

UNDER THE COMPANIES ACT, 1956

(1 OF 1956)

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

VARIMAN GLOBAL ENTERPRISES LIMITED**

- I. The name of the Company is “**VARIMAN GLOBAL ENTERPRISES LIMITED**”
- II. The Registered office of the company will be situated in the state of ANDHRA PRADESH
- 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 organize, undertake, carry, on in all their respective branches, all or any of the business contract of builders, earth work, masonry and general construction, contractors and haulers and among other things to construct, execute, carry out, equip, improve, work and repair and construct docks, harbours, wharves, canals, water -courses, reservoirs, embankments, irrigations, reclamations, railways and roadways, sewage, drainage and other sanitary works and installation of water, gas, electric and supply works, houses, buildings, flats and erections of every kind .
 2. * To carry on the business of buying, selling, reselling, importing, exporting, promoting, marketing or supplying, trading, as exhibitors of goods, services and merchandise and to undertake the necessary activities to promote sale of goods, services and merchandise, dealing in any manner whatsoever in all type of electronic goods on retail as well as on wholesale basis in India or elsewhere and to act as broker, trader, agent, Cost and freight agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.
- *Amended Vide Special Resolution dated 16.03.2016 Passed through Postal Ballot
3. 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 and to undertake mining operations viz., reconnaissance, prospecting, exploration, development and exploitation and all other related activities like trans-shipment of minerals by roads, pipelines etc., of various minerals and fossil fuels including iron ore, coal, petroleum and gas and to deploy all necessary equipment and technologies for effective exploitation of all kinds of minerals and fossil fuels
4. To construct ,build develop maintain, operate own transfer infrastructure facilities including housing, roads, highways, bridges, airports, ports, rail systems, water supply projects, irrigation projects, inland water

****amended vide special resolution approved by the shareholders in the EGM held on 02.12.2019**

Ways and inland ports, water treatment systems, solid waste management systems, sanitation 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.

5. To conceive, plan, survey, design, study and evaluate all steps, process, techniques, and method for setting up of all types of infrastructure projects, facilities works and to build, construct , install, erect, undertake, lay down, commission, establish, own operate, manage, control, and administer, lease, transfer, all infrastructure projects, facilities, works including industrial and technology parks, hospital, clubs. Tanks, restaurants, baths, places or worship, amusements, gardens, libraries, stadiums, pavilion, multi-storeyed complexes, parking spaces, dairy farms, road, bridges, flyovers, roadways, highways, rail roads, railway stations, platform, railway yards, railway tracks, including gauge conversions thereof buildings, dams, canals, reservoirs, water supply systems, hotels, sewerage and underground drainage systems, airports, seaports, berths, docks, and marine structure of all types, irrigations projects, civil projects, environmental based projects and equipment's, pipelines projects, oil exploration projects and any other projects.

****6.** To carry on the business of Software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, data warehousing and database management

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

1. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects equalization of all or any of the assets or control, management or development of the company in the management of its business or the development of its properties or otherwise prove advantageous to the company and to pay all or any of the costs and expenses.

2. To pay out of the funds of the company all costs, charges and expenses of incidental to the formation and registration of the company and any other company to be promoted by the company and upon the issue of the capital of the company and also costs, charges, duties, imposition and expenses of and incidental to the acquisition by the company of any property or assets and incidental to the accomplishment of all or any of the formalities which the company may think necessary or proper in connection with any of the matters aforesaid.

3. To pay all costs, charges, incidental to the promotion formation, registration and establishment of the company and the issue of its capital, and to remunerate or make payments to by cash or other assets or by the allotment of fully or partly paid shares or by a call or option on shares, debentures, debentures stock or securities of this or another company or in any other manner, where their out of the company's capital or profits or otherwise any persons, person or company for services rendered or to be rendered in the placing or assisting to place guaranteeing the debentures, debentures stock or other securities of the company or in the conduct of its business or in introducing any property or a business to the company, for any other reason which the company may think proper.

4. To issue shares and debentures of the company at par or at premium or at a discount and to sell or dispose of the understanding of the company or any part thereof for such consideration as the company may think fit.

5. To accumulate capital for any of the purposes of the company and to appropriate the company's assets for specific purpose and to hold shares and securities of any other firms, companies or corporate body or Government.

6. To take part in the formation, management, supervision and control of the business or operation of a company or undertaking for the purpose of acquiring any of the property in furthering any of the objects of this company and for the purpose to act as administrators, managers, secretaries receivers, or in any other capacity as far as permitted by law and to appoint and remunerate Directors, administrators, managers or accountants or other experts or agents.

