

UNDER THE COMPANIES ACT, 1956 AND  
COMPANIES ACT, 2013

Company Limited by Shares

**MEMORANDUM OF ASSOCIATION  
OF  
GAYATRI PROJECTS LIMITED**

- I. The name of the Company is **GAYATRI PROJECTS LIMITED**.
- II. The Registered Office of the Company will be situated in State of Telangana.
- III. The objects for which the Company is established are:
  - A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
  1. To carry on the trade or business of service contractors and engineers in any branch of industry as also manufacturers; builders and contractors of every type and description and to own, control, manage or to erect, construct, maintain, alter, repair, pull down and restore either alone or jointly or in collaboration with any other or others, works of all descriptions in particular Gas pipe line, barrages, dams, sluices, locks, embankments, quarries breakwaters, docks, quays, harbours, pixels, wharves, canals, tanks, bridges, aqueducts, reservoirs, irrigation, reclamation, improvement, river works of all kinds, railways, waterways, waterworks, roads, bridges, warehouses, offices, factories, mills, engines, steel plant, machinery and equipment of every descriptions, gas works drainage and sewerage works and buildings of every description in and outside the union of India and to take over the business of Gayatri Engineering Company, a Partnership Firm, as a going concern.
  2. To carry on the trade or business of consultants, technicians, service contractors and engineers in any branch of industry, including mining, metallurgical, chemical, electrical, sanitary, water works, industrial, civil, mechanical and structural and to supply and furnish pursuant to such contractual or other arrangements as may be entered into professional, technical, sales and other services in and outside the union of India to any person, firm or corporation in connection with the setting up, establishment, working and operation of any industry and for all or any of the purposes aforesaid.

3. To construct, let out, furnish and carry on all or any of the functions of proprietors of flats, maisonettes, dwelling houses, shops, offices and for these purposes, to purchase, take on lease, or otherwise acquire and hold any lands and prepare layout thereon or buildings of any tenure or description wherever situate, or rights or interests therein or connected therewith: to lay-out, prepare buildings sites, and to construct, reconstruct, repair, pull down, alter, improve, decorate, furnish and maintain flats, maisonettes, dwelling-houses, shops, offices, buildings, works and sanitary conveniences of all kinds, to lay - out roads, drainage pipes, water pipes and electric installations and to set apart land for pleasure gardens and recreations, grounds or otherwise improve land or any part thereof.
4. To purchase or otherwise acquire any land, building or premises and to turn into account, develop, improve, alter, demolish, or let out for the purpose of carrying on the business of hotel, restaurant, coffee tavern, lodging, house-keepers and to carry on the business of wine, spirit and liquor merchants, brewers, malaters, distillers, importers, exporters, and manufacturers of aerated, mineral and artificial waters and other drinks whether intoxicating or not or caterers for public amusement or entertainment proprietor of motor and other vehicles garage proprietors, job-masters, refreshment room keepers, farmers, dairymen and ice merchants, victualers, live and dead stock and colonial and foreign produce of all descriptions, hairdressers, perfumerers, chemists, proprietors of clubs, bath room, library grounds, indoor and outdoor games, sports, recreation, exhibition, entertainment and instruction of all kinds tobacco and cigarettes agents for railway and shipping company and tourists, theatrical, cinemas and operas box and any other business which can be conveniently or usefully carried on in connection with the aforesaid objects of the company.
5. To acquire, buy, sell for purpose of investment or resale, and to traffic and speculate in land and house or other properties of any kind, tenure and any interest therein, and to acquire, sell, speculate and deal in freeholds and leaseholds, and to make advances upon the hypothecation, mortgage or security of land or house, or other property of any description, or any interest therein, and generally to deal in, traffic and speculate by way of sale, lease exchange or otherwise with land and house property and any other property of any description whether real or personal, movable or immovable.
6. To cultivate, develop, turn to account, grow, produce or deal in any vegetables, or products and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers, millers, surveyors and vendors of milk, cream, cheese, butter poultry and provisions of all kinds, growers of and dealers in corn, hay and straw, seeds men and nurserymen, and to buy, sell and trade in any goods casually traded in any of the above businesses, or any other business associated with the farming interest which may be advantageously carried on by the Company.
7. To acquire, purchase or buy any land to construct theatres and to carry on the business as Exhibitors, Distributors and producers of cinematographic films.
8. To establish marriage hall function halls, auditoriums etc., and to carry on the business connected therewith.
9. To manufacture, buy, sell, and trade in mineral waters, wines, cordials, liquors, soups, broths and other restoratives or foods especially invigorating or deemed to be suitable for invalid convalescents and children.
10. To carry on the business of chemical manufacturers in all its Branches and manufacturers, dealers, importers, exporters Traders in chemicals, pharmaceuticals, medicines, medicinal, herbals bacteriological, biological, chemical, industrial and other preparations, articles and components and as chemists and Druggists in general.
11. To carry on the business of general carriers, forwarding agents establish and maintain transport services and so on and to make transport facilities to the public and for merchandise of every description whatsoever and carry on the business of shipping and to act as clearing Agents.
12. To import, export all kinds of materials, machines, things, articles, and commodities and in particular gold, bullion, jewellery, silver, diamonds etc.

