

Incorporated Under  
**(THE COMPANIES ACT 1956)**  
**(Act 1 of 1956)**  
(COMPANY LIMITED BY SHARES)  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**SPANDANA SPHOORTY FINANCIAL LIMITED**

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- I. The name of the company is **SPANDANA SPHOORTY FINANCIAL 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) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

- \*1. To carry on the business of providing Microfinance services (mainly Non Banking financial services as permitted by the Reserve bank of India) to large number of low income households directly or indirectly, in their villages and slums and thus to help them and their families to improve their standard of living
2. To carry on the business of financing development activities through long term loans and other means of financing upon such terms and conditions as the company may think fit for the purposes of:
  - (i) agricultural development (which term includes, *inter-alia*, land acquisition and development, irrigation, watershed development, crop cultivation, plantation, horticulture, forestry, animal husbandry and allied activities, such as dairy, poultry, fishery, aqua culture and floriculture).
  - (ii) industrial development (which term includes, *inter alia*, agro-processing, mining and quarrying utilities - including water, power and renewable sources of energy -manufacturing, including handicrafts, construction, trade and distribution, transport, and services of all kinds).
  - (iii) market linkage development (which term includes, *inter alia*, provision of inputs for and marketing of output of agricultural and industrial development activities including facilities for storage, trading and transport for such inputs and outputs)
  - (iv) habitat development (which term includes, *inter alia*, purchase, construction upgradation, extension and modification of buildings and infrastructure for residential, agricultural, commercial or industrial purposes)but exclusively targeted to the poor men and women in generation and enhancement of livelihoods in India.
3. To provide collateral free credit to poor men and women through groups, deliver credits, thrift and savings, insurance and other financial services to them at their group meetings or in a common place of attendance in the cities, towns, villages of India with a view to provide them sustainable livelihood and enhancement of their and their family living conditions based on their needs, skills and traditional livelihood occupations and to carry on the business of Micro Finance.

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\* Amended in the EGM held on 10<sup>th</sup> July, 2006

4. To carry on and undertake the business of research, consultancy, technical assistance and training in the fields of development finance and other financial services, as intermediary for other companies or organizations.
- \*5. To carry on the business of lending and advancing money, giving credits, on any terms and with or without collateral security to any person, firm, company, body corporate, trust, Individual, Association of persons, households, small and medium enterprises, small scale industries, farmers, etc. by providing loans of any type such as personal, business, corporate, income generation, consumption, consumer, Infrastructure development, housing, agriculture and commodity financing, purchase of machinery, etc. on such terms as may be determined from time to time.
- \*6. To enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as may be determined from time to time and to secure or guarantee in any manner and upon such terms as may be determined from time to time the payment of any sum of money or the performance of any obligation by any person, firm, company, body corporate, trust, Individual, Association of person, households, small and medium enterprises, small scale industries, farmers, etc.
- \*7. To act as an agent/collaborator/partner with banks, insurance companies, mutual funds and other financial institutions in administering the extension of finance to any person, firm, company, body corporate, trust, Individual, Association of person, households, small and medium enterprises, small scale industries, farmers, etc.
- \*8. To buy, sell, market or otherwise deal in shares, stocks, securities, bonds, debentures, deposits, certificates, units of other financial investment or savings instruments and finance or make investments in such and related business.

**(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:**

1. To enter into any contract, agreement, arrangement or other dealings in the nature of collaboration or otherwise including entering into partnership and or filling in tenders for various contracts, which may seem profitable or beneficial to the company.
2. To purchase or otherwise acquire, construct, erect, lay down maintain, enlarge, alter, work and use, all lands and buildings, easements, gas, other works, machinery, plant, mills, stock, lamps, pipes, motors, fittings, meters, apparatus, materials and things as may be necessary, incidental or convenient in connection with the business carried on by the company.
3. To purchase, take on lease or in exchange, hire, renew or otherwise acquire and hold any estates, or interest and to let, sub-let in whole or in part develop, manage and exploit any lands, buildings, machinery easements, rights, privileges, plant stock-in-trade, business concerns, option, contract claims, choose-in-action and any real and personal property of and kind necessary or convenient for any business of the Company.
4. To apply for, aid in promoted and obtain any Act of Parliament, charter, privilege, concession, license of authorization of any Government, State or Municipality, provisional order or license of any authority for enabling the company to carry any of its objects in effects or for extended any of the powers of the company or for effecting any modifications of the constitution of the company or for any other purpose which may seem expedient and to make representation against any proceedings or application which may seem calculated directly or indirectly to prejudice the interest of the Company.
5. To establish, provide maintain and conduct or otherwise subsidize research laboratories, experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by

