

PROPOSED MEMORANDUM OF ASSOCIATION

OF

CORAL INDIA FINANCE AND HOUSING LIMITED

(THE COMPANIES ACT, 2013)**

(COMPANY LIMITED BY SHARES)

PROPOSED MEMORANDUM OF ASSOCIATION

OF

CORAL INDIA FINANCE AND HOUSING LIMITED

- I.** The Name of the Company is: - **CORAL INDIA FINANCE AND HOUSING LIMITED.**
- II.** The Registered Office of the Company will be situated in the state of **Maharashtra.**
- III. (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: ****

- *1. "To carry on the business of investment company and to finance, make investment in, acquire, hold, buy, sell, pledge, mortgage, dispose of, trade and deal in shares, stocks, debentures, debentures stocks, mutual funds, bonds, obligations and securities of all kind of any body corporate, corporations or of any Government or public authority, municipal or local or other interest in any Other Company including movables and immovable of any kind whether in India or abroad through itself or through Portfolio Management Services (PMSs) and also to lend and advance money and assets of all kinds or give credit on any terms or mode and with or without security to any individual, firm, body corporate or any other entity and to purchase or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with property and rights of all kinds."
- *2. To provide all type of financial services including bill discounting, raising and placement of funds, placement of securities, advising on investment of funds, financial consultants, project counseling and advisory services, foreign exchange advisory services, syndication of funds, issue advisory services, merchant banking, portfolio investment consultant, in respect of shares, debentures, securities, bonds, units, obligations, tax planning consultant, to lend or advance money with or without securities to all or any type of borrower and/or to guarantee the payment of any money(s).
- *3. To carry on the business as Builders, developers, contractors for all type of construction wok including land and property development and real estate dealers.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:— **

- *4. To engage in the business of real estate and in particular purchase and sale of land and/or building and owning, buying, selling, hiring, letting, sub-letting, maintaining, allotting, transferring, allotment, administering, exchanging, mortgaging, accepting, lease, tenant or sub-tenancy and constructing, reconstructing, extending, altering or demolishing, building or tenements, block, block, flat, shops, godowns, garages through

- contractors and purchasing, holding in stock or selling materials incidental to construction, repair, overhaul or maintenance of land and buildings to fix and collect rents.
- *5. To acquire by purchase, lease, exchange or otherwise land, showrooms, buildings and hereditaments of any tenure or description and any estate or interest and rights over or connected with land and either or retain the same for the purpose of the Company's business or turn the same to account as they seem expedient.
 - *6. To take on lease, hire, purchase or otherwise acquire any lands, plantations, rights over or connected with lands and immovable property of any description and any interest, rights or privilege which may be deemed necessary or convenient for the business which the company is authorized to carry on.
 - *7. To sell, improve, manage, exchange, lease, mortgage, dispose, of turn of account or otherwise deal in all or my part of the property and right of the Company.
 - *8. To finance industrial enterprises, by way of lending and advancing money, machinery, land building, shed or such other things as may be required by such industrial enterprises, either with or without security and upon such terms and conditions as the Company may think fit, and to guarantee or become sureties for the performance of the agreement or contract entered into be any financial enterprises, with any financial institutions/banks, other parties for obtaining finance, whether for its long term capital, working capital or for any deferred payment finance.
 - *9. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture or reciprocal concession or for limiting competition with any individual, person or company having similar objects.
 - *10. To enter all sorts of internal and/or external foreign collaborations, technical assistance, financial or commercial arrangements including market survey, study of market conditions in India or outside India for fulfillment of any objects herein contained.
 - *11. To establish or promote or concur in establishing or promoting any Company or Companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of the Company.
 - *12. To pay promoters of Company preliminary expenses and other incidental expenses for the promotion of the Company and or allot shares for consideration without cash or wholly towards such expenses.
 - *13. To open bank accounts of all nature including overdraft account and to operate the same.
 - *14. To draw, make, accepts, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
 - *15. Subject to provisions of Section 73 of the Companies Act, 2013 and Reserve Bank of India directives to receive money on deposit or loan and borrow or raise in such a

manner as the Company shall think fit and in such a manner as the Company shall think fit and in particular by the issue of debentures and debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing to mortgage, charge or lien upon all or any of the property or assets (both present and future) of the Company including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company of any obligation undertaken by the Company or any other person or Company as the case may be, but shall not carry on the business of Banking as defined in the Banking Regulation Act, 1949.

