

THE COMPANIES ACT, 2013
A COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION*
OF
HIGHWAY INFRASTRUCTURE LIMITED
(Company under part IX of the Companies Act, 1956)

MEMORANDUM OF ASSOCIATION OF HIGHWAY INFRASTRUCTURE LIMITED
(a Company under part IX of the Companies Act, 1956 made and entered on 10.02.2006).

I. Memorandum and Articles of Association made and entered on 10.02 2006 at Indore by and among: -

- (1) Mr. Vinod Kumar Jain S/o Shri Radhelal Jain, resident of 87, Ravindra Nagar, Indore. (herein-after referred to as the party of the first part), and
- (2) Mr. Arun Jain S/o Shri Radhelal Jain, Resident of 87, Ravindra Nagar, Indore. (hereinafter referred to as the party of the Second part), and
- (3) Mr. Anoop Agrawal S/o Shri Omprakash Agrawal Resident of 73/74 Goyal Nagar, Indore. (hereinafter Referred to as the party of the Third part), and
- (4) Mr. Alok Agrawal S/o Shri Omprakash Agrawal Resident of 73/74 Goyal Nagar, Indore. (hereinafter Referred to as the party of the Fourth part), and
- (5) Mrs. Neetu Agrawal W/o Shri Anoop Agrawal Resident of 73/74 Goyal Nagar, Indore. (hereinafter Referred to as the party of the Fifth part), and
- (6) Smt. Rachna Agrawal W/o Shri Alok Agrawal Resident of 73/74 Goyal Nagar, Indore. (hereinafter Referred to as the party of the Sixth part), and
- (7) Smt. Jyoti Jain W/o Shri Arun Jain, Resident of 87, Ravindra Nagar, Indore. (hereinafter referred to as the party of the Seventh part), and

WHEREAS the parties hereto have been carrying on business in partnership under the name and style of M/S, HIGHWAY ENTERPRISES (herein referred to the said firm or company) on the terms and conditions contained in the partnership deed originally executed on 5.01.1995 modified from time to time with its principle place of business at INDORE and

* New set of Memorandum of Association of the Company adopted in Extra Ordinary General Meeting held on 29th January, 2018 by passing Special Resolution.

WHEREAS the said firm carrying on the business of contractor or sub-contractor or otherwise for government authorities or for any other person/concern for toll taxes and all types of construction of buildings, road, bridges, earth work, sewer work, drains culverts channels and other business in partnership, under the name and style of M/S HIGHWAY ENTERPRISES and WHEREAS all the parties hereto who are the members of the said partnership business, for the sake of smooth working and better and effective management, improvement and advancement of business have agreed and decided that all the members of the partnership (being a joint stock company within the meaning of the said term as defined by Sec 566 of the Companies Act, 1956) should register the said Joint Stock Company under part IX of the Companies Act, 1956 as company for carrying on and continuing the said business of the firm uninterrupted on and continuing the said business of the firm uninterrupted in a joint stock company and to abide and be subject to the declarations and regulations contained in the Memorandum and Articles of Association following:

AND WHEREAS the parties have mutually agreed that their share in the present joint stock company represented by capital account, right to assets and shares in profit shall continue exactly in the same proportion, when the joint stock company i.e. partnership firm is registered as company and accordingly their respective shareholding in the share capital as the members of the said Joint Stock Company at the time of registration shall be in the following manner:-

Name of the Parties	Amount	No. of Equity Shares in Rs. of Rs.10/- Each
(1) Mr. Vinod Kumar Jain	1,00,000	10,000
(2) Mr. Arun Jain	3,50,000	35000
(3) Mr. Anoop Agrawal	3,50,000	35000
(4) Mr. Alok Agrawal	50,000	5000
(5) Mrs. Neetu Agrawal	50,000	5000
(6) Mrs. Rachna Agrawal	50,000	5000
(7) Mrs. Jyoti Jain	50,000	5000
Total	10,00,000	1,00,000

NOW THIS INDENTURE WITNESSES THAT EACH OF THE PARTIES HERETO, respectively so far as it relates to acts and deeds of himself/itself hereby agrees and covenants mutually among themselves and each of them and any of the persons that may hereinafter join or become member of the company in the manner contained in the Memorandum and Articles of style specified in the memorandum and that such company and the members thereof shall be subject to the declaration and regulations contained in the Memorandum and Articles of Association.

In these presents unless there be something in the subject or context inconsistent therewith:-

- (a) "The Company" means the partnership, or joint stock company hereby constituted and after the registration of the company, the company as incorporated.
- (b) The Act means the Companies Act, 1956.
- (c) The Registration of the Company means the registration of the company pursuant to the Part IX of the Companies Act, 1956
- (d) The name of the Company is M/s Highway Enterprises and shall be upon registration be "Highway Infrastructure Limited".
- (e) The office of the Company means the principal place of the business of the company.
- (f) "Voting Strength" in relation to a member of the company present in the meeting means the number of shares belonging to him and the number of share in respect of which the member has with him proxies for other members.
- (g) Special and ordinary resolutions have the same meaning as assigned thereto respectively by the Companies Act, 1956.
- (h) All other words and expression used in these regulations shall unless the context otherwise requires bear the meaning as in the act or any statutory modifications thereof in force at the date on which the articles become binding on the company.
 - (I) The name of the Company is M/S Highway Infrastructure Limited.
 - (II) The Registered office of the Company will be situated in the state of Madhya Pradesh.
 - (III) The objects for which the company is established are :

