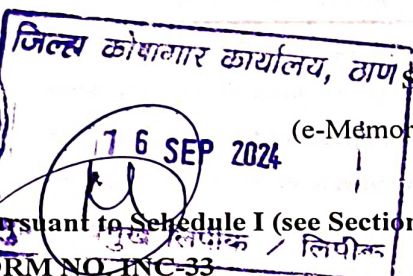


महाराष्ट्र MAHARASHTRA

2023

CP 932695



[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013]

FORM NO. INC-33

Table applicable to company as notified under schedule I of the companies Act, 2013

Table A -MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1. The Name of the Company is **THANE CLUSTER DEVELOPMENT AND AREA IMPROVEMENT COMPANY LIMITED (TCDAICL).**
2. The Registered office of the company will be situated at Pinnacle Corporate Park, 7th floor-702/703, BKC Bandra Mumbai in the state of Maharashtra-MH.

MAHAPREIT

TMC

23 SEP 2024

जोडपत्र - २

५५७७४५

पुद्रांक विक्री नोंदवही अनुक्रमांक दिनांक

दस्ताचा प्रकार Agr

दस्त नोंदणी करणार आहेत का ? :- होय/नाही

मेळवणीचे थोडक्यात वर्णन

मुद्रांक विकत घेणाऱ्याचे नांव

हस्ते असल्यास त्यांचे नांव, पत्ता

सही

दुसऱ्या पक्षकाराचे नांव

मुद्रांक शुल्क रक्कम

गरवानाधारक मुद्रांक विक्रेत्याची सही-

श्री. शंकर साहेबराव यादव)

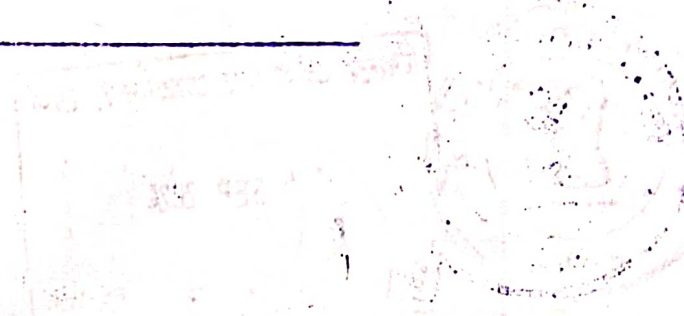
मुद्रांक विक्रीचे ठिकाण/पत्ता-जिल्हा सत्र न्यायालय, ठाणे.

रवाना क्रमांक - १२०१०३१

ज्या कारणासाठी ज्यांनी मुद्रांक खरेदी केला त्यांनी त्याचे
कारणासाठी मुद्रांक खरेदी केल्यापासून ६ महिन्यात वापर
बंधनकारक आहे.