- *16. To invest and dealt with money of the Company not immediately required in any manner.
- *17. To open branches, sub-office, depots and multiple shops in India or outside India and to appoint agents, stockiest, distributors, sub-distributors and brokers to procure orders, market or sell the products of the Company or the goods of any other firm or company in which this Company may be dealing.
- *18. To sell or otherwise dispose of the undertaking of the Company or any part thereof for such consideration as the Company shall think fit for and in particular for shares, debentures or other securities issued or to be issued by the purchaser whether body corporate or not.
- *19. To acquire the whole or any part of the undertaking and assets of any business within the objects of the Company and any lands, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purchase to undertake the liabilities of any Company, association, partnership or person.
- *20. To acquire and secure membership, act or privileges either in the name of the Company or its nominee or nominees in and of any association, exchanges, market, club or other institution in India or in any part of the world for furtherance of business, trade or industry.
- *21. To accept gifts, bequests and donations from members and other and to make gifts to members and other of moneys, assets and property of any kind.
- *22. To purchase, hold, take on lease or exchange or mortgage, hire or otherwise acquire and hold in any movable and immovable property including land, building, houses, flats, bungalows, shops, offices, godowns, licenses, any rights, interest and privileges therein or let them out on rent.
- *23. To insure any of the persons, properties, undertakings, contracts, guarantees or obligations, or profits of the Company of every nature and kind in any manner whatsoever.
- *24. To refer any dispute, claim or demand by or against the Company to arbitrators and to secure and perform the award.

- *25. To create any depreciation fund, reserve fund, development fund, sinking fund, insurance fund or any special or other fund, whether depreciation of or repairing, improving, extending or maintaining any of the properties of the Company.
- *26. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefits of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or who are or were at time Director or Officers of the Company and the wives, widows, families, dependents of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be advances the interests and well being of the Company and make payments to or towards the insurance of any such persons as aforesaid and do any of the matter aforesaid.
- *27. To enter into any arrangement with any government authority that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges licenses and concessions which the Company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concessions.
- *28. To apply for secure acquire by grant, legislative enactment assignment, transfer, purchase or otherwise and exercise carry out and enjoy any charter, licenses, power, authority, franchise, concession rights, or privileges, which any government or authority or any corporation or other public body may be empowered to grant and to pay for and in aid contribute towards carrying the same into effect.
- *29. To apply for promote and obtain any statute, order, regulation or other authorization or enactment and to oppose any bills proceedings or applications.
- *30. To act as commission agents, buying and selling agents, brokers and to act as a manufacture reputation.
- *31. To donate or gift or receive gift in cash or in kind including for any national, charitable, benevolent, public purposes for promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the society or to any institution, club, society, research, association, University, College or in favour of any government or any public institution(s) or organisation(s) or person(s).
- *32. To give donations and to advance and lent to any persons, institution(s), organisation(s) on such terms and conditions and with or without interest or concessional rate of interest as may seem expedient for the fulfillment of the object contained in the above clause.
- *33. To undertake, carry out, promote and sponsor or assist, any programme for promoting the social, cultural and economic welfare of or uplift of the public in any rural or backward area and to incur any expenditure on any programme of Rural Development assist the execution and promotion thereof either directly or through as independent agency or otherwise without prejudice to the generality of the foregoing the terms

“programme for Rural Development” “Rural area” and “Backward Area” shall have the same meaning as contemplated under the Income Tax Act, 1961 or any other law relating to rural or backward area development for the time being in force in order to implement any of the above mentioned objects or purpose and to transfer the ownership of any property of the Company to or in favour of any public institution(s) or organisation(s) or person(s).