A. THE MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :

- 1. To carry on in India or elsewhere, either alone or jointly with one or more person, government, local or other bodies, the business to construct, build, alter, acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, test, inspect, locate, modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuilt, undertake, contribute, assist, and to act as civil engineer, interior decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, sub-contractor, turnkey contractor and manger of all types of constructions and development work in all its branches such as roads, ways, culverts, dams, bridges, railways, tramways, water tanks, reservoirs, canals, wharves, warehouses, factories, buildings, structures, drainages and sewage works, water distribution and systems, docks, harbors, piers, irrigation works, foundation works, flyovers, airports, runways, rock drillings,

aqueducts, stadiums, hydraulic units, sanitary work, Power supply works, power stations, hotels, hospitals, dharamshalas, multistoried, colonies, complexes, housing projects and other similar works and for the purpose to acquire, handover, purchase, sell, own, cut to size, develop, distribute, or otherwise to deal in all sorts of lands and buildings, to run and established hot mix plants, ready-mix concrete plants and to carry on all or any of the foregoing activities for building materials, goods, plants, machineries, equipments, accessories, parts, tools, fittings, articles, materials and facilities whatsoever nature.

2. To carry on in India or elsewhere the business of builders, contractors, designers, architects, decorators, furniture, consultants, constructors of all types of building and structures including houses, flats, apartments, offices, godowns, warehouses, shops, factories, sheds hospitals, hotels, holiday resorts, shopping cum residential complexes and to develop, erect, install, after improve, add, establish, renovate, recondition, protect, participate, enlarge, repair, demolish, remove, replace maintain, manage, buy, sell, lease, let on hire, commercialize, turn to account, fabricate, handle and control all such buildings and structures and to purchase, sale or deal in investment, or for resale and to act as buyer, seller, importer of raw materials, goods, fitting, parts, accessories, know-how, consumables, plant and machineries, tools and tackles used for foregoing purpose.
3. To enter into any partnership or any arrangement for sharing profits, union of interest, joint venture, reciprocal, concession or otherwise with any individual, firm, or Company carrying on or engaged in or about to carry on or engage in any business or enterprise which the company is authorized to carry on or engage in any business or transaction capable for being conducted so as directly or indirectly to benefit this company and or to take or otherwise acquire and hold shares or stock in or securities of and to subsidize or otherwise assist any such Company and to sell, hold, reissue, with or without guarantee or otherwise deal with the same.
4. To carry on the business of building and operating projects for government, semi-government or private parties whether company or corporation on build operate and transfer principal (BOT).

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

1. To acquire real or leasehold estate and to purchase, or otherwise acquire or provide if any place in which any part of the business of the company may from time to time be carried on all such offices, warehouses, workshops, buildings, houses for employees and directors, machineries, engines, plants and appliances as may be considered requisite for the purpose of carrying on the business of the Company or any part thereof.
2. To form, constitute, float, lend money to assist and control similar associations or undertakings whatsoever.
3. To promote, subsidize and assist companies, syndicates and partnerships of all kind in any manner as may be thought fit in connection with any of the above objects of the Company.
4. To hold use work, manage, improve, carry on, develop the undertaking, lands and movable estate or property and assets of any kind of the Company or any part thereof.
5. To dispose of any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise.

6. To subscribe for, take or otherwise acquire and hold shares, stocks debentures or other securities of any other Company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly to benefit the Company.
7. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions in their objects or purposes or for any exhibitions but not for political objects.
8. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation funds for the benefit of and give or procure the giving of donation, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of Company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any subsidiary company or who are/were at any time Director or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid and make payment to or towards the insurance of any such persons as aforesaid and to any matters aforesaid either alone or in conjunction with any such other company as aforesaid.
9. To provide for the welfare of Directors, employees, or ex-employees of the Company and the wives, widows and families of the dependents or connections of such persons by building or contributing for the building, houses, dwelling or quarters, or by grants of money, pensions, gratuities, allowance, bonus, profit sharing or benefits or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds profit sharing or other scheme or trust and by providing or subscribing, or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendants, and other assistance as the Company shall think fit.
10. To establish, provide, maintain and conduct or otherwise subsidise research, laboratories and experimental workshop for scientific and technical research and experiments and undertake and carry on with all scientific and technical research experiments and tests undertake and to promote studies and research both scientific and technical investigation and invention by providing subsidy or assisting laboratories workshops, libraries, lectures, meetings and conferences and by providing the remunerations of scientific or technical professor or teachers and by providing for the awards or exhibition, scholarship prizes and grants to students or otherwise and generally to encourage promote and reward studies, researches, investigation experiment, tests and invention of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
11. To appoint any Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
12. To aid pecuniary or otherwise, any association, body or movement having similar object, the solution, settlement or labor problems or the promotion of industry or trade.
13. To acquire and undertake all or any of the business property and liabilities of any person, company carrying on or proposing to carry on any business which the Company is authorized to carry on or possessed of property

suitable for the purpose of the Company which can be capable of being conducted so as directly to benefit the Company and to subsidize or assist any such persons or company financially or otherwise.