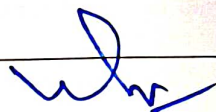



Rawal



3. (a) The objects to be pursued by the company on its incorporation are

To carry on the business to construct, erect, build, remodel, repair, execute, develop, acquire, purchase, sell, leasehold/freehold land in whole or in part, improve, administer, manage, control, maintain, operate, demolish, grades, curve level, pave, macadamize, cement , concrete , in situ or precast or prefabricated construction of houses or dwelling units for rehabilitation or sale purpose or developing necessary infrastructure and /or utilities, making lay out and plans and executing lay out and plans and developing plots of lands earmarked for the purpose of cluster development , development of plots and disposing the same, selling or leasing or conveying or mortgaging or disposing any dwelling unit, residential or commercial or office space area/industrial area in retail or bulk volumes or vacant plot of land plot or part of plot or land parcels , FSI or TDR generated from the scheme of cluster development to raise project funding or to finance the Thane cluster development project allotted by Thane municipal corporation government of Maharashtra or any of its department or board/agency / company under supervision or control of government of Maharashtra to MAHAPREIT or THANE CLUSTER DEVELOPMENT AND AREA IMPROVEMENT COMPANY (this SPV specially created for the purpose of Thane cluster development and allied activities) to achieve the objectives of Thane cluster development project or program as defined under relevant regulations of UDCPR and development of highways, express routes, roads, paths, streets, bridges, Rail over Bridges, Rail Under Bridges, sideways, tunnels, Metro rail, Mono rail, Intra-Urban Roads, Peri Urban Roads like Ring Roads and /or Urban By passes, railroads, pavements, township schemes, generation/ distribution of power and renewable energy projects , Carbon emission reduction measures with or without carbon credit trading and transactions thereof, water transport, Multi Modal transport terminals and complexes, Ports, or other public utility services in relation to Thane Cluster Development all and incidental activities to cluster development schemes and /or project in THANE area under the Cluster development schemes and/or regulation under UDCPR as amended from time to time by Government of Maharashtra or any such mandate given to this company by Government of Maharashtra through such Techno Financial models such as EPC, OMT, PPP, BOT, BOOT , BOFT , BOO or BOLT or any other scheme in a manner which will facilitate to undertake the above mentioned works and to act as consultants in connection with infrastructure projects in India or Abroad.

MAHAPREIT 	 TMC
---	--

3. (b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are

* Passed at _____rd _____, 2024 at Second Extra Ordinary General Meeting of the Members of the Company for change in main objects of the Company.

1(a) To identify schemes under housing, Urban Renewal & Cluster Development, area development, Redevelopment of structures authorized, unauthorized buildings, buildings of state and central government, semi-government, urban local bodies dilapidated buildings, slum areas, etc for development , Area development and improvement including providing all infrastructure services to appoint a consultant in order to collect data and information to carry out details surveys and prepare technical and financial feasibility reports, and detail estimates for the project to present to financial institute for raising finance.



1(b) To engage an entrepreneur/agency / developers /Builders to rehabilitate the existing eligible / ineligible occupiers of building within cluster/UR scheme as per the UDCPR guidelines, selling / renting out / leasing out and disposing of sale component of a cluster comprising of residential, non-residential, commercial , industrial , amenities, etc .

1 (c) To develop project/s on developed or undeveloped plots under the schemes along with infrastructures recover the sale proceedings, service charges or any other dues from beneficiaries/purchaser, buyers under the selected scheme.

1 (d) To Undertaker construction and subsequent maintenance of the project/schemes executed by the State / Central government with their own funds.

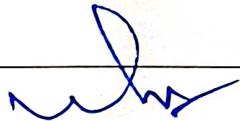
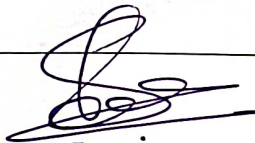
2. To acquire from Central or State Government, Municipal and other local authority or any individual, firm, association of persons, body of individuals or Company any land concessions, grants, rights, license, charters, powers and privileges whatsoever, which may seem to the Company being capable of being turned to account and to work, develop, carry out, exercise and turn to account the same.

3. To enter into, make and perform contracts and arrangements of every kind and descriptions on such terms and conditions which may include that the company will be allowed to derive benefits such as toll collection rights, advertisement

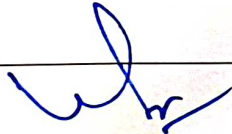

MAHAPREIT			TMC
-----------	---	--	-----

rights, road side plantations, wayside amenities etc with Corporate body, municipality, body public, Government or Authority, without limit as to amount and to obtain from the Government or authority any rights, privileges, contracts and concessions which the Company may deem desirable to obtain and to carry out, exercise or comply with any such arrangements, rights, privileges, contracts and concessions.