13. To Buy, Sell or otherwise deal in or otherwise act as Liaison Agents, Trade Representatives, Sole Distributors, Dealers and Marketing Agents for Foreign companies, or Indian Companies or firms in respect of all Machinery, Articles, Merchandise, Spare Parts, equipment, commodities and Articles of every other description.
14. To carry on and undertake the Business of Finance, Investment and Trading, Hire Purchase, leasing and to Finance lease operations of all kinds, purchasing, selling, or letting on Hire of all kinds of Plant & Machinery, Vehicles. Earth Moving Machinery and to undertake Business of port Folio investments on dealers in Equity Shares, preference shares, Debentures, Company deposits, securities, Bonds and units of Unit Trust of India or any other Scripps
15. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national/rural economy and for discharge of the social and moral responsibilities of the Company to the public or any section of the public as also any activity which is likely to promote national/ rural welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means with out prejudice to the generality of the foregoing; establishing, conducting or assisting, any institutions, funds, trusts, having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner and in order to implement any of the above mentioned objects or purposes, transfer without considering or such fair or concessional value, subject to the provisions of the Companies Act, 1956 divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trust or funds.
16. To promote, develop and invest in infrastructure projects within the country or outside in various areas like State and National Highways, Auto Bahns, Flyovers, Elevated Roads, Toll Roads, Expressways, Road Over Roads (ROR) Airport Runways, Light Rail Transit Systems (IRTS), Mass Rapid Transit Systems (MRTS), Railways, Via Ducts, Metro Railways (underground); Sea Ports & Airports; Power Plants (thermal – based on fuel like Coal, Naphtha, Condensate, LNG and other Petro products, mini & major hydel; Pumped storage Schemes and non-conventional energy based); construct Transmission Lines, and take over distribution of power, trading, purchase power from generators and distribute to consumes over the distribution network, own and/or operate Power Plants, Telecommunication systems (basic, cellular, paging, wireless, satellite based and others); Hotels (medium to large); Software technology & industrial parks; Water Supply, Sewerage and Public Health Schemes; Pipeline Projects; underwater/underground tunnels; Irrigation schemes; Railway and Road Over Bridges; Fuel Terminals (like that of Naphtha, LNG, Superior Kerosene, Diesel, Petrol, Aviation Fuel, NG and others); sports stadium; warehouse complexes and any other projects directly or indirectly associated with infrastructural facilities, on Build, Own, Operate (BOD), Build, Own and Transfer (BOT), Build, Own, Operate & Transfer (BOOT), Build, Operate, Lease & Transfer (BOLT), Build, Own, Operate, Share & Transfer (BOOST) or any other similar scheme.
17. To take up turnkey contracts within the country and outside involving Engineering, Consultancy, Procurement, Construction, Project management & Completion in various sectors like power, on-shore oil & gas, refinery, fertilizers, chemicals, petrochemicals, sea & air ports and such other industries; engage in Process Design, Front End Engineering, Detailed Engineering, Construction Supervision and associated activities necessary for Turnkey Contracts; undertake Operations & Maintenance of such Turnkey Projects after completion and/or of projects completed by other contractors for any utility companies or other process industries or projects.
18. To carry on business as estate agents and estate managers and to collect rents, repair, look after and manage immovable properties of or for any persons, firms and companies governments and states as well as of this company, to give, take, let and sublet and to carryout, undertake or supervise and building construction, altering, improving, demolishing and repairing operations and all other works and operations in connection with immovable estates and properties.
19. To construct, Build, develop maintain, operate, own and transfer infrastructure facilities including housing, roads, highways, bridges, airports, ports, rail systems, water supply projects, irrigation projects, inland water ways and inland ports, water treatment systems, solid waste management systems, sanitations and sewerage systems, or any other public facilities of a similar nature; any project for generation and or distribution of electricity or any other form of power; and any project for providing telecommunication services”.

