

THE COMPANIES ACT, 2013

**MEMORANDUM OF ASSOCIATION
OF
ABSOLUTE PROJECTS (INDIA) LIMITED ***

**COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 1956)**

- I. The name of the Company is: - Absolute Projects (India) Limited.**
- II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi i.e. within the jurisdiction of Registrar of Companies, Delhi & Haryana.**

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

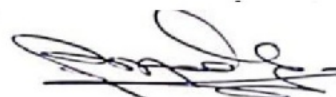
(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To carry on the business of electronic equipments.
2. To carry on the business of EPC Contractors (Electricals, Civil, Mechanical works and Power Generation Projects like nuclear, hydro, coal, solar, energy, re-wireable energy generation etc.) on turnkey basis in power, Railways, Oil, Gas, Water, Petroleum sectors etc., Electrical engineers, Electricians, Contractors, Engineers, Consultants, Manufactures, Constructors, Suppliers of and dealers in electrical and other appliances, Cables, Wire lines, Dry cells, Accumulators, Lamps and works and to generate, accumulate, distribute and supply electricity for the purpose of light, heat, motive power and for all other purposes for which electrical energy can be employed and to manufacture and deal in all apparatus and things required for or capable or being used in connection with the generation, distribution, supply, accumulation and employment of electricity including in the term electricity all power that may be directly or indirectly derived therefrom or may be incidentally hereafter discovered in dealing with electricity.
3. To take and execute all types of projects in whole or in part in connection with the business as referred to in sub-clause (1) and (2).

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

1. To enter into agreements, franchise agreement and contracts with Indian or Foreign individuals, firms or companies for technical, financial or other assistance or collaboration for carrying on all or any of the objects of the Company.

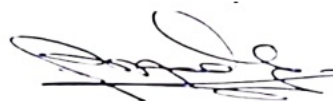
** Amended vide Special Resolution passed in the Extra Ordinary General Meeting held on 31st December, 2004 pursuant to conversion of the company from Private Limited to Public Limited*



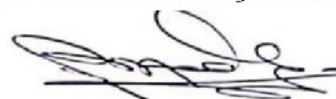
2. To apply for purchase or otherwise acquire any trademarks, copyrights, patents, licenses, concessions and the like, concerning any exclusive or non-exclusive or limited rights of any kind which may appear to be necessary or convenient for the business of the Company and to purchase or otherwise acquire any information as to any invention which may seem capable of being used for any of the purposes of the Company.
3. To acquire and take over the whole or any part of the Business, Goodwill, Property and Liabilities of any person or persons, Firm, Corporation or Undertaking, either existing or new engaged in any Business which the Company is authorized to carry on and to pay for the same either in cash or in shares or partly in cash and partly in shares.
4. To amalgamate, enter into partnership or make any arrangements for sharing profits, co-operation, joint venture or reciprocal concession, with any individual person or Company carrying on or engaged in or about to carry on with similar or identical objects.
5. To sell, lease or otherwise dispose of the undertaking of the Company or any part thereof as the Company may deem fit.
6. To purchase, take on lease or in exchange, hire, construct or otherwise acquire any movable or immovable properties or any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.
7. To subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purposes or for any exhibition.
8. To pay out of the Company's funds the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any Company which may be promoted by this Company and to remunerate any person, firm or Company for services rendered in the promotion of the Company or the conduct of its business.
9. To provide for the welfare of the employees (including Directors) or ex-employees of the Company and their families or the dependents or relations of such persons by building or contributing to the building of houses, dwellings or quarters or by grant of money, gratuities, pensions, allowances, incentives bonus or any other payments or by creating and subscribing or contributing to provident and other funds, associations, institutions, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries and medical assistance.
10. To invest any money of the Company, not for the time being required, for any of the purposes of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investments subject to the provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
11. To open account or accounts with any bank or banks in the name of the Company and to operate upon the same.