14. To vest any movable or immovable property rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
15. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with Company and to guarantee the performance of any contract or obligation and the payment of money to any such person or companies and generally to give guarantee and indemnities.
16. To guarantee the payment of money secured or unsecured by or payable under in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages charges, obligations, instruments, of any person whatsoever, whether incorporated or not and generally to guarantee or become securities for the performance of any contracts or obligations.
17. To undertake and execute any trust, the undertaking of which may seem to the Company desirable either gratuitously or otherwise.
18. To carry on business or branch of a business which this Company is authorized to carry on by means or through the agency of any subsidiary or other companies and to enter into any arrangement with such subsidiary Company for taking the profits and bearing the loss at any business or branch so carried on, or for financing any such business or branch so guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily to close any such branch or business.
19. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the Company.
20. To procure the incorporation, registration or other recognition of the Company in any country, state or place outside India and to establish and maintain local registers and branch places of business in any part of the world subject to law in force.
21. To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves whether for depreciation or 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 purposes conducive to the interest of the Company.
22. Subject to the provisions of the Companies Act, 2013, to place to reserve or to distribute as dividends or bonus share among the members or otherwise to apply any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on or arising from the sale of forfeited share.
23. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of the Company or for any other purpose which

may seem directly or indirectly, calculated to benefit the Company and to place or guarantee the placing of subscribed for or otherwise acquired all or any part of the shares, business capable of being conducted so as directly or indirectly to benefit the Company.

24. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any undertaking or other commissions, broker's 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 by a call or option on shares, debentures, debenture-stocks, or securities of this or any other company or in any other manner whether out of the Company's capital or profits or otherwise to any person or persons for services rendered in introducing any property or business to the Company, in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stocks or other securities of the Company as the directors may think proper.
25. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debenture, bonds, bills of lading, railway, receipts, warrants and all other negotiable or transferable instruments.
26. To insure with any other company or person against losses, damages, risks and liabilities of all kinds, this may affect this Company.
27. To open account or accounts with any firm or Company or with any bank or banks or bankers or shroffs to pay into, withdraw money from such account or accounts.
28. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences, concessions and sub-let any contract for or in relation to the objects or business herein mentioned or any of them and to undertake execute, carry out dispose of or otherwise turn to account the same.
29. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings having similar objects and generally of any assets, property or rights.
30. To take part in the management, supervision and control of the business or operation of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts.
31. Subject to the provisions of the Act, to pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
32. To amalgamate, enter into partnership or into any arrangement for sharing or pooling of profits, amalgamation, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged, in or about to carry on any business or transaction which may seem capable of being carried on or conducted so as, directly or indirectly to benefit the Company.
33. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property or without security upon such terms and in such manner as may be thought proper from time to time, to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the Companies Act, 2013.

34. To purchase or otherwise acquire, protect, prolong and renew any patents, rights, inventions, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account the same and to grant license or privileges in respect of the same.
35. To pay or satisfy the consideration for any property, rights, shares, securities or assets whatsoever which the Company is authorised to purchase, or otherwise acquire either by payment in cash or by the issue of shares, or other securities of the Company, or in such other manner as the Company may agree to partly in one mode and partly in another.
36. To search for and to purchase, protect, prolong, renew or otherwise acquire from any Government, state or authority any patents, protections, licenses, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account, to work develop, carry out, exercise and turn to account the same.
37. To furtherance of the aforesaid objects of the Company.
- a) To enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties and other persons for obtaining by grant, licence, and/or on other terms, formulate and other rights and benefits, and to obtain technical and engineering information assistance and service know-how and expert advice for installation of plant and machinery, production and manufacture of any products, and
- b) To pay for technical know-how, technical and engineering assistance and information and/ or service rights or privileges acquired by the Company either in shares of the Company or partly in cash or otherwise.
- c) To pay to promoters such remuneration and fees and otherwise recompense them for their time and for the service rendered by them.
38. To do above things as may be incidental or conducive to the attainment of above objects, as principals and as through agents, brokers, trustees, contractors, either alone or in partnership or in conjunction with others.
39. Subject to the provisions of Sections 73 of the Companies Act, 2013 and the rules made there under and the directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money on deposit at interest for any of the purposes of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debenture or debenture-stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or for any such debentures or debenture-stocks so issued to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949."

40. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities imperial, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of carrying out the objects of the Company directly or indirectly or effecting any modifications in the constitution of the Company or furthering interests of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interest of the Company or its members and to promote or assist the promotion, whether directly or indirectly of any legislation which may appear to be in the interests of the Company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company.
41. To apply for, promote and obtain any Act of Parliament or legislature, charter, privilege, concession, licence or authorisation of Government State or Municipality provisional order or licence of the Board of Trade or other authority for enabling the Company to carry out any of the objects into effect or for extending any of the powers of the Company for effecting any modification of the constitution of the Company for any other purpose which may seem calculated, directly or indirectly to prejudice the interests of the Company.
42. To make and/or receive donations, gifts or income to or from such persons, institution or trusts and in such cases and whether of cash or any other assets as may be thought directly or indirectly to benefit the Company or any of the objects of the Company and also to remunerate any persons or corporation introducing or assisting in any manner the business of the Company.
43. To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts and conveniences for the benefit of the employees or ex-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 and bonuses either by way of annual payments or by way of lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds, or to such persons.
44. To indemnify members, officers, directors, agents and employees of the Company against proceedings, cost, 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 any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto.
45. To establish agencies in India and elsewhere for sale and purchase to regulate and discontinue the same subject to law in force.
46. Subject to the provisions of the Act, the company shall have power to borrow any sum or sums of money either by way of short/long term loans for the purpose of the company and whether with or without any security or by such other terms and conditions and from such person or persons, firms, bank or any financial, industrial, institutions or any government or semi-government corporation as the company may deem fit.
47. To carry on the business of manufacturers, importers, exporters, assemblers, hirers and repairers of and/or dealers in and marketing and distribution of computers and computer peripheral, softwares and hardwares, computer parts, data transmission circuit audio visual equipments and consumer electronics, radio receivers, television receivers, television picture tubes, tape-recorders, record changers, professional and defense electronics, test and measuring instruments, inspection instruments, digital and analytical instruments, electronic environmental and pollution measuring instruments, photocopying machines and other office

equipments, electronic desk calculators, scillios copes and associated instruments, process control systems, industrial electronics, medical electronic equipments, electro devices, audio record/play back systems, closed circuit T.V., aerospace electronics, geo science electronics, broad casting electronics and for the purpose of foregoing but without limiting the generality, materials, accessories, components and spare parts thereof.

48. To undertake and/or direct all types of construction and the maintenance of and to acquire by purchase, lease, exchange hire and otherwise, lands, properties, buildings and estates of any tenure or any interest therein, to sell, lease, let, mortgage or otherwise dispose off the same and to purchase, construct and sell for self or for any person free hold or lease hold lands, house properties, buildings, offices, factories, workshops, godowns, farm houses, farms and any kind of landed properties or any share/interest therein and to carry on the business of land and estate agents on commission or otherwise without commission.
49. To carry on the business of and act as promoters, organisers and developers of lands, estates, properties, cooperative housing associations, housing schemes, shopping-office complexes, townships, farms, houses, holiday resorts, hotels, motels and to finance with or without security and/or interest for the same and to deal with and improve such properties either as owner or as agents.
50. To carry on and undertake the business of trading, of all kinds, purchasing, selling hiring or letting on hire all kinds of plants and machineries and equipments, selling, hiring or letting on hire all kinds of plants and machineries and equipments that the company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment of similar transactions and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable properties including land and buildings, plants and machineries, equipments, ships, aircrafts, automobiles, computers and all consumers, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used.
51. To carry on the business as refrigerating engineers and lessors of cold storage space, to erect, maintain and operate cold storage depots and to engage to cold storage trade in all its branches.
52. To carry on business of running nursing homes, clinics, pharmacies, indoor or outdoor hospitals medical, anatomical, orthopedic, surgical and 'X' Ray units, labor atones, research establishments, nature cure centers and hospitals for eye, throat and nose diceases and to acquire land, buildings plants, equipments, accessories, instruments, gadgets, furniture and fittings, and other facilities for treatment and nursing of patients, of various types of diseases, ailments sickness, illness and other body or mental troubles and to act as consultant in any and all branches of medical science.
53. To carry on business as producers, importers, exporters, buyers, sellers, manufacturers, stockist, agents and brokers of coal, charcoal, petroleum-coke, copper, iron, ore, bauxite granite, fire clay, china-clay, salt, sodium chlorides, calcium phosphate, nickel, beyrilum, uranium, zinc, lead, asbestos, tin alumina, mercury, silicon, sulphur, graphite, brass, aluminum, silicate and bentonite, quartz, dextrine, magnesite, dolomite, ferro-alloys, corundum, manganese, mica, gypsum, garnet, emerald and other minerals and to act as metal founders, manufacturers, agents and dealers of metals, sheets, wires, rods, squares, plates, metal foils, pipes, tubes, ingots, billets, circles bars, beams, circle angles, structures, coils, ferrous, non-ferrous metals, utensils, decorative and art materials

