

COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 1956)
MEMORANDUM OF ASSOCIATION
OF
RATNADHAR INFRA LIMITED

- I. The name of the Company is **RATNADHAR INFRA LIMITED***
- II. The Registered Office of the Company will be situated in State of Andhra Pradesh.
- III. The Objects for which the Company is established are:

A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To carry on the business of constructing, erecting, designing, developing, maintaining housing complexes, township projects, commercial complexes and buildings of all types and descriptions.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS:

1. To undertake the publication of advertisements, journals, books, periodicals, magazines or other publications, for the purpose of public awareness, education and to attain any or all of the main objects of the Company.
2. To import all kinds of equipments, tools and machinery required to set up and carry on the said projects in the main object and arrange financial assistance, bank loans for any project to be developed and to enter into Joint Venture with State Government, other Government authorities as well private bodies for provision of services and products developed by the Company.
3. To apply for, purchase or by other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, inventions, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

*Amended vide Special Resolution passed on 02-08-2025 to reflect the change of name from 'RATNADHAR INFRA PRIVATE LIMITED' to 'RATNADHAR INFRA LIMITED'.



4. To purchase or otherwise acquire or undertake all or any part of the business, property, assets, rights and liabilities of any person or company or, the whole or any portion of the shares in or securities of, or obligations or liabilities of any company carrying on any business which this Company is authorised to carry on or which appears calculated directly or indirectly to benefit this Company, or possessed of property or rights suitable for the purposes of this Company.
5. To sell, lease, grant licenses, easements and other rights over and in any other manner, deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may think fit and in particular of shares, debentures or securities of any other Company.
6. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and from time to time sell or vary such investments and to execute all assignments, transfers, receipts & documents that may be necessary in that behalf and to advance money and assets of all kinds with or without security and give credit to such persons including Government and upon such terms and conditions as the Company may think fit, provided that the Company shall not carry on Banking business.
7. To enter into guarantees, indemnities, bonds and undertakings and to provide cash deposits, counter-indemnities or any other form of security whatsoever which may be required or acceptable in India for the performance of the obligations of or to secure claims against any person.
8. Subject to the provisions of FEMA (Transfer or issue of Security by a person resident outside India) Regulations 2000 or any other relevant guidelines issued by the Central Government from time to time, any person, Company, entity, institution, trust or organization resident or established outside India may invest in the Company.
9. Subject to the provisions of Banking Regulation Act, 1949 as subsequently amended from time to time, to draw, make, accept, endorse, discount, buy, sell, collect, deal in, execute and issue bills of exchange, hundies, promissory notes, coupons, drafts, bills of lading, railway receipts, warrants, debentures, scrips and other negotiable or transferable instruments or securities whether transferable / negotiable or not and to discount, accept, collect Bills of Exchange, Hundies, Promissory Notes, Coupons, drafts, Bills of Lading, and other instruments and securities whether transferable / negotiable or not.
10. To effect all such insurances in relation to the property of Company and the carrying on of its business and any risk incident thereto as may seem expedient.
11. To refer to or agree to refer any claims, demands, dispute or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the members or members of the Company and / or his



representatives, or between the Company and third parties, to arbitration and to observe and perform and do all acts, matters and things to carry out or enforce the awards, to act as agents for service of process and otherwise represent foreign entities in legal and arbitral proceedings in India.

12. To form or promote any company or companies, whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control or development of the company or any other objects which in the opinion of the company could or might directly or indirectly assist the company in the development of its properties or otherwise prove advantageous to the company and to pay all of the costs and expenses incurred in connection with any such promotion or Incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered.
13. To amalgamate, or enter into partnership or into any arrangement for sharing profit, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company whether Indian or foreign, carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in.
14. To take or otherwise, acquire and hold, re-sale, dispose off shares in any other company having objects altogether or in part similar to those of the company.
15. To provide for or utilise such sum or sums of money that may be agreed upon by the Company from time to time for research and development connected with the objects of the Company and for the protection of the interest of the Company and securing any process or processes / patent or patents or protecting any invention or inventions which the Company may acquire or propose to acquire or deal with.
16. To appoint engineers, technicians, professionals, contractors, managers, brokers, canvassers, agents and other persons and to establish, undertake, transact, execute, and maintain agencies or branches in any part of India or elsewhere for the purpose of the company's business and to discharge and to discontinue the same.
17. To engage any person, firm or company rendering professional, consultancy or advisory services to the Company and to remunerate any such person, firm or company as may be though expedient.
18. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the objects of the company.