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\* Added in the EGM held on 10<sup>th</sup> July, 2006

providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and generally to encourage, promote and reward studies, researches, investigation, experiment, tests and inventions of any kind that may be considered likely to assist any of the business which the company is authorized to carry on and to expend money in experiments and tests and in improving or seeking to improve and giving publicity to and placing upon the market and products of the Company or distribute Any patents, inventions, processes, information or rights which the Company may acquire or lease or propose to acquire.

6. To apply for, obtain purchase or otherwise acquire and protect, prolong and' renew any patents patent, rights, brevets-d-inventions, processes, scientific, technical or other assistance, manufacturing process, know-how and other information design, patterns, copyrights, trademarks, licenses, concessions and like rights or the benefit or right of use there of, which may seem capable of being used for in connection with any of the purposes of the Company on payment of any fee, royalty or their consideration and to use, exercise or develop the same and manufacture under or grant licenses in respect thereof or sell or otherwise deal with the same.
7. To establish and maintain for any purposes of the company agencies, branches, places, to promote any firms, company or companies or divisions thereof at all places and procure the company to be registered or recognized and carry on business in any country or place in any part of the world or elsewhere as the company think fit.
8. To enter into partnership or any arrangement or agreement with any Governments or Authorities, Supreme, Municipal, Local or otherwise or any person or company or any of them for sharing profit, union of interest, exchanging of share, joint venture, reciprocal concession or co-operation and engage in any business or transactions which this company is authorized to carry on and to obtain from such government, authority, person or company any rights privileges, charters, contracts, licenses and concessions which the company may think it desirable to obtain and to carry-out exercise and comply herewith.
9. To take or otherwise acquire and hold shares, debentures, debenture-stock and other securities in or to finance any other company having objects similar to or related to those of this Company.
10. To acquire and hold shares, stocks, debentures, debenture stock, bonds, obligations, and securities issued or guaranteed by any company constituted or carrying on business in India or else where and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Government, Municipality, public body or other local authority and to acquire by original subscription, tender, purchase, exchange or otherwise any such shares, debentures, debenture stock, bonds, obligations to security and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and endorse all rights and powers conferred by or incidental to the ownership thereof and to sell or otherwise dispose of any such share, debentures, debenture stock, bonds obligation or securities.
11. To promote, form and register, and aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise, for i.e. purpose, of acquiring all or any of the property, rights and liabilities of the company or for any other purpose, which may seem directly or indirectly calculated to benefit the company and to transfer to any such company or any other company of all or any of the objects mentioned in this Memorandum, and to undertake works, duties and business of any company on such terms as may be arranged for the purpose of the main objects of the Company.
12. To invest in other than investment in Company's own shares and deal with the moneys of the Company not immediately required in such manner as may from time to time be expedient be determined.
13. To take or otherwise acquire and hold shares, stocks debentures or other interest in or securities of any other company or companies having objects altogether or in part similar to those of the company or carrying on any business capable of being carried on so as directly or indirectly to benefit the company.

