

INCORPORATED UNDER THE COMPANIES ACT, 1956  
(1 OF 1956)

COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION OF  
**[KLM AXIVA FINVEST LIMITED]<sup>1</sup>**

- I. The name of the Company is **[KLM AXIVA FINVEST LIMITED]<sup>1</sup>**
- II. The Registered Office of the Company will be situated in the State of [Telangana]<sup>2</sup>.
- 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 and undertake the business of finance, whether by making loans or advances or otherwise, <sup>3</sup>[gold loan], hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of Plant and Machinery and equipment that the Company may think fit to any Company, body corporate, firm, society, trust, association or individual and to assist in financing of all and every kind and description of hire purchase or deferred payment or 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 for the purpose to purchase or otherwise deal in all forms of immovable and movable property including lands and buildings, plant and machinery, equipment, ships, aircrafts, automobiles, such as motor vehicles, motor cars, two wheelers, computers, and all consumer, 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 to carry on finance against shares, securities and any other valuable articles.
2. To invest, lend, advance, deposit or deal with the money belonging to, entrusted to or at the disposal of Company, or to give credit to any Company, Companies, Firms or persons, and in particular to the customers of the Company, with or without security and on such terms as may seem expedient and to give guarantees or securities for any such persons, firms, or Companies.
3. To subscribe, purchase, acquire, hold, sell, invest, dispose off or otherwise deal, for self and on behalf of others in shares, stocks, debentures, bonds, units, mortgages, obligations and securities issued to or guaranteed by Company or Mutual Fund and Government, Trust, Municipal. Local or other authority, and to invest by original subscription, syndicate participation, tender, purchase or otherwise out of the funds of

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<sup>1</sup>Substituted for the words "Needs Finvest Limited". Name changed by the members in the EGM held on January 25, 2016;

<sup>2</sup>Substituted Telangana in place of Andhra Pradesh pursuant to the Andhra Pradesh Reorganisation Act, 2014;

<sup>3</sup>Inserted the word 'gold loan' after the word 'otherwise,' vide special resolution passed in the 17<sup>th</sup> AGM held on September 30, 2014.

the Company obtained either by subscription of capital, borrowings or by receipt of income from any trust which may be discretionary or otherwise or by gift of money received by the company from any person and also to invest in Badia finance and finance against shares and securities.

4. To become a corporate member of Stock Exchange, Security Exchange, OTC Exchange, any other recognized stock exchanges with trading privileges and to act as brokers and dealers for shares, securities, stocks, financial instruments, bonds, debentures, foreign exchanges and render consultancy services to their clientele whether in India and in abroad for investment in shares, debentures, bonds and all kinds of securities and to act as underwriters, issue managers, LeadManagers, Co-Managers, Portfolio Managers for all public issues including euro – issues or otherwise.
5. <sup>4</sup>[To carry on the business as full-fledged money changers subject to the rules and regulations prescribed in this behalf by the Reserve Bank of India, from time to time.
6. To carry on the business of sub-agency of Money Transfer Companies, to solicit and procure Insurance Business, such as Life, General and Health Insurance as a Corporate Agent /Sub Agent.]

(B) THE OBJECTS INCIDENTAL AND ACNILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS SPECIFIED IN CLAUSE (a) HEREOF ARE:

1. To establish and maintain agencies, distributors, dealers at any places in India or other parts of the world, for the conduct of the business of the Company, for the purchase, and sale of any goods, merchandise, materials, articles, and things required for or dealt in or manufactured by or at the disposal of the company. For carrying on any of the main objects of the Company and to carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above main objects or considered directly to enhance the value of or render profitable any of the company's property or rights.
2. To establish, appoint, regulate and discontinue contractors, managers, broker's canvassers, agents, representatives, distributors, retailers and other persons in all such places anywhere in the world as the Company may from time to time determine for carrying out all or any of the company's objects and to act as agents and to establish and maintain offices, agencies, branches in any part of India or elsewhere from time to time for the purpose of the company and to discharge and discontinue the same.
3. To purchase or by any other means acquire, any freehold, lease hold, or other property, land or any estate or interest whatsoever, and any rights, privileges or easements over or in respect of any property, lands and any buildings, offices, factories, mills, works, roads, railways, tramways, machinery, engines, rolling stocks, barges, vessels or things and any real or personal property or rights whatsoever which can be conveniently used with, or may enhance the value of any property of the Company and to let, or give on lease, rent, or hire, any of the above as may be considered expedient, and to sell, improve, manage, develop, exchange and enfranchise, lease out, mortgage, dispose off, turn to account and otherwise deal with the whole or any part of the undertaking,

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<sup>4</sup> Inserted clause 5 and 6 by special resolution passed through Postal Ballot on September 17, 2023.

business, or property or sites of the Company either together or in any portion and for such consideration as the Company may deem fit and to pay, or receive from any person or company and generally to specify any obligation of the Company by cash payment or by the issue, allotment debentures, debenture stock or other securities of the Company, or any other company including payment of preliminary expenses.

4. To apply for registration, purchase or by any other acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, bravest, divention, licenses, trademarks, design protections, concessions etc. which may appear likely to be advantageous or useful to the Company to use and turn to account and to manufacture under or grant license or privileges in respect of the same and to expend money in experimenting upon and testing and in improving and seeking to improve any patents, inventions, or rights, which the Company acquire or proposes to acquire.
5. To enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint ventures, reciprocal concessions or otherwise, either in part, or whole, with any person or company, or companies, foreign or otherwise, carrying on or engaged in, or about to carry on or engage in any business or transaction capable of being conducted so as to directly or indirectly to benefit this Company.
6. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the business which this company is authorized to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such persons, firm or company or to acquire an interest in, amalgamate, for sharing profit or for co-operation, or for limited competition, or for mutual assistance with any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid, or property acquired, shares, debentures stock, or securities that may be agreed upon and to hold, retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
7. To subscribe for, take, purchase, or otherwise, acquire and hold or other interest in or securities of any other company, having objects altogether or in part similar to those of this company of carrying on any business capable of being carried on so as to directly or indirectly to benefit this company.
8. To promote any affiliation or other company, or companies, for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this company, or of undertaking any business or operation, which may appear to benefit or assist this company or to enhance the value of the property of business of this company and to place or guarantee the placing of underwrite subscribe for or otherwise acquire all or any part of the shares or securities of any such companies as aforesaid.
9. To be interested in to promote and undertake the formation and establishment of such institutions, business, companies (industrial, agricultural, trading, manufacturing or otherwise) as may be considered to be conducive to the profit and interest of the company, and to carry on any other business (industrial, agricultural, trading, manufacturing, or otherwise) which may seem to the company capable of being conveniently craned on in connection with any of these objects of otherwise calculated directly or indirectly to render any of the company's property or rights for time being

profitable, and also to acquire, promote, aid, foster, subsidize or acquire interests in any undertaking in any country or countries whatsoever.

10. To make advances of such sum or sums of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores or any other property, articles, things etc. required for purposes of the company upon such items with or without security as the Company may be deemed expedient and to insure all or any of the properties, godowns, stocks (in godowns or in transit) and machinery with any insurance company or companies against all kind of risk to the company.
11. To borrow, or raise money for the purpose of financing the business or trade of the Company including receiving money on deposits or loans, in such manner and on such terms as the company may think fit, and to incur debts for the conduct of any business of company, and to open accounts with any individual, firm or company or