

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SRI LOTUS DEVELOPERS AND REALTY LIMITED*&**

- I. The name of the Company is SRI LOTUS DEVELOPERS AND REALTY LIMITED***&.
- II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Registrar of Companies, Maharashtra, at Mumbai.
- III. **A. The Objects to be pursued by the Company on its incorporation are**:**
 1. To carry on business of Builders, Developers, Masonry, Erector and General maintenance, Construction, Contractors, and to construct, purchase, sell, execute, develop, maintain, operate, run, obtain, grant lease, sub lease, license, arrangement for / of tenancy / tenancy rights, let out and / or sell departmental stores, Offices, residential apartments, bungalows, townships, Godowns, factory, flats, warehouses, Pent Houses, resorts, entertainment complex, malls, Multiplex Concert Halls, hotels, restaurants, studios, stores, shopping centers, farm houses, theatres, residential schools, hospitals and to promote, establish, acquire, purchase, sale, construct, develop new townships and to carry on business as proprietor of flats and buildings and to let on lease any houses, apartments wherein and to provide for conveniences commonly provided in flats, suites, residential and business quarters including any contracts for works construction or projects involving civil, mechanical and electrical engineering and to purchase, sell, and deal in land and immovable properties in India or any other parts of the world and any accretion thereto in form of area or in any other form whatsoever and to promote formation of co-operative housing societies, companies, trust or other association and to develop such properties either as owner or as agents and to join with any other person, partnership firm or company or through subsidiaries or associate companies in carrying the above objects.

**** Name of the Company has been changed from "AKP Holdings Private Limited" to "AKP Holdings Limited", pursuant to special resolution passed at the Extra-Ordinary General Meeting of the Company held on November 26, 2024.*

& Name of the Company has been changed from "AKP Holdings Limited" to "Sri Lotus Developers and Realty Limited", pursuant to special resolution passed for change in name of the Company at the Extra-Ordinary General Meeting of the Company held on December 12, 2024.

2. To acquire, buy, purchase, construct, develop, renovate, transfer, take in exchange or on lease, hire or otherwise acquire, whether for investment and / or sale or working in the same, any real or personal estate or property including land, mines, business, building, factory, mill, houses, cottages, hospitals, shops and other immovable properties in consideration for a gross sum or rent or partly in one and partly in the other or for some other consideration and to turn the same to account as may be expedient and in particular by laying out and preparing lands for building purposes and preparing building site by planting, paving, draining and cultivating lands by demolishing, constructing, reconstructing, altering, improving, furnishing, maintaining, administering, equipping or subdividing properties by leasing or otherwise disposing off.
3. To undertake construction and management of properties of any person or governmental authorities for the construction of buildings of all descriptions, roads, bridges, earthwork, sewers, tanks, drain culverts, channels, sewerage or other works or things that may be necessary or convenient for any of the objects of the Company and to carry on the business in India as architects, designers, draughts men, decorators, surveyors, valuers, estate agents, town planners, Coordinators, civil engineers, constructional engineers, furnishers, structural engineers, estate agents and land brokers and to undertake development of infrastructure projects in all areas of infrastructure including but not limited to basic infrastructure such as power, roads, water, water management, waste management system, sewerages, Special Economic Zone, Airports, Highways, Satellite Townships, industrial / IT parks, IT Campuses, hospitals, seminar halls, meditation centers, marketing arcade, maintain various infrastructure facilities industrial infrastructure, urban infrastructure and tourism infrastructure.

(** The Object to be pursued by the Company on its incorporation was altered vide Special Resolution passed in the Extraordinary General Meeting of the members held on March 11, 2024)

III B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are:@

1. \$To invest the capital or other funds of the Company in the purchase of acquisition of or rights in moveable and immoveable property, to use the capital, funds and assets of the Company as security for borrowing and the acquisition of or rights in moveable or immoveable property, or shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities, or to finance their acquisition or leasing or hire purchase.

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2. To lend moneys on pledge, hypothecation, mortgage or otherwise and on such terms and conditions, with or without security, as may seem expedient and, in particular to customers of and persons having dealings with the Company and to any other company or firm or person, as may be expedient and to guarantee the performance of contracts by any such persons, provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.
3. To open current or savings or fixed deposit accounts with any bank and to pay into and draw money from these accounts.