14. To invest money with or without security and generally make advances of such sum or sums of moneys upon or in respect of or for the purchase of raw materials, goods, machinery, stores, or any other property, articles and things required for the purpose of the company with or without security and upon such terms and subject to such conditions as the company may deem expedient.
15. To purchase or otherwise acquire and-undertake the whole or any part of the business, property, rights, suitable for any of the purposes of the company assets and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on.
16. To lend money on mortgage of immovable property or on hypothecation or pledge of movable property or without securities to such persons or companies in such manner and on such terms as may seem expedient and in particular to members of the staff, customers and others having dealing with the company and guarantee performances of contracts by any such persons or companies, provided that the company shall not carry on any business which may come within the purview of the Banking Regulation Act 1949 or of the Insurance Act.
17. Subject to section 58A, 292, 293, 295 and 370 of the Act and the regulations made there-under and the directions issued by Reserve Bank of India, to borrow or raise or secure the payment of money or to receive money on deposit at interest for any of the purpose of the company, and at such time and in the manner as may be thought and in particular by the issue of debentures, perpetual or otherwise, debentures convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received any of such debentures or debenture stock so issued to mortgage, pledge or charge the whole and any part of the property, assets or revenue and profits of company, present or future, including its uncalled capital by assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase redeem and pay of any such securities.
18. To mortgage, hypothecate, pledge all or any of the property whether movable of immovable of any description whatsoever and other valuable securities of the Company.
19. To open an account or accounts with any bank or financial institutions and to pay into and to withdraw money from such account or accounts and to draw, make accept, endorse, discount execute and issue promissory notes, bill of exchange, letter of credit, hundies, bill of lading, railway receipts, warrants, debentures, and other negotiable or transferable instruments of all descriptions of all descriptions-and to buy, sell and deal in the same.
20. To pay for any property or rights acquired by or for any services rendered to the company either in cash or fully or partly paid up shares, with or without preferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has the power to issue or by the rights or options, or partly in one mode and partly in other, and generally on such terms as the company may determine.
21. To pay out of the funds of company fill costs, charges and expenses of and incidental to the formation and registration of the company, and any company promoted by the company and any such other company and incidental of the negotiations between the promoters, preliminary to the formation of the company and other pre-incorporation or preliminary and other expenses and. also all costs, charges, imposition and expenses of and incidental to the acquisition by the accomplishment of all or any formalities or of negotiating contracts and arrangements made prior to and in anticipation of the formation and incorporation of the company, which the company may think necessary or proper in connection with any of the aforesaid purposes.
22. To accept gifts, bequests, devises or donations of any movable or immovable property or any rights or interests therein from members or others.
23. To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company and its allied companies or their dependents or

connections and to make payments towards insurance for any such purpose and to establish, join and support trust, funds or scheme (whether contributory or non-contributory) with a view to provide pensions or allowances for any such persons or any other associations, institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such person.

24. Subject to section 293A and 293B of the Companies Act, 1956, to make donations to such person or persons 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 to subscribe, contribute or otherwise assist or grant money for charitable, scientific, religious, benevolent, national public or, other institutions or objects or for any exhibition for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefits of the employees or of persons having dealing with the company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and make payments towards insurance and to form and contribute to provident and benefit funds of or for such-persons.
25. To undertake and /or execute any trusts either gratuitously or otherwise.
26. To provide for the welfare of employees or ex-employees of the company and their spouses and families or the dependents, relatives or connections of such persons by building or contributing to the pensions, allowances, bonus or other payment-, -or by creating and from time to time subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit and to create Stock option trusts to the employees.
27. To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the company and with or without any declared trusts in favour of the company.
28. To compensate for loss of office any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act or other statute or rule having the force of law and to make payments to any person whose office, employment or duties may be determined by virtue of any transaction in which the company is engaged.
29. To create any reserve funds, sinking funds, insurance fund or any other special fund whether for depreciation, for repairing, improving, extending or maintaining any of the property of the company or for any other purpose conducive to the interests of the company.
30. To amalgamate with any other Company having objects altogether or in part similar to those of this company.
31. To sell, lease, mortgage, or otherwise dispose of the undertaking of the company or any part thereof for such consideration as company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.
32. Subject to Section 391 to 394 of the Act, to amalgamate, enter into partnership or into any manner and arrangement whatsoever (whether with or without liquidation of company) for sharing profits, union of interest, co-operation, joint ventures or reciprocal concessions, with any person, firm or body corporate whether in India or outside carrying on or engaged in, any business transaction which this Company is authorized to carry on or and further enter into any arrangement or contract with any persons, association or body corporate, whether in India or outside for other purposes that may seem calculated beneficial financial and conducive to the objects of the Company.
33. To negotiate and enter into agreements and contracts with Indian and foreign individuals, Companies, Corporations and other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or

technical collaboration and acquire necessary formulae and patent rights for furthering the objects of the company.

