

THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**R.P.P INFRA PROJECTS LIMITED**

- I. The name of the Company is "R.P.P INFRA PROJECTS LIMITED".
- II. The Registered office of the Company will be situated in the State of Tamilnadu.
- III. The Objects for which the Company is established are:

**A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ARE:**

1. To carry on the business as Builders and building contractors and to layout, develop construct, build, erect, demolish, re-erect, alter repair, remodel or do any other civil or architectural work in connection with any building .or building scheme, roads, highways, docks, ships, sewers, bridges, canals, wells, springs, serais, dams, power plants, bours, wharves, ports, reservoirs, embankments, tramways, railways, irrigation, reclamation, improvements, sanitary, water, gas, electric light, telephonic, telegraphic and power supply works or any other structural or architectural works of any kind and to purchase, acquire, take on Lease or in any other lawful manner any area, land, buildings, structures, build townships, markets or any other buildings or conveniences thereon and to equip the same or any part thereof with all or any amenities or conveniences, drainage facility, electric, telegraphic, telephonic, television installations and to deal with the same in any manner whatsoever.
2. To carry on business as Engineering and Procurement Contractors, general engineers, mechanical engineers, process engineers, civil engineers, general mechanical and civil contractors for power plants and to enter into contracts and joint ventures in relation to and to erect, construct, supervise, maintain, alter; repair, pull down and restore either alone or jointly with companies or persons, works of all description including plants of all description, factories, mills, refineries, Pipelines, gas works, electrical works, thermal, hydel, solar, wind, tidal, natural gas, diesel, biomass power plants, water works, water treatment plants and to undertake turnkey projects of every description and to undertake the supervision of any plan or factory or to invest in or acquire interest in companies carrying on the above businesses.
3. To carry on the business of construction/infrastructural development, civil engineers and contractors, architects, surveyors, town planners, estimators and valuer and also to undertake infrastructural projects and for the said purposes to participate in tenders, enter into contracts, "agreements, joint. ventures: 'or memorandum of understanding with the Central or any State

Government/s, Government Department/s and Undertaking/s, Municipality, Local Authority, Corporation, Cooperative Society, Company, Firm, Partnership, person or persons individual or individuals and to obtain from them the rights of all sorts for assistance, privileges, charters, licenses and concessions, as may be necessary or incidental in connection thereto.

4. To provide, develop, own, maintain, operate, instruct, execute, carry out, improve construct, repair, work, administer, manage, control, transfer, on a build, operate and transfer (BOT), or build, own, operate and transfer (BOOT) or build, operate, lease and transfer (BOLT) basis or otherwise, make tenders, apply or bid- for, acquire, invest in, transfer to operating companies in the infrastructure sector, any infrastructure facilities including but not limited to roads, bridges, airports, ports, waterways, rail systems, highway projects, water supply projects, irrigation projects, pipelines, sanitation and Sewage systems, water treatment system, solid waste management system, generation, supply and distribution of electricity, power projects, telecommunication facilities, housing projects, commercial real estate projects, warehouses, factories, godowns, other works or convenience of public or private utility involving public or private financial participation, either directly or through any subsidiary or group company or companies, and to carry on the business on contractual basis, assign, convey, transfer, lease, sanction, sell, the right to collect any rent, toll, compensation charges or other income from infrastructure projects undertaken by the company.
5. To invest in industrial enterprises by acquiring shares, stock, debentures or other securities of such enterprises or by providing loans or other financial facilities to such enterprises, establish, promote, form, invest in companies providing, developing, constructing, repairing, working, administering, managing, controlling, on a build, operate and transfer (BOT), or build, own, operate and transfer (BOOT) or build, operate, lease and transfer (BOLT) basis, any infrastructure facilities - including but not limited to roads, bridges, airports, ports, waterways, rail systems, highway projects, water supply projects, irrigation projects, pipelines, sanitation and sewage systems, water treatment system, solid waste management system, generation, supply and distribution of electricity, - power projects, telecommunication facilities, housing projects, commercial real estate projects, warehouses, factories, godowns, other works or convenience. of public or private utility and to acquire and hold controlling or other interest: in the share capital or otherwise of such companies.
6. To produce, treat, process, prepare, refine, import, export, purchase, sell and generally to deal in, and to act as brokers, agents, stockist, distributors and suppliers of all types and kinds of construction materials including cement (whether ordinary, white, coloured, Portland, pozzolans, blast, furnace, slag,