**B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE CLAUSE III (A):**

1. To produce, manufacture, import, export, design, fabricate, use, buy or otherwise acquire, sell, distribute, deal in and dispose off and/or engage in the business of manufacturing and selling raw materials of every class and description capable of being used in the aforesaid business of the company or deemed to be necessary or desirable in the conduct of its business or in part thereof as raw materials and intermediates and to enter into as a partner with any partnership business, carrying on the above or similar objects and to take over the assets, liabilities and the business of any firm, company engaged in the above business.A. To carry on the business of distributor, selling agents, manufacturers, representatives, canvasses, general brokers, commission agents, manufacturers, stockists, warehousemen to all goods, merchandise, processes, formulae, rights and concessions of all kinds and descriptions.
2. To invest and deal with the moneys of the Company in immovable properties, shares, stocks, bonds, debentures, or other securities or current or in fixed deposit accounts with banks or on mortgage of immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time to time be determined by the Directors of the Company for the time being, and from time to time sell or vary such investments, and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
3. To accumulate funds to lend, invest or otherwise, employ moneys belonging to the Company to individuals, firms, companies, Government or quasi-Government authorities or whomsoever as the Company may choose with such securities or without securities upon such terms and conditions as may be determined from time to time.
4. To draw, make, accept, endorse, discount, execute and issue promissory Notes Cheques, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments but not to do any banking business as defined in the Banking Regulations Act, 1949.
5. To purchase for investment letting on hire or resale and to traffic in land and house and other property of any tenure and any interest thereon and to create, let on hire, sell and deal in freehold and leasehold ground rents and to make advances upon the security of land or house or other property or any interest therein and generally to deal in traffic by way of sale, lease, let on hire, exchange or otherwise with land or house property or any other property whether real or personal.
6. To purchase or otherwise acquire, sell, dispose of or hire, let on hire, and deal in movable and immovable property of all kinds, and in particular lands, buildings, machinery, plant, warehouse, workshops, hereditaments, business concerns, and undertakings, mortgages, charges, annuities, patents, copyrights, licences, shares, stocks, debentures, securities, concessions, options, produce, policies, book-debts and claims and any interest in immovable or movable property and any claims against such property, or against any person or company and to carry on any business concern or undertaking so acquired.
7. To enter into any arrangements with any governments or authorities (supreme, municipal, local, panchayat or otherwise) or any corporations, companies or persons that may seem conducive to the attainment of the company's objects or any of them or persons, any charters, contracts, decrees, rights, privileges and concessions which the company may think desirable and to carry out, exercise, and comply with such charters, contracts, decrees, rights, privileges and concessions and to oppose any rights, privileges, concessions any imposition or alteration or cancellation of any taxes or duties or tariffs which may seem or be calculated directly or indirectly to prejudice the company's interest.
8. To promote any company or companies 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.
9. To facilitate and encourage and assist in the creation, issue or conversion of debentures, bonds, obligations shares, stocks and securities and to act as trustees in connection with any securities and take part in the conversion of business concerns and undertaking into companies to carry on all kinds of promotion of business and in particular to form, constitute, float, assist and control any companies, associations or undertakings whatsoever.

