

THE COMPANIES ACT, 2013⁽¹⁾
COMPANY LIMITED BY SHARES
Memorandum of Association
Of
E To E Transportation Infrastructure Limited

- I. *The name of the Company is E To E Transportation Infrastructure Limited.
- II. The Registered office of the Company will be situated in the State of Karnataka.

III. The Objects for which the Company is established are:

A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on in India or elsewhere the business of providing infrastructure facilities, developing, designing, execution of works pertaining to Metropolitan Transportation Authorities (MTA's), metro's railway tracks, railway stations, railway bridges, roadways and airports and other transportation installations.
2. To carry on the business of designing, erecting, manufacturing, commissioning, installation, buying, selling, importing, exporting, distributing, exchanging, repairing and servicing of railway electrification related equipment, other equipment related to Sub-station, railways, switching station related equipment, and equipment in the areas of Heating/Ventilation/Air-conditioning and lighting and improving, dealing, protecting, developing Protection technologies and related services in Protection Systems like earthing, lightening, surge, specialty cutting, specialty cutting, specialty welding of safety and signaling systems of Railways, telecommunication equipment and any other equipment related to railways, telecommunication, defense, domestic and other industrial application In India and abroad.
3. To carry on the business of execution of project, project management and project consultancy for all railway/non railway projects.
4. To carry on the business of infrastructure development in the form of designing, developing, constructing, monitoring, managing, erecting, commissioning, maintaining and renovating railway stations, administrative buildings, residential buildings and of all descriptions of buildings/structures of railways and to act as advisors, managers, consultants, designers, erectors, commissioners of infrastructure projects.

**Amended Name Clause due to conversion of Company into Public Limited vide Extra-Ordinary General Meeting dated 13th November 2024*

⁽¹⁾Adoption of New Set of Memorandum of Association of the Companies Act, 2013 vide passing of Special Resolution by shareholders of the Company in an Extra-Ordinary General Meeting on dated 25th August 2025.



B) (b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:—

1. To acquire and undertake the whole or any part of the goodwill, business, concern, undertaking, property, rights, assets, and liabilities of any person, firm, association, society, company, or corporation carrying on any business which the Company is authorized to carry on or possessed of property suitable for the purpose of this Company and to pay for the same by shares or debentures or by any other securities of this Company, or by cash or otherwise, or partly in one way and partly in another way and to conduct, expand and develop or wind- up and liquidate such business and to purchase and take steps for the acquisition of existing and new licences in connection with any such business.
2. To establish, promote, form, subsidize, aid, acquire, organize, or be interested in any other company or companies, having similar objects or partnership for the purpose of acquiring all or any of the undertaking, property, rights and liabilities of the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
3. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, for limiting competition, for mutual assistance, joint venture, reciprocal, concession, licences, or otherwise, with any person, firm, association, society, company, or corporation carrying on or engaged in or about to carry on and to give any person, firm, or company, special rights, licences and privileges in connection with the above objects.
4. To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in India or abroad, any patents, patent rights, copy rights, brevets invention, recipes, trademarks, concessions, formulae, licences, designs, and the like conferring any exclusive or non -exclusive or limited right of use, or any secret or other information as to any invention, process, or privilege which may seem capable of being used for any of the purpose of the Company, to use, exercise, develop, under, or grant licences or privileges in respect of or otherwise to turn to account the property rights, or information, use or licence so acquired, and to subsidize, take part in or assist in any experiments investigations and researches likely to prove beneficial to the company.
5. To deal with or enter into contract or arrangement with any Government, semi government department, or water works, electric, port and dock authority, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions.