7. To enter into any arrangement with any central, state, or foreign Government of Public body.

**** Amended vide Special Resolution approved by the Shareholders at the Annual General Meeting held on 20.09.2021.**



or Person or authority or with any private individual that may seem conducive to the company's objects or any of them and to obtain from any such Government Authority person, Public body and private individual, any concession, grants, decrees, rights, charters, connection, licences, powers and privileges, whatsoever, which may seem to the company capable of being turned to account of which the Company may think directly or indirectly conducive to any of the objects or capable of being carried on in connection with business and to work, develop, carry out, exercise and turn to account the same.

8. To acquire from time to time and deal or trade in all such stock-in-trade, chattels, any patents, trade marks, brevets, invention, licences, concession, and effect as may be necessary or convenient for any business, for the time being carried on by the Company.
9. To give publicity to the business and production of the Company by means of advertisements in the press, Pamphlets, hand bills, circulars, cinema slides or by publication of books, pamphlets, catalogues, instruction books, technical articles, periodicals and exhibition of works of art by granting rewards, prizes and donations or by participating in technical conference, symposia or the like or in any other suitable manner.
10. To undertake, carry out promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift or the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof.
11. To expend money in experimenting on and testing and in improving or seeking to improve any products, patents, rights, inventions, discoveries, process or information of the Company or which the Company may acquire or propose to acquire.
12. To sell improve, alter, manage, develop, exchange, lease, mortgage, enfranchise dispose of, turn to account or otherwise deal with all or any part of the business, land, properties, assets and rights of the company and generally resources and undertakings of the company in such manner and on such terms as may be deemed fit.
13. To purchase or otherwise acquire and undertake the whole or any part of the business, goodwill, property, rights, assets and liabilities of any company or person or persons carrying on or proposing to carry on, or possessed of the property or rights suitable for any of the purpose of this Company.
14. To acquire, purchase and take on lease all or any of the fixed assets, machineries, furniture, stores, fixture stock of raw and finished materials, rights, privileges, quota rights, etc., appertaining to any business to achieve the aforesaid objects.
15. To engage, employ, suspend and dismiss agents, managers, superintendents, assistants, clerks and other servants and labourers and to remunerate to any such person at such rate as shall be thought fit and grant pensions or gratuities to any such persons or to his widow or childrens.
16. To apply for, tender, purchase or otherwise acquire any contract and concessions or in

relation to the construction, execution, and carrying out equipment, improvement administration or control of works and conveniences and to undertake, execute, carry out, dispose of or otherwise turn to account the same for implementing the main objects of the company.

17. To appropriate, use or lay land belonging to the company for streets, parks, pleasure grounds, allotments and other convenience and to present any such land so laid out to the public or any persons or company conditionally or unconditionally as the Company things fit.
18. To undertake and execute any trust, the undertaking of which may seem to the company desirable and either gratuitously or otherwise and vest any 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.
19. To accept gifts including by way of Awards/prizes from Government and semi-Government bodies and to give gifts and donations, to create trusts for the welfare of employees members, directors, and/or their dependents, heirs and children.
20. To accept as a gift as an award from Government or Semi Government bodies property movable or immovable in or outside India, stock, debentures, securities assigning or insurance policies or in cash or shares from or to the individuals or firms or companies whose object may be same or different in appreciation of the service rendered or otherwise.
21. To invest any moneys of the company not immediately required for the purposes in such manner as may be thought fit and to lend money to such parties and on such terms, with or without security, as may be thought to be for the interest of the Company in connection with its business and in particular to customers of and persons having dealings with the Company provided that the company shall not do the business of banking as defined in the Banking Regulations Act.
22. To subscribe; contribute, pay, transfer or guarantee money or otherwise dispose of property voluntarily or for value, any national, charitable, benevolent, religious, scientific, public, local general, or useful objects, purpose or institutions or to or for exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests to its members provided that no contribution/donation shall, however, be made to any political party or for any political purpose.
23. To create any depreciation fund, Reserve fund sinking fund, insurance fund, or any special or other fund whether for depreciation or for repairing improving, extending or maintaining of the property of the company or for redemption of debentures or redeemable preference shares.
24. Subject to the provisions of Section 293(1)(e) of the Companies Act to grant funds, annuities, pensions, allowance; gratuities and bonuses to any employees or ex-employees (including Directors and Ex-Directors of the Company their relations, connection, or dependents or such persons) of the Company or its predecessors in business and to establish or support associations, clubs, schools, hospitals, dispensaries, canteens, hotels, restaurants, houses

dwellings, chawls, funds scheme & trusts (scientific, educational provident or otherwise) which may be considered calculated to benefit any such persons or the public or otherwise advance the interest of the company or of its members and to establish and contribute to any scheme for the purchase by trustee of shares in the company or of its members and to establish and contribute to any scheme for the purchase by trustees of shares in the company and to formulate and carry into effect any scheme for sharing the profit of the Company with its employees or any of them and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or for useful objects.