12. To create any depreciation fund, sinking fund, insurance fund, reserve fund or any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining of any of the property of the Company or for any purposes, whatsoever to the interests of the Company.
13. To make, draw, accept, endorse, execute, discount, negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, debentures and other negotiable or transferable instruments subject to the Banking Regulation Act, 1949.
14. To employ or pay experts, foreign consultants, management consultants and others in connection with the prospecting, acquiring, planning, execution, development, delivery and maintenance, training, and consulting, of all or any part of the business which the Company is entitled to carry on.
15. To promote any other Company or companies for the purpose of acquiring all or any of the property of the Company or advancing directly or indirectly the objects or interests thereof and to take or otherwise acquire and hold shares in any such Company or companies.
16. To distribute among members in specie or otherwise any property or assets of the Company and particularly the shares, debentures or other securities of any other Company including the Company formed to take over the whole or any part of the assets of this Company, subject to provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
17. To borrow or raise moneys, from commercial banks/financial institutions and/or other companies, or to receive it on deposit at interest or otherwise, and to secure the payment of such money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, stocks, bonds, obligations, notes and securities of all kinds, to mortgage, pledge, guarantee, hypothecate or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled paid capital, by special assignment or otherwise, or to transfer or convert the same absolutely or any interest therein and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
18. To advance, deposit or lend with or without security money, securities, assets and property to or with such person, companies or corporations and on such terms as may seem expedient, to negotiate loans, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable security or documents.
19. To enter into any arrangements with the Government of India or with any states, with any authorities, municipal, local or otherwise or with any other persons, that may seem conducive to the Company's objects or any other and to apply for and obtain and to purchase or otherwise acquire from any such Government, State, authorities or persons, any rights, powers, privileges, decrees, licenses, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carry out exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.



20. To grant licenses or concessions over or in respect of any property or rights of the Company.
21. To accept any payment for any property or rights sold or otherwise disposed off or dealt with by the Company either in cash, by installments or otherwise or in fully or partly paid-up shares of any Company or corporation with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or in debentures, debenture stocks or other securities of any Company or corporation or partly in one mode and partly in other and generally on such terms as the Company may adopt.
22. To institute, conduct and defend all actions and legal proceedings, against the Company and its officers and to refer any claim or demand by or against the Company and its officers to arbitration and to perform or challenge the awards if necessary.
23. To insure the whole or any part of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect, either fully or partially and also to insure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise.
24. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India and in any or all states, territories, possessions and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
25. To undertake or promote scientific research relating to the main business or class of main business in which the Company is engaged in.
26. To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company, and to pay all expenses incurred in this connection.
27. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such other status or rule having the force of law and to make payments to any persons whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
28. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
29. To appoint and remunerate agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the work.
30. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or



individuals, and to do Every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any, parts thereof, provided the same be not inconsistent of the Union of India.

IV. The liability of the member(s) 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. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two only) each. #**

* The Authorised share capital of the company has been increased from Rs. 5,00,000/- to Rs. 10,00,000/- by the members of the Company at its Extra ordinary General Meeting held on June 11, 1998, by way of Ordinary resolution.

* The Authorised share capital of the company has been increased from Rs. 10,00,000/- to Rs. 25,00,000/- by the members of the Company at its Extra ordinary General Meeting held on May 14, 1999, by way of Ordinary resolution.

* The Authorised share capital of the company has been increased from Rs. 25,00,000/- to Rs. 50,00,000/- by the members of the Company at its Extra ordinary General Meeting held on November 28, 2000, by way of Ordinary resolution.

* The. Authorised share capital of the company has been increased from RS. 50,00,000/- to RS. 75,00,000/- by the members of the Company at its Extra ordinary General Meeting held on June 20, 2003, by way of Ordinary resolution.

* The Authorised share capital of the company has been increased from Rs. 75,00,000/- to Rs. 1,00,00,000/- by the members of the Company at its Extra ordinary General Meeting held on March 30, 2004, by way of Ordinary resolution.

* The Authorised share capital of the company has been increased from Rs. 1,00,00,000/- to Rs. 2,00,00,000/- by the members of the Company at its Extra ordinary General Meeting held on March 30, 2005, by way of Ordinary resolution.

