description or any rights therein including land, buildings and other estate and realty including shopping malls, commercial and residential complexes.
  - B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:**
    2. To carry on the business of dealing in any materials which may be usefully and conveniently combined with construction, building and development activity of the Company.
    3. To apply for, tender, purchase or otherwise acquire any contracts, subcontracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
    4. To carry on the business of architects, landscape designers, surveyors, valuers, R.C.C. contractors, structural engineers, centering contractors, plumbing and fitting contractors, painting and water proofing contractors, furnishers and interior decorators, electrical and wiring contractors and fabricators.

5. To purchase, take on lease, acquire, exchange and to carry on all or any of the business of properties, workers, owners, hirers and supervisors of manufacturing works, mills, workshop, factories, safe deposit vaults, laboratories, mines, quarries, plantations and other industrial undertakings and to export, import and deal in products and by-products thereof and machines, equipments, accessories and raw materials, required in connection therewith in which the Company is authorized to carry on business.
6. To enter into contracts, agreements and arrangements with any other person, firm, company, body corporate or the statutory body, on behalf of the Company, any of the objects for which the Company is established.
7. To apply for, purchase or otherwise acquire any patent, patent rights, copy right, trademarks, formulae, license, lease, concessions, manufacturing process, know-how, designs, patterns conferring any exclusive or limited right to use any secret or other information as to any invention which may seem capable of being use for any of the purposes of the company or the entities so acquired by the Company.
8. To amalgamate or enter into any arrangement for sharing of profits, entering into partnerships, joint ventures, union of interests, co-operations, reciprocal concessions with and/or to acquire and undertake the whole or any part of the business properties and liabilities of any person or company carrying on the same business or transaction which the company is authorized to carry on or engage in or proposing to carry on any business which the Company is authorized to carry on.
9. To enter into any arrangement with any Government or authority whether municipal, local or otherwise or any person, that may seem conducive to the company's objects or any of them and to obtain from such Government or authority any rights, privileges and concessions which the company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
10. To establish or promote or concur in establishing or promoting a company or a companies having similar objects and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
11. To establish or support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of past or present employees or directors of the company or the dependents of such persons and to grant pensions and allowances, to make payments towards insurance, to subscribe or guarantee money for charitable or benevolent objects or useful objects for general public.
12. To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of the company or for any other purpose which may directly or indirectly benefit the company.

13. To purchase or import, take on lease or in exchange, hire or otherwise acquire and/or give any movable or immovable property and any rights or privileges on lease, hire or otherwise, which the company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the company and in particular any land, buildings easements, machinery, plants, equipments, accessories and stock-in-trade and either to retain any property to be acquired for the purposes of the company's business or to turn the same to account as may be expedient and for that purpose to enter into contracts, agreements and arrangements with any other person, firm, company, body corporate or statutory body corporate.
14. To invest and deal with the moneys of the Company not immediately required in immovable properties, shares, stocks, bonds, debentures, obligation or other securities of any company or association or in Government securities or in current or deposit accounts with banks or on the mortgage of immovable properties of any tenure or on the pledge or hypothecation of movable properties or in any other manner as may from time to time be determined by the Directors of the Company for the time being and from time to time to sell or vary all investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
15. To lend and advance money or give credit to any person or company; to give guarantee or indemnify for the payment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of moneys lent or advanced to, or the liabilities incurred by any person subject to the provisions of the act and on such terms and conditions as may seem expedient and to invest or otherwise employ such monies in such manner as the Directors of the company for the time being may think fit. The company shall not carry on banking business as defined under the Banking Regulation Act, 1949.
16. To let on lease or on hire purchase system or to lend or otherwise dispose off any property belonging to the company and to finance the purchase of any article or articles, whether made by the Company or not, by way of loans or by the purchase of any article or articles and the letting thereof on the hire purchase system or otherwise howsoever.
17. To borrow or raise money(ies) in any manner, whether secured or unsecured, upon such terms and conditions, in such forms and contents and from any source(s) as the Company may deem fit and expedient, in particular by way of issue of debentures, debenture-stocks, perpetual or otherwise or any other bonds or securities and instruments as may be in vogue and prevailing from time to time to create and cause security for the money(ies) so borrowed by way of mortgage, pledge or a charge or otherwise on whole or any part of the property of the Company, present or future, including its uncalled capital and to repay or redeem any such money(ies) and securities in such manner and at such time or from time to time as the Company may deem fit and necessary and expedient.

