

THE COMPANIES ACT, 2013
(PRIVATE COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION
OF

eXp GLOBAL INDIA PRIVATE LIMITED

Interpretation

The regulations contained in Table F in Schedule I of the Companies Act, 2013, as applicable to a private company shall apply **eXp Global India Private Limited**, except to the extent excluded or modified by the regulations set forth below.

1. In these regulations, the following terms shall have the meaning as ascribed thereto:
 - (a) "**The Act**" shall mean the Companies Act, 2013 including rules, regulations made there under, as applicable and in force, and includes any statutory modification or re-enactment thereof from time to time.
 - (b) "**Affiliate(s)**" shall mean, with respect to any person (which term is used expansively to include organizations and other entities), any person directly or indirectly controlling, controlled by, or under common control with another person. In the context of corporate entities, control generally means the power to direct the management of a person, directly or indirectly, whether solely through the ownership of shares by contract or otherwise.
 - (c) "**Annual General Meeting**" means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act.
 - (d) "**Articles of Association**" or "**Articles**" mean these Articles as originally framed or as altered from time to time or applied in pursuance of Act.
 - (e) "**Board of Directors**" or "**Board**" or "**Directors**" shall have the meaning assigned to it in Section 2(10) of the Act.
 - (f) "**Capital**" means such capital as is authorized by the memorandum of association of the Company to be the maximum amount of share capital of the Company.
 - (g) "**Company**" means "**eXp Global India Private Limited**"

- (h) "**Company secretary**" or "**Secretary**" means a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by the Company to perform the functions of a company secretary under this Act.
 - (i) "**Directors**" means a director appointed to the Board of the Company.
 - (j) "**Dividend**" includes any interim dividend.
 - (k) "**Extraordinary General Meeting**" means an extraordinary general meeting of the Members duly called and constituted and any adjourned holding thereof.
 - (l) "**financial year**" means the period ending on the 31st day of March every year or such other period as approved by the Board of Directors.
 - (m) "**In writing**" and "**written**" include printing, lithography, and other modes of representing or reproducing words in a visible form.
 - (n) "**Meeting**" or "**General Meeting**" means a meeting of the Members.
 - (o) "**Member**" means the duly registered holder from time to time of the shares of the Company and includes the subscribers of the memorandum of the Company.
 - (p) "**Memorandum of Association**" or "**Memorandum**" shall mean the memorandum of association of the Company as registered at the time of incorporation or as may be altered from time to time in accordance with the provisions of the Act.
 - (q) "**Month**" means an English calendar month.
 - (r) "**Office**" means the Registered Office of the Company.
 - (s) "**Ordinary Resolution**" and "**Special Resolution**" means an ordinary resolution, or as the case may be, special resolution referred to in section 114.
 - (t) "**Seal**" means the Common Seal of the Company
 - (u) "**Share**" means a share in the share capital of the Company and includes stock.
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 Company

3. The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly: -
 - (a) restricts the right to transfer its shares, except to the extent permitted under these regulations and the Act;
 - (b) limits the number of members of the Company (exclusive of persons who are in the employment of the Company; and 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) to 200 (Two hundred); provided that for the purpose of this definition where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member.
 - (c) Prohibits any invitation to the public to subscribe for any securities of the company.

Share Capital and Issue of Securities

1. The Authorized Share Capital of the Company shall be such amount and number of shares as may from time to time be provided in Clause V of the Memorandum of Association with the power to increase or reduce the capital and divide the shares in the capital of the Company for the time being into Equity Share Capital and Preference Share Capital and to attach thereof respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these present and modify or abrogate any such rights, privilege, or conditions in such manner as may for the time being be permitted by the said Act.
2. Subject to the provisions, as may be applicable, of the Act, the Company can issue any securities by way of private placement or on preferential basis or through any other manner permitted under the Act and on such terms and conditions as the Company may determine.
3. 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.
4. Subject to the provisions of the Act, any preference shares may, 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 such shares may determine.

Issue of Share Certificates and Shares held in Trust

5. 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.
6. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon and be issued in compliance with the relevant requirements that may specified from time to time.
7. 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.
8. 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.
9. The provisions of Articles 8 to 11 shall mutatis mutandis apply to issue of any debentures or certificates evidencing the issue of debentures of the Company, issued from time to time by the Company.
10. Except as required by law, no person shall be recognized 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 Articles 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.

Class of Shares and Variation of Rights

11. 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.
12. 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.
13. 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.

Lien

14. 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 Article.
15. 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.

16. To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. 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.
17. 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.
18. 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. 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

19. 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:
20. 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.
21. A call may be revoked or postponed at the discretion of the Board.
22. 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 instalments.
23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
24. 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 10% per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.