10. To undertake and execute any trusts, the undertaking whereof may seem desirable and also to undertake the office of executor, administrator, receiver, treasurer, registrar and to keep for any company, Government, authority or body any register relating to any stocks, funds, or shares or securities or to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise.
11. To amalgamate with any other company whose objects are similar or not to those of this company, whether by sale or purchase (for full or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stocks of this or any such other company as aforesaid, or by partnership or any arrangement of the nature of the partnership or in other manner.
12. To sell, exchange, mortgage, charge, develop, let on hire, or dispose of the undertaking, property and assets of the company or any part thereof in such manner and for such consideration as the Directors think fit, and in particular for shares (whether fully or partly paid up) debentures or securities of any other company having objects altogether or in part similar to those of this company.
13. To pay all the costs, charges and expenses of any incidental to the promotion, formation, legislation and establishment of the company and the issue of its capital including underwriting or other commissions, broker's fees and charges in connection therewith and remunerate or make donations 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 stocks or security of this or any other company or in any other manner 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 any other company or for any other reason which the company may think proper.
14. To borrow or raise money or receive money on deposit merely for the purpose of financing the business of the company either without security or secured by liquid or fixed assets perpetual or terminable and payable or otherwise and issue at par or at a premium or discount or by mortgage, hypothecation, pledge or other security charged on the undertaking or on all or any of the assets present or further of the company including uncalled capital.
15. To provide for the welfare of the directors, ex-directors, and employees, or ex-employees of the company or its predecessors in business and the wives, widows and families, or the dependants, or relations of such persons by building or contributing for the building of houses, dwellings, or by grants of money, pensions, allowances, bonus, payment towards insurance or other payments or by creating and time to time contributing or subscribing or aiding or supporting provident and other associations and institutions, funds or trusts or conveniences and by providing or subsidising towards places or instruction, recreation, hospital, and dispensaries, medical and other attendance, and other assistance as the company shall think fit, and to subscribe or contribute or otherwise assisted or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects or for any exhibition or for any public, general or useful objects in accordance with provisions of the Companies Act, 1956 and Companies Act, 2013.
16. To obtain in India or from foreign countries any plant and machinery and other fixed or circulating assets and land and building for the Company on payment in cash and partly on credit or on cash and to enter into an agreement for acquiring the same on such terms of credit as are considered suitable undertaking therein to pay in deferred lumpsum or in instalments the cost together with interest if necessary and to arrange for requisite security or guarantee thereof for the suppliers of such plants and machinery and other fixed and circulating assets.
17. Subject to the provisions of the Act, to indemnify members, officers, directors, managers, secretaries, auditors, servants and menials 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 interests of the company, or for any loss or misfortune whatever which shall happen in the execution of the duties of their officers in relation thereof.