54. To carry on business as agents, holders or investors in saving unit or units issued by the Unit Trust of India.
55. To carry on business as producers, manufacturers, processors, converters, refiners, bottlers, stockists, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia, carbon dioxide, nitrogen, hydrogen, helium and other types and kinds of gases required for or used in industries agriculture, clinics, hospitals, refrigeration, aviation, transport vehicles, spare rockets and crafts communication, objects and media, power plants, domestic or public lighting, heating, cooling or cooking purposes, lighters, plants producing water, chemicals or fuels, pesticide, defense or warfare establishments, horticulture, forest or plant protection and growth and other allied purposes and to service, repair, manufacture, market or deal in machineries, plants, spare, cylinders, containers, gadgets, appliances and accessories required for, working on, using or producing any of such gases and products.
56. To carry on the business of taking/giving on hire and rent all classes and kinds of plants and machineries, lands and buildings and other properties.
57. To receive moneys, securities and valuables of all kinds on deposit at interest or for custody and generally to carry on the business of a safe deposit company.
58. To carry on the business of a finance company lease finance company and to finance industrial enterprises and to promote companies engaged in industrial, manufacturing and trading business whether in India or out of India and subject to provisions of law, receive and give short term/long terms loans with and/or without security and interest, and raise public deposits.
59. To carry on business as laboratory proprietors, breeders, importers and exporters of and dealers in live or dead plants and animals, to act as analytical and consulting chemists and research work of any kind.
60. To carry on the business of travel agency and to act as tourist agents and contractor and to facilitate travelling and to provide for tourists and travellers such as buying, booking, hiring leasing buses, taxies, ships, aircrafts, hotels, rooms, motels, out houses, cafeterias or promote the provision of conveniences of tourists.
61. To act as distributors, dealers, exporters importers, agents and to undertake and carry on anywhere in India or abroad any or all the trades and business of ginners, packers, balers, spinners, weavers, processors and manufacturers of all types of yarn, fibers, fabrics, cotton, wool, silk, flax, hemp, jute, cellulose and non cellulose products, nylon, polyester whether textile, netted or looped and also fibrous or textile substances altering, adding, bleaching, blending, carbonizing, calendaring, converting, coloring, curing, creeping, dyeing, doubling, dipping, dewatering, developing, enlarging, extracting, finishing, improving, knitting, knotting, manipulating, mercersing, making, printing, preparing, reconditioning, refining, sizing, scouring, sanforizing, treating, twisting, thinning, texturising, watering, washing, working, utilishing.
62. To act as brokers, dealers and to carry on the business of share broking, money broking, exchange broking and bill broking, bills purchasing, bills discounting and to advise on portfolio management, investment of money, sale of properties and to act as Registrars and Managers to the issue.
63. To establish, maintain and operate shipping, air transport and road transport services and all ancillary services and for these purposes or as an independent undertaking to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to own, work, manage and trade with stream, sailing, motor and other ships, trawlers, drifters, tugs and vessels, aircraft and other vehicles with all necessary and convenient

equipments, engines, tackle, gears, furnitures, and stores and to maintain, repair, fit out, refit, improve, insure, alter, sell, exchange or let out on hire or hire-purchase or charter or otherwise deal with and dispose off any of the ships, vessels, aircrafts and vehicles or any of the engines, tackles, gears, furnitures, equipments and stores.

64. To carry on the business of warehousing in all its aspects in India and elsewhere.
65. To carry on business as manufacturers, dealers, importers, exporters, stockists or distributors of razors, safety razors, blades and shaving sets.
66. To carry on the business as producers, dealers, analysts, investigators and consultants in public health and environmental engineering, water sewage and effluent treatment, water, air and land pollution control, industrial engineering and for the purpose to carry on civil, structural, mechanical, chemical, electrical, metallurgical, hydraulic, ecological or any other branches of engineering and science and to develop and/or provide technical or industrial know-how, formula, processes and applied technology and to act as engineers, architects, planners, designers, technical advisers, analysts, investigators, consultants, contractors and to undertake and execute any contract in connection with the objects and to buy, sell, import, export; build, process, manufacture, fabricate, alter, repair; convert, let on hire and deal in all or any of them.
67. To manufacture welding products including welding torches, metal spray powers, fluxes and soldering, filling brazing and joining metals and alloys, welding heads and accessories, job manipulators, tube to tube sheet weldings, orbital welders, girth welders, custom-designed equipment and engineering systems, welding and metal fabrication equipment systems, to suit cross country pipe line construction and laying, hard facing, surfacing equipment and systems used for reclamation and recycling of machinery parts in coal, mining and crushing industry, mining completes, power plants, cement mills, sugar industry, transportation industries, chemicals and fertilizers plants, defense workshops, earth moving equipments and other industries.
68. To act as trustees of any deeds constituting or securing any debentures, debentures-stock or other securities or obligations and to undertake and execute any other trusts and also to undertake the office of or exercise the powers of executor, administrator, receiver, custodian and trust corporation.
69. To carry on the business as manufacturers, manufacturers' representatives; dealers, retailers, whole-sellers, repackers, factors, agents, consignors, consignees, shippers, distributors, stockiest, buyers, sellers and indentors of all classes, kinds, types sizes, nature and descriptions of safety equipments, made of whatever metal and/or substance by any devices such as mechanical, engineering, electrical and electronic to safe guard, protect, preserve and maintain all sorts of assets, valuables monies, money' worth, machines, men and livestock.
70. To carry on the business of electricians, electrical engineers and manufacturers of all kinds of electrical machineries and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply, lay down, establish, fix carry out and deal in accumulators, lamps, meters, cables, wires, lines, pots, engines, dynamos, of any kind and accessories thereof and manufactures of and dealers in scientific instruments of any kind.
71. To carry on the business as manufacturers, modulers, producers, extruders, weavers,refiners, fabricators, assemblers, suppliers, processors, stitchers, laminators, sealers, stockists, and dealers in all classes, kinds, type and nature of :