25. 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 Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
26. In case of non-payment of such sum, all the relevant provisions of these Articles 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.

27. 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, 12% per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of Shares

28. Any member(s) desiring to sell any of his shares must notify the Board about the number of Shares which he is willing to sell, the value and the name of the proposed transferee, and the Board must offer to the other members the shares so offered at the value stated in the notice to the Board, and if the offer is accepted, the shares shall be transferred to the acceptor member(s); and if the shares or any of them for sale/transfer are not accepted by such other member(s) within one month from the date of notice to the Board, or the other member(s) decline the offer earlier, the member(s) proposing transfer of his shares shall, at any time within three months afterwards, be at liberty, to sell and transfer the shares to the proposed transferee named in the notice to the Board at the same or at a higher price.
29. The provisions of the Article 28 shall, however, not be applicable to the sale/transfer of any shares made by a member to any of its Affiliate(s) if so approved by the Board.

30. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
31. 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.
32. The Board may, subject to the right of appeal conferred by Section 58 of the Act, decline to register:
 - a) the transfer of a share to a person of whom they do not approve; or
 - b) any transfer of shares on which the Company has a lien.And shall not be bound to give any reason for such refusal.
33. 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 sub-section (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.
34. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, 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

35. (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 Article 35(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.

36. (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.
37. (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.
38. 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

39. If a member fails to pay any call, or instalment 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 instalment 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.

40. 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.
41. 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.
- (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.
42. (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.
43. (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 favor 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, and

- (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.

The provisions of these Articles 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 Share Capital

44. 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.
45. 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.
46. 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.
47. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account.

Capitalization of Profits

48. The Company in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalize 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 Article 53 amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
49. The sum aforesaid shall not be paid in cash but shall be applied 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.
50. 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.

51. The Board shall have the 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 in fractions; 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;

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

Buy-Back of Shares

52. 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 has the right to purchase its own shares or other securities, as may be decided to be purchased by it from time to time.

General Meetings

53. All general meetings other than Annual General Meeting (hereinafter referred to as "AGM") shall be called Extraordinary General Meeting (hereinafter referred to as "EGM")
54. The Board may, whenever it thinks fit, call an Extraordinary General Meeting.
55. 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 EGM, not being a requisition of general meeting by the members under Section 100, in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Notice of meeting

56. Notice for general meeting must be posted either in writing or electronic mode in not less than clear twenty-one days before the date of General meeting.
57. Notice of a meeting should contain the place, date, day and the hour of the meeting including a statement of the business to be transacted at such meeting
58. The Annual general meeting must be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a National Holiday and shall be held either at the registered office of the company or at some other place within the city, town or village in which the registered office of the company is situated.

General meeting may be called without formal notice of clear twenty-one days only after obtaining a shorter notice consent in writing or by electronic mode from not less than ninety five percent. of the members entitled to vote at such meeting.

Proceedings at General Meetings

59. 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.

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

60. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company. 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.

Adjournment of Meeting

61. 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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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. 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.

62. If within half an hour from the time appointed for holding the General Meeting, a quorum is not present, the General Meeting, if called upon at the requisition of Members, shall be dissolved.
63. In any other case, the General Meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and such other time and place as Board may determine.
64. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the General Meeting, the members present shall constitute the quorum.

Voting Rights

65. 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.
66. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
67. 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. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
68. Subject to the provisions of Section 113 of the Act, a body corporate may, by resolution of its board of directors or other governing body, authorize any person as its representative to attend and vote at any General Meeting of the Company. The authorised representative so appointed, shall be entitled to exercise all the rights and powers exercisable by the body corporate, including the right to appoint and vote through proxy or by postal ballot, on behalf of such body corporate.
69. 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 a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
70. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
71. 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 or in respect of which the Company has exercised any right of lien.
72. 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. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

73. 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.

74. Notwithstanding anything contained in these regulations an 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, if any, under which it is signed or a notarized copy of that power or authority may be deposited on the date of the General Meeting in the following cases:

(a) Where the member or his authorised representative appointing the proxy is outside India.

(b) Where the general meeting is called at a shorter notice.

75. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105 of the Act.

76. 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

77. The number of Directors of the Company shall consist of individuals as the Directors of the Company and the number of such Directors shall not be less than two (2) and shall not be more than fifteen (15). The Company may appoint more than fifteen (15) Directors, subject to the provisions of the Act and by passing a special resolution in the general meeting.

