
MEMORANDUM

OF

ASSOCIATION

OF

SANGHI INDUSTRIES LIMITED

CIN : L18209TG1985PLC005581

**UNDER THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 1956)**

***³MEMORANDUM OF ASSOCIATION
OF
SANGHI INDUSTRIES LIMITED**

- I. *¹The name of the Company is "**SANGHI INDUSTRIES LIMITED**".
- II. The Registered Office of the Company will be situated in the State of **Telangana**.
- III. *³ The Objects for which the company is established are:
(A) The Main Objects that will be pursued by the company on its incorporation are :
1. To produce, manufacture, refine, prepare, process, purchase, import, export, sell and generally to deal in all kinds of Cement, Cement Products of any description, limestone, gypsum, clinker and/or by-products thereof and in connection therewith to acquire, erect, construct, establish, operate and maintain Cement factories, quarries, workshops and other work relating thereto, and to carry on the business of buying and selling Cement, bricks, limestones, sand, fly ash or other earthy material or manufactured product such as tiles, pavement and roofing materials, and to deal in lime, plaster, clay, coke, fuel, timber, artificial stone and builders requisites and appliances.
 2. To generate Thermal/Hydro Power and to sell power to the customers in Government and Private Sectors; to carry on business as manufacturers, fabricators, assemblers, buyers, sellers, Importers, exporter and agent for all type of Power Generation plants and to establish, operate and maintain the Generating Stations and tie-lines, sub-stations and main transmission lines connected therewith.
- (B) The objects ancillary or incidental to the attainment of the main objects stated in (A) above are as follows :**
1. To carry on investigation, to discover places where Cement can be profitably made, or where materials for any manufacturing work, the Company is entitled to carry on can be obtained and to obtain prospecting licences and mining lease and do prospecting or research work in that behalf.

*³Amended and Restated Memorandum of Association adopted vide Special Resolution passed at the Extra-Ordinary General Meeting of the Company held on 8th February, 2024.

*¹ Name changed from Sanghi Leathers Private Limited to Sanghi Industries Private Limited w.e.f. 18th September, 1992.

*¹ Name changed from Sanghi Industries Private Limited to Sanghi Industries Limited w.e.f. 26th September, 1992. (Conversion from Private Limited Company to Public Limited Company).

*³Amended vide Special Resolution passed at the Extra-Ordinary General Meeting of the Company held on 8th February, 2024.

2. To carry on the business of miners, metallurgists, builders, contractors, engineers, merchants, importers and exporters, and to buy, sell and deal in property of all kinds.
3. To carry on business as road pavement makers and repairers and manufacturers of and dealers in lime, cement, mortar, concrete and building materials of all kinds, and as builders and contractors for the execution of works and building of all kinds in the construction of which stone is required.
4. To carry on business as road pavement makers and repairers and manufacturers of and dealers in lime, cement, mortar, concrete and building materials of all kinds, and as builders and contractors for the execution of works and building of all kinds in the construction of which stone is required.
5. To work mines or quarries and to prospect for search for find, win, get, work, crush, smelt, manufacture or otherwise deal in limestone, chalk, orcs, metal, materials, oils, precious and other stones or deposits or products and generally to carry on the business of mining in all branches.
6. To establish, operate, maintain, develop, expand, commission, renovate, lease, captive jetties and bulk cement terminals.
7. To negotiate, enter into agreements and contract with companies, firms, and Individuals for technical assistance, know-how secret formula, design and technical and financial assistance in the manufacturing, marketing, importing and exporting of Cement and allied products.
8. To apply for and obtain assistance, either technical or financial, from Government and other organisations, companies, firms or Individuals national or International, for development of all or any of the business of the Company, upon such terms and conditions as are provided into the Articles of Association of the Company.
9. To acquire the whole or any part of the undertaking and assets of any business, with the same or similar objects of the company and land, privilege, rights, contracts, property or effects held or used in connection there with and upon any such purchase to undertake the liability of the Company or business so acquired.
10. To pay all or any costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company including therein the cost of advertisement, commission, brokerage.
11. To Remunerate any person, firm or Company rendering services to this company, either by cash payment, or by the allotment to

him or them of shares or securities, including debentures of the Company credited as paid in full or in part otherwise as may be thought expedient.

