

**INCORPORATED
UNDER THE COMPANIES ACT,
2013
MEMORANDUM OF
ASSOCIATION OF
COMPANY LIMITED BY SHARES
OF
NCL HOLDINGS (A&S) LIMITED**

1. The name of the Company is **NCL HOLDINGS (A&S) LIMITED**
2. The Registered Office of the Company will be situated in the state of **TELANGANA**.
3. **(a) The objects to be pursued by the Company on its incorporation are: -**
 1. To acquire all the investments in the non-building material segment currently held by NCL Alltek Seccolor Limited through a Scheme of Arrangement to be sanctioned by the national Company Law Tribunal, or otherwise.
 2. To make and hold investments in corporate or non-corporate entities engaged in manufacturing, trading or provision of services, either as pure investments or investments with right to participate in the management of such entities.
 3. To carry on the services of holding and trading in various securities issued by corporate bodies, statutory corporations, Government or non-Government agencies including shares, debentures, bonds, derivatives and other securities.
 - *4. To carry on the business as financial advisors and to advise and assist in all financial, costing, accounting internal control and other similar matters to advise and assist in the preparation of all revenue and capital budgets, structuring of funds, long term planning of utilisation of resources, procuring bank and institutional finance including cash, credit facilities, overdraft facilities, subscription of debentures and term loans, to assess the needs of short and long term credit facilities and raising of resources.
 - *5. To carry on the business of contractors, Builders, Traders, Infrastructure developers, and Engineers land developers, Real-estate agents, immovable property dealers and to acquire, sale, purchase, hire or otherwise in lands, buildings, building materials, civil works immovable property of any tenure.
 - *6. To carry on manage, supervise, control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether nuclear, steam, hydro or tidal and related electric power, water, wind, solar, hydrocarbon fuel or any other form, kind or description.
 - *7. To carry on the business of Solar Power Engineering, providing energy services including procurement, developing, constructing, Installing, managing, maintenance and support of power plants.

* Objects' clause has been amended by way of insertion of additional clauses number 4 and 5 vide Special Resolution passed in the AGM held on 30th September, 2019.

Objects' clause has been further amended by way of insertion of additional clauses number 6 and 7 vide Special Resolution passed in the AGM held on 30th September, 2024.

For NCL HOLDINGS (A&S) LTD


Managing Director



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

1. To acquire, build, erect, lease, purchase, or otherwise acquire any land, buildings, offices, plant and machinery, instruments and apparatus, laboratories, factories, warehouses, guest houses, employee accommodation, lay roads and to enlarge, alter or improve existing buildings, factories, sheds, roads or houses thereon considered necessary for carrying on the business of the company.
2. To develop, acquire, import, export, install, repair and render maintenance service, know-how, technology, consultancy and training in connection with the objects of the Company.
3. To employ or appoint or otherwise acquire technical know-how, consultants, technical experts, engineers, scientists, foremen, specialists in any field or activity, skilled or unskilled labor whether of Indian entity or expatriate or a foreign firm or enterprise for any of the purposes or business of the company or to study, investigate and/ or examine into the conditions, prospects, value, charter and circumstances of any business concerns and undertakings and generally of any assets, property and to remunerate them suitably.
4. To sell, purchase or otherwise deal with, in India or abroad, as long as such sale or purchase is connected with the main objects of the company.
5. To enter into any arrangements with any government or authorities (central, state, municipal, local or otherwise) or any companies, firm or persons that may seem conducive to the government, authority, company, firms or persons, any charters, contracts, rights, exercise and comply with any such charters and to apply for tender, purchase or otherwise acquire contracts, sub-contracts and concessions, concessionaire, for all or any of them to undertake, execute, carryout, dispose off or otherwise to account the same and to sub-let all or any of them (contracts, sub-contracts, order etc.,) from time to time and upon such terms and conditions as may be deemed expedient or thought fit.
6. To establish and maintain agencies, branches, franchisees, joint ventures at any place in India or other part of the world for the conduct of the business of the Company or for the purchase and sale of any goods, merchandise, materials, articles and things required or dealt with or manufactured by or at the disposal of the Company.
7. To deal in all kinds of machinery, apparatus, tools, utensils, materials, buildings and/ or other things necessary or convenient for carrying on any of the objects of the company and to carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently or economically to be carried out in connection with the objects of the company or considered directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
8. To buy, repair, barter, exchange, import, pledge, make advances upon or otherwise deal in raw materials, components, spares, stores, consumables or any other materials required for operations or manufacture as being revenue in nature and plant and machinery, tools, jigs, dies, moulds, implements, testing and measuring instruments and apparatus or any other materials required for the purpose of manufacture, operations, testing, quality control, inspection, safety measures or any other industrial



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or factory applications including provisions, conveniences, goods, wares, merchandise, produce, materials, substances, articles or commodities capable of being dealt with or required in connection with all the objects of business herein or any of them or likely to be required by any of the customers or persons or other stake holders having dealings with the Company whether of capital or revenue in nature.