78. The Directors shall not be required to hold any qualification shares in the Company.

79. The Board of Directors of the Company shall not be liable to retire by rotation.
80. The following shall be the first directors of the Company:
- (a) Mr. James Howard Bramble
 - (b) Mr. Samarth Choudhary
81. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. 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.
82. 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.
83. Subject to the provisions of the Act, the Board may decide to make payment of such fees as may be decided by it to its Directors for attending the meetings of the Board or any of the committees constituted by the Board from time to time.
84. 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.
85. 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.
86. Subject to the provisions of section 161, 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. Such person shall hold office only up to the date of the next AGM of

the Company but shall be eligible for appointment by the Company as a director at that AGM.

87. Subject to the provisions of Section 161 of the Act, the Board shall have the power to appoint a person to act as alternate director for a director during his absence for a period not less than three months from India.

Proceedings of the Board

88. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. A minimum of four (4) Board meetings shall be held every year in a manner permitted under the Act and not more than one hundred and twenty (120) days intervene between two consecutive board meetings.
89. Subject to the provisions of the Act, a director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board by giving not less than seven (7) day notice in the form and manner permitted under the Act and a Board meeting may also be called at a shorter notice.
90. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
91. 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.
92. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. 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.

Circular Resolution

93. 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.

However, where not less than one-third of the total number of directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board and convene the same for the purpose.

Committee and Delegation of Powers

94. 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. 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.
95. A committee may elect a Chairperson of its meetings. 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.
96. A committee may meet and adjourn as it thinks fit. 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.
97. 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.
98. 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

99. Subject to the provisions of the Act, —

- (a) 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;
 - (b) A director may be appointed by the Board as chief executive officer, manager, company secretary or chief financial officer.
100. A provision of the Act or these Articles requiring or authorizing 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

101. The Board may decide to have a Seal of the Company and in resolving so it shall provide for the safe custody of the Seal.
102. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least any one director or such other person as the Board may appoint for the purpose; and the director or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

Dividends and Reserve

103. The Company in general meeting may declare dividends, but no dividend so declared, shall exceed the amount recommended by the Board.
104. 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.
105. 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 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.

106. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
107. 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.
108. 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.
109. 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.
110. 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.
111. Any dividend, interest or other monies payable in cash in respect of shares may be paid by bank transfer or 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. Every such Bank transfer or cheque or warrant shall be made payable to the order of the person to whom it is sent.
112. 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.
113. 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.
114. No dividend shall bear interest against the Company.

Accounts

115. The Board shall cause proper books of account to be maintained under the provisions of the Act.
116. 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.
117. 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.

Annual financial statements

118. The financial statement, including consolidated financial statement, are to be approved by the Board of Directors and signed on behalf of the Board at least by the chairperson of the company where he is authorised by the Board or by two directors and the company secretary of the company, wherever appointed. The auditors' report as well as directors report must be attached to such financial statement.
119. A copy of the financial statements, including consolidated financial statements, auditor's report, directors report, to be laid before a company in its general meeting, must be sent to every member of the company, to every trustee for the debenture-holder of any debentures issued by the company, and to all persons other than such member or trustee, being the person so entitled, not less than twenty-one days before the date of the meeting.

Inspection of Accounts and Books

120. The Board subject to approval of Members 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.
121. A Shareholder who holds or a group of Shareholders who hold together more than fifty percent (50%) of the Shares capital may at any time during the business hour without prior notice inspect and audit the accounting records and other books, records and documents of the Company at such place as those books, records and documents are ordinarily kept as well as the premises of the Company, and may make any copies of such books, records and documents, and put any questions, orally or in writing, to any member of the staff or any advisor or attorney of the Company, as the Shareholder(s) deems appropriate. In such case the Shareholder may

appoint a proxy, agent or representative for the purpose of exercising the rights under this clause.

Winding Up

Subject to the provisions of the Act and rules made there under:

122. 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.
123. 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.
124. 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

125. 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 favor or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.





Borrowing Powers

126. The Board may from time to time at its discretion subject to the provisions of the Act, raise or borrow, either from the directors or from elsewhere and secure the payment of any sum or sums of money for the purpose of the Company. The Board may also raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular, by the issue of bonds redeemable debenture stock or any mortgage, charge or other security on

the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

127. Subject to the provisions of the Act any debenture, bonds or other securities may be issued by the Company at discount, premium or otherwise, with any special privileges as to redemption, surrender, drawings, allotment of shares, appointment of the Directors or otherwise Debentures and bonds with right to allotment of or Conversion into shares shall not be issued except with the sanction of the Company in General meeting and Compliance of the provisions of the Act.”