* The Authorised share capital of the company has been increased from Rs. 2,00,00,000/- to Rs. 2,50,00,000/- by the members of the Company at its Extra ordinary General Meeting held on November 15, 2011, by way of Ordinary resolution.

*The Authorised share capital of the company has been increased from Rs. 2,50,00,000/- to Rs. 3,00,00,000/- by the members of the Company at its Extra ordinary General Meeting held on October 25, 2012, by way of Ordinary resolution.

* The Authorised share capital of the company has been Increased from Rs. 3,00,00,000/- to Rs. 3,50,00,000/- by the members of the Company at its Extra ordinary General Meeting held on July 23, 2013, by way of Ordinary resolution.

*The Authorised share capital of the company has been increased from Rs. 3,50,00,000/- to Rs. 4,00,00,000/- by the members of the Company at its Extra ordinary General Meeting held on January 25, 2014, by way of Ordinary resolution.

* The Authorised share capital of the company has been increased) from Rs. 4,00,00,000/- to Rs. 5,00,00,000/- by the members of the Company at its Extra ordinary General Meeting held on January 11, 2016, way of Ordinary resolution.

The Authorised Capital of the Company was revised pursuant to alteration in the share capital of the company by sub-division of the face value of existing equity shares from Rs 10/- to Rs 2/- via approval of shareholders in the Extra Ordinary General Meeting of the Members of the Company held as on 15.11. 2025.



*The Authorised share capital of the company has been increased from Rs. 5,00,00,000/- to Rs. 6,50,00,000/- by the members of the Company at its Extra ordinary General Meeting held on July 05, 2020, by way' of Ordinary resolution.

*The Authorised share capital of the company has been increased from Rs. 6,50,00,000/- to Rs. 7,00,00,000/- by the members of the Company at its Extra ordinary General Meeting held on July 09, 2021, by way of Ordinary resolution.

*The Authorised share capital of the company has been increased from Rs. 7,00,00,000/- to Rs. 7,50,00,000/- by the members of the Company at its Extra ordinary General Meeting held on February 29, 2024, by way of Ordinary resolution.

*The Authorised share capital of the company has been increased from Rs. 7,50,00,000/- to Rs. 8,50,00,000/- by the members of the Company at its Extra ordinary General Meeting held on May 05, 2024, by way of Ordinary resolution.

*The. Authorised share capital of the company has been increased from Rs. 8,50,00,000/- to Rs. 25,00,00,000/- by the members of the Company at is Extra ordinary General Meeting held on December 17, 2024 by way of Ordinary resolution.



A handwritten signature in blue ink, appearing to be 'Rajesh', written in a cursive style.

(10)

We the several person, whose names and 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 numbers of shares in capital of the company, set opposite our respective names.

Sl. No.	Names. Description, Occupation and Address of Subscribers	Number of Equity Shares taken by each subscriber	Signature of Subscriber	Signature of witness with address and occupation
1.	RAJENDRA KR. JAIN S/o Sh. Gian Chand R/o C-63. Shakti Nagar Extn. Delhi (Business)	100 (One Hundred)	sd/	I witness the signatures of all the subscribers sd/- (S.K. SINGHAL) FCA S/o Sh. P.C. Singahal 2199/3, Chuna Mandi, Pahar Gani, New Delhi-110055.
2.	KAMLA DEVI W/o Sh. Ranjt Singh R/o 59, New Grain Mandi, Kota (Rajasthan) (Business)	100 (One Hundred)	sd/	
3.	RANJT SINGH S/o Sh. N.R. Ola R/o 59, New Grain Mandi, Kota (Rajasthan) (Business)	100 (One Hundred)	sd/	
4.	VANDNA PARMAR W/o Sh. Dharma Vir Parmar R/o 351, Pocket E, Mayur Vihar, Phase-II, Delhi, (Business)	100 (One Hundred)	sd/	
5.	SANGEETA JAIN W/o Sh. Rajiv Jain R/o C-63. Shakti Nagar Extn. Delhi (Business)	100 (One Hundred)	sd/	
	TOTAL	500 (Five Hundred) Equity Shares		

Place : New Delhi Dated the 12th January 1995