25. Subject to the provisions of Section 293A of the Act, to make donations to such persons and in such case, and either of cash or other assets, as may be thought directly or indirectly conducive to any of the Company's objects, or otherwise expedient, and in particular to remunerate any person or corporation introducing business to the Company, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition (not being one intended to serve the cause of any political party or for promoting any political purpose) or for any public, general or other objects.
26. To grant pension or other emoluments or gratuities to any employees or ex-officers (including Director and Ex-Directors) of the Company, to the relations, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds, and trusts which may be considered calculated to benefit such persons or otherwise advance the interests of the Company or of its members and to establish and contribute in accordance with the proviso to section 77(2) of the Act to any scheme for the purchase of trustees of shares in the Company to be held for the benefit of the Company's employees and officers and to lend money to the Company's employees, and to provide for the welfare of any employees or ex-employees and officers and ex-officers (including Directors and ex-Directors) of the Company, or the relations, connecting or dependents of any such persons, by building or contributing to the buildings of houses or dwellings or quarters or by providing any other amenities and benefits or by creating and from time to time subscribing or contributing to provident Funds, Associations, Institutions, schemes or Trusts and by providing or subscribing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company may from time to time think fit.
27. To provide for the welfare of employees of the company, and the wives and families of dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grant of money, pensions, allowances, bonus or their payments or by establishing or supporting or aiding in the establishment and supporting or aiding in the establishment and support or subscribing or contributing to associations, institutions, funds, trusts or conveniences and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries, medical and other assistance as the Company shall think fit, and to form, subscribe or otherwise assist charitable, benevolent, religious, scientific, national, or other institutions or objects, which shall have any moral or other claim to support or aid by the company either by reason of locality of operation or of public and general utility or otherwise, and also to give pensions, gratuities or charitable and aid to any person or persons who have served the company or to the wives, widows, families or dependents of such persons and to form and contribute to

Provident Fund, pension and benefit funds for the benefit of any person employed by the company.

28. To dedicate, present, or otherwise dispose of either voluntarily or for value any property of the Company deemed to be of national, public or local interest to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same or of the public.
29. To make donations to such persons or institutions either in cash or other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any persons or corporation introducing business to the company and to subscribe, contribute, or otherwise assist or guarantee money for the charitable scientific, religious or benevolent, national, public or other institutions and objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of association, institutions, funds, trust and conveniences for the benefit of the employees or of persons having dealings with the company or to dependents, relatives or connections of such persons and in particular friendly of other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.
30. To insure against losses, damages, risk and liabilities of any kind which may effect either wholly or partially.
31. To acquire for the purpose of the Company by purchase, lease, exchange or otherwise any estates, lands, buildings and hereditaments of any tenure or description and any estate or interest therein and any rights over or connected with land and to turn the same to account as may seem expedient in connection with the business of the company.
32. To acquire any such shares, stock, debentures, debenture stocks, bonds, obligations or securities by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same conditionally or otherwise and to guarantee the subscription thereof and exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
33. To purchase, take in exchange, build, lease, hire or otherwise, hold, sell give or take in mortgage, lease, exchange, pawn, pledge or hypothecate or surrender and dispose of or otherwise deal with any of the movable property immovable property of the Company and to develop the resources of or manage to work or turn to account any such movable or immovable properties or rights in such manner as the company may think fit.
34. To lease, let on hire, mortgage, pledge, sell or otherwise dispose of the whole or any part of the undertaking of the company or any lands, business, property, rights or assets of any kind of the company or any share or interest therein respectively in such manner and for such consideration as the company may think fit and in particular for shares; fully paid debentures, debentures stock (redeemable or perpetual), securities of any other corporation having object altogether or in part similar to those of the Company and either by way of dividends or

upon any return of capital.