- i. Plastic materials, plastic articles including but without limiting the generality of the foregoing, polymer sun films, polymer production line, LDPE-HDPE-HM, HD-PPE multilair, monolair plastic films.
 - ii. Packing materials and packages made of whatever materials/substances and compounds including paper, jute, cotton, rubber glass board and wood.
 - iii. Intermediates, derivatives, bye-products and substitutes of all or any of them.
72. To carry on anywhere in the world, the business of running hotel in all its aspects, lodging and boarding and to run, manage, acquire, control, own, purchase hire the same including restaurant, cafe, tavern, refreshment room, lodging-house keepers, licence victuallers, subject to law, importers and dealers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements, ice merchants, importers and workers of food, live and dead stock and colonial and foreign produces of all description, hair dressers, perfumers, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements, recreation, sports dances and entertainments of all kinds and cigar merchants, agents for railway, shipping and airplane companies, carriers, theatrical and opera box office proprietors, entrepreneurs and general agents of things which can be conveniently carried on in connection therewith.
 73. To carry on the business of advertising contractors and agents, to acquire and dispose of advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites.
 74. To carry on the business of printers, stationers, lithographers, type foundry, stereotypes, photographic printers, photo-lithographers, chrome-lithographers, engravers, die-sinkers, book-binders, designers, draughtsman, paper and ink manufacturers, book-sellers, publishers, engineers and dealers in or manufacturers of above articles or things or any of them or concerned therewith.
 75. To carry on the business of management consultants and for that purpose to take part in the formation, management, supervision or control of the business or operations of any company or undertaking and to act as administrators, receivers and to appoint and remunerate any directors, administrators, managers or accountants or other experts or agents.
 76. To carry on the business of water-proffers of all kinds.
 77. To carry on the business of manufacturers and suppliers of all classes, kinds, types, nature and descriptions of engineering goods including but without limiting the generality of the foregoing, D.C. variable, speed drive controllers, A.C. D.C. current couplings, meters, counters made of whatever metals and substances.
 78. To carry on business as manufacturers, dealers, traders, importers, exporters, distributors, agents, consignors, consignees, crushers, cutters, grinders, processors of all classes of marbles, whether synthetics or natural, granites, stones, chips, tiles, bricks and sand.
 79. To carry research and development work for industrial, agricultural and minerals productivity and methods of productions, matters and problems relating to accountancy, business management, distribution, marketing and selling and to collect, analyse, examine, prepare, formulate, publish, distribute and circulate data, statistics, reports, journals, books, magazines, newspapers, literature and information relating to any type of business, trade, industry, sports, education, society, cinema or real estates and to promote or propose such

methods, procedures and measure as may be considered desirable or beneficial for all or any of the objects of the Company and for extending, developing and/or improving any type of business, trade, estate, industry, commerce, organization, methods, techniques, technical know-how, patents, trademarks and procedures to consider and evaluate problems relating to administration, management, manufacture, production, storage, distribution, finance, marketing and sale and/ or relating to the rendering of any service.

80. To manufacture, produce, install, commission, operate, pay, import, buy, sell, supply, distribute or otherwise deal in all energy production and conversion activities in all its forms inclusive of but not restricted to various renewable sources like solar energy, wind energy, all forms of biomass, geothermal energy, hydel energy, tidal and wave energy as also effective and efficient utilisation of conventional energy forms like coal, oil, gas, electricity and all equipments that may be associated with such energy related activities.
81. To refine, treat and render merchantable and fit for use, natural deposit of salt, brime, natron, soda, kieselguhr nitrates and derivatives.
82. To provide a leasing advisory/counselling services to other entities and/or from the leasing arm of other entities.
83. To investigate, search, survey, prospect, explore, extract, drill, dig, raise, pump, produce, refine, purify, separate, treat, process, blend, store, transport, distribute, market, sell, pack and otherwise deal in mineral oils, whether on shore or off-shore and their derivatives, bye-products, mixtures with gaseous, liquid or solid forms and to fabricate, purchase, construct, take on lease/rent, erect, maintain machineries, plants, equipments, carriages, structures, platform towers, (jackets) piles, decks, module frames and ancillary parts of complete off-shore and on-shore installations and pipe lines related to the above activities, to take on lease, purchase or otherwise acquire lands and other places, including off-shore areas which seem capable of affording a supply of natural gas and mineral oils for conducting above activities.
84. To carry on business as consignors, consignees and agents and to buy, sell, import, export, resell, exchange, manufacture otherwise deal in all kinds and classes of cotton, woolen, rayon, silk, art silk, nylon, jute, synthetic, other natural manmade staple fibres, fabrics, yarn, thread and materials made there from and other synthetic fabrics, materials and garments.
85. To carry on business as producers, distributors, importers, exporters, exhibitors and financiers of cinematograph films and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic, sound recording, lighting, appliances, instruments, equipments and machines and to construct, establish, own, hire or otherwise acquire and to manage, let out for rent, fee, monetary gain or otherwise studios, laboratories, theatres, buildings, halls, open air theatres, and other buildings or work required for the purposes of production, distribution or exhibition of the films, operas, stage plays, dances, operettas, burlesques, vaudeville, revues, ballets pantomimes, spectacular pieces, promenade concerts, circus or other performances and entertainments and to act as dealers, importers, exporters of entertainment instruments and records, cinema and film projectors and cameras, wigs or materials related or connected with the aforesaid objects and businesses and to acquire exclusive or limited rights to any play, story, script, musical song and lyric, book article or any technique by producing, purchasing or otherwise acquiring and to use, exercise, develop or exploit or turn to account such right for the business of the Company and to act as agents for training, retaining, arranging and supplying artists stars, art directors, script or story writers, technicians, extras and other personnel required by the Company or others for film, cinema or show business.