@Clause III B has been renamed vide Special Resolution passed in the Extraordinary General Meeting of the members held on March 11, 2024)

(\$ Sub clauses in Clause III B have been renumbered vide Special Resolution passed in the Extraordinary General Meeting of the members held on March 11, 2024)

4. To negotiate loans, borrow monies, issue secured or unsecured debentures, whether convertible or non-convertible, to negotiate indemnity contracts, mortgages, equity participation, cash credits, overdrafts and other financial facilities from banks, financial institutions, government or semi-government bodies and others, or on behalf of companies, firms, societies, associations and others.
5. To purchase, take on lease or in exchange, or otherwise acquire any lands and buildings and any estate or interest in, and any rights connected with any such lands and buildings and to develop and turn to account any land and/or buildings acquired by the Company and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, cultivating, letting and/or selling and by advancing money to any entering into contracts and arrangements of all kinds with builders, tenants and others.

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6. To form, promote, subsidize and assist companies having similar objects and partnerships, to promote and acquire any concern as a running business or otherwise or purchase any part of the assets of any concern or any Company or any interest or share thereto and to pay for the same including its goodwill either in cash/or by issue of shares or otherwise and invest the moneys of the Company for the said purposes.
7. To guarantee or become liable for payment of money or for performance of any obligation or undertaking or to undertake and execute any trust and/or appoint trustees thereof from time to time and vest funds or any property in the trustees and generally to transact all kinds of guarantee business or any business, undertaking transaction or operation commonly carried on or underwriters but not to carry on the business of the Banking Regulation Act or the Insurance Act.
8. To enter into agreements, contracts for, undertake or otherwise arrange for receiving, mailing or forwarding any circular, notice, report, material, brochure, article and thing belonging to any company, corporation, firm, institution or person or persons by means of delivery by hand, electronically or otherwise and to establish, hold or conduct competitions in respect of contribution or information suitable for insertion in any publications of the Company or otherwise for any of the purposes of the Company and to offer and grant prizes, rewards and premiums of such character and on such terms as may be expedient.
9. To act as agents for financial products such as deposits, units of mutual funds, insurance policies, government securities, shares, bonds, debentures and/or other financial instruments and to do the above in any part of the world and either as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents or otherwise either alone or in conjunction with others.
10. To apply for and to obtain assistance (financial, technical or of any other type) from Government and other organisations, companies, firms or individuals, national or international, for developing the business or businesses of the Company.

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11. To enter into any arrangements with any Government or authorities, municipal, local or otherwise or any person, firm, institution or company in India or abroad that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, authority, person, firm, institution or company, rights, privileges, charters, contracts, licenses and concessions, including in particular rights in respect of waters, waterways, roads, and highway which the Company may think it desirable and to carry out, exercise and comply therewith.
12. To acquire, purchase, takeover and /or amalgamate business or undertakings of companies or firms which under existing circumstances, from time to time, may conveniently or advantageously be combined with the business of the Company, to amalgamate or merge with companies whose business are so acquired, purchased or taken over and/or to enter into any agreement with the object of acquisition of such undertaking and/or business.
13. To aid pecuniary or otherwise any association, body or movement having for its object the solution, settlement, or surmounting of industrial or labour problems or troubles, or the promotion of industry or trade.
14. To acquire and secure membership, seat or privilege 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 any part of the world for furtherance of any business trade or industry.
15. 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, having similar objects.
16. To act as agents or trustees for any person or company and to undertake and perform sub-contracts and to do all in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or jointly with others, sub-contractors, trustees or otherwise.

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17. To remunerate the employees of the Company and others, out of and in proportion to the profits of the Company, or otherwise apply, as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company, and any moneys received in respect of forfeited shares, and also any moneys arising from the sale by the Company of forfeited shares.
18. To acquire by purchase, lease, exchange, hire, concessions, grant or otherwise either absolutely or conditionally and either alone or jointly with others, any patents, licences, concessions, patent rights, trade marks, privileges and other rights for the object and business of the Company or which the Company may think necessary or convenient to acquire or the acquisition of which in the opinion of the Company is likely to facilitate the realization of any securities held by the Company or to prevent or diminish any apprehended loss or liability or which may come into the possession of the Company in satisfaction or part satisfaction of any of its claims and to pay for all such property and rights purchased or acquired by the Company in any manner including by shares, debentures, debenture stock, or bonds or other securities held by the Company or otherwise and to manage, sell, develop, improve, exchange, let on lease, or otherwise dispose of or turn to account all such property and rights purchased or acquired by the Company and to acquire and hold and generally deal with in any manner whatsoever all or any property and rights, moveable or immoveable and any right, title or interest therein which may form part of the security for any loans or advances made by the Company or which may be connected with any such security and all at such times and in such manner and for such manner and for such consideration as may be deemed proper or expedient.