VI We, the several persons, whose names and address are subscribed, are desirous of being formed into a Company in pursuance of this Articles of Association, and we respectively agree to take the number of Shares in the capital of the Company set against our respective names:-

Sl. No.	Names, addresses, descriptions, and occupations of subscribers	No. of shares taken by each subscriber	Signature of Subscriber
1.	<p>eXp INTERNATIONAL HOLDINGS, INC.</p> <p>Registered office:</p> <p>251 Little Falls Drive, Wilmington, Delaware 19808. U.S.A.</p> <p>Date of Establishment: 29th April 2019</p> <p>Occupation: Business</p> <p>Through its Authorized Representative</p> <p>Mr. James Howard Bramble S/o Mr. James Ross Bramble R/o 4626 S 1175 W. Taylorsville, Utah 84123 USA</p>	<p>9,999 (Nine thousand Nine Hundred Ninety-Nine) Eq. Sh. Of Rs. 10/- Each</p>	<p>Sd/- </p> 
2.	<p>Mr. Jason M Gesing S/o Andreas Kreutzer R/o 253 Main Street, West Newbury, Massachusetts 01985-1416</p> <p>Date of Birth: 20th September 1973</p> <p>Occupation: Professional</p>	<p>01 (One) Eq. Sh. of Rs. 10/-</p> <p>Total 10000 (Ten thousand) Eq. Sh. of Rs.10/- each amounting to Rs. 1,00,000/- (One Lakh)</p>	<p>Sd/- </p> 

Place: BOSTON, MA

Dated this 25th day of August, 2020

THE COMPANIES ACT, 2013
(PRIVATE COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION

OF

eXp GLOBAL INDIA PRIVATE LIMITED

- I.** The name of the Company is **“eXp GLOBAL INDIA PRIVATE LIMITED”**
- II.** The registered office of the Company will be situated **in the State of Delhi.**
- III. (a) The objects to be pursued by the Company on its incorporation are:**
 1. To carry on the business of owning and operating a cloud-based real estate brokerage business, development and use of cloud-based technologies, development of proprietary cloud-based transactional platform to provide real estate brokerage services, property listings, and sellers list properties, provide buyers and sellers access to a network of professional, agents and brokers.
 2. To carry on the business of providing marketing, training and other support services to brokers and agents through use of proprietary technology enabled services, 3D virtual reality platform, as well as technology and support services contracted to third parties.
- (b) Matters which are necessary for furtherance of the objects specified in Clause III (a) above are:**
 1. To procure the registration, incorporation, or recognition of the Company under the laws or regulations of India and that of any other country and to do all acts necessary for carrying on business or activity of the Company as per main objects as aforesaid.
 2. To acquire from any person, firm, body corporate or Government whether in India and/or outside India in the public or private sector technical information, technical know-how, management and managerial know-how, process engineering, technical engineering and financial engineering related knowledge, required for any business of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.
 3. To apply for charter, privilege, concession, license or authorization of any Government, state, or municipality, provisional order or license from any authority for enabling the Company to carry out 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 proceeding or application which may

seem calculated directly, or indirectly to prejudice the interest of the Company.

4. To buy /acquire/lease/rent all kind of plant, equipment. machinery, apparatus, material (raw, finished, or semi-finished), land, building and any movable or immovable property, technical knowhow, expertise, manpower, for production and manufacturing in India or abroad any products or services as per the main object of the Company.
5. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licenses, lease, concessions and the like or any secret or other information, the acquisition of which may seem calculated directly or indirectly to benefit the Company in any jurisdiction, and to use, exercise, develop or grant licenses in respect of the property, rights or information so acquired.
6. To carry on business of promotion, distribution, marketing, organizing events, seminars, conferences, printing of brochures, magazine any other sales aid, advertising etc. for sale of all products or in any way for accomplishment of main objective.
7. To open and operate any type of bank accounts, including overdraft accounts with any bank and obtain credit facilities with or without securities for its business.
8. To borrow money, overdraw from accounts with banks, juristic persons or other financial institutions, with or without security; as well as to accept, issue, transfer, discount, execute or endorse bills of exchange, promissory notes, bills of lading or other negotiable instruments, except for the banking business, finance business and credit finance business.
9. To 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 money lent or advanced to, or the liabilities incurred by any person subject to the provisions of the act.
10. To buy, procure, receive, take on lease, take on sublease, buy on hire purchase, lease out, sublease out, sell with right of redemption, repair, own, possess, improve, use or otherwise manage any property whatsoever, land, buildings, constructions, indoor and outdoor premises of buildings and parking areas, common property of the condominium, as well as the fruits thereof.
11. To establish branch offices or to appoint agents, domestically or overseas.
12. To apply for and become member of any Company, association, body Corporate or society having any objects similar or identical to those of the company or likely to directly or indirectly promote the interest of thee company.
13. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labor lines and houses, warehouses and such other works and conveniences necessary for carrying on the main business of the Company.