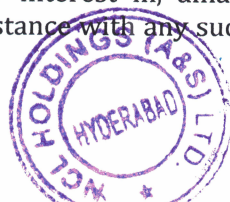
9. To establish, appoint, regulate and discontinue contractors, managers, brokers, canvassers, agents, representatives, distributors, retailers and other persons in all such places whether in India or abroad as the Company may from time to time determine for carrying out all or any other Company's objects.

10. To apply for, purchase or otherwise acquire and protect, prolong and renew trademarks, trade names, designs, secret processes, patent rights, licenses, protections and concessions which may appear likely to be advantageous or useful for the Company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights, which the Company may acquire or propose to acquire or develop and also to expend money on research, experimentation, development, testing, improving or seeking to improve existing products or services, patents, rights, etc., in connection with any of its activities in pursuance of the aforesaid objects and to expend money to invent, develop, or seek, any new products or services allied to and in the course of pursuing the objects as detailed in this clause and also to work, develop, license, sell or otherwise deal with any inventions in which the Company is interested whether as Owner, Licensee or otherwise, and to make, levy, or hire any machinery required for making or desirable to be used as machines included in such inventions.

11. To amalgamate, enter into partnership or partially amalgamate with other entities or acquire interest in the business of any other company, person or firm carrying on a business included in the objects of the company or enter into any agreement for sharing of profits or for co-operation or for mutual assistance, with any such person, firm or company or to acquire and carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the company or concerned therewith or which may seem to the company capable of being conveniently carried on in connection with above, or calculated directly or indirectly to enhance the value of or render more profit to any of the Company's property and to give or accept by way of consideration for any of the acts or things aforesaid, of property acquired, any shares, debentures, debentures-stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and to deal with any shares, debentures, debenture-stock or securities so received.

12. To procure the registration or recognition of the Company in or under the laws of any place outside India and to establish and regulate agencies in any country, state or place for the purpose of Company's business and to apply or join in making an application to any Government, quasi-judicial authority or any court of law for any acts of parliaments, laws, decrees, orders, rights and privileges that may seem conducive to the Company's objects and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

13. To acquire and undertake the whole or any part of the business, good-will and assets of any person, firm or company carrying on or proposing to carry on any of the business which this Company is authorized to carry on and as part of the consideration for such acquisition to undertake all or any of liabilities of such person firm or company or to acquire any interest in, amalgamate for sharing profit or for co-operation or for mutual assistance with any such person, firm or Company and to give



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or accept by way of consideration for any of the acts or things aforesaid or property acquire shares, debenture, debenture stock or securities that may be agreed upon, and to hold, retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received

14. To subscribe for, take, purchase or otherwise acquire and hold shares or other interest in or securities for any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being carried on so as to directly or indirectly benefit this company.

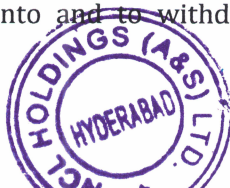
15. To promote any affiliation with other company or companies for the purpose of acquiring the whole or any part of the business or property or undertaking and any of the liabilities of this company or of any undertaking, any business or operations which may appear to benefit or assist this company or to enhance the value of the property or business of this company and to place guarantee or underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any companies aforesaid.

16. To take interest or initiative in promoting and undertaking the formation and establishment of such institutions, business, companies, (industrial, agricultural, trading, manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly to render any of the Company's property or rights for the time being profitable; and also to acquire, promote, aid, foster, subsidize or acquire interest in any industry or undertaking in any country or countries whatsoever.

17. To invest in land, securities, goodwill, patents and copy rights, technical know-how, investments of any nature or of any market or any scrip or units of mutual funds whether of debt or equity or hybrid with or without growth, dividend options and whether of short term or medium term or long term with or without lock-in periods, with or without pre-closures and any other securities or financial products or investments that may be available in the market including acquisitions and acquisitions leading to mergers and joint ventures or other forms of business proposals or opportunities including advance, deposit or deal with the moneys belonging to, entrusted to or at the disposal of the Company or to give credit to any Company, companies, firms or persons and in particular to the customers of the Company with or without security and on such terms as may deem expedient and to give guarantees or securities for any such persons, firms, Companies or other entities.

18. To make advances of such sum or sums of money upon or in respect of or for the purchase of raw-materials, goods, machinery, stores or any other property, articles, things or otherwise, required for the purpose of the Company upon such terms with or without security as the Company may deem expedient and to insure all or any of the properties, buildings, chattels, warehouses, cold storages, stocks (in warehouses or in transit) and machinery with any insurance company or companies against all kinds of risks to the property of the Company including coverage on account of with or without profits.