18. To draw, make, accept, transfer, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, warrants, drafts, letters of credit, dock warrants, railway receipts, transport receipts, warehouse keepers certificates, debentures and other negotiable or transferable instruments and securities.
19. To sell, lease, mortgage or otherwise dispose off the property, assets or undertaking of the Company or any part thereof for such consideration as the Company be think fit.
20. To sell or dispose of, to improve, manage, develop, exchange or otherwise deal with the undertaking, property or rights of the company or any part thereof for such consideration as the company may think fit.
21. To remunerate any person for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital or any debentures or other securities issued by the company.
22. To adopt such means of making known and advertising and publicity of the business and products of the company as may be expedient.
23. To apply for, promote and obtain any order, regulation, or other authorization or enactment which may directly or indirectly benefit the company.
24. To procure recognition of the company in any country or place outside India.
25. To issue or allot fully or partly paid shares in the capital of the company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the company or any services rendered to the company.
26. To take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the company's property of any kind sold by the company or any money due to the company from buyer.
27. To pay out of the funds of the company all or any expenses which the company may lawfully pay for services rendered for formation and registration of the company and for promotion of any other company by it, subject to the provisions of the Act.
28. To produce gas generate electricity necessary for the purposes of the business of the company and process or deal with all products resulting from any ancillary to such production.
29. To insure any of the properties, undertakings, contracts, risk or obligations of the company in any manner whatsoever.
30. To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the company's object or otherwise expedient.

31. To aid and support, any person, association, body or movement, whose object is solution, settlement, or surmounting of industrial or labour problems or the promotion of industry, trade or business of the company or for the promotion of science and technology, cultural activities, sports environment, rural development and other social and welfare activities.
32. To establish or support associations, institutions, schools, hospitals, guest houses, clubs, funds and trusts which may be considered beneficial to any employees or ex-employees and to officers and ex-officers of the company or dependents of any such persons.
33. To undertake and execute any trusts the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
34. To refer or agree to refer any claims, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members of its or their representatives or between the Company and third parties, to observe and perform and to do all acts, deeds, matter and things to carry out or enforce the awards.
35. To refer all questions, disputes or differences arising between the Company and any other person in connection with or in respect of any matter relating to the business or affairs 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 Arbitration and Conciliation Act, 1996 and the rules of the International Chamber of Commerce relating to arbitration, and to institute legal proceedings or defend any proceedings and to appoint advocates, Consultants or Advisors in this behalf, and to do all acts, deeds, matters and things as may be necessary or expedient or to settle mutually any or all such questions, disputes or differences.
36. To negotiate and to enter into collaboration, technical, financial or otherwise with any person or Government for obtaining any grants, license or on other terms, formulae and other rights and benefits and to obtain technical information, know-how and expert advise for the production, manufacture and export/import or purchase of all types of goods which the company is authorized to produce or to deal in.
37. To arrange for the marketing in India and abroad and sale of the products and by products of the Company and purchase of raw materials, goods and articles as are necessary for carrying on the business of the company and for that purpose, either to establish its own shops, agencies or marketing organizations or to appoint selling or buying agents or distributors or both (whether individuals, firms. Or bodies corporate)in any place in or outside India and allot, specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay remuneration to such selling or buying agents or distributors or both by way of such commission or in such other manner as the Company may deem fit.

38. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund whether for repayment of redeemable preference shares, redemption of debentures, or debenture stock, for dividends, for equalizing dividends, for repairing, improving, extending and maintaining any part of the property of the company.
39. To open and operate any type of bank accounts with the Bank and obtain credit facilities with or without securities for its business.
40. To acquire any such shares, stocks, debentures, bonds, mortgages, obligations and other securities by original subscription, tender, syndicate participation, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof.
41. To make advances upon, hold in trust, issue on commission, sell or dispose any of the investments aforesaid.
42. To carry on the business of sending personnel on overseas employment either on permanent or contractual basis and engage such agencies for that purposes as may be expedient and necessary.
43. To build, construct, alter, improve, maintain, enlarge, pull down, remove or replace and to develop, work, manage, carry out and control any buildings including residential complexes, offices, chawls and other works, conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to subscribe or otherwise assist to take part in the construction, improvement, maintenance, development, working, management, carrying out thereof for the business of the Company.
44. To train or pay for training in India or outside India of the company's employees or officers or any candidate in the interest of or furtherance of the company's objects.
45. To establish branches in or outside India for or in connection with any of the objects of the Company.
46. To carry out in India and outside India all or any part of the company's objects as principles, agents, factor, trustee, contractor or otherwise either alone or in conjunction with any other person, firm, association, corporate body, municipal corporation, province or government colony or dependency thereof.
47. To establish research and development centers for the business of the company and to undertake or promote scientific or other type of research relating to any business or class of business in which the company is engaged in.



**C. OTHER OBJECTS ARE:**

48. To carry on the business of importers and exporters, buyers, sellers, distributors, agents, brokers, wholesale and retail dealers of and in men's, women's and children's clothing and wearing apparel of every kind, nature and description including shirts, bush shirts, pyjamas suits, vests, underwear, suits, foundation garments for ladies dresses, brasseries, maternity belts, knee caps, coats, panties nighties and so on.
49. To purchase, sell, import, export, repair or act as retailers in all types of leather garments, boots, shoes, clogs, all kinds of footwear, rubber and plastic goods larts boots tress laces buckles leggings boot polishes purses bags boxes, belts and all kinds of accessories and fittings.
50. To acts as traders and retailers in all types of consumer goods of day to day use or of durable nature.
51. To act as general retailers by opening retail outlet on hire or company owned on all India basis and even abroad wherein goods as mentioned in above clauses are kept for sale.
52. To give franchise to outside retailers or take management contracts of such shops.
53. To establish, maintain, construct, build, hire, buy, sell or otherwise to carry on business in barges, ocean going ships, trawlers, drifters, tugs, and all types and varieties of vessels, manufacture, process, prepare, buy, sell, import, export, acquire and distribute all necessary and convenient equipment engines, tackles, gear, furniture, stores and spares required for maintenance of barges, ocean going ships, trawlers drifters, tugs and to maintain, fit out refit improve, insure, and later, sell, exchange or let out on hire purchase, charter or otherwise deal with and dispose of the ships of the ships vessels barges, trawlers, tugs, etc. or any of the engines tackle, gear future equipment and stores of the Company.
54. To carry on the business of fabricators, molders, manufacturers, inventors and makers of vehicles and to take patents for any of the above and of maintenance of vehicles, to open garages, and also to operate and open shops and establishment for supply of spares, oils, tires, tubes, lubricants and other accessories relating to vehicles.
55. To carry on the business of mechanical engineers, electrical engineers, iron founders, manufacturers of machinery, machine tools and implements of all kinds, tool makers, assemblers, brass founders, metal founders, metalworkers, boilers makers, millwrights, iron and steel converters, smiths, painters, metallurgists, tube makers, galvanizes, electroplates, water works engineers, gas generators, farmers, printers and to buy, sell, manufacture.
56. To carry on the business of manufacturers, suppliers, buyers, sellers, importers, exporters of and dealers in all kinds of engineering tools, pipes & bearings, nut bolts washers, fasteners, precision tools, dynamos, pumps, accumulators, cylinders sheets.