86. To carry on the business of manufactures, exporters, importers, dealers, and merchants of vegetable products, tallow, stearine, fatty acids; acytiline gas, starch, glucose, margarine, shortening compounds, cooking mediums, salad oils and refined oils and all other allied products and bye-products and the preparation of all or any of the said products or substances and the sale of all the aforesaid substances and products
87. To carry on the business as manufacturers, suppliers, stockiest, manufacturers' representatives, traders, dealers, importers, exporters, factors and agents of all classes and kinds of medicinal appratuses, instruments, appliances, injections and tools required by physicians, surgeons, doctors, consultants, dentists and orthopedicians in their respective professions.
88. To produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, Portland cement, white cement, alumina cement, limes and lime-stones and byproducts thereof, cement pipes/sheets, refractories, bricks and minerals.
89. To carry on the business of manufacturers, producers, importers, exporters, buyers, sellers, stockiest, suppliers, wholesalers, retailers, jobbers, contractors, repairers, cleaners, stores and wherousers, hirers and lessors of all types of glass including glass equipments, laboratory glass equipments, pipelines glass components like plain sections, spacers, reducers, bends, Y pieces, T pieces, joint, glass components valves, glass tubes, glass vessels like reactors, reboilers, receivers, separators, measuring and fees vessels, glass made strirers, agitators, specially designed glass heat exchangers, columns, plain or colored sight glasses, glass machines and plant and machinery and domestic wearers made of glass and spares, components and accessories thereof.
90. To carry on the business in India and elsewhere as manufacturers, producers, buyers, sellers, dealers, traders, suppliers, exporters, importers, factors, agents, consigners, consignees, distributors, advertisers, marketing agents, stockiest, suppliers, Job contractors to manufacturers and packers of any brand and of classes, kinds and types of marine blue, detergent cakes, toilet soaps, laundry soaps, marine soaps, industrial soaps, detergent powder, detergent liquid, cleaning powder, washing powder, kneel, whitener, slurry, benzene, glycerine, oils, silicate washing materials, toilets requisites and preparation.
91. To carry on business as manufacturers, producers, growers, fabricators, processors, refiners, stockiest, agents, importers, exporters, traders, whole-sellers, retailers, distributors, concessionaries or dealers of drugs, medicines, spirits, mixtures, tonics, pigments, powder, tablets, pills, capsules, injections, compounds, mother tinctures, triturations, glubules, creams scents, soaps, lotions, shampoo, toilet goods and all kinds of pharmaceuticals, cosmetics and medical preparations required or used in homeopathic, allopathic, ayurvedic, unani or nature cure or any other medicinal system or branch of medicine or as beauty aid or personal hygiene, whether for human, animal, birds, insects for whatever purposes, such as prevention, curation and nourishments.
92. To carry on all kinds of agency business and as buying and selling agents of all articles, things, commodities and products.
93. To carry on the business as consultants in marketing and survey for whatsoever materials and projects for whomsoever.

94. To carry on business as traders, exporters, importers, suppliers, job-works, finishings fabrications or/and manufacturing of steel, wooden, ferrous or non-ferrous metals, furnitures, fixings and lighting fittings, equipments, decoratives.
95. To carry on the business of Manager to the Issue member of Stock Exchange. Member and Dealer of over counter Exchange of India. Member of National Stock Exchange underwriters Adviser Registrar. Share transfer and to undertake portfolio management services.
96. To carry on business of manufacturers, refiners, buyers, sellers, dealers traders, suppliers packers importers, exporters, factors, agents, consigners, consignees, distributors, stockiest marketing agents of all types of edible nonedible and/or solvent vegetable oils.
97. To work mines or quarries and to find, win, get, work crush, smelt, manufacture or otherwise deal with chalk, clay, ores and generally to carry on the business of mining of all branches.
98. To carry on business are. manufacturers, processors refiners, formulators buyers sellers, importers and exporters as dealers in all types of chemicals including basic chemicals, heavy or fine, organic, inorganic, biological, laboratory, scientific chemicals, chemicals of any nature used or capable of being used in the pharmaceutical industry, agricultural chemicals, fertilisers petrol chemicals sanitary. Industrial chemicals or any mixtures, derivatives and compound thereof.
99. To own, Occupy, purchase sell, deal in acquire, hold, hire, possess, exchange, lease, license mortgage, improve, grow, develop, manage, control, land and to set up agricultural farms, agricultural houses, farmhouses, orchards, gardens and to carry on the business as agriculturists farmers, millers, gardeners, cultivators, planters, processors in connection with the agricultural and farming activities.
100. To carry on the business of manufacturer's representatives, agents, traders, dealers exporters, importers, factors, consignors and consignees of all kinds, types and sizes of articles goods merchandise and commodities whether for domestic, commercial, industrial, agriculture and defense purpose/use in India or elsewhere.
101. To undertake and carry on the business of shippers, ship owners, shipbreakers, shipping agents, ship managers tug owners, loading brokers, freight contractors, and barge owners, light man. Dredgers and forwarding agents, engineers, ship store merchants, ship husbands, stevedores salvors ship builders and ship repairer, ship breaking yards, and to carry on business of breaking cutting, dismantling of ship, steamers, trailers, steam launches, ocean going vessels plying on water either by company itself or through other arrangements whether on contract or job work basis.
102. To provide merchant banking services by acting as a manager to the public issue or brokerage, loan syndication, guarantee and also to act as register to issue, investment schemes of the companies, bodies corporate and also to carry on the business of project financing, shares and securities, financing and to act as shares and stock brokers at any place in India in consultation with the rules and regulations of various stock exchanges in India including over the counter exchange of India (O.T.C.E.I.) in accordance with the guidelines framed by the securities and exchange board of India (SEBI) from time to time.