19. Subject to the provisions of the Companies Act, 2013, and the rules framed there under and the directions of the Reserve Bank of India as may be applicable to borrow or raise money for the purpose of financing the business activities of the Company including receiving money on deposits or loans in such manner and on such terms as the Company may think fit; and to incur debts for the conduct of any business of the Company and to open accounts with any individual, firm, company or with any bank or bankers or shroffs and to pay into and to withdraw money from such accounts,



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including creation of overdrafts; and to secure the repayments of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge or lien, to secure and guarantee the performance by the Company of any obligations or liability it may undertake and in particular by the issue of debentures (Perpetual or otherwise) provided that the company shall not do the business of banking as defined in the Banking Regulation Act, 1949.

20. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchanges, bills of lading, warrants debentures and other negotiable or transferable instruments but not the business of banking as defined in the Banking Regulation Act, 1949.

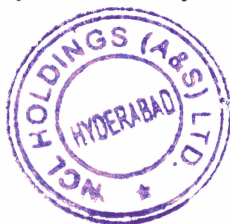
21. To apply for, promote and obtain any act of parliament, provisional order or licence of the government or other Authority for enabling the Company to carry out any of its objects into effect or for effecting any modification of the company's constitution or for any other purpose which may seem expedient and to oppose any proceedings, or applications which may seem calculated directly or indirectly to prejudice the company's interest or security.

22. To establish, provide, maintain and conduct or otherwise subsidize research and development laboratories and experimental workshops for scientific and technical researches, experiments, and tests of all kinds to acquire all the necessary, scientific and other equipment for the purpose, to promote studies and researches and inventions by providing; subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants or otherwise generally to encourage, promote and reward studies, researches investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the company is authorized to carry on.

23. To support and subscribe to any charitable or public object and to any institution, society or club which may be for the benefit of the company or its employees or may be connected with any town or place where the company carries on business.

24. To adopt such means of making known the products of the Company as may deem expedient and in particular to advance and publicize and promote the sale of any goods, articles or things produced, manufactured, traded or dealt with in any manner by the company, including advertising in the press, radio, theater, T V Films, slides, pasting of bills, the issue of circular, pamphlets, price lists, leaflets, catalogues, brochures or by the circulation of mementos, gifts and other articles, by purchase and exhibiting works of art of interest and by granting prizes, rewards, donations, subscriptions and contributions.

25. To procure the incorporation, registration of other recognition of the company in any Country, State of place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to the Parliament, Local Government, Municipal or other authority or body for any acts of Parliament, law, decrees, concessions, orders, rights or privileges and that may deem conducive to the Company's main object or any of them and to oppose any proceedings of application which may deem calculated directly or indirectly to prejudice the Company's Interest and to pay all expenses.



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26. To create and operate any depreciation fund, development rebate reserve fund, sinking fund, investment allowance fund, insurance fund or any other special fund whether for depreciation or for repairing improving, enhancing, extending or maintaining any property of the Company or protecting the right of the Company or for any other purpose conducive to the interest of the Company.

27. To refer all questions, disputes or differences arising between the Company and any other person whosoever (other than a Director of the Company) in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon in each case, and such reference to arbitration may be in accordance with the provisions of the Indian Arbitration Act or the rules and regulations of the International Center for alternative Dispute Resolution relating to arbitration or otherwise.

28. To pay automatically or ipso facto all costs, charges and expenses of and incidental to the formation, promotion, registration and establishment of the Company and issue of its capital including any underwriting or other commission, broker's fee and charges in connection therewith including costs, charges of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company so however that such expenses or costs or charges or fees or negotiations or contract values or other arrangements values may not normally pertain to a period exceeding 24 months prior to the date of incorporation and where such expenditure or costs or charges or fees or negotiations or contract values or other arrangement values pertain to a period beyond 24 months unless otherwise also ratified in first AGM of the Company.

29. To remunerate or make donations (by cash or other assets or by the allotment of fully or partly paid shares or by call on shares, debenture stock or securities of this or any other company or in any other manner) whether out of the Company's capital, profits or otherwise to any person or firm or company or other organisation for services rendered or to be rendered in introducing any property or business to the Company or placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company or for any other reason which the Company may think appropriate.