12. To create any depreciation fund, Reserve fund, sinking fund, insurance fund, gratuity fund or any special or other fund whether for depreciation or for remaining, improving, extending or maintaining any of the property of the Company or for redemption of debenture or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the company.
13. To place to reserve or to distribute as dividend or bonus among the members or otherwise to apply as the Company may from time to time think fit. Any money received by way of premium on shares, debentures issued at a premium by the Company.
14. In the event of winding up, to distribute among the members of the Company in specie or in kind any property of the company in particular any shares debentures or securities of any other companies belonging to this company or of which this company may have power of disposal, but so as not prejudice the provisions of the Companies Act, 2013.
15. To carry on the business of merchants, agents, importers, exporters and dealers in merchandise of any sort whatsoever and any other business which may seem to the Company capable of being conveniently carried on Indirectly to enhance the value of render profitable any of the Company's property or rights.
16. To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire import, export and deal in all factories, works, plant machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this company is competent to carry on or required by any customers of or persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by products incidental to or obtained in any of the business on by the Company.
17. To purchase, take on lease or tenancy or in exchange, hire, take options over to otherwise acquire any estate, property, buildings, offices, factories, mills, works, warehouse, machinery, engines, vehicles, plants, stock or things of interest whatsoever and to hold, develop, work, cultivate, deal with turn to account concessions, grants decrees, licenses, privileges, claims, options, leases, property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for any business of the Company to purchase,

charter hire build or otherwise acquire vehicles of any and every sort of description for used on or under land or water or in the air and to employ the same in the carriage of merchandise of all kinds of passengers and to carry on the business of owners of trucks, lorries, motor cars, and of in all or any of their respective branches.

18. To represent manufacture, traders, distributors from India in foreign countries in various items in which the company is dealing or intends to deal in future.
19. To advance, deposit with or lend money, securities and property to receive loans or grant to deposits from the Government.
20. To lend money either with or without security and generally to such persons and upon such terms and conditions as the Company may think fit.
21. To undertake financial and commercial obligations, transactions and operations of all kinds.
22. To guarantee the performance of the obligations of and the payment of dividends and interest on any stocks, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered likely directly to further the objects of the company or the interests of its shareholders.
23. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debenture, debenture stock, contracts mortgage, charges, obligations, Instruments and securities of any Company or of any authority, supreme municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations.
24. To subscribe for absolutely or conditionally, purchase or otherwise acquire and to hold, dispose of and deal in any property, shares, stocks and securities or obligations of any other Company whether Indian or foreign.
25. To lend, Invest deal with moneys of the Company not for the time being required for any of the purpose of the Company in such investments (other than shares or stock in the Company) as may be thought proper and to hold; sell or otherwise deal with such Investments.
26. Subject the Act and rules made thereunder to borrow or raise or to receive money on deposit at interest or otherwise in such manner as the Company shall think and in particular by the

issue of debenture stock perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital and to purchase, redeem and pay off any such securities.