57. To carry on the business of ready-made or made to measure garments, garment manufacturers, drapers and Hoosiers, clothes, dressmakers, costumes, dress agents, tailors and cutters, generally and manufacturers of and dealers in tapestry, needle work, neckwear, ties, collars, cuffs, scarves, tinsel fabrics and thread and all articles of wearing attire for personal or household use decoration of ornament.
58. To carry on the business of dyeing, bleaching, mercerizing, calendaring, printing, combing, preparing, spinning, weaving, manufacturing, selling, buying and otherwise dealing in yarn, linen, cloth and other material.
59. To carry on the business of printers, engravers, designers, publishers, book and print sellers, book-binders and art journalists and the business of manufacturers and distributors of and dealers in engravings, prints, pictures, drawings any written, engraved, printed productions.
60. To carry on the business as traders importers and exporters of and dealers in aluminium utensils, steel utensils and all other such types of utensils and kitchen requisites of all types.
61. To act as business consultants to give advice to engage in dissemination of information in all aspects of business organization and industry and to advise upon the means and methods for extending and developing systems or processes relating to production, storage, distribution, marketing and securing or orders for sale of goods in India and abroad and / or relating to the rendering or services.
62. To carry on the business of running motor lorries, motor taxis, mini buses and conveyances of all kinds and to transport passengers and goods and to do the business of common carriers.
63. To carry on business as brewers, distillers, bottlers, canners, preservers coopers, dehydrators, maisters and merchants of an dealers of fruits, herbs, vegetables, plants and liquors of every description such as Indian made foreign liquors country liquors and by products there from, whether intoxicating or not, tonics, vitamin, beverages, flavoured drinks, nector, punch, aerated waters and drinks whether soft or otherwise.
64. To carry on the business of tobacco in all its branches and to sell make-up and manufacture tobacco cigars cigarettes and snuff.
65. To act as cargo agents, insurance agents, ship brokers, charter party contractors, ship agents, packing, forwarding and clearing agents, salvors, wreck removers, wreck raisers, auctioneers, inspectors and observers of quality control custom-house agent, commission agents and general sales agents for any of the air-liners, steam-ship companies, railways and transport companies or any such person.
66. To carry on the business of cold storage of fruits, vegetables, seeds, fish, meat, and agricultural products, milk dairy products and such other perishable items of all types.
67. To carry on the business of production, distribution or exhibition of films and motion pictures and the running of theatres, cinemas, studios and cinematographic shows and exhibitions.

68. To trade deal in and undertake manufacturing of bricks, tiles, pipes, cement, lime and building construction requisites and to carry on the business of builders, contractors, architects, decorators and furnishers and to acquire, hold, mortgage, lease, take on lease exchange or otherwise deal in land buildings, houses, flats, bungalows, shops, hereditaments of any tenure or free hold for residential or business purposes.
69. To cultivate, grow, produce or deal in any agricultural, vegetable or fruit products and to carry on the businesses of farmers, dairymen, milk contractors, dairy farmers, rice and flour milling, perveyors and vendors of milk and milk products condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds.
70. To cultivate tea, coffee, rubber and other such similar produce of all types and to carry on the business of planters in all its branches, to carry on and to do the business of cultivators, winners and buyers in all its branches to carry on and do the business of cultivators, winners and buyers of every kind of vegetable mineral or such other produce of the soil, dispose of and deal in any such produce either in its prepared manufactured or raw state and either by wholesale or retail.
71. To carry on the business as manufacturers of or dealers in pulp and paper of all kinds and articles made from paper and pulp, card boards, straw board and wall ceiling papers and packaging cartons and news papers and newsprints.
72. To carry on the business of purchase and sale of petroleum products to act as dealers and distributors for petroleum companies, to run service stations for the repair and servicing of automobiles and to manufacture or deal in fuel oils cutting oils and greases.
73. To carry on the business as iron founders, makers of scientific, industrial and surgical instruments, mechanical related thereto, steels castings and forgings and malleable iron and steel castings, tool makers, brass founders, metal workers, boiler-makers, mill wrights, machinists, iron and steel convertors and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements and rolling stock.
74. To carry on business as hoteliers, moteliers, restaurant owners, sweet meat merchants, refreshment room proprietors, refreshment contractors and own and run garages, shops, stores, godowns, bars, refreshment rooms, cafeterias, discotheques, restaurants and places for sale, custody, bailment, deposit or protection of the valuable goods and commodities.
75. To carry on the business of manufacturing, dyeing, colouring, spinning, weaving, buying, selling, importing, exporting or otherwise dealing in all fabrics and such other fibrous substances and preparations and manufactures of and dealers in cotton, silk, woollen, linen, hemp, jute, rayon, nylon, artificial silk and such other yarn and all kinds of woven synthetic and synthetic blended textiles manufactured from such yarn.