rapid hardening, silica or otherwise), lime and limestone, clinker and/or by products thereof, as well as cement products such as pipes, poles, slabs, asbestos sheets, blocks, tiles, garden wares, plaster of Paris, lime, pipes, building materials and otherwise and articles, things, compounds and preparations connected with the aforesaid products and in connection therewith; to take on lease, acquire, erect, construct, establish, work, operate or/and maintain cement factories, quarries, mines, workshops and other works and to process, prepare and generally to deal in cement-oriented products cement poles, cement pipes and cement benches and pre stressed concrete building section, bridge section, walls, drain covers, and fire clay and fire bricks of all kinds stoneware, bricks, tiles, earthenware, glassware, glass, crockery, sanitary wares china and terracotta, refractory's and ceramic wares of all kinds and other allied goods and deal in and undertake manufacturing of bricks, tiles, cement pipes, cement poles, lime, building materials, requisites and other materials used in construction or any substitute thereof.

7. #To carry on the business of builders, contractors, erectors, constructors of buildings, houses, apartment structures or residential, office, industrial, institutional or commercial or developers of co-operative housing societies, developers of housing schemes, townships. holiday resorts, hotels, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating furnishing, and maintaining of structures. flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns, and other commercial educational purposes and conveniences to purchases for development, houses buildings. structures and other properties of any tenure and any interest thereto and purchase, sell and deal in freehold and leasehold land and in purchase, sell, lease, hire, exchange or otherwise deal in land and house's property and other property whether real or personal and to turn the same into account as may seem expedient and to carry on business as developers and land buildings immovable properties and real estates by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining offices, flats, houses, factories warehouse, shops, wharves buildings works and conveniences and by consolidating, connecting and subdividing immovable properties and by leasing and disposing of the same.
8. \*\*\*\*To engage in and carry on the business of providing supervision and supplying labor for construction projects, including residential, commercial, industrial, infrastructure, and public works. This includes offering project management, quality control, safety inspections, and site supervision services, as well as recruiting, hiring, and managing skilled and unskilled labor. Additionally, to collect royalties, fees, and commissions related to these services, and to engage in activities necessary for the effective execution of

construction projects. The company may also form partnerships, procure necessary materials and equipment, and ensure compliance with all relevant laws and regulations.

***#Subject to the approval of the Registrar of Companies, Chennai, New sub-clauses (7) be inserted after the existing sub-clauses (1) to (6) of Clause III A vide Special Resolution passed at the Postal Ballot of the Company held on 11.04.2024.***

***\*\*\*\* Inserted Via Special Resolution passed on 10<sup>th</sup> February 2025 through Postal Ballot.***

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

1. To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any right or privileges, licenses or easements which the company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with any of the company's property or rights for the time being and to erect, establish, maintain, improve and work any buildings, offices and to sell or let out or mortgage all or any portion of the same as may be thought desirable.
2. To pay all the costs, charges, and expenses of the promotion, formation, registration and establishment of the Company and the issue of its capital including any underwriting or other commission, brokers fees and charges in connection therewith and to remunerate (by cash or other assets or by the allotment of fully or partly paid shares or debentures or by a call or option on shares, debentures or securities of this company or any other company or in any other manner, whether out of the company's capital or profits or otherwise) any person, firm or company for services rendered or to be rendered in procuring any property or business to the company or in placing or guaranteeing the subscription of shares, debentures or other securities of the company or in or about the formation or promotion of the company or for any other reason which the company may think proper.
3. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning affairs of the company and to pay, satisfy or compromise any claim made against the company or its officers notwithstanding that the claim may not be valid in law.

4. To be interested in, promote and undertake the formation and establishment of such institutions, businesses, companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the company.
5. To enter into any agreement with any individual, firm, company or corporation whether Indian or Foreign for any collaboration, technical or otherwise or for imparting or obtaining any technical know-how, expert advice or information on such items and conditions as may seem necessary and expedient.
6. To acquire, purchase and undertakes all or any part of the business, property and liabilities or any person or firm or company carrying on or proposing to carry on any business which this company is authorised to carry on (or) possession of property suitable for the purpose of the company or which can be carried on conjunction there with or which is capable of being conducted so as directly or indirectly to benefit the company including to absorb the business of R.P.P. Builders a partnership firm to continue the effort/contracts and related works.
7. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry-on any of the business which this company is authorised to carry on and as part of the consideration for such acquisition, to undertake all or-any of the liabilities of such person, firm or company or to acquire an interest or amalgamate with or enter into partnership or into any arrangement for sharing profit or for co-operation or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid any property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
8. To enter into any arrangements financial or otherwise with any Government or State or authority (Municipal or local or otherwise) or any Corporation or Company or person, that may seem conducive to the attainment of the Company's objects or any of them and obtain from any such Government, authority, corporation, company or person any