27. To draw, make, accept, discount, execute, and issue bills of exchange, Government of India and other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable Instruments of securities but no carry on the business of banking as defined in the Banking Regulation Act, 1949.
28. To apply for, purchase or otherwise acquire or develop and protect, prolong and renew whether in India or elsewhere any patents, patent rights, breveted, inventions, trade marks, designs, licenses, protection, concessions and the like conferring any exclusive or non-exclusive or limited rights to use any secret or other Information as to any invention, process, or privilege which may seem capable of being used for any of the purposes of the Company of the acquisition of which may seem calculated directly or Indirectly to benefit the Company and to use, exercise, develop, manufacture under or grant licences or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on business in any way connected therewith.
29. To expand money in experimenting on and testing and in improving or seeking to improve any patents, rights, Inventions, discoveries, processes or information of the Company or which the Company may acquire or purpose to acquire.
30. To establish, provide, maintain and conduct research laboratories, training college, schools and other institutions for the training, education and instruction of students and other who may desire to avail themselves of the same and to provide for the delivery and holding of lecturers, demonstrations classes, meetings and conferences in connection therewith.
31. To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this company is authorised to carry on or possessed of property suitable for the purposes of the Company.
32. To procure the registration or Incorporation of recognition of the Company in or under the laws of any place outside India.
33. To form, incorporate or promote any company or companies whether Indian or foreign, having amongst its or their objects the acquisitions of all or any of the assets or control the management or development of the Company could or might directly or indirectly assist the Company in the management of the business or the development of its properties or otherwise

prove advantageous to the Company and to pay all or any of the cost and expenses incurred in connection with any such promotion or incorporation and remunerate any person or Company in the manner it shall think fit for services rendered or to be rendered in obtaining subscription for or placing or for guaranteeing the subscription of or the placing of any share in the capital of the Company or bonds, debentures, obligations or securities of the Company or any stock, bonds, debentures, obligations or securities of the Company or any other Company held or owned by the company or in which the Company has an interest or in or about the formation or promotion of the Company or the conduct or its business or in or about the promotion or formation of any other Company in which the Company may have an interest.

34. To amalgamate, enter into partnership or into any arrangement for sharing profits, or into any union of interest, joint-adventures reciprocal concessions or co-operation with any person or persons or Company or Companies carrying on, or engaged in, or about to carry on or engage in or being authorised to carry on or engage in or any business or transaction which this Company is authorised to carry on or engage in or any business or transaction or capable of being conducted so as directly or indirectly to benefit this Company.
35. To enter into any arrangements and to take all necessary or proper steps with any Government, parliament or with any other authorities, supreme, national, local, municipal or otherwise of any place, Indian or foreign in which the Company may have Interest and to carry on any negotiations or operations for the purposes of directly or indirectly carrying out the objects of the Company or affecting any modifications in the constitutions of the Company or fathering the interests of its members and to oppose any such steps taken by any other Company, firm or persons which may be considered likely directly or indirectly to prejudice the interest of the Company, of 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 and to obtain from any such Government authority or any Company, any charters, contracts, decrees, rights, grants, loans, privileges or concessions.
36. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

37. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
38. To apply the assets of the Company in any way in or towards to establishment, maintenance or extension of any association, Institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the metals, and minerals trade including any association, institution or fund for the protection of the interests of promoters, members and employees against loss by bad debts, strikes, combinations, fire accidents or otherwise or for the benefit of any clerks, workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refectories, dining and recreation rooms, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever.
39. To add, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problem or troubles or the promotion of industry or trade.
40. To subscribe or guarantee money for any national, charitable, benevolent, political, public, general or useful object or for any exhibition.
41. To establish and support or aid in the establishment and support of associations, institutions funds, trust, and conveniences calculated to benefit employee or ex-employees of the Company or its predecessors in business or the dependents connections of such persons and to grant pensions and allowances and to make payments towards insurance.
42. To distribute all or any of the property of the Company amongst the members in specie of kind.
43. To carry on any other business whether manufacturing or otherwise, that may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or Indirectly to enhance the value of or render profitable any of the Company's property or rights which it may be advisable to undertake with a view to improving developing, rendering valuable or turning to account any property real or personal, belonging to the Company or in which the Company may be interested and to do all or any of the above things, either as principals, agents, trustees,

contractors, or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above object.