34. To enter into any foreign collaboration for providing technical know-how or other services or obtaining technical know-how or other services on such terms and conditions as may be thought fit and/ or financial collaboration in all its aspects.
35. To collect supply and disseminate or open information bureaus to employ correspondents, authors, writers, and other and to pay for news information, caricatures articles, copy-rights, rights for publication and translation and other rights in respect of any liberty, scientific, artistic, commercial or other matters and to publish the same or to dispose of the same to act as agent or contractors to investigate or inquire into any matter of occurrence, to sell intelligence, information, or tender advise on payment or otherwise in matters, financial, legal, scientific, commercial, sociological or religious.
36. To establish well-equipped laboratories and to bring any analytical, experimental; and other work or undertaking in relation to general objects of the business.
37. To purchase, take on lease, holding fee, hire, exchange or otherwise, acquire and to hold and maintain and deal in 'sale or otherwise dispose of movable and immovable property or parts thereof and rights over or connected with land, estates, concessions, mills plant, machinery buildings, factories, railways sidings, roads and other ways, work apparatus, implements stock-in-trade, patents, inventions, trademarks, copyrights, rights and privileges, motors and other vehicles, for use on land, business concerns, undertaking of every description, mortgages, shares, stocks, debentures, securities, policies, book debts, claims any interest in movable or immovable property and to establish and to carry on any business in connection with any of the above or which may be calculated to enhance the value of any of the properties or rights of the company or to facilitate the disposition thereof.
38. To take on lease, hire purchase, or acquire by license or otherwise any plots, lands, rights over or connected with lands, materials, factories, plants, buildings, works machinery, apparatus, stock in trade, patent, inventions, trade, marks rights privileges and movable and immovable and properties of any description which may by deemed necessary or convenient for any business which the company is authorized to carry on.
39. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property including land, building, basements, stock-in-trade, plant and machinery of every kind and any right or privileges which the company may think necessary or convenient or appropriate for the purposes of business.
40. To develop and turn to account any land acquired by the company or on which it is interested and in particular by laying out and preparing the same for building purposes constructing, altering pulling down, decorating maintaining, fitting up and improving buildings and by planting paying, draining farming, cultivating letting into contract and arrangements of all kinds with builders, tenants and others.
41. To establish, construct, acquire, hire, hold, work, let and sell mill, factories, works, stores, warehouse, godowns, shops, granaries and distributing centers for all products of the- Company, machineries, and appliances suitable for manufacture of any of the products of the company.
42. To improve, manage, develop, and grant rights or privileges in respect of all or any part of the property and rights of the company.
43. To obtain any right, concessions and privileges, permission and the like periodical or otherwise which may be considered conducive to the interests or to the business of the company from any Government, States, Municipalities, Local Boards, Museums, Libraries or any authorities supreme or otherwise, and to enter into arrangements in connection therewith and to carry out, use, exercise and to comply with, such rights, privileges, concessions and permissions and arrangements.

44. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to the, objects or business herein mentioned or any of them and to undertake, carry out, execute, dispose of or otherwise turn to account the same.
45. To establish and carry on schools or colleges and to provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences, calculated directly or indirectly to advance the cause of education whether general, professional, technical and primarily for the purpose of promoting the interests of the Company.
46. Subject to section 58A, 292, 293, 295 and 370 of the Act, to borrow or raise money in such manner as the Company shall think fit and to arrange the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the Performance by the company or any other person or body corporate of any obligation undertaken by the Company or any other person or Company, as the case may be.
47. To acquire from any person, firm or body corporate whether in India or elsewhere; technical information, processes, engineering know-how, manufacturing, installation and operation data, plans, lay-outs and blue prints useful for the design, manufacture, erection and operation of plant required for the foregoing business of the Company and acquire any grant or license, any other rights and benefits in the foregoing matters and things, and to accept expeditions and commission and to employ and remunerate experts or other agents in connection therewith, with a view to secure any of the objects of this Company.
48. 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 business which this Company is authorized 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 in, amalgamate with or enter into partnership or into any arrangements for sharing profits or for co-operation or for joint venture or reciprocal concession with any such person, firm or Company and to give or accept by way of consideration for any of the acts, or things aforesaid or property acquired any shares, debenture-stock or securities that may be agreed upon and to hold and to retain or sell, mortgage and deal with any shares, debenture-stock or securities so received.
49. To expend money on experimenting upon and testing and improving or securing any process or processes patent or patents or protecting any invention or inventions which the Company may acquire or propose to acquire or deal with.
50. To appoint and 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 them or otherwise and if thought fit to include participation in the control and management of the Company's business either by conferring the rights to nominate one or more directors with or without special powers or otherwise.
51. To engage, employ, suspend, dismiss agents, managers, superintendents, assistants, clerks, and other servants and labour and to remunerate any such persons at such rate shall be thought fit, to grant pension or guarantee to any such person or to his widow or children and generally provide for the welfare of all the employees.
52. Subject to restrictions prescribed by the Companies Act, 1956, to indemnify, officers, Directors, Secretaries and servants of the company against proceedings, 'causes, damages, claims & demands in respect of any thing done by them for and in the interest of the company or for any loss, damages or misfortune, whatever, which shall happen in the execution of the duties of their office or in relation thereto.
53. To appoint and remunerate engineers, contractors, managers, brokers, canvasser, agents and other persons and to establish and maintain agencies or branches in any part of India or elsewhere for the purposes of the Company and to discharge and to discontinue the same.

54. To acquire and take over the running business along with all or any of assets and liabilities of other individuals, firms associations or body corporate carrying on the similar nature of business as given above.
55. To give publicity to the business and products of the Company by means of advertisement in the press, pamphlets, hand bill, circulars, cinema slides, or by publication of books, pamphlets, catalogues, instruction books, technical articles periodicals and exhibitions of works of art by granting rewards, prizes and donations or by participating in technical conferences, symposia or the like or in any other suitable manner.
56. To establish or support or aid in establishment or support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependent of such persons and to grant pensions and allowances and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
57. To become member of or to enter into any arrangement with any institution, association or company carrying on or which may carry on research and other scientific work in or investigation in connection with all or any of the activities mentioned in the main objects or industry or other trades or industries allied therewith and to acquire shares of any such institutions, association or company and contribute towards the capital or funds thereof.
58. To undertake the office of or duties of or act as Trustees, Custodian, Executor, Administrative Agent Committee Manager, Attorney Delegate, Substitute Treasurer any other office or situation of Trust or confidence for any person or persons, company, Corporation Government, state, Colony, province, dominion sovereign authority, supreme Municipal, or local otherwise and generally to undertake, perform and discharge any trust, agency business and any office of confidence.
59. To do all or any of the above things and as such other things as are incidental to or may be thought conducive to the attainment of the above objects or any of them in any part of the world, and as principals, agents, consultants, contractors, trustees, or otherwise and by or through trustees, agents, consultants or otherwise and either above or in conjunction with others.

(c) OTHER OBJECTS:

1. To carry on the business of finance company for providing finances (whether short or medium term loan or working capital finances, factoring or other debt related services) to rural agricultural operations, small scale micro and / or self employed business enterprises, small traders, commission agents, plantations etc., provided that the company shall not carry on the business of banking as defined under the Banking Regulations Act, 1949
2. To carry on the business of providing finance to all sectors of Non-farm business activities and micro / small scale enterprises in rural, semi urban and urban areas of India with a view to generate, sustain self employment provided that the company shall not carry on the business of banking as defined under the Banking Regulations Act, 1949.
3. To lend and advance moneys to entrepreneurs, promoters, business houses, industrial concerns / enterprises, to financial institutions, banks and to carryout financing commercial activities and activities in the industrial and agricultural sectors and in respect of materials products, articles and things, whether or household use or consumption or otherwise.
4. To carry on the business of leasing and hire purchase company and to acquire, to provide on lease or to be provided on hire purchase basis all type of industrial sheds, offices, plants, equipment, machinery, vehicles, buildings and real estate required for manufacturing, processing, transportation and trading business and such other commercial and service business.
5. To build, own and operate or build, own and lease or sell, micro and large dams, water harvesting structures, irrigation and water management systems, wind power generating systems etc., based on natural resources.

6. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner without prejudice to the generality of the foregoing "programme on rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development and that the words "rural area" shall include such areas as may be regarded as rural areas under the Income Tax Act 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural area and Directors may in their discretion in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority of Central Government or any other appropriate authority.
7. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare, or social, economic or moral uplift of the public or any Section of the public and in such manner and by such means as the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers etc., for organizing lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarship, or loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc., having any one of the aforesaid objects, as one of its objects by giving donations otherwise in any other manner, and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes, transfer without consideration of at such fair or concessional value as the Directors may think fit and 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 of Funds as approved by the Central Government or State Government or any other appropriate authority
8. To act as Registrars, issue house, transfer agent, merchant bankers as defined and registered with the Securities Exchange Board of India and liaison officers and generally to act as agents or representatives and to undertake accountancy, clerical and similar work.
9. To carry on the business of assessors, surveyors, actuaries, valuers and brokers in respect of all classes of property both real and personal and to take stock and property inventories.
10. To act as experts and valuers of annuities, endowments, survivor ships of immediate, deferred determinable, contingent, or reversionary and other estate rights or interest and to carry on the business of valuers generally.
11. To advice on the establishment of the system of cost accounting and/or management accounting for the efficient running of business and to arrange for periodical financial reviews for any industries for business in its initial stage or thereafter and 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.
13. To carry on the business and profession of consultants and advisors and to render such services to person, firm, company, trust, association, institution, Society, Body Corporate, Government Departments, any public or local authority or any other Organization whatsoever engaged in commerce, business, and research. Industry or public welfare, public administration or military services, in the matters pertaining to administration, management, Organization, manufacture, production, storage, process system and. accounts, recruitment, employment and training of personnel, finance, purchasing, computer software, marketing medical diagnosis,
14. To carry on business as market research consultants business, transfer agents, valuers and estate agents and to -act as intermediaries in the introduction of sellers purchasers, partners, and employees.
15. To build, own and run information data bases through computer and telecommunication networks and provide the data for users on charge basis.

16. To carry on the business of foreign exchange dealers, bureaus and deal and trade in all currencies of the world nations, deal, trade in all currencies of the world and participate in all money market instruments in the foreign exchange market.
  17. To enter into contracts or arrangements for undertaking and execution of projects in the fields of engineering generally and to manufacture, but, sell, repair, hire, store, develop and deal in all kinds of plant and other equipment including for generation, accumulation, transmission, distribution and supply of electricity, solar energy and other forms of power whether or lighting, heating, cooling, sound, communications or otherwise for domestic, industrial or agricultural purposes.
  18. To secure sound investments of foreign capital in Indian undertakings and enterprises and Indian Capital in foreign undertakings and enterprises.
  19. To subscribe, acquire, hold and sell all kinds, of shares (equity or preference), securities, debentures, bonds and other financial instruments to promote and control companies incorporated in India or elsewhere in the world.
  20. To carry on and undertake the business of development and consultancy for financial services including leasing, hire purchase, loans, investments, underwriting, broking, merchant banking, venture capital, factoring, project financing, banking, risk management, insurance, social security, pension funds, social venture and investment funds, foreign exchange, commodity futures, derivatives.
  21. To carry on the business and profession of advisors, consultants, trainers and researchers and render services in the field of agricultural development industrial development, market development, habitat and environmental development and financial services, to individuals, firms, companies, associations, societies, trusts, unregistered groups, Government Departments, public or local authorities or any other enterprises which are engaged in business, commerce, research, public welfare, public administration or military services, in the matters pertaining to administration, management, Organization, manufacture, production, storage process, systems, finance and Accounts, recruitment and training of personnel, purchasing, marketing, engineering etc
  22. To carry on the business of financing commodity trading activities, including through development of and participation in commodity markets, exchanges and clearing houses.
  23. To carry on the business of providing risk management services to agricultural, commercial, industrial and habitat development activities.
  24. To carry on and undertake the business of insurance, including life and general insurance as intermediary or agent of other insurance companies, subject to the rules and regulations prescribed by the Insurance Regulatory and Development Authority and / or Reserve Bank of India, Non-Banking Finance Companies Rules, as applicable to insurance business.
- IV. The liability of the member is limited.