charters, decrees, rights, privileges and concessions which the company may think desirable, and to carry out, exercise and comply with any charters, decrees, rights, privileges and concessions,

9. To borrow, raise moneys, obtain guarantees by the issue of bonds, debentures convertible or otherwise and 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 or otherwise to transfer or convey the same absolutely or in trust and to give the lenders powers of the property(except uncalled capital) and other powers as may be deemed expedient and to purchase, redeem or pay of any such securities within the permissible limit without doing any banking, business as defined in the Banking Regulation Act, 1949 or to receive moneys as deposits with or without interest within the permissible limit without doing any banking business as defined in the Banking Regulation Act, 1949.
10. To guarantee the payment of money secured or unsecured by or payable under or in respect of promissory notes, bond, debentures, contracts, mortgage, charges, obligations, instruments and securities of any company or any authority, municipal local or otherwise or of any person whomsoever, whether incorporated or not and generally to guarantee, to become sureties for the performance of any contracts or obligations.
11. To draw accept, endorse, negotiate, promissory notes, bills of exchange, hundies or other negotiable instruments.
12. To open any account or accounts with any individual, firm or company or Corporation of Co-operative societies or with any Bank and to pay into, withdraw money from such account or accounts.
13. To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with, all or any part of the property, rights and concessions of the company.
14. To apply for, tender, purchase or otherwise acquire any contracts, subcontracts, licenses and concessions for or in relation to any of the object of business herein mentioned and to undertake, sub-contract, execute, carry out, dispose of or otherwise turn to account the same.
15. To establish and to maintain any agencies in any part of the world for the conduct of the business of the company or for the same of any materials or things for the time being at the disposal of the company for sale; and to advertise and adopt such means of making known, all or

any articles or goods traded or dealt in any, the company, in any way that may be thought advisable including the posting of bills in relation thereto and to issue of circulars, books pamphlets and price lists and the conducting of competitions, and the giving of prizes and rewards.

16. To obtain under any Act of Legislature of Parliament, for enabling the Company to obtain any powers and authorities necessary or expedient to carry out or extend any. of the objects of the company or for any other purposes which may seem expedient and to oppose any proceedings or applications which may directly or indirectly prejudice the Company's interest.
17. To employ experts to investigate and examine into the condition, prospects value character and circumstances of any business concerns - and undertakings and generally of any assets, property or rights.
18. To appoint and remunerate experts, engineers, mechanics, managers, accountants, lawyers, professors, teachers, contractors, brokers, canvassers, agents, artisans, workmen and other person and to establish and maintain agencies, branches and offices in the Indian Union or elsewhere for the purpose of achieving all or any of the objects of the Company and / or to discontinue the same.
19. To remunerate (by cash or otherwise or by assets or by allotment of fully or partly paid shares or shares credited as fully or partly paid up or in any other manner) any persons, firms, associations, or technical aid and advice, granting licenses or permission for the use of patents, trade secrets, trademarks, processes and in acting as trustees for debenture holders or debentures stockholders of the company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional, for any shares, debentures or debenture- stock, or other securities of the company or of any company promoted by this company or for services rendered in or about the formation of the company or any company promoted by: this company or in introducing any part of business to the company-or in or about the conduct of the business of this company or for guaranteeing payment of such debenture stock or other securities and any interest thereon.
20. To provide for the welfare of Directors or employees, or ex-employees of the company or its predecessors in business and the wives, widows and families or the dependants or connections of such "Directors, . employees or -ex-employees by building or contributing to the building of houses or dwellings or quarters or by grants of money, pensions,

gratuities, allowances, bonuses, insurance, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit.