44. To employ experts to investigation and examine the condition, prospects, value, charter and circumstances of any business concerns and undertakings and of any assets, property or right.
45. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, knowhow, processes, engineering, manufacturing and operating data, plants, lay outs and blue prints, useful for the design, erection and operation of the plant required for any of the business of the Company and to acquire of the plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
46. To train or pay for the training in India or abroad of any of the Company's employees or any candidates in the interest of or for furtherance of the Company's objects.
47. To act as agents or brokers, and as trustees for any persons or Company's to undertake and perform sub-contracts and to do all or any of the above things in any part of world and as principals, agents, contractors or trustees or otherwise and by or through agents, sub-contractors or trustees or otherwise and either above or jointly with others.
48. To receive grants, loans, subsidies, advances or other money on deposit or otherwise from Central Government, State Government, Banks, Companies, Trusts or Individuals with or without thereon.
49. To lease out, sub-lease, let out on hire, mortgage or pledge, exchange, sell royalty or tribute, grant licences, easements, obtains other rights over and in any other manner deal with or otherwise dispose of whole or any part of the property, undertaking of the Company or any lands, buildings, business, rights, licenses, privileges, concessions or contract and assets of any kind of the Company or the shares or interest therein respectively on such terms and for such consideration as the Company or Board of Directors duly authorised persons may think fit and in particular for stocks, shares whether fully paid up or securities of any other Company.
50. To appoint agents, managers, dealers, agencies, any attorneys in India or elsewhere to render services to or to conduct any business of the Company.

51. To grant pensions, allowances, gratuities and loans to employees or ex-employees of the Company or their dependents.
52. To pay for and takeout, purchases or otherwise acquire any trade mark, patents, rights, inventions copyright, designs or secret processes which may be useful for the Company's objects and to sell or grant licences to use the same and to work, develop, carry out, exercise and turn to account the same.
53. To insure or guarantee the issue of or payment of interest on the schemes, debenture stock, or other securities, or obligations of any Company or association and to pay or provide for brokerage, and commission in respect of any such issue.
54. To do all or any of the above things, in any part of the world as principals, agents, contractors, sub-contractors trustees or otherwise and by though trustees, agents or otherwise, either alone or in conjunction with others, to do all such things, as are incidental, or conducive to the attainment of the above objects or any of them.
55. To set up Industrial projects for the manufacture of any of the above allied or other Items which the Company may be dealing with presently or in the future.
56. To carry on business of consultants and advisers to the management, administration and organisation of Industry and business.
57. To deal in purchase, sell, import, export, or supply and/or to act as principals, dealers, agents, sub-agents, manufacturers representative either solely or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise for the Indian manufactured goods/ commodities of Industrial, domestic and agricultural use and to render services in the foreign countries and vice versa in connection there with and for the above said purpose to establish or maintain services or maintenance or depot anywhere in the World.
58. To carry on the business of the Company established with the object of financing industrial, or other enterprises and to make loans, give guarantees and provide securities to any other Company, or other persons whether promoted and/or managed by this Company or not.
59. To act as agents in carrying on any business, concerns and undertaking and to employ to investigate and examine into the condition, management, prospects, value and circumstances, of any business, concerns and undertakings and of any assets, property or rights of any kind and to carry on all or any of the business of mechanical, electrical and general engineers,

manufacturers and merchants of, agents for and dealers in engineering specialities of every description.

60. To invest in, acquire, sell, transfer, subscribe for, hold and otherwise dispose of and invest in any shares, securities, bonds, stocks, -Avigation issued or guaranteed by and company or companies contributed and carrying on business in India or elsewhere and debentures, debenture-stock, bonds, obligations and securities issued and guaranteed by any Government, State. Sovereign, Commissioners, central or provincial, public body or authority supreme municipal, local or otherwise whether in India or elsewhere either out of its own funds or out of funds that it might borrow.