- *34. To accept gifts, bequests, devices and donations from members and other and to make gifts to members and other in money, assets and properties of any kind.
- *35. To remunerate (by cash or otherwise or by other assets or by allotment or fully or partly paid shares, credited as fully paid up in other manner) any persons, firms, association or companies for services rendered or to be rendered in giving technical aid and advice, granting licenses of permission for the use of patents, trade secrets, trademarks, processors and acting as trustees in for debenture holders or debenture-stock holder of the Company or for subscribing or agreeing to subscribed subscriptions whether absolutely or conditionally for any shares, debentures, debenture-stock or other securities of the Company or for services rendered in or out the formation or promotion of the 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.
- *36. To provide for the welfare of shareholders, ex-shareholders, directors and ex-directors and employees of the Company and the wives and widows and families, the dependents of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonuses or other payments, or by creating and from time to time subscribing or contributing or to provided fund and other associations, funds, trusts and by providing or subscribing or contribution towards places of instruction and recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute for or otherwise to assist or grant money to charitable and other trusts, whether private, public, discretionary, vested or specific, national or other claims to support or aid by the Company either by reason of locality of operation or of public or general utility or otherwise.
- *37. To guarantee for the performance or discharge of any obligations, liabilities, duties or the payments of moneys by any persons, firms and companies or Governments or State and to give indemnities of all kinds.
- *38. To place, to reserve or to distribute bonus shares among the members or otherwise to apply, as Directors may from time to time think fit, any moneys received by way of premium on shares on debentures issued at a premium by the Company and any moneys arising from the sale by the Company of forfeited shares.
- *39. To distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the Company subject to provisions of the Companies Act, 2013 in the vent of winding up.

- *40. To be interested in, promote joining and undertake the formation and establishment of such institutions, associations, chambers of commerce, or other bodies, with the objects of the Company as may be considered to be conducive to the profit and interest of the Company and to acquire, promote and/or subsidise any industry or undertaking.
- *41. To indemnify officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of any thing done or ordered to be done by them for and in the interest of the Company or any loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto.
- *42. To act as principals, agents, contractors, trustees or otherwise and by or through trustees, attorney, agents or otherwise and either alone or in conjunction with others.
- *43. To carry on and undertake the business of financiers and capitalists to finance operations of all kinds, but not to do business of Banking within the meaning of Banking Regulations Act, 1949.
- *44. To carry on in all respective branches, or any of them the business of general construction, contractors and among other things to construct, execute, carry out, equip, improve, work on roadways, docks, harbours, warehouse, canals, water courses, reservoirs, embankments, reclamations, sewages, drainage and other sanitary works, water, gas, electric and other supply works, houses, buildings and erection works of every kind.
- *45. To finance the industrial enterprises by way of lending and advancing money, machinery, land, buildings, shed or such other things as may be required by such industrial enterprises either with or without security and upon such terms and conditions as the Company deem fit and to guarantee any contracts entered into by any industrial enterprise with any financial institutions, banks or other parties for obtaining finance whether for its long term capital, working capital or deferred payment financial and negotiate loans in any form or manner and also to give any guarantee for payment of moneys or performance of any obligation or undertaking and to assist/finance trading and manufacturing activities, business transactions and to act as financial consultants and advisors.
- *46. To undertake and execute any contracts for works involving the design, supply, erection, alteration, improvement etc. effluent treatment job work, affluent pipeline, affluent treatment equipment etc and to import and export and deal in any materials, components, spare parts and any contract involving supply or use any machinery and other ancillaries in connection therewith.
- *47. To purchase, or take on lease, exchange or otherwise deal in any land for agriculture, horticulture or otherwise transfer any such land or lands.
- *48. To act as a consultants, market research consultants, business transfer agents, valuers and estate agent and to act as intermediates in the introduction of sellers, purchasers, partners and employees.

- *49. To act as assessors, surveyors, actuaries, valuers and brokers in respect of all classes of property both real and personal and to take stock and property inventors.
 - *50. To act as a dealers and workers in timbers, hardware, steel, iron, metal, cement of any kind, lime, bricks, marbles, tiles, pipes, plants material (including packing materials) and requisites and fittings and furniture of every description.
 - *51. To act as a manufacturers of and dealers in bricks/pottery, terra-cotta, ceramics and sanitary preparations.
 - *52. To act as a wood and timber merchants and manufacturers of and dealers in wood, wood blocks and flooring and other purposes, boxes, windows, doors, wood heels and soles, wood letters, wood pulp, wood wool, plywood, masts, spare, derricks, sleepers, tool handles, paneling works, furniture bricks and wood workers materials.
- IV.** “The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.
- V.** The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Fifteen Crores only) divided into 7,50,00,000 (Seven Crore Fifty Lakh) Equity Shares of Rs. 2/- (Rupees Two) each, with the rights, privileges and conditions attaching thereto as are provided by the Article of Association of the Company for the time being with the power to divide the share capital for the time being into several classes and to attached thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with Article of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or statutory modification thereof or provided by the Article of Association of the Company for the being.

* Amended vide Ordinary Resolution passed at the AGM held on 05.05.1995.

**Amended vide Ordinary Resolution passed through Postal Ballot dated 18.07.2017.