35. To open bank accounts of every nature (including overdrafts accounts) and to operate the same and to draw, make, accept, endorse discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instrument and to deal with all documents, mercantile or otherwise in the ordinary course of business.
36. To open an account with any banks or financial institutions and to draw make, accept, endorse, discount, execute and issue promissory notes, bills, of exchange, letters of credit hundies, bills of lading railway receipts, warrants, debentures, and other negotiable or transferable instruments of all descriptions and to buy, sell and deal in the same.
37. To allow, depute or ask any person, representative, employee, servant, managing directors, directors, agent, manger adviser, consultant or delegate of the company to go to any part of India and also to send such staff or other persons as may be thought to be necessary or desirable by the Directors in connection with the business of the company and to pay and incur all reasonable and necessary expenditure for this purpose, including travelling, lodging and boarding maintenance, and also to pay or remunerate or compensate all such persons or any person whose help and assistance may have been taken or made use of to or for the benefit of the Company.
38. To remunerate any person, firm or employees for services rendered, directly or indirectly on profit sharing basis either in cash or by issue of shares to otherwise and if thought fit to include participation in the control and management of the company's business either by conferring the control and management of the company's business either by conferring in rights to nominate one or more directors with or without special powers or otherwise.
39. To appoint legal practitioners for the company to appear before any court and to represent the company in suits and in general to grant powers of attorney to one or more persons individually or jointly with specific or general administration,
40. To appoint legal and technical advisers, as the directors may think fit and to appoint bankers, and such other persons or employees, officers or agents or advertisers of the Company, as the directors may think fit, and pay out of the funds of he company, the necessary remuneration and expenses for the same.
41. To remunerate any person, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them of securities of the company credited as paid up in full or in part or otherwise.
42. To train and pay for the training in India or abroad of any of the company's employees or any of the candidates or to recruit and employ foreign experts in the interest of or furtherance of company's objects.
43. To give officers, servants or employees of the Company any shares or interest in the profits of the Company's business or any branch thereof and whether carried on by means of or

through the agency of any subsidiary company or not and for that purpose to enter into any arrangements with the company which it may think fit.

44. To remunerate directors, the managing directors and employees of the Company and others out of or in proportion to the returns of profits of the company as the Company may deem fit.
45. To indemnify officers, directors, secretaries and servants of the Company against proceedings, causes, damages, claims and demands in respect of anything done by them for and in the interest of the Company for any losses, damages or misfortune, whatsoever which shall happen in the execution of the duties of their office or in relation thereto.
46. To place, to reserve or to distribute as divided or bonus among the members, or to otherwise apply, as the Company may from time to time think fit, and moneys received by way of premium on shares or on debentures issued at premium by the Company, and any moneys received in respect of dividends accrued on forfeited shares, and also any moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.
47. To distribute among the members in specie in the event of winding up any property of the company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital shall be made except with the sanction for the time being, required under the law.
48. In the event of winding up to distribute among the members in specie any property of the company or and proceeds of sale or disposal of any property of the company.
49. To distribute in specie or otherwise as may be resolved any assets of Company among its members in accordance with the provisions of the companies Act, 1956 and particularly the shares, debentures or other securities of any other Company formed to take over the whole or any part of the assets or liabilities of this Company.
50. To refer any questions, disputes or difference arising between the Company and any other person whatsoever (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 arbitrations 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 Act or the Rules of the international Chamber of commerce relating to arbitration or other.
51. To do all or any of the above things and all such other things as are incidental or as may be thought conducive to the attainment of the above objects or any of them in India or in any other part of the world and as principal agents, contractors, trustees, agents or otherwise and by or through sub-contractors, trustees, agents or otherwise and either alone or in conjunction with others.
52. To act in conjunction with, unite or amalgamate with, create or constitute or assist in creating or constituting any other company for Association of kinds similar wholly or partially to this company for the purpose of acquiring all or any of the properties rights and liabilities of the

Company or for any other purpose which may seem directly or indirectly calculated to benefit this company, and to buy or absorb all or any part of the business or property of any such company or Association and to acquire and secure membership, seat or privilege in and of any association, exchange market or institution in India or any part of the world.

C. OTHER OBJECTS: To carry on activities of business like investments, hire purchase, lease, finance, any where in India.

IV. The liability of the members of the Company is limited.

****"V. The Authorised Share Capital of the Company is Rs. 27,00,00,000 (Rupees Twenty Seven Crores Only) divided into 27,00,00,000 (Twenty- Seven Crores) equity shares of Re. 1/- (Rupee One only) each."***

*Clause V has been amended for increase in authorized share capital from Rs. 22,00,00,000/- to Rs. 27,00,00,000/- pursuant to the resolution passed by the members of the Company in the EGM held on 14.03.2024.



Dayata Sirish
Managing Director
DIN - 01999844.

We, the several members whose names, descriptions and address are subscribed hereto 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 opposite to our respective names.

Sl. No.	Name, address, description and occupation of the subscribers with their signatures	No. of Equity Shares taken by each subscriber	Witness Signature name, description occupation & Address
1	Sd/- P.V.V. Raghu S/o. P.S. Krishna Murthy 3-4-497, Barkatpura Hyderabad Occ. Business	100 (One hundred)	Sd/- U. Srinivasa Murthy B. com., ACA 6-2-966/4 Khairatabad, Hyderabad - 4 Occ. Chartered Accountant
2	Sd/- P.S. Krishna Murthy S/o. Agnihotrudu 3-4-497, Barkatpura Hyderabad Occ. Doctor	100 (One hundred)	
	Two Hundred Equity Shares Only	200	

Place : Hyderabad

Date : 24-11-1993