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19. To promote, form and register, and aid in the promotions, formation and registration of any company or companies, subsidiary or otherwise, body corporate, partnership or any other association of persons for engaging in any business, for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to transfer to any such Company any property of the Company, and to be interested in, or take or otherwise, acquire, hold, sell or otherwise dispose of shares, stock, debentures and other securities in or for any of the objects mentioned in this Memorandum, and to subsidise or otherwise assist any such company.

20. To purchase, take on lease or in exchange, hire or otherwise acquire, any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the Company.

21. To make donations to (by cash or other assets, or by the allotment of fully or partly paid-up shares, or by a call or option on shares, debentures, debenture-stock, or securities, of this or any other Company, or in any other manner, whether out of the Company's capital, or profits, or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the Company, or in placing or assisting to place, or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company for charitable, scientific, religious or benevolent, national, public general or other objects which the Company may think proper and to make such other donations as may be permissible under the law.

22. To lend money, securities and property, or receive loans or grants or deposits.

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23. Subject to the provisions of Sections 292 and 293 of the Companies Act, 1956, to receive money in any form, borrow or raise money on such terms and conditions as the Company may consider expedient and secure and discharge any debt or obligation or binding on the Company in such manner as may be thought fit, and in particular, by the issue or sale of debentures, debenture-stock, bonds; obligations, mortgages and securities of all kinds either perpetual or terminable and either redeemable or otherwise, and to charge or secure the same, by trust deed or otherwise, on the undertaking of the Company, or upon any specific property and rights, present and future of the Company or otherwise howsoever, and to pledge or hypothecate any of the securities or investments of the kinds aforesaid. Provided the Company shall not carry on banking business as defined under Banking Regulations Act, 1949, and subject to the provisions of Section 58 A of the Act and Reserve Bank of India directives in force from time to time.

24. To pay for any business, property or rights acquired or agreed to be acquired by the Company and to remunerate any person or company and generally to satisfy any obligation of the Company by cash payment or by the issue, allotment or transfer of shares of this or any other company credited as fully or partly paid up or debentures or other securities of this or any other company.

25. To draw, make, execute, issue, endorse, negotiate, accept, discount, buy, sell, collect and deal in bills of exchange, commercial paper, treasury bills, hundies, promissory notes, bills of lading, railway receipts, warrants, debentures, bonds, mortgage backed securities, letters of credit or obligations, certificates, scripts, warehouse receipts, pass through certificates and other negotiable instruments or securities whether transferable or negotiable or mercantile or not.

26. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and issue of its capital including brokerage and commission for obtaining applications, for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company and costs, charges, expenses of negotiations and contracts and arrangement made prior to and in anticipation of the formation and incorporation of the Company, having regard to the provisions of the Companies Act, 1956 and for incidental to the raising of money for the Company.

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27. To sell, mortgage, exchange, lease, grant licenses, easements and other rights over, improve, manage, develop and turn to account and in any other manner deal with or dispose of the undertaking, investments, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including any stocks, shares or securities, of any other company, whether partly or fully paid up.

28. To sell, improve, manage, develop, exchange, loan, lease or let, under- lease, sub-let, mortgage, dispose of, turn to account or otherwise deal with any property of the Company or any portion of any premise for residential, trade or business purposes or other private or public purposes and collect rents and incomes therefrom.

29. 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 who are or were at any time Directors or Officers of the Company and the wives, widows, families and dependants of any such persons, by building or contributing to building of houses, dwellings or chawls, or by grants of money, pensions, allowances, bonus or other payments, or by creating and forming from time to time, subscribing or contributing to provident and other associations, institutions, funds or trusts, granting pensions and allowances, making payments towards Insurance and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Company shall think fit and to subscribe or otherwise to assist or to guarantee money or donate to charitable, benevolent, patriotic, religious, scientific, national, or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or a public and general utility or otherwise.

30. To subscribe or contribute or otherwise assist or to grant money to charitable, benevolent, religious, scientific, national, public, institutions, objects or purposes or for any exhibition.