18. To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, and all or any of the uncalled Capital for the time being of the company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or mortgage debentures and either permanent or redeemable or repayable and collateral or further to secure any securities of the company by a trust deed or other assurance.
19. Subject to the provisions of the Companies Act, 1956 and Companies Act, 2013 to remunerate any persons, including directors, or any firm or corporation or any employee of the Company whether by cash payment or by giving to him or them a commission on the profits of any particular transaction or a share in general profits of the Company or by allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise, for any services rendered to the Company.
20. To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the company of any objects for which the company is formed.
21. To apply for, tender purchase or otherwise acquire, contract, sub-contract and concession for all or any of them and to sub-let all in contract from time to time and upon such terms and conditions as may be thought expedient.
22. To promote or oppose legislative and other measures affecting the industry, trade and commerce and manufacturers within constitutional means.
23. To invest in real or personal property rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared Trust in favour of the Company subject to the provisions of the Companies Act, 1956.
24. To make, advance such sum or sums of money upon or in respect of or for the rendering of the services to the Company, purchase all materials, goods, machinery, stores or any other property, articles and things required for the purpose of the Company upon such terms with or without security as the Company may deem expedient.
25. To open accounts with any individual, firm or Company or with any banker or bank and to pay into and to withdraw money from such account or accounts
26. To incur debts and obligations for the conduct of any business of the Company and to purchase or hire the goods, materials or machinery on credit or otherwise for any business or purpose of the Company.
27. To draw, accept, make and to endorse, discount or negotiate promissory notes, Hundis, Bills of Exchange, Bills of Lading and other negotiable instruments with the business of the Company.
28. Subject to the provisions of the Companies Act, 1956 and Companies Act, 2013 to subscribe money for charitable or benevolent objects or for any Exhibition or for any public, general or useful objects.
29. To insure with any person or Company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partly.
30. To do all such acts, things as may be deemed incidental or conducive to the attaining of the above objects or any of them.
31. To guarantee the payment of money secured or unsecured by or payable under or in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgages, charges, obligations, instruments, stocks and securities of any Company or of any such authorities, supreme, municipal local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations on behalf of the company or on behalf of any other company.

32. To develop procedures, methods and principles for and to carry on research and development activities on all aspects related to the products, business and objects of the Company.
- IV. The Liability of the Members of the Company is Limited.
- V. The authorised Share Capital of the Company shall be Rs.80,00,00,000/- (Rupees Eighty crores only) divided into 8,00,00,000 (Eight Crores only) Equity shares of Rs.10/- (Rupees Ten only) each with powers to increase, reduce, convert, sub-convert, sub divide and consolidate the same and with power to issue any of the shares in the Capital original or increased with or subject to preferential, special or qualified rights or conditions as regards dividends, repayment of capital or otherwise in accordance with the provisions of the Companies Act, 1956 and Companies Act, 2013.

We, the several persons whose names and addresses are subscribed are desirous being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take that number of shares in the capital of the Company set opposite our respective names.

Sl. No.	Names, Addresses, Signature of descriptions and occupations of	No. of Equity Shares Taken	Signature of Subscriber	Signaature of witnesses with addresses and occupations
1.	<b>TIKKAVARAPU VENKATA SANDEEP KUMAR REDDY</b> S/o. T. SUBBARAMI REDDY 6-3-249/5/A, Road No. 1, Banjara Hills, Hyderabad - 500 034. <b>Business</b>	40 (Forty only)	Sd/-	Sd/- <b>(K. NAGESWARA RAO)</b> S/o. Late Lakshmaiah 125, M.G. Road, Secunderbad - 500 003. <b>Chartered Accountants</b>
2.	<b>TIKKAVARAPU INDIRA REDDY</b> W/o. T. SUBBARAMI REDDY 6-3-249/5/A, Road No. 1, Banjara Hills, Hyderabad - 500 034. <b>Business</b>	25 (Twenty Five only)	Sd/-	
3.	<b>ANJU PODDAR</b> W/o. Vinod B. Poddar 2, Gurusaday Road, Calcutta - 700 019. <b>Business</b>	25 (Twenty Five only)	Sd/-	
4.	<b>VINOD B. PODDAR</b> S/o. B. P. Poddar 2, Gurusaday Road, Calcutta - 700 019. <b>Business</b>	10 (Ten only)	Sd/-	
	<b>TOTAL</b>	<b>100</b> <b>(One hundred only)</b>		

Date : 01-09-1989

Place : Hyderabad