21. To make donations to such persons or institutions and in such cases and either of cash or any 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 this company, and also subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national public, cultural, educational or other institutions or objects of for any exhibition or for any public, general or other object, but not to any political party or political purpose.
22. To undertake and execute any trust as may seem desirable, either gratuitously or otherwise.
23. To take over any company or companies and to amalgamate with any company or companies having objects similar or different to this company for the purpose of diversification and expansion into other fields or manufacturing or other industries subject to the provisions of the Companies Act and the Rules framed there under and any law and rules for the time being in force relating thereto. To enter into collaboration agreements with any person or company or corporation established in India or outside India to attain the main objects and to share technical knowhow for further improvement of the products.
24. To procure the company to the registered or recognised in any part of the world
25. To pay all preliminary expenses of any company promoted by the company or any company in which the company is or may contemplate being interested, including in such preliminary expenses of all or any part of the costs and expenses of owner of any business or property acquired by any such company.
26. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever, conducive to the interest of the company.

27. To do all or any of the acts to the attainment of the main objects or any of them in any part of the Union of India and of the world subject to the provisions of the Companies Act, 1956.
28. To sell, let, exchange, or otherwise deal with 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 and if thought fit to distribute the same among the shareholders of this company.
29. To distribute any of the properties of the company amongst the members in specie or cash on liquidation of the company as required by law.
30. To sell the company as a going concern.
31. To insure with any person or company against losses, damages, risks and liabilities of any kind which may affect the company either wholly or partially, and if thought fit, to effect any insurance by joining or becoming a member of any mutual, protection or indemnity association, federation or society and to accept any such insurance, or any part thereof for the account of the company.
32. To refer to arbitration any claim, demand, dispute, legal proceedings or any other question by or against the company or in which the company is interested or concerned.
33. Subject to the provisions of Section 78 of the Companies Act, to place, to reserve or to distribute as dividend or bonus among the members or otherwise to apply, as the company from time to time may think fit, any moneys received by way of premium on shares or debentures issued at a premium by the company and moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the company of forfeited shares or from unclaimed dividends.
34. To apply for promote and obtain the incorporation, registration or other recognition of the company, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any parliament, Local Government, Municipal or other authority or body, for any acts or parliament laws, decrees, concessions, orders, right or privileges that may seem conducive to the company's objects or any of them and to oppose by lawful means any proceedings or application which may seem calculated directly or indirectly to prejudice the company's interest.

35. To establish and maintain or procure the establishment and maintenance of any contributory pension or super-annuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who or were at any time in the employment or service of the company, or who are or were at any Directors or Officers of the company or if any such other company as aforesaid, and the wives widows, families, dependants and connections of any such person and to also 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 of any such other company as aforesaid and make payments to or towards the insurance.
36. To carry on the business of financing or lending of money to such person, firms, companies, local bodies or Government with or without security and on such terms as rate of interest, and repayment as may deem fit and generally to finance industrial enterprises without conducting any banking business as defined under Banking Regulation Act 1949 and to carry on the business of guarantors. And sureties for the performance of any contract.
37. To carry on the business of an investment trust company and to underwrite, sub underwrite, to invest in and acquire and hold; sell, buy or otherwise deal in shares, debentures, debenture stocks, bonds, units obligations and securities issued or guaranteed by Indian or Foreign Governments, State Dominions, Sovereigns Municipalities or Public Bodies or Authorities and shares, Stocks, Debentures, Debenture Stocks, Bonds, units obligations and securities issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere.
38. To acquire immovable or movable property which the company may think it desirable to acquire by way of investments, or with a view to provide commercial and housing scheme to the depositors of the company.
39. To manage investment pools, mutual funds, syndicates in shares, stocks, securities, finance and real estate.
40. To carry on the business of commercial agents, mortgage brokers, financial agents and advisers and as registrars and transfer agents and to act as Financial Consultants, Management Consultants, Investment Consultants and Provide Advise, Services, consultancy in various fields

including Secretarial, Commercial; Financial, Legal, Taxation, Accountancy and Data Processing and to take part in the formation of any company or undertake and for the purpose to act as issue house, Registrars and Share Transfer Agents, Financial Advisors and Agents.