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31. To maintain local registers or places of business in any part of the world and establish and maintain branches, offices and agencies either through a subsidiary company or companies or otherwise at any place or places in India or other parts of the world for the conduct of the business of the Company or for the purpose of enabling the Company to carry on its business more efficiently and to exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any part of the world and to discontinue any such offices, branches or agencies.
32. To stand guarantors and be surety or answerable for the debts, or defaults of any person, firm or company arising on contracts for payment or repayment of moneys or loans or the fulfillment of any obligations or performances by any such person, firm or company, and to enter into contracts of indemnity or guarantee on such terms and conditions as may seem necessary or expedient for effecting the same.
33. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any other special fund, whether for depreciation or preparing, repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redemption of preference shares, or for any other purposes conducive to the interest of the Company.
34. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the Company, and by any moneys received in respect of forfeited shares.
35. To encourage, promote and reward studies, researches, experiments, tests and investigations of any kind, nature and description that may be considered likely to assist any of the businesses which the Company is authorized to carry on and further to acquire, preserve or disseminate information in connection with trade, commerce and industry, which the Company is, for the time being engaged in.
36. To undertake, carry out, promote, sponsor or assist directly or in any other manner any social or charitable activity or other programmes.

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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. a. *#^The Authorized Share Capital of the Company is Rs. 56,10,00,000/- (Rupees Fifty Six Crores Ten Lakhs Only) divided into 55,10,00,000 (Fifty Five Crores Ten Lakhs) Equity shares of Rs.1/- (Rupee One Only) each and 10,000 (Ten Thousand) Non-Convertible Redeemable Preference shares of Rs. 1000/- (Rupees One Thousand Only) each

(Amended vide Special Resolution passed by the Company in its Extra Ordinary General Meeting held on 14th August, 2015 for Sub-division and increase in Authorized Share Capital of the Company from Rs. 1,00,000/- to Rs. 21,00,00,000/-)*

(# Amended vide Ordinary Resolution passed by the Company in its Extra Ordinary General Meeting held on 11th March, 2024 for increase in Authorized Share Capital of the Company from Rs. 21,00,00,000/- to Rs. 30,00,00,000/-)



(\$ Amended vide Ordinary Resolution passed by the Company in its Extra Ordinary General Meeting held on 18th November, 2024 for increase in Authorized Share Capital of the Company from Rs. 30,00,00,000/- to Rs. 55,00,00,000/-)

[^Amended vide RD Order No. RD/WR/Sec.233/AKP/AB1348225/2024/8192 dated 30/10/2024 for approval of scheme of amalgamation of Tryksha Projects Private Limited (Transferor Company No. 1), Veer Savarkar Projects Private Limited (Transferor Company No. 2), Zinnia Projects Private Limited (Transferor Company No. 3) and Sri Lotus Developers and Realty Holdings Private Limited (Formerly known as "Sri Lotus Value Realty Private Limited") (Transferor Company No. 4) into AKP Holdings Private Limited (Transferee Company)]

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We the several persons, whose names, addresses and descriptions are hereunder subscribed, are desirous of being formed into a Company in pursuance to 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:-

Sr. No	Name, addresses, description and occupation	No. of Shares taken by each subscriber	Signature of Subscriber	Witness (along with Name, addresses, description and occupation)
1	<p>Name: ANAND PANDIT</p> <p>S/o: KAMALNAYAN PANDIT.</p> <p>Address: LOTUS TOWER, 1 JAI HIND SOCIETY, N.S. RD NO. 12/A, JUHU SCHEME, MUMBAI - 400049.</p> <p>Occupation: BUSINESS</p>	<p>9999</p> <p>[NINE THOUSAND NINE HUNDRED & NINETY NINE]</p>	 <p><i>[Signature]</i></p>	<p>Witness for Subscriber 1 & 2</p> <p>I, Pawan K. Kasat, witness to subscribers who have subscribed and signed in my presence at Mumbai. Further, I have verified their identity details for their identification and satisfied myself and their identification as filled in</p>
2	<p>Name: ROOPA PANDIT</p> <p>D/o: JANI BHARAT KUMAR</p> <p>Address: LOTUS TOWER, 1, JAI HIND SOC, N.S. ROAD NO - 12/A, JUHU SCHEME, MUMBAI - 400049.</p> <p>Occupation: BUSINESS</p>	<p>1</p> <p>(ONE)</p>	 <p><i>[Signature]</i></p>	<p><i>[Signature]</i></p> <p>Pawan K. Kasat</p> <p>23, Kesar Building, opp. Geeta Bhavan Hotel, Marine Lines, Mumbai - 400002.</p> <p>Occ: Service</p>
Total		10000 [TEN THOUSAND]		

Date: 21/01/15
Place: MUMBAI