76. To carry on the business as manufacturers, importers, exporters of or dealers in ferrous or non-ferrous metal goods, iron and steel aluminium brass tin nickel special steels and their products.
77. To carry on business as manufacturers, stockists, importers and exporters of an dealers in engineering drawing sets, builders-requisites, steel rules, measuring tapes, cutting tools, hand tools ,precision measuring tools, machine tools, garage tools, hardware tools, instruments, apparatus and such other allied machinery, plant, equipment and appliances thereof.
78. To carry on business as manufacturers, stockists, importers, exporters of and dealers in forgings, castings, stamping of all metals, machinery parts, moulds press tools, jigs, fixtures and compression moulding, steel products and automobile parts.
79. To carry on business as manufacturers, stockists, importers, exports and repairers of and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switch-boards, cookers, engines, guns, presses, all types insulating materials.
80. To carry on business as manufacturers, stockists, importers, exporters and of dealers in wearable and unwearable fabrics, high density polythylene and polypropylenes, woven sacks and tarpaulines.
81. To carry on business as manufacturers of and dealers in and as stockists, importers and exporters of packing materials, jointing and belting materials, asbestors materials and fibres, insulation materials and welding fluxes, cartons, containers, boxes and cases made of paper boards, wood, glass, plastic, pulp, cellulose films, polythylene rubber, metals, metal foils, gelatine, tin, flexible, treated and laminated or such other materials related thereto.
82. To carry on business as manufacturers of and dealers in and as stockists, importers and exporters of bottles, jars, fibrite boxes, corrugated containers, aluminium foils of all types, wooden drums, packing cases, rods, wires, ropes, strips, conductors equipment required for generation, distribution and transmission of electric energy cables, motors, fans, lamps, furnaces, batteries and accumulators.
83. To sell, breed, import, export, improve, prepare, deal and trade in cattle bird poultry, game, live and dead-stock of every description eggs, pork-pies, sausages, pickles, spices, sauces, jams, jelly, custard, prawn, potted meats, macaroni, spaghetti, table delicasies, bread, biscuits, wine biscuits and such other formentious goods and products, cocoa, confectionery, cakes and buns.
84. To carry on the trades and the businesses of mean manufacturers, dealers in consumable stores and provisions of all kinds, food stuffs, grains, flour, seeds, fodder, cane, oils, corn, wheat products, stores, vegetables oils, ghee and vanaspati products.