30. To undertake and execute any trust, the undertaking whereof may seem desirable either gratuitously or otherwise.

31. To sue others and defend the company from all legal, litigations, proceedings, writs, appeals, revisions, reviews, impleadings and any other stand or position, the company is entitled to or is willing/opting to prosecute or take in all forums of courts, legal, judicial, quasi-judicial, appellate or any other authority, court, commission, committees or other bodies in the judicial, judgement or other legal delivery systems, whether in India or abroad, whether in or before any statutory, dispute resolution body or constitutional authority or any other forum in the process of justice delivery systems, whether in India or abroad.

32. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.

33. To receive money on deposit at interest or otherwise from the shareholders and permitted others by Law, subject to the Rules, if any, prescribed by the Reserve Bank of India.



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34. To borrow or raise money with or without security or to receive money on deposit at interest or otherwise, in such a manner as the Company may think fit and in particular by the issue of zero coupon or otherwise redeemable preference shares or stock or debentures or debenture stock - perpetual or otherwise - including debenture or debenture stock convertible into shares of this or any other company and in security of any such moneys to be borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital and to purchase, redeem or pay off any such securities.

35. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertakings or properties of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other company having objects altogether or in part similar to those of this Company.

36. To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the properties, rights and concessions of the Company.

37. Subject to the provisions of the Companies Act, 2013 to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects of any public, general or useful objects.

38. To fabricate, purchase, construct, take on lease/rent, erect, maintain, machineries, plants, equipments, structurals, carriages related to the business activities of the company and to take on lease, purchase or otherwise acquire lands and other places.

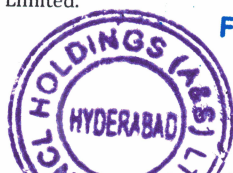
39. To deal in or engage in the manufacture of materials required for the packing and preservation and dispatch of finished and unfinished goods, raw materials and articles required for the Company, or produced by the Company.

40. To distribute any of the properties of the company amongst the members in specie or kind or in cash upon the winding up of the Company, if any.

4. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
5. ¹The Share Capital of the company is Rs. 12,00,00,000 (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

¹ The Authorised Share capital of the company has increased from Rs. 2 crores to Rs. 6 crores vide the Resolution passed in the Extra-Ordinary General Meeting dated August 23, 2018. Later it was further increased to Rs. 9 crores vide the Resolution passed in the Annual General Meeting dated September 30, 2019. Thereafter, the authorised share capital was increased to Rs. 12 crores after taking into account the merger of M/s. NCL Green Habitats Private Limited vide NCLT Order dated October 11, 2023 and M/s. Eastern Ghat Renewable Energy Limited vide NCLT Order dated December 11, 2023 with M/s. NCL Holdings (A&S) Limited.



For NCL HOLDINGS (A&S) LTD


Managing Director

Subscriber Details				
SI No.	Name, Address, Description and Occupation	DIN/PAN/Passport Number	Number of Shares taken	Signed before me
1.	AMBUJODAR REDDY KANALA S/o. Sunil Reddy Kanala Flat No. 502, Jyothi Heavens, Plot No. 59, Srinagar Colony, Hyderabad-500073. Occupation: Service D.O.B: 14.07.1956	01194127	10	
2.	MADHU KALIDINDI S/o. Ramachanda Raju Kalidindi NCL No. 140, Pet Basheerabad, Quthbullapur, Hyderabad-500055 Occupation: Service D.O.B: 01.07.1956	00040253	10	
3.	GUNTUPALLI RAGHUNADH S/o. Venkatappaiah Guntupalli Plot No. 67-a, MLA Colony, Road No. 12, Banjarahills, Hyderabad- 500034 Occupation: Service D.O.B: 01.07.1956	01199827	10	
4.	POOJA KALIDINDI D/o. Madhu Kalidindi NCL No. 140, Pet Basheerabad, Quthbullapur, Hyderabad-500055 Occupation: Service D.O.B: 24.09.1984	03496114	10	
5.	ADITYA KRISHNA VARMA PENUMATCHA S/o. Krishnam Raju Penumatcha NCL No. 140, Pet Basheerabad, Quthbullapur, Hyderabad-500055 Occupation: Service D.O.B: 27.06.1981	02100563	10	
6.	SATYA SUBRAM KAPULA S/o. Joga Rao Kapula 34-93/F-1, K N R Residency, Vivekanandapuram, Tirumalagiri, Sainikpuri, Hyderabad- 500094 Occupation: Service D.O.B: 28.07.1970	07573350	10	
7.	VENKATA JAGANNADHA RAJU VATSAVAYI S/o. Seetharama Raju Vatsavayi Flat No. 105, E-Block, NCL Godavari Homes, Sherwood School Road, Pet Basheerabad, Quthbullapur, Rangareddy, Hyderabad-500065 Occupation: Service D.O.B: 01.07.1961	07573352	10	

Date: 05/01/2018

Place: Hyderabad



For NCL HOLDINGS (A&S) LTD


Managing Director