14. To undertake or promote scientific research relating to the main business or class of the business of the Company.
15. To take over the whole or any part of the business, goodwill, trademarks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
16. To carry on a business of collecting, compiling, preparing, publishing and distributing all types of statistics, data and information, and analysis thereof for attainment of its objective including but not limited to data mining, data management, refinement of data, call center operations for attainment of its objective.
17. To dispose of, to improve, manage, develop or exchange the undertaking, property or rights of the Company or any part thereof.
18. To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund or any special or other fund whether for repayment of redeemable preference shares, redemption of debenture stock, for dividends, for equalizing dividends, for repairing, improving, extending and maintaining any part of the property of the Company.
19. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds, or Trusts for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments or stock options 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 Company, or who are or were at any time directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependents of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
20. To subscribe for, absolutely or conditionally or otherwise acquire, hold, dispose of shares and securities or obligations of any other Company whether Indian or foreign.
21. To invest the surplus fund of the company in any security, deposit, units of Mutual funds, Government bonds or any other securities permitted by law and to dispose and deal with them in all manner.
22. To establish subsidiary companies, amalgamate with or enter into partnership, joint ventures, or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with, any person or Company carrying on, engaged in, or proposing to carry on or engage in, any business or transaction which the Company is authorized to carry on or engage in, or which is capable of being conducted so as directly or indirectly to benefit the Company; to take or otherwise

acquire or hold shares, stock, securities, obligations or other interests in any such person or Company, and to subsidize or otherwise assist any person or Company.

23. To acquire and undertake the whole or any part of the business, property and liabilities of any person carrying on the business which the Company is authorized to carry on or possession of property suitable for the purpose of the objects of the Company.
24. 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.
25. 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 Act.
26. To insure any of the properties, undertakings, contracts, risk or obligations of the Company in any manner whatsoever.
27. To train or pay for training in India or Abroad of any of Company's employees or officers or any candidate in the interest of or in furtherance of the Company's objects. To establish training facilities for providing training to the Company's employees, distributor customer, franchises and other people.
28. To adopt such means of making known and advertising the business and products of the Company as may be expedient.
29. To aid and support, any person, association, body or movement, whose object is solution, settlement or surmounting of industrial or labor problems or of the promotion of science and technology, cultural activities, sports, protection of environment, rural development and other social, welfare and recreational activities.
30. To purchase, build, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estates, lands, buildings, or other interests, right in immovable properties and to hold concessions, licenses, privileges, claims leases or option which may appear to be necessary or convenient for any business of the company and to sell, lease, mortgage, hypothecate or otherwise dispose of or grant rights over any immovable property belonging to the company.
31. To carry on the business of marketing information of all kinds and to carry on the business of market research and marketing of goods, articles and services, web designing, e-platform, networking and other related thereto.
32. To form, constitute and promote or join in promoting companies, association, and undertakings of all kinds.
33. The Company may anytime invite and receive or without any such invitation receive gifts of immovable or movable property and offerings or voluntary donations of bequests and legacies, either from shareholders, or from any other persons, for the attainment of all or any of the objects of the Company, with or without any special conditions.

34. To arrange the Company to be registered, incorporated or recognized in any place outside India.
- IV** The Liability of the member(s) is limited, and this Liability is limited to the amount unpaid, if any, on the shares held by them.
- V** The Authorized Share Capital of the Company is **Rs. 1,00,000 (Rupees One Lakh Only)** divided into **10,000 (Ten Thousand)** Equity Shares of Rs. 10/- (Rupees Ten) each.

VI We, the several persons, whose names and address are 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 against our respective names:-

Sl. No.	Names, addresses, descriptions, and occupations of subscribers	No. of shares taken by each subscriber	Signature of Subscriber	Signature, names, addresses, description, and occupations of witnesses
1.	<p>eXp INTERNATIONAL HOLDINGS, INC.</p> <p>Registered office:</p> <p>251 Little Falls Drive, Wilmington, Delaware 19808. U.S.A.</p> <p>Date of Establishment: 29th April 2019</p> <p>Occupation: Business</p> <p>Through its Authorized Representative Mr. James Howard Bramble S/o Mr. James Ross Bramble R/o 4626 S 1175 W. Taylorsville, Utah 84123 USA</p>	<p>9,999 (Nine thousand Nine Hundred Ninety-Nine) Eq. Sh. Of Rs. 10/- Each</p>	<p>Sd/- </p>	
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Place: BOSTON, MA

Dated this 1st day of September, 2020