85. To carry on the business as manufacturers of and dealers in and importers and exporters of leather and raw hides and skins.
86. To carry on the business as manufacturers of and dealers in or as stockists, importers and exporters of plastics, synthetic resins, polymer products and chemicals required for the manufacturer processing and fabrication of plastics and similar other such products, tubes, pipes, sheets, films, whether moulded, extruded casted, formed or foamed.
87. To purchase, hold and acquire mines, mining leases, mining rights, mining claims and mullfarious land and to explore, work, exercise, develop and turn to account and all sorts of major and minor minerals working of deposits of all kinds of minerals and subsoil materials and to crush win set quarry smelt calcine, refine, dress, amalgamate, manipulate and prepare for the market, metal and mineral substances of all kinds.
88. To produce, manufacture, trade, deal in and dispose of alkalies, dyes, acids, gases, compounds, fertilizers, chemicals products of every nature and description, intermediates, derivatives all types of floatation reagents, wetting agents, insecticides, fumigates, dyestuffs catalytic agents, direct colours, basic colours, pigments, drugs, biologicals, pharmaceuticals, serums, vitamin products, harmones and products derived from phosphate mines, limestone quarries, bauxite mines, petroleum, natural gas and such other natural deposits useful or suitable in the manufacture of chemicals and chemicals products and to undertake the business or spraying of pesticides.
89. To manufacture, generate, produce, sell, dispose of and deal in industrial gases, domestic gases, for heating and lighting gas, steam, heat, light or any other such motive power obtained by incinerating, burning forest refuse, wood and plants.
90. To manufacture, buy, sell, lease, import, export, alter, improve, manipulate, prepare for market, exchange, install, repair, service, let on hire and deal in all kinds of surgicals, X-ray units, X-ray equipments, telecommunication machines, business machines, intercoms, teleprinters, dictating and recording machines, broad-casting apparatuses, loudspeakers, radios, auto-radios, reverberators, tape-players, cassette tapes, headphones, stereo complex speakers, radio control equipments, cameras, binoculars microscopes, projectors, telescopes television sets, refrigerators, air-conditioners, coolers, radars, computers and their spare parts.
91. To procure or develop and supply technical know-how for the manufacture or processing the installation or erection of machinery or plant in the working of mines oil wells or such other sources of mineral deposits or in search for or discovery of testing of mineral deposits or in carrying out any operations relating to agriculture, animal husbandary, dairy or poultry farming, forestry or fishery or rendering services in connection with the provision of such technical know-how.

92. To undertake guarantee and indemnity business and to act as trustees, executors, attorneys, receivers, administrators, nominees and agents and to execute trusts of all kinds and to exercise all the powers of custodians and trustees.
  93. To deal in foreign exchange and currencies and to convert currencies, subject to approval of appropriate authorities.
  94. To organise and carry on the business of advertisers, advertising agents and consultants and to organise propaganda and advertising campaigns by means of press advertisements, pamphlets, handbills, circulars, advertisement reels, posters, cinema slides or by any other such means or through the means of radio, television or any other such media of all types.
  95. To undertake and execute in India or in any part of the world, turn-key projects for electrical installations, air-conditioning, refrigeration heating cooling ventilations, humidification, sanitary, thermal and acoustic insulation work.
  96. To carry on the business as manufacturers, traders, importers and exporters of and dealers in all kinds of carpets and floor coverings, whether made of woollen, cotton, synthetic or such other fibres or fibrous materials of all types.
  97. To carry on the business as traders, importers and exporters and dealers in cotton and jute whether raw, semi-processed or processed and all kinds of cotton and jute goods.
  98. To carry on the business as shares and stocks brokers and to buy sell and deal in all kinds of shares, stocks, securities, bonds debentures units and such other instruments of all types.
  99. To carry on business of public transporters and to ply all types of commercial vehicles such as Trucks, Tempos and pick up vans for carrying goods or passengers anywhere in India.
  100. To carry on business as importers, export agents, distributors, stockists, contractors, suppliers dealers of any kind and to act as manufacturers, representatives, agents, brokers, commission agents and merchants of commodities articles products and merchants of any kind or nature.
  101. To carry on the business of importers, exporters, dealers, traders, manufacturers, of trailers earthmoving equipments, canal equipments, fuel injection equipments and machine tools and such other allied products thereof.
- IV. The Liability of the members is limited.

V. \*(a) The Authorised Share Capital of the Company is Rs. 1,55,00,000/- (Rupees One Crore Fifty Five Lakhs Only) divided into 10,50,000 (Ten Lakhs Fifty Thousand) equity shares of Rs 10/- (Rupees Ten only) each and 5,00,000 Optionally Convertible Non-Cumulative Redeemable Preference Shares, with power to increase or decrease the capital.