4. To purchase, take on lease, or otherwise acquire and hold either solely or jointly with others, any movable or immovable or other properties and any rights or privileges which the Company may think necessary, expedient, or convenient for the purpose of its business.
5. To employ any sources engineers, mechanics, masons, designers, carpenters, painters, electricians and other technicians, accountants, clerks, other officers and labours as may be found necessary for the efficient handling and carrying on the business of the Company.
6. To raise funds necessary for the above and other allied objects, by issue of share capital, securing loans from Government and other sources including world bank and/or financial institutions and banks on interest, to arrange for their utilization and proper repayment, to obtain the grants available from the Central or / and State Government to achieve the aforesaid objects.
7. To borrow or raise money from the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company, or by mortgage, hypothecation, pledge or charge of all or any part of the property of the Company and their appurtenances or of its uncalled capital or in such other manner.
8. To make, draw, accept, endorse, discount, execute, issue and negotiate cheques, bills of exchange, promissory notes, debentures and other negotiable or transferable instruments (but not to do the business of banking as defined in the Banking Regulations Act, 1949 (Central Act 10 of 1949).
9. To lend and advance or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligations and the payment of money to any such persons or companies, and generally to give guarantees and indemnities.

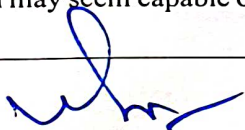
MAHAPREIT			TMC
-----------	---	--	-----

10. To invest any moneys of the Company not for the time being required for any of the purposes of the Company in such investments (other than shares or stocks in the Company) as may be considered proper and to hold or otherwise deal with such investments.
11. 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 or debenture stock perpetual or otherwise, and to secure the repayment of any money borrowed, raised or raised 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 as the case may be. The Company shall however, not carry on the Banking business as defined under Banking Regulations Act, 1949, but can accept deposits or money subject to section 73 to 76 of the Companies Act, 2013 and the directives of the Reserve Bank of India.
12. To enter into partnership or into any arrangement for sharing profits, union of interests, co operations, Joint Venture, reciprocal concession, or otherwise, with any person or company or companies carrying on or engaged in or about to carry on, or engaged in any business or transaction which this company is authorized to carry on, engaged in or any business of transaction capable of being conducted so as directly or indirectly to benefit this company. And to lend money to, guarantee the contracts of, or otherwise assist, any such person, firm or company and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
13. To subscribe for, take, or 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.
14. To apply or promote and obtain any Act of Parliament, charter, privilege, concession, license or any authorization of any Government State or Municipality, provisional order or license of the Board of Trade or other authority for enabling the Company to carry on any of its objects into effect or for extending any of the powers of the Company to carry on any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company.

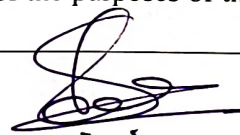
MAHAPREIT			TMC
-----------	---	--	-----

15. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting of shares, debentures or other securities of the Company.
16. 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.
17. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or super agnation funds for the benefit of, and give or procure the giving of donations, gratuities, pension, allowance or emoluments to any persons who are or were any time in the employment or service of the Company, or of any Company which is subsidiary of the Company or is allied to or associated with Company or with such subsidiary Company or of any other Company as aforesaid and wives, widow, families and dependents of any such persons and also establish, subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interest and well being of the Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid, and or any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
18. To procure the Company to be recognized in any part of the world outside India.
19. To establish or promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of 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.
20. 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, in the event of winding up subject to the provision of the Companies Act, 2013.
21. To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets, d? invention, trade marks, design, license and the like conferring any exclusive or non exclusive or limited right 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

MAHAPREIT



TMC



or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop or grant licences 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.

22. To adopt such means of making known the business of the Company as they seem expedient and in particular by advertising in the press, by circular, by purchases and exhibition work of art or interest, by publication of books and periodicals and by granting prizes, rewards or donations.

23. To establish and support, or aid in the establishment and support of associations to benefit employees or ex- employees of the Company, or its predecessors in business, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public objects.

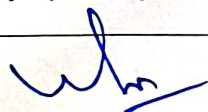
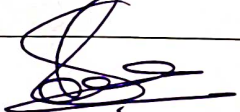
24. To undertake and execute any trusts, the undertaking of which, may seem to the Company desirable, either gratuitously or otherwise.

