

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
KNIGHT FRANK (INDIA) PRIVATE LIMITED

- I. The name of the Company is **KNIGHT FRANK (INDIA) PRIVATE LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are:
 - A. **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**
 1. To carry on the business of providing, in India or anywhere in the world, consulting and advisory services in the field of real estate, relating to properties and equipment, pertaining to Project development support including turnkey/EPC project services, maintenance, management, administration of facilities at sites including catering, research, maintenance of database and planning, auctioneering, surveying, valuation, sourcing, agency and marketing.
 2. To carry on the business of consultants, advisors, experts and technical collaborators in the fields of purchase, sale and legal matters relating to any real or personal estate including lands, mines, business, properties whether movable or immovable, residential, industrial, commercial buildings, factories, mills houses, cottages, licenses, easement or interest to and for institutions, concerns, bodies, associations (incorporated or unincorporated), departments and services of the Government, public or local authorities, trust, scientific research and development centres, individuals and companies, whether Indian or foreign.
 - B. **THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:**
 3. To acquire and take over upon any terms and subject to any conditions, the whole or any part of the business, property, assets and liabilities of any person, firm or company engaged in consultancy and advisory services pertaining to real estate business.



For Knight Frank (India) Private Limited

N. Jain
Nimisha Jain
Company Secretary

4. To purchase, take on lease or in exchange, hire or otherwise, any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
5. To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, water sources, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company, and to join with any other person or company in doing any of these things.
6. To apply for purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, trade marks, designs, licenses, concessions, and the like, conferring any exclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may be calculated to directly or indirectly benefit the Company, and use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
7. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
8. To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property or rights of the Company.
9. To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
10. To subscribe for, take on, otherwise acquire, and hold shares stock, debentures, or other securities of any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
11. To invest and deal with the moneys of the Company not immediately required in any manner.
12. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and other having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of



money of or by any such persons or companies, and generally to give guarantees and indemnities.

13. To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.
14. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
15. To apply for, promote and obtain any act of Parliament, charter, privilege, concession, license or authorisation of any Government, Municipality or other authority or any Department of Government for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the Company.
16. To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
17. To pay out of the funds of Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company.
18. To pay for any rights or property acquired by the Company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
19. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit 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 of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary of the Company, or who are or were at any time Directors or Officers of the Company or of any such other persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and

make payments to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

20. To establish or promote or concur in establishing any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company 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 other company.
21. 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 may think fit, and in particular for shares, stock debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
22. 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, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
23. To open current, fixed, overdraft or other accounts with any banks, bankers, shroff or merchant and to pay into and to draw moneys from such accounts.
24. To transact and carry on any agency or consultancy business, which may be conveniently carried on in connection with the main objects of the Company.
25. To enter into negotiations with foreign companies and other persons and acquire by grant, purchase, lease, barter, license or other terms, formulae, process and other rights and benefits and to obtain Financial and Technical Collaboration, technical information, know-how and expert advice.
26. To acquire and take over business enterprises having the objects altogether or in part similar to those of this Company.
27. To establish offices or agencies, within or outside India, and equip the same with all amenities or conveniences, electric, telephone, telegraphic, fax machines, modern office equipments, and appoint agents in order to carry out the objects of the Company.
28. To conduct, undertake the conduct of, participate in and meet either wholly or partly the expenses of any local, national or international exhibitions for the business of the Company.
29. To take or otherwise acquire or hold shares in any other company, firm or association having objects altogether or in part similar to those of the Company.
30. To establish a Trust or Trusts and/or appoint Trustees thereof from time to time and vest funds or any property in the trustees who shall hold and deal with such funds or property in such manner as the Company may decide.

31. To subscribe to, become a member of, and co-operate with any other company, firm or association, whether incorporated or not whose objects are altogether or in part similar to those of the Company and to procure from and communicate to any such company such information as may be likely to forward the objects of the Company.
32. To adopt such means of making known the business activities of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
33. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

(C) OTHER OBJECTS:

34. To carry on the business of mining, quarrying and extraction of any mineral, raw material, fuel or other substance, and of smelting, refining or otherwise processing such substances to any extent.
35. To carry on the business of growing agricultural, plantation and forest products, and/or processing them further, and of dealing in any such products, whether raw or processed or otherwise.
36. To undertake or participate in the formation, management, supervision or control of the business operations of any other company, firm or person.
37. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, concessions, properties or rights.
38. To carry on business as proprietors of flats and to let on lease or give on hire-purchase basis or otherwise apartments therein and to provide for the tenants and occupiers thereof all or any of the conveniences commonly provided in residential flats or apartments.
39. To acquire and take over as a going concern by purchase of, or on lease and to undertake, to carry on the whole or any part of the business together with the goodwill and trade name, property, rights and liabilities of any person or persons, firm or any company carrying on any business.
40. To undertake, aid or promote, research in economic, fiscal, commercial, financial, agricultural, medical, industrial, mining, technical and scientific problems and matters.

41. To become member of other bodies of persons and associations, including Societies, Clubs and Companies limited by guarantee, whether formed for profit, or for non-profit activities.
 42. To buy, sell, trade or otherwise deal in shares, stocks, debenture stock, bonds, notes, mortgages, obligations and other securities issued or guaranteed by any company, corporation, undertaking, government, sovereign ruler, commissioner, trust, municipal, local or other authority or body.
- IV. The Liability of the Members is Limited.
- V. The Authorised Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores only) divided into 40,00,000 (Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, with power to increase or reduce the capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

We, the several persons whose names, addresses and descriptions are hereunder subscribed below 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 Capital of the Company set opposite to our respective names.

Names, addresses, description and occupation of the Subscribers	Number of Equity Shares taken by each Subscriber of Rs. 10/- each	Signature of the Subscribers	Names, addresses description and occupation of witnesses
<p>1. MR. PRANAY DHANSUKHLAL VAKIL</p> <p>S/O MR. DHANSUKHLAL MANCHHASHANKER VAKIL,</p> <p>3/61 NANIK NIVAS, BHULABHAI DESAI ROAD, BOMBAY – 400 036.</p> <p>PROFESSION</p>	100 (ONE HUNDRED)	SD/-	<p>SD/-</p> <p>GOKARNESH KAMLAKAR SHASTRI</p> <p>S/O SHRI KAMLAKAR P. SHASHTRI</p>
<p>2. MR. GHANSHYAM SEVANTILAL SHETH</p> <p>S/O MR. SEVANTILAL MANEKLAL SHETH</p> <p>B, 63 MEHER APTS. ALTAMOUNT ROAD, BOMBAY – 400 026.</p> <p>BUSINESS</p>	100 (ONE HUNDRED)	SD/-	<p>8/234 SHASHTRI NAGAR. SARVODAYA CHS LTD., GOREGAON (WEST) BOMBAY – 400 104.</p> <p>SERVICE</p>
TOTAL	200 (TWO HUNDRED)		

DATED AT BOMBAY, THIS 11TH DAY OF SEPTEMBER, 1995

For Knight Frank (India) Private Limited

N. Jain
Nimisha Jain
Company Secretary



N. Jain