19. To purchase or to lease or take on licence or in exchange, hire or otherwise acquire and to erect, maintain, reconstruct, and adopt any land, building and any other kind of real and personal property whether moveable or immovable necessary or convenient for the purpose of the business of the Company and for that purpose to enter into any Agreement, Deed of Sale or any kind of arrangement with any party and to create any kind of fund (depreciation, reserve, sinking, Insurance) for repairing, maintaining, improving or replacing its assets / properties and also to extend, expand, develop the business of the Company by adding or altering, enlarging all or any of the buildings, premises and machinery stock in trade etc. for the time being the property of or in possession of the Company and by expending from time to time, such sums of moneys as may be necessary or expedient for the purpose of improving, repairing and maintaining the buildings, machinery and property for the time being of the Company.
20. To exchange, sell, convey, mortgage, assign or let on lease or leases the whole or any part of the property (whether movable or immovable) of the Company and to accept as consideration for or in lieu thereof other land or cash or Government securities or securities guaranteed by the Government of India or Provincial or other Government or Municipal, Port Trust, Railways or other authority or shares, debentures, stocks, bonds or securities of any other company or companies or partly one or partly the other or such other company and to take back or reacquire any property so disposed off by repurchasing or leasing the same for such price or prices and on such terms and conditions as the Company may think fit.
21. To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or in any part of the world, for the purpose of using in its business, any patents, patent rights, copy rights, sophisticated technology, designs, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use any secret, technical or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may directly or indirectly benefit the Company.
22. To undertake the payment of all rent and the performance of all covenants, conditions and agreements contained in and reserved by any lease that maybe granted or assigned to or is otherwise acquired by the Company.
23. To purchase the reversion or reversions or otherwise acquire the freehold rights in all or any part of the lands for the time being held under lease or for an estate less than a freehold estate by the Company.
24. To enter into any arrangements with any Government Authorities (Central, State, Municipal, local or others) or Company (whether incorporated in India or outside India) firm or person that may seem conducive to the attainment of Company's objects or any of them and to obtain from any such Government or other authorities any orders, charters, licences, authorisations, rights, subsidies, loans, indemnities, sanctions, protection, privileges and concessions which the Company may think desirable to



obtain and to carry out, exercise and comply with any arrangements, rights, privileges, subsidies and concessions.

25. To undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body, corporation and to promote or form any company or companies for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or undertaking any business or to acquire and undertake the whole or benefit the Company or to acquire and undertake the whole or any part of the business, goodwill, property and liabilities of other persons, firms and companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on any business which this company is authorised to carry on or possessed of any property or rights suitable for the purposes of the company by paying or contributing towards the preliminary expenses thereof or providing the whole or part of the Capital thereof or by taking shares therein or by advancing money.
26. To advance money to such persons and on such terms as may seem expedient and in particular to member of the staff, customers and others having dealings with the Company and to guarantee the performance of contracts and engagements by any such persons.
27. To make advances of such sum or sums of money upon or in respect of or for the purchase of goods, machinery, stores or any other property, articles and things required for the purposes of the Company upon such terms, with or without security as the Company may deem expedient.
28. Subject to the provisions of section 292 & 58A of the Companies Act, 1956 and as per directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money on deposit at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit in particular by the issue of debentures or debenture-stock, perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures or debenture-stock so issued, to mortgage, pledge or change the whole or any part of the property, assets, or revenue and profits of the Company, present or future including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any securities. Provided that the Company shall not carry on Banking business as defined in the Banking Regulation Act, 1949.
29. To apply for, promote and obtain any order, licence or consents of the Department of Industry or other Authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem calculated, directly or indirectly to promote the Company's interests and to oppose any proceedings directly or indirectly that are likely to prejudice the Company's interests.