6. To amalgamate with any other companies having objects altogether or in part similar to those of the company or partially amalgamate with or acquire interest in the business of any other company, person or firm carrying on or engaged in or about to be engaged in /carry on any business or transaction included in the objects -of the company.
7. To invest and deal with the surplus moneys of the Company not immediately required upon such securities, shares, stocks, debentures, or bonds and in such manner as may from time to time be determined and particularly by way of advance or deposit with or without interest to or/ any person, firm, company, corporation, financial institution and bank, developmental boards or state Governments.
8. To promote and form and to be interested in and take or otherwise acquire and hold, sell, exchange, mortgage, charge, or otherwise deal with shares or stock of any other company having objects altogether or in part similar to those of the company.
9. To open current, overdraft, loan, cash credit, special purpose, deposit or saving bank account in India or abroad with any bank, financial institution, and to draw and endorse cheques, pay-slips, telegraphic transfer, electronic transfer and to withdraw moneys from such account and otherwise to operate the same.
10. To draw, make, issue, accept, execute, endorse, negotiate, execute or discount bills of exchange, cheques, promissory notes, drafts, clean bills, hundies, bills of lading, railway receipts, airway bill, warrants, debentures, and other negotiable or transferable instruments, securities or documents of title and to buy or sell or deal in the same.
11. To mortgage, charge, sell, transfer, exchange, lease, under-lease, surrender or otherwise deal with, dispose or turn to account, all or any part of the business, immovable or movable property, rights and effects for the time being of the Company in such manner, on such terms and for such purposes as the Company may think fit and as to any sale or real property either in consideration of a gross sum or of a rent or otherwise and to sell, transfer, or dispose of the whole undertaking of the Company or any part thereof, for cash or such other consideration as the 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 the Company, or other wise.
12. To pay out of the funds of the Company all expenses of and incidental to then promotion, formation, organization, registration, advertisements and establishments of the Company and the issue and subscription of shares or loan capital including brokerage and/ or commission in respect thereof.
13. To pay all the costs, charges and expenses of and incidental to the issue of its share capital, debenture or any other securities including any underwriting or other commission, brokerage,

fees, advertisements, printing and stationery, solicitors charges, and to remunerate by cash or by way of allotment of fully or partly paid-up shares, to any person, firm or company for services rendered or to be rendered in introducing any property or business or in placing, assisting, or guaranteeing the subscription of any shares, debentures, debenture stock, or any other securities of the company or for rendering services for the formation, promotion or incorporation of the company or for any other reason which the Company may think proper.

14. To pay all expenses, cost and / or charges for attending the issue of any circular or notice and the printing, stamping, circulation of proxies and forms to be filled up by the member of the Company.
15. To adopt and accept, various contracts, agreements and documents after incorporation of the Company, entered by its promoters, person, firm or company before Incorporation of the Company and to remunerate such promoters, person, firm or company by cash or by way of issue of Company's Shares and other securities as the company may deem fit.
16. Subject to the provisions of the Companies Act, 1956 and/or Companies Act, 2013 to place to reserve or to distribute as bonus, shares among the members or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures, bonds or other securities issued at premium by the Company.
17. To insure against loss of moneys, principal and interest lent, invested or secured as mortgage, debenture and other securities and loans of every kind to banking, property, investment or financial companies, and to insure the whole or any part of the property of the Company fully or partially and to protect and indemnify the company from liability or loss in any respect either fully or partially.
18. To give guarantees or counter guarantees for payment or performance of any debts, contracts, obligations, or become sureties for any person, firm, company or any association of persons for any purpose whatsoever.
19. To establish, maintain and conduct or discontinue or close agencies and branches and appoint representatives, agents, stockiest, distributors, dealers and brokers in any part of the world for the conduct of the business of the company.
20. To employ or otherwise appoint computer software expert, technical experts, accountants, managers, engineers, authors, skilled, semi-skilled and unskilled labour for any of the purpose of the business of the Company and to pay and remunerate persons so engaged, whether as directors, managing directors or otherwise; and to train or pay for the training in India or abroad of any member or any of the company's employees or any other candidates in the interests and for the furtherance of the company's business.