IV. The liability of the members is limited to the amount unpaid, if any, on the shares held by them.

V. *2 The Authorized Share Capital of the Company is ₹ 2550,00,00,000/- (Rupees Two Thousand Five Hundred Fifty Crores Only) divided into 35,00,00,000 (Thirty Five Crores) equity shares of ₹ 10/- (Rupees Ten Only) each and 220,00,00,000 (Two Hundred and Twenty Crores) Preference Shares of ₹ 10/- (Rupees Ten Only) each subject to the provisions of Companies Act 2013, with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to the Board of Directors to divide the shares in the capital for the time being into several classes and to attach thereto respectively, such preferential, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.

*2 Increase in Authorised Share Capital from Rs. 0.2 Cr. to 0.50 Cr. vide resolution passed at the Shareholders meeting held on 18th December, 1985.

*2 Increase in Authorised Share Capital from Rs. 0.5 Cr. to 1.00 Cr. vide resolution passed at the Shareholders meeting held on 16th November, 1987.

*2 Increase in Authorised Share Capital from Rs. 1.00 Cr. to 2.00 Cr. vide resolution passed at the Shareholders meeting held on 1st February, 1991.

*2 Increase in Authorised Share Capital from Rs. 2.00 Cr. to 10.00 Cr. vide resolution passed at the Shareholders meeting held on 17th March, 1992.

*2 Increase in Authorised Share Capital from Rs. 10.00 Cr. to 25.00 Cr. vide resolution passed at the Shareholders meeting held on 30th June, 1992.

*2 Increase in Authorised Share Capital from Rs. 25.00 Cr. to 100.00 Cr. vide resolution passed at the Shareholders meeting held on 5th November, 1993.

*2 Increase in Authorised Share Capital from Rs. 100.00 Cr. to 175.00 Cr. vide resolution passed at the Shareholders meeting held on 17th August, 2000.

*2 Increase in Authorised Share Capital from Rs. 175.00 Cr. to 450.00 Cr. vide resolution passed at the Shareholders meeting held on 29th September, 2000. (Divided into 17,50,00,000 Equity shares of face value of Rs. 10/- each and 2,75,00,000 Preference shares of face value of Rs. 100/- each.)

*2 Increase in Authorised Share Capital from Rs. 450.00 Cr. to 500.00 Cr. vide resolution passed at the Shareholders meeting held on 9th December, 2000.

*2 Increase in Authorised Share Capital from Rs. 500.00 Cr. to 550.00 Cr. vide resolution passed at the Shareholders meeting held on 30th September, 2005.

- *2 Authorised Share Capital of the Company of Rs. 550.00 Cr. was reclassified into 35,00,00,000 Equity shares of face value of Rs. 10/- each and 2,00,00,000 Preference Shares of face value of Rs. 100/- each vide resolution passed at the shareholders meeting held on 9th September, 2017.
- *2 Sub-division of Nominal Value of Preference Shares from Rs. 100/- each to Rs. 10/- each and Increase in the Authorised Share Capital from Rs. 550.00 Cr. to 2550.00 Cr. vide resolution proposed to be passed through Postal Ballot on 2th June, 2024.

DRAFT

We, the several persons whose names and addresses and descriptions are subscribed hereunder, 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 to our respective names.

Name, Description, Occupation & Address of Subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature, Name, Address, Description and Occupation of Witness
<p>SUDHIR SANGHI S/o. Shri Ram Sharan Sanghi 4-3-279, Bank Street, Hyderabad. Industrialist</p>	5 (Five)	Sd/- Sudhir Sanghi	<p>S. BRIJKUMAR B.Com., FCA S/o. Shri K. Shamdas ANKIT & CO. Chartered Accountants 4-3-338, R.K. Estate, Bank Street, Hyderabad - 500195. Sd/- S. Brijkumar</p>
<p>RAVI SANGHI S/o. Shri Ram Sharan Sanghi 15, Padma Nagar Colony, Nallakunta, Hyderabad. Industrialist</p>	5 (Five)	Sd/- Ravi Sanghi	
TOTAL No. of Equity Shares Taken	10 (Ten Only)		

Place : HYDERABAD

Date : 31-5-1985