41. To produce power from conventional and non-conventional sources and supply, sale to Government, Government agencies and to private users.
42. To act as representatives, agents, dealers, distributors for manufacturers or suppliers within India and abroad for equipments, machinery, components, goods and commodities of every description.
43. To manufacture, purchase, acquire, sell, give or otherwise deal with engines and other machinery, pumps, tractors, trailers, agricultural implements, tools and other materials for the purpose of agricultural and cultivation and growing of sugarcane, sugar beat, Tapioca, seeds and other crops and for horticultural purpose and for the manufacture of sugar, paper including cardboards, mill boards, ply boards, strawboards, paper pulp, alcohol, liquor, chemicals, fertilisers and seeds.
44. To undertake and execute all contracts for works including supply or use of machinery or components of any kind and carry out any ancillary work connected of any kind and carry out any ancillary work connected with such works and contracts ant to deal in scrap materials and also to act as structural, civil and mechanical engineers and contractors.
45. To carry on all or any of the business of transport, cartage, taxi operators and haulage contractors, garage proprietors, owners and charters of road vehicles, air craft and ships, tugs, barges and boats of every description.
46. To deal and manufacture all types of electronic components, devices, equipments, micro chips and all types of computer components and to carry on the business of providing data processing services for all kinds of software application by using Computer.
47. To act as electrical engineers and contractors.
48. To carry on the business of designers, manufactures, producers, fabricators, assemblers, importers, exporters, buyers, sellers, dealers; stockist, suppliers, wholesalers, retailers, repairs and hirers of all kinds of number plates including High Security Registration Plates (HSRP)
49. To manufacture, process, export, import, trade, distribute, all types of Cards including Smart Card driving licence, and to colour, print, cut in

various: shapes press, process, impress with names and other particulars, use, re-use and do anything desired or required on the cards manufactured, processed; exported, imported or traded.

50. To carry on the business of Intelligent Transportation System (ITS) and to provide the application of advanced sensor, computer, "electronics, and communication technologies and management strategies- in an integrated manner to improve the safety and efficiency of the surface transportation system.

IV. The liability of the members is limited.

V. \* The Share capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10/- (Rupees Ten Only) each. The Company shall have the power to issue equity shares or preference shares in the capital original or increased in accordance with the provisions of the Companies Act, 2013 and the directors may subject to the provisions of the Act exercise such power in any manner, they think fit and provide for the redemption of the preference shares on such terms including right to redeem at a premium or otherwise.

***\* Altered by replacing the existing Clause V of the Memorandum of Association vide Ordinary Resolution passed at the Extra Ordinary General Meeting of the Company held on 15.03.2018.***

***\* Included in the Memorandum of Association vide Special Resolution passed at the Annual General Meeting of the Company held on 27.09.2019.***

***#Subject to the approval of the Registrar of Companies, Chennai, New sub-clauses (7) be inserted after the existing sub-clauses (1) to (6) of Clause III A vide Special Resolution passed at the Postal Ballot of the Company held on 11.04.2024.***

***\*\*\*\* Inserted Via Special Resolution passed on 10<sup>th</sup> February 2025 through Postal Ballot.***

<b>Sr. No.</b>	<b>Name, Address, Description and Occupation of Subscribers</b>	<b>No. of equity shares taken by each subscribers</b>	<b>Signature</b>
1	<b>P. ARULSUNDARAM</b> S/o. R.P. Poosappan 11/245, Ragupathy Naicken Palayam, Moolapalayam (P.O.), Erode 638 002. Business	100 (One Hundred)	(sd.) P. Arulsundaram
2	<b>P. SELVASUNDARAM</b> S/o. R.P. Poosappan 11/245, Ragupathy Naicken Palayam, Moolapalayam (P.O.), Erode 638 002. Business	100 (One Hundred)	(sd.) P. Selvasundaram
3	<b>GOWRIAMMAL</b> W/o. R.P. Poosappan 11/245, Ragupathy Naicken Palayam, Moolapalayam (P.O.), Erode 638 002. Business	100 (One Hundred)	(sd.) Gowriammal
4	<b>PADMINISUNDARAM</b> W/o. P. Selvasundaram 11/245, Ragupathy Naicken Palayam, Moolapalayam (P.O.), Erode 638 002. Business	100 (One Hundred)	(sd.) Padminisundaram
<b>Total</b>		<b>400 (Four Hundred)</b>	

Date: 10.04.1995

Place: Erode

Witness to the above Signatures:

The contents of Memorandum has been read and explained to subscriber No.3 in Tamil.

(sd.)  
E.P. Kathirvel, B.Com. F.C.A.,  
Chartered Accountant  
S/o. E.P.Palanisamy,  
220, Veerabatra Street,  
Erode 638 003.