25. To remunerate any person or Company for services rendered or to be rendered in placing or assisting to placing or assisting to place or guaranteeing the placing of any shares in the Company capital or any debentures, stocks or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business, subject to section 40 of the Companies Act, 2013.

26. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company.

27. To distribute as bonus shares among the members or to place or reserve or otherwise to apply as the Company may from time to time think fit any money received by way of premium of shares or debentures issued at a premium by the Company and money arising from the sale by the Company on forfeited shares subject to the provisions of the Companies Act, 2013.

28. To refer all questions, disputes or differences (whether present or future) arising between the Company and any other person whomsoever in connection with or in respect of any matters either relating to the business or affairs of the Company to dispute redressal mechanism either in India or abroad as the case

MAHAPREIT			TMC
-----------	---	--	-----

may be, in such manner and upon such terms and conditions as the Company and such other person may mutually agree upon and such reference may be made in accordance with the provisions of any law in India relating to arbitration and conciliator or in accordance with the rules of any chamber of commerce (either India or foreign international).

29. Subject to the provisions of the Companies Act, 2013, or any other enactment in force, to indemnify and keep indemnified officers, directors, agents, employees and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company and for any loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto.

30. To buy, sell, get, work, shape, hew, carve, polish, crush, use and deal in all and every kind of manufactured, raw or un-manufactured iron, steel, wood, brick, cement, ceramic, granite, limestone or other stone or material and other products and by products and for such purpose to acquire, take on lease or in exchange or otherwise any or part of forests, mining, leases undertaking, lands, buildings or properties, to purchase or otherwise acquire any patent right, letter patent, devices, inventions, trademarks, formulas, goodwill and other rights and to deal with, dispose of the same in any manner what so-ever.

31. To construct, execute, undertake, carry-out, run, establish, acquire, maintain, re-model, alter, develop, work, control, manage, take on lease, purchase or acquire under any other terms and conditions any residential buildings, factories, hotels, clubs, water tanks, schools, hospitals, restaurants, baths, places of workshop, amusement, cremation and burial grounds, parks, garden, libraries, reading rooms, orchestra stands pavilions, shops, garages, dairy farms, or other works which the company may think appropriate or useful in this behalf, to contribute or otherwise assist or work in association with any other person, Firm or Company in any of the above or other undertakings and do any other act for the purposes of construction, erection, demolition, removal, repairs, remodel, maintenance, improvements, administration, assessment, development, working, controlling or management thereof.

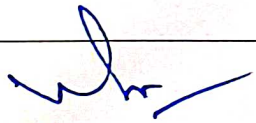
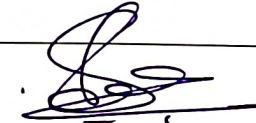
32. To build, take on lease, purchase or acquire in any manner what so ever any apartments, houses, flats, rooms or other accommodations for people and to let or dispose of the same on instalments basis, rent purchase basis or by outright sale whether by private treaty or by auction or in any other mode of

MAHAPREIT	TMC
-----------	-----

disposition all or any integral part thereof.

33. To open bank accounts of all nature including overdraft, cash credit, and loan accounts, and to operate the same and to draw, make, accept, negotiate, endorse, discount, assign, execute, and otherwise deal in cheques, drafts, promissory notes, bills of exchange, hundies, debentures, bonds.
Payments from buyers/ clients / lease holders / builders/ Developers / BOT/BOO/BOLT/PPP operators, warrants and other negotiable or transferable instruments in connection with the business of the company.
4. 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.
5. The share capital of the company is INR 1,00,00,000 (INR One Crores), divided into, 10,00,000 (Ten lakhs) Equity shares of INR10 (INR Ten Only) each.

* * * *

MAHAPREIT			TMC
-----------	---	--	-----