(b) The Paid Up Capital of the Company shall be a minimum of Rs.1,00,000/- (Rupees One Lakh Only)

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- \* *Increased form Rs. 1,00,000/- to Rs. 10,00,000/- divided into 1,00,000 equity shares of Rs. 10/- each vide special resolution passed by the members at their extra ordinary general meeting held on September 16, 2014.*
- \* *Increased form Rs. 10,00,000/- to Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each vide special resolution passed by the members at their extra ordinary general meeting held on October 31, 2014.*
- \* *Increased form Rs. 1,00,00,000/- to Rs. 1,05,00,000/- divided into 10,50,000 equity shares of Rs. 10/- each vide special resolution passed by the members at their extra ordinary general meeting held on March 17, 2015.*
- \* *Increased form Rs. 1,05,00,000/- to Rs. 1,55,00,000/- divided into 10,50,000 equity shares of Rs. 10/- each and 5,00,000 Optionally Convertible Non-Cumulative Redeemable Preference Shares vide special resolution passed by the members at their extra ordinary general meeting held on March 30, 2017.*

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

Name, Address, Description and Occupation of each Subscriber	No. of Equity Shares subscribed	Signature of Subscriber	Signature, Name, Address, Description and occupation of witness
KB Mall Management Company Limited (through Gopikishan Biyani, Director, S/o Late Bansilal Biyani, Occupation : Business) Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai – 400060 Company	4900 (Four Thousand Nine Hundred)	Sd/-	Witness to both: Sd/- P. Om Prakash S/o. S.T. Palani Muthu 207, 2 B, Geetha Arcade, Sheetal Nagar Mira Road (East) – 401 107 Occupation: Service
Manz Retail Private Limited (through Chandra Prakash Toshniwal, Director, S/o Ramgopal Toshniwal,  Occupation : Service) Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai – 400060 Company	4900 (Four Thousand Nine Hundred)	Sd/-	
Kishore Biyani  S/o. Laxminarayan Biyani 406, Jeevan Vihar, 5, Manav Mandir Road, Mumbai – 400 006  Occupation: Business	200 (Two Hundred )	Sd/-	
	10,000 (Ten Thousand)		

Mumbai, dated this 19<sup>th</sup> day of May, 2005



*The new set of Articles of Association adopted in lieu of the old Articles of Association vide Special Resolution passed at the Extra-Ordinary General Meeting held on March 30, 2017.*

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**Unique Malls Private Limited**

*Provisions of Table "F" Applicable*

- I. (1) Except as otherwise provided herein, the Company shall be governed by the Companies Act, 2013 ("Act") as may be amended from time to time and every statute that may be substituted thereof.
- (2) Table "F" and the Regulations contained in Table "F" in the First Schedule to the Act, shall mutatis mutandis apply to this Company for the management of the Company and for the observance of the members. In the event of any inconsistency between the provisions of Table "F" and these presents, these presents shall prevail.

*Interpretation*

- II. (1) In these regulations—
- (a) "the Act" means the Companies Act, 2013,
- (b) "the seal" means the common seal of the company.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

*Private Limited Company*

- III. The Company is Private Company having a minimum paid-up share capital of one lakh rupees, within the meaning of Section 2(68) of the Act and accordingly:
- (i) restricts the right to transfer its shares;
- (ii) except in case of One Person Company, limits the number of its members to two hundred:

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

Provided further that—

- a) persons who are in the employment of the company; and
  - b) persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and
- (iii) prohibits any invitation to the public to subscribe for any securities of the company;

*Share capital and variation of rights*

- IV. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,-
- (a) one certificate for all his shares without payment of any charges; or
  - (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5.
  - (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
  - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
  - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6.
  - (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
  - (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### *Lien*

9.
  - (i) The company shall have a first and paramount lien—
    - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
    - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company;

**Provided** that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

**Provided** that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### *Calls on shares*

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

**Provided** that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16.
  - (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten percent per annum or at such lower rate, if any, as the Board may determine.
  - (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
17.
  - (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
  - (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18. The Board—
  - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
  - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve percent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

#### *Transfer of shares*

19.
  - (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
  - (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognize any instrument of transfer unless—

- (a) The instrument of transfer is in the form as prescribed in rules made under subsection (1) of section 56;
- (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) The instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

#### *Transmission of shares*

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
  - (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

**Provided** that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

#### *Forfeiture of shares*

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
28. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
  - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts

therein stated as against all persons claiming to be entitled to the share.

- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share.
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### *Alteration of capital*

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

**Provided** that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include



"stock" and "stock-holder" respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

#### *Further issue of Shares*

Subject to the provisions of these Articles, the Company may issue further equity shares and/or preference shares on a preferential basis to any person, in accordance with section 62 of the Act.

#### *Capitalization of profits*

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and

(b) ~~generally do all acts and things required to give effect thereto.~~

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and

(b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, ~~of the amount or any part of the amounts remaining unpaid on their existing shares;~~

(iii) Any agreement made under such authority shall be effective and binding on such members.

#### *Buy-back of shares*

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### *General meetings*

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

42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### *Proceedings at general meetings*

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

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

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

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### *Adjournment of meeting*

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### *Voting rights*

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

### *Proxy*

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

**Provided that** no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### *Board of Directors*

58. Subject to the provisions of Section 149 of the Companies Act, 2013 and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two and not more than fifteen including the Managing Director.

The following were the first Directors of the Company:

1. Shri Kishore Biyani
2. Shri Chandra Prakash Toshniwal

59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
  - (b) in connection with the business of the company.
60. The Board may pay all expenses incurred in getting up and registering the company.
61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

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

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

#### *Proceedings of the Board*

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

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the chairperson of the Board, if any, shall have a second or casting vote.

67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

68. (i) The Board may elect a chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

70. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

***Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer***

74. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

***The Seal***

76. (i) The Board shall provide for the safe custody of the seal.

(ii) The Company shall have common seal and Board shall provide for the safe custody thereof. The seal shall not be applied to any instrument except by the authority of a resolution of the Board or a committee of the Board authorised by it in that behalf and in the presence of one Director or such other persons as the Board/committee may appoint for the purpose and such Director or authorised person, shall sign every instrument to which seal of the Company is so affixed in his presence.

***Dividends and Reserve***

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or

<sup>1</sup>Amended vide Special Resolution passed at the Extraordinary General Meeting held on 08<sup>th</sup> January, 2020

for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 80.** (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
  - (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- 81.** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- 82.** (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 83.** Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 84.** Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 85.** No dividend shall bear interest against the company.

#### *Accounts*

- 86.** (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

*Winding up*

87. Subject to the provisions of Chapter XX of the Act and rules made there under

- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

*Indemnity*

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.



We, the several persons, whose names, addresses and description are hereunder subscribed, are desirous of being formed into a company in pursuance of these Articles of Association and we respectively agree to take the number of shares in the capital of the company set opposite to our respectively names.

Name, Address, description and occupation of subscribers	No. of shares taken by each subscriber	Signature of Subscribers	Signature, name, address, description
<p><b>1. KB Mall Management Company Limited</b> (through Gopikishan Biyani, Director, S/o Late Bansilal Biyani)</p> <p>Address: Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai-400060.</p> <p>Occupation: Business</p>	<p><b>4900</b> (Four Thousand Nine Hundred)</p>	Sd/-	<p>Witness to Subscribers 1 to 3 Sd/- P. Om Prakash S/o. S.T. Palani Muthu Address:- 207, 2B, Geetha Arcade, Sheetal Nagar, Mira Road (East)-401107 Occupation-Service</p>
<p><b>2. Manz Retail Private Limited</b> (through Chandra Prakash Toshniwal, Director, S/o Ramgopal Toshniwal,</p> <p>Address: Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai-400060.</p> <p>Occupation:- Service</p>	<p><b>4900</b> (Four Thousand Nine Hundred)</p>	Sd/-	
<p><b>3. Kishor Biyani</b> S/o. Laxminarayan Biyani</p> <p>Address: 406, Jeevan Vihar, 5, Manav Mandir Road, Mumbai-400006.</p> <p>Occupation: Business</p>	<p><b>200</b> (Two Hundred)</p>	Sd/-	
<b>Total</b>	<b>10,000</b> (Ten Thousand)		

Dated: May 19, 2005  
Place: Mumbai