21. To train or pay for training in India or abroad of any of the Company's employees or officers or any candidates in the interest of or in furtherance of the Company's objects.
22. To establish training facilities for providing education and training to the Company's employees and other people.
23. To provide for the welfare of any of the employees or past employees or to the Directors or ex-directors and the wives, widow, families, dependents, or Connections of such persons by grants of money, donations, allowances, bonuses, or other payments, from time to time; or by establishing and maintaining or procuring the establishment and maintenance and from time to time subscribing to provident fund and other pension/superannuation/gratuity funds, institutions, associations, or trusts, and by providing, subscribing or contribution towards places of recreation, schools and other educational institutions, hospitals, dispensaries, medical and other attendance's or building of dwelling house or quarters, or to any other institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of such persons as aforesaid, and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any other company/ person/ firm or institution or in similar other manner as the Company may think fit.
24. Subject to the provisions of the Companies Act, 1956 and/or Companies Act, 2013, to distribute any of the property of the Company amongst the member in specie or in kind in case of winding up of the Company.
25. To subscribe to or otherwise aid benevolent, charitable or other institutions or objects of a public character or which have any moral or other claim or support on aid by the Company by reason of the locality of its operations or otherwise.
26. To promote, develop, aid and support monetarily or otherwise any person, association, body, or movement, having objects of promotion of industry or trade of all kinds concerning the objects or business of the company or related interests.
27. To accept gifts, bequests, donation from members and others and to make gifts to members and others of money, assets and properties of any kind. Subject to the provisions of the Companies Act, 1956.
28. To undertake any trusts, the undertaking whereof may seem desirable and whether gratuitously or otherwise.
29. To lend and advance money or give credit to any persons or company or corporation, society or association, with or without interest, with or without security and on such terms and as may seem expedient and in particular to shareholders of the company or to customers and others having

association with the company and to guarantee the performance of any contract or obligation and generally to give guarantees and indemnities. However, the company shall not carry on the business of banking company under the Banking Regulations Act, 1949.

30. To purchase or otherwise acquire, to improve, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with and deal in property and rights of all kinds and in particular mortgages, debentures, concessions, options, contracts, patents, annuities, licences, apparatus, ma, machinery, materials, commodities, goods, articles and things, stock, share, bonds, policies, business concerns and undertakings, and claim, privileges and chooses-in-actions, of all kinds.
31. To borrow or raise money, other than public deposits at interest, or otherwise in such manners as the Company may think fit and in particular by the issue of debentures or debenture stock, bonds, securities or otherwise including debenture or debenture stock convertible into shares of this or any other company or companies or perpetual annuities and issuable or payable at par, or at a premium, or discount and in security of any such money so borrowed, raised or received, to mortgage, hypothecate, pledge, securitised, or charge the whole or any part of the property, assets or revenue of the Company, present or future including its uncalled capital by special assignment or otherwise and to transfer or convey the same absolutely or in trusts and to give the lenders' power of sale and other powers as may seem expedient and to buy, redeem, exchange, vary, extend or units off and from time to time re-issue any such securities. But the Company shall not do any banking business as defined in the Banking Regulations Act, 1949 subject to the provisions of section 58-A read with section 3(1)(iii)(d) of the Companies Act, 1956 and directives of Reserve Bank of India.
32. To secure the payment of any moneys borrowed or raised or owing or the performance of obligations incurred by the Company by the creation and issue of redeemable or irredeemable or perpetual debentures, bonds debenture stock payable to bearer or otherwise or by mortgages, charges, or other securities and to further secure or collaterally secured any securities of the Company by a trust deed.
33. To apply or join in applying to any Central or State Governments, local improvement trust, municipalities or local board or other authority or body, national or foreign for and to obtain or in any way assist in obtaining any act of parliament, laws, decrees, concessions, orders, rights or privileges or advantages that may seem conducive to the objects of this or any other company or for enabling this or any other company's constitutions, to oppose any proceedings, or applications or any other company to be legalised, registered, or incorporated if necessary in accordance with the laws of any country, state or place in which it may propose to carry on operation to establish, and maintain any agencies, of the Company and to open and keep a foreign register or registers of this or any other company in any foreign country and to allocate any member of these or any other company, shares in this or any other company to such register or registers.

34. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund, or any other Special Fund, whether for depreciation or for repairing, improving, extending, or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company.
35. To refer any claims, demands, disputes or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representative or between the Company and third parties to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters, and things to carry out or enforce the awards.
36. To procure the registration or recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business.
37. To apply for and to obtain licence, permission or any other approval from Central or State Government, Semi Government, Government Body, state, local authority, Municipal and such other agencies related to getting and using satellite link for up linking or down linking or any other mode of telecommunication link (whether now known or hereafter devised), whether in India or abroad for the purpose of the Company's business.
38. To apply for tender, purchase or otherwise acquire any contracts, licences and concessions, for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry on, dispose off or otherwise turn to account the same.
39. To do the above things in all or any of the State in India and/ or in any part of the world and either as principals, agents, contractors, trustees, or otherwise and by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to do all such other things as are conducive or incidental for the attainment of the above objects or any of them.
40. To adopt such means of making known and advertising the business and products of the Company as may be expedient.
41. To indemnify officers, Directors, Agents, and employees of the Company against proceedings, costs, damages, claims, and demands in respect of anything, done or ordered to be done by them for and in the interest of the Company or for any loss, damages or misfortune whatever which shall happen in execution of the duties of their office or in relation thereto.
42. To aid pecuniarily or otherwise, any association, body or movement having as an object, the solution, settlement or surmounting of the industrial, labor, regulatory or other problems relate to the business of the Company or the promotion of industry, trade and professions engaged in

the industry, trade and commerce. Subject to the provisions of the Companies Act, 1956, to make donations or contributions to any charitable or other institution or to any national memorial fund or any other fund constituted for a charitable purpose, and for any other purpose of national interest.

- IV. The liability of the members is limited, and this liability is limited to the amount unpaid if any, on the shares held by them.
- V. ¹²³⁴⁵ The Authorised Share Capital of the Company is Rs. 53,00,00,000/- (Rupees Fifty-Three Crores) divided into 5,30,00,000 (Five Crores Thirty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.

SOURAJIT
MUKHERJEE



¹ Altered Vide Special Resolution passed by the members of the company at the EGM held on 07th March 2012.


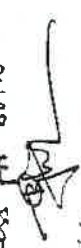

² Altered Vide Ordinary Resolution passed by the members of the Company at the EGM held on 23rd December 2013.

³ Altered Vide Ordinary Resolution passed by the members of the company at the EGM held on 20th March 2019.

⁴ Amended vide special resolution passed by the members of the company at the EGM held on 23rd March 2019.

⁵ Amended vide Ordinary resolution passed by the members of the company at the EGM held on 23rd August 2024.

We the several persons, whose names, addresses are subscribed below 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 this Company as set opposite to our respective names

| Sl No | Names, Father's Name Addresses & Occupation of Subscribers | Number of equity shares taken by the subscriber | Signature of subscriber | Signature, Name and details of witness with Address and Occupation |
|------------------------|--|--|--|--|
| 1 | Ganapa Venkatar D/O Neealakantam Nagamuni R/O 601, 11 th Block Heritage Estate Yelahanka Bangalore-560064 Occupation:- Business | 1 [ONE] |  | Witness for both  Biswajit Ghosh 6/0 Mr. Brojendra Nath Ghosh FF-3, RAE Mansion, No. 47, 1 st Main Channarayana, Rangan Circle, Bangalore-18 DCC: Practising Company Secretary |
| 2 | E to E Holdings India Pvt Ltd having its Registered Office at 805, 13 th A Cross, 80 Ft Road Yelahanka New Town Bangalore 560064 Represented by its Director, Gururaj Nanyanan S/o Krishnamurthy Nanyanan R/O 15/17, Shankar Nivas, 2 nd Main, 1 st Stage, 3 rd Phase Gokul Extn, Yeshwantpur Bangalore 560022 Occ: Business | 4,999 Shares (Nine Thousand Nine Hundred and Ninety Nine Only) |  | |
| TOTAL NUMBER OF SHARES | | 10,000 [Ten thousand shares] | | |

Dated this 26th day of February, 2010 at Bangalore