103. To undertake real estate business, to receive commission from the company or firms working as brokers, sub-agents, agents for any other company, firm or person as may be thought fit for services rendered to such companies or firms.

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. The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 8,00,00,000 (Eight Crores) Equity Shares of face value of Rs. 5/- (Rupees Five) each.*

* Amended in EGM dated 02-08-2024

HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR.

Details of the Authorized Share Capital:

Details of the Authorized Share Capital:

1. On Incorporation Rs. 12,50,000 (Rupees Twelve Lakhs Fifty Thousand Only) divided into 125000 (One Lakh Twenty-Five Thousand) equity shares of Rs. 10/- (Rupees Ten only) each.

2. On 29-01-2018 the Authorized Equity Share Capital increased from Rs. 12,50,000 (Rupees Twelve Lakh Fifty Thousand Only) to Rs. 13,50,00,000 (Rupees Thirteen Crore Fifty Lakhs Only) divided into 13500000 (One Crore Thirty-Five Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten only) each.

3. On 24-07-2024 the Authorized Equity Share Capital increased from Rs. 13,50,00,000 (Rupees Thirteen Crore Fifty Lakhs Only) to Rs. 40,00,00,000 (Rupees Forty Crores Only) divided into 40000000 (Four Crores) equity shares of face value of Rs. 10/- (Rupees Ten only) each.

VI. The Subscribed Share Capital (On Incorporation) of the company shall be Rs.10,00,000(Ten Lacs) divided into 1,00,000 equity shares of Rs.10/-each. The respective holding of the shareholders for the time being shall be as under:

Name of the Parties	Amount	No. of Equity Shares in Rs. of Rs.10/- Each
(1) Mr. Vinod Kumar Jain	1,00,000	10,000
(2) Mr. Arun Jain	3,50,000	35000
(3) Mr. Anoop Agrawal	3,50,000	35000
(4) Mr. Alok Agrawal	50,000	5000
(5) Mrs. Neetu Agrawal	50,000	5000
(6) Mrs. Rachna Agrawal	50,000	5000
(7) Mrs. Jyoti Jain	50,000	5000
Total	10,00,000	1,00,000

HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR.

- VII. The business and assets and liabilities of the said firm shall become the property of the company and having regard to the obligations imposed on the company by these presents shall be taken at their net book value (i.e total assets less total liabilities) on and from the date of incorporation of the company.
- VIII. The assets of the firm shall rest in the Company on its incorporation free from all claims by the subscribers as parties hereto and pending the incorporation of the Company they shall hold the assets in trust for the company.
- IX. The company shall undertake, pay, observe, satisfy perform and fulfill the agreement, arrangements and the liabilities of the said firm entered into in the name of the said firm in relation to the said business and assets brought in as aforesaid and indemnify them and their executors, estates effects from and against all actions.

HIGHWAY INFRASTRUCTURE LIMITED.

DIRECTOR.

We, the several persons whose names, addresses and descriptions 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 the company set opposite our respective names,

Sl	Names, Descriptions Addresses & occupations of the subscribers	No. of Equity Shares taken by each subscriber	Signature of Subscribers	Signature & Name, Address, descrip tion and occupation of Witness or.
1.	VINOD KUMAR JAIN S/o Dr. R. L. Jain 87, Ravindra Nagar, INDORE - (M. P.) Business	10,000	Sd/-	Witnesses to the signature of all the Subscribers Sd/- DINESH KASAT S/o Shri Banshilalji Chartered Accountants 14/2, South Tukoganj, INDORE (M. P.)
2.	ARUN JAIN S/o Dr. R. L. Jain 87, Ravindra Nagar, (Old Palasia) INDORE - (M. P.) Business	35,000	Sd/-	
3.	ANOOP AGRAWAL S/o O. P. Agrawal 73-74, Goyal Nagar, INDORE (M. P.) Business	35,000	Sd/-	
4.	ALOK AGRAWAL S/o O. P. Agrawal 73-74, Goyal Nagar, INDORE (M. P.) Business	5,000	Sd/-	
5.	NEETU AGRAWAL W/o Anoop Agrawal 73-74, Goyal Nagar, INDORE (M. P.) Business	5,000	Sd/-	
6.	RACHNA AGRAWAL W/o Alok Agrawal 73-74, Goyal Nagar, INDORE (M. P.) Business	5,000	Sd/-	
7.	JYOTI JAIN W/o Arun Jain 87, Ravindra Nagar, INDORE - (M. P.) Business	5,000	Sd/-	
	Total No. of Equity Shares taken	1,00,000 (One Lacs)		HIGHWAY INFRASTRUCTURE LIMITED. DIRECTOR.