V.

a\*. The Authorised share capital of the company is Rs. 2150,00,00,000/- (Rupees Two thousand one hundred fifty crores only) divided into:

- i. 90,00,00,000 (Ninety crores only) equity shares having a face value of Rs. 10/- (Rupees Ten only) each;
- ii. 29,65,00,000 (Twenty nine crore sixty five lakh) Class A 0.001% Compulsorily Convertible Preference Shares ("Class A 0.001% CCPS") of face value Rs. 10/- (Rupees Ten only) each;
- iii. 15,00,00,000 (Fifteen crore) Class A1 0.001% Compulsorily Convertible Preference Shares ("Class A1 0.001% CCPS") of face value Rs. 10/- (Rupees Ten only) each;
- iv. 80,00,00,000 (Eighty crore) Class B 0.001% Compulsorily Convertible Preference Shares ("Class B 0.001% CCPS") of face value Rs. 10/- (Rupees Ten only) each;
- v. 15,00,000 (Fifteen lakh) Series C 0.001% Optionally Convertible Redeemable Preference Shares ("Class C 0.001% OCRPS") of face value Rs. 10/- (Rupees Ten only) each;
- vi. 5,00,000 (Five lakh) FY 18 Series A 0.001% Optionally Convertible Redeemable Preference Shares ("FY 18 Series A 0.001% OCRPS") of face value Rs. 10/- (Rupees Ten only) each;
- vii. 5,00,000 (Five lakh) FY 18 Series B 0.001% Optionally Convertible Redeemable Preference Shares ("FY 18 Series B 0.001% OCRPS") of face value Rs. 10/- (Rupees Ten only) each;
- viii. 5,00,000 (Five lakh) FY 19 Series A 0.001% Optionally Convertible Redeemable Preference Shares ("FY 19 Series A 0.001% OCRPS") of face value Rs. 10/- (Rupees Ten only) each;
- ix. 5,00,000 (Five lakh) FY 19 Series B 0.001% Optionally Convertible Redeemable Preference Shares ("FY 19 Series B 0.001% OCRPS") of face value Rs. 10/- (Rupees Ten only) each,

with the power to increase and reduce the capital of the company and to divide the shares in the capital for the time being in to several classes and attach thereto respectively, such preferential, deferred, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being.

- b. The Share capital of the Company (Whether original, increased or reduced) may be sub divided into such classes of shares as may be allowed under the law for the time being in force relating to the companies with such privileges or rights as may be attached and to be held upon such terms as may be prescribed by the Articles of Association of the Company.