30. To open account or accounts with any Bank or Banks and to pay into and to withdraw money from such account or accounts.
31. To remunerate any person, firm or company for services rendered or to be rendered in placing or assisting to place or guaranteeing of any of the shares in the Company's capital or any debentures or debenture stocks or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
32. Subject to the provisions of the Companies Act, 1956, to sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
33. To enter into such contracts as may be necessary for all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
34. To distribute any of the property of the Company or any proceeds of sale or disposal of any property in specie or kind among the members, subject to the provisions of the Companies Act, 1956, in the event of winding up of the Company.
35. To pay out of the funds of the Company all expenses of and incidental to the formation, registration, advertisements and establishments of the Company.
36. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, insuring, improving, extending or maintaining any of the property of the Company or for any other purpose, conducive to the interest of the Company.
37. To distribute as bonus shares amongst the member or to place in reserve or otherwise to apply as the Company may from time to time determine, any moneys received in payment of forfeited shares and moneys arising from the sale by the Company of forfeited shares or any moneys received by way of premium on shares or debentures issued at a premium by the Company.
38. Subject to the provisions of Section 293A of the Act, to subscribe, contribute, gift or donate any moneys, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful object or to make gifts or donations of moneys or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities colleges or any individual, body of individuals, or bodies corporate.
39. To establish and maintain or procure for the establishment and maintenance of any contributory or non-contributory pension or super-annuation, provident or gratuity funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, bonus or emoluments to any persons who are or were at any time in the



employment or service of the Company, or 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 any other such company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or any such other Company or persons as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either along or in conjunction with any such other company as aforesaid.

40. To do the or above things in any part of the world either as principals, agents, contractors, trustees or otherwise and either by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with others and to allow any property to remain outstanding with such agents or trustees.

C. OTHER OBJECTS (NOT INCLUDED IN A & B ABOVE)

1. To carry on the business as importer, exporter, buyers, lessers, and sellers of and dealers in all kinds of electric, electronic, mechanical, telecommunications components and equipment necessary for attaining the above objects.
2. To carry on the business of manufacturers, producers, fabricators, assemblers, designers, buyers, sellers, wholesalers, retailers, importers, exporters, dealers and stockiest, repairers and hirers of all kinds of electrical and non-electrical home appliances and apparatus like fans, exhaust fans, cooler fans and all types of fans, heat connector, shearing and knitting machines, pressure cooker, lighting equipments, fans, electric meters, switches and motors of all types of drills, electric grinders, and domestic appliances, air conditioners, refrigerators, room and desert coolers, iron presses, geysers, mixers, toasters, water filters, washing machines, carburetors, and other similar equipment and components thereof.
3. To carry on the business of dealers and distributors of, importers and exporters, commission agents and representatives of persons, firms and others who are the dealers of ancient items and antiques including books and periodicals, coins, paintings and art material, items having historical values.
4. To carry on the business of manufacturing, selling, purchasing, importing, exporting, servicing and otherwise dealing in fire extinguishers, fire fighting and safety equipments, breathing equipments, life saving devices and other engineering goods, instruments, appliances, equipments, accessories and component parts.
5. To carry on the business as manufacturers, processors, dealers, stockiest, distributors and agents and to act as exporters and importers, designers, developers, of earthenware china fireclay, cane ware, drain and water pipes, hollow and solid products for



partitions and load bearing walls, ceiling blocks and roof bricks and all allied bricks, tiles, terracotta, sanitary ware, plain and art stone ware, glass colour and glazes.

6. To carry on the business of manufacturers, buyers and sellers, importers and exporters of cycles, bicycles, tricycles and carriages of all kinds and of all articles and things used in the manufacture, maintenance and working thereof.
 7. To carry on the business of manufacturing, buying, selling, importing, exporting, installing, repairing and otherwise dealing in musical instruments of all types and descriptions.
 8. To carry on the business of buying, selling, reselling, importing, exporting and trading of all kinds of goods finished, semi-finished, raw material items, articles, merchandise, products such as agricultural, industrial, chemical or marine, stones, pieces of arts, antiques, handicrafts, machinery, equipments, capital goods and any other item capable of purchasing selling, importing, exporting and trading and to be appointed as agents and/or distributors on commission, allowance, retainership, incentive basis.
 9. To apply for tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, erection, improvement, managements, administration or control of works and conveniences and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
 10. To carry on the business of planters, cultivators, manufacturers, buyers and sellers, importers and exporters of coffee, tea, and tea seeds and in this connection to purchase, take on lease land, carry on plantation and cultivation of tea gardens.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crore only) divided into 2,00,00,000 (Two crore only) Equity Shares of Rs. 5 (Rupees Five only) each.

* Amended vide Ordinary Resolution passed on 30.09.2025

* Amended vide Ordinary Resolution passed on 28.02.2026