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\* This clause has been substituted by passing Ordinary Resolution at the Extra Ordinary General Meeting held on 6<sup>th</sup> March, 2018. Earlier this clause has been amended in the EGM held on 23<sup>rd</sup> September, 2011, where The authorised share capital of the company was increased from Rs.50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 equity shares of Rs. 10 (Rupees ten) each to Rs. 2000,00,00,000 (Rupees Two Thousand Crores) divided into 90,00,00,000 equity shares of Rs. 10 (Rupees ten) each and 110,00,00,000 preference shares of Rs. 10/- each. Earlier this clause was amended in the EGM held on 27<sup>th</sup> November, 2008, where the authorised share capital of the company was reclassified from Rs.50,00,00,000 divided into 1,64,83,000 Equity Shares of Rs.10 each and 3,35,17,000 Compulsorily Convertible Preference Shares of Rs.10 to Rs.50,00,00,000 divided into 5,00,00,000 Equity Shares of Rs.10/- each. Earlier this clause was Amended in the AGM held on 1<sup>st</sup> August, 2008, where the authorised share capital of the company was re-classified from Rs.50,00,00,000 divided into 1,00,00,000 Equity Shares of Rs.10 each and 4,00,00,000 Compulsorily Convertible Preference Shares of Rs.10 to authorised share capital of Rs.50,00,00,000 divided into 1,64,83,000 Equity Shares of Rs.10/- each and 3,35,17,000 Compulsorily Convertible Preference Shares of Rs.10/- each). Earlier this clause was amended in the EGM held on 26<sup>th</sup> June 2007, where the authorised share capital of the Company was increased from Rs. 10,00,00,000/- divided into 1,00,00,000 Equity Shares of Rs. 10/- each to Rs 50,00,00,000 divided into 1,00,00,000 Equity shares of Rs 10/- each and 4,00,00,000 Compulsorily Convertible Preference Shares of Rs. 10/- each. Earlier this clause was amended in the EGM held on 26<sup>th</sup> September, 2005, where the Authorised Share Capital of the Company was increased from Rs. 5,00,00,000/- divided into 50,00,000 Equity Shares of Rs. 10/- each to Rs. 10,00,00,000/- divided into 1,00,00,000 Equity Shares of Rs. 10/- each

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

S. No.	Names, addresses, description and occupation of subscribers	No & Class of shares taken by subscriber	Signature of Subscribers	Name, address and description of witness
1	BALA SHOWRAIAH NARISSETTY S/o. ANTHAIAH, 8-1J, RCM CHURCH CAMPUS OPP: RTC BUS STAND PIDUGURALLA GUNTUR DISTRICT SOCIAL SERVICE	1000 Equity Shares	Sd/-	<p>I witness the signature of all the subscribers</p> <p>Sd/- (V. NAGARAJAN) S/o. Late Shri R. Venkateswaran Chartered Accountant 407, Jamuna Thirth 7-1-40/1, Dharam Karam Road Ameerpet HYDERABAD – 500 016. M. NO. 19959</p>
2	PADMAJA REDDY GANGIREDDY W/o. SRI VIJAYA SIVA RAMI REDDY VENDIDANDI 201, TIRUMULA PALACE 5 <sup>th</sup> LINE, BRINDAVAN GARDENS GUNTUR – 522 007. SOCIAL SERVICE	20000 Equity Shares	Sd/-	
3	Dr. GANGIREDDY VENKATESWARA REDDY S/o.G. ANJI REDDY, T.N.SUNNY, SIDBI HOMES OPP: APOLLO HEART CENTRE WALTAIR MAIN ROAD, VISKHAPATNAM – 2.	2500 Equity Shares	Sd/-	
4	KOTESWARAMMA YENUMULA W/o. SRI SUBBA REDDY YENUMULA PRATHIPADU – 522 019. GUNTUR DISTRICT SOCIAL SERVICE	10000 Equity Shares	Sd/-	
5	VIJAYA SIVA RAMI REDDY VENDIDANDI S/o. VENKATA REDDY TIRUMALA PALACE 201, 5 <sup>th</sup> LINE, BRUNDAVAN GARDENS GUNTUR- 522 007 SERVICE	12000 Equity Shares	Sd/-	
6	ASHA LATHA METTLA W/o. SRI DINESH BABU CH. 4-5-8, 23/5 NAVABHARAT NAGAR 1 <sup>st</sup> LINE, RING ROAD GUTNUR – 522 007 SERVICE	4100 Equity Shares	Sd/-	
7	NAGAMALLESWARA RAO JANJANAM, S/o. LATE SIVANNARAYANA 6-2-89/A, 2/4, ARUNDELPET GUNTUR – 522 001 SERVICE	1100 Equity Shares	Sd/-	
	Total (Fifty Thousand Seven Hundred Equity Shares Only)	50700 Equity Shares		

Dated: the 27<sup>th</sup> day of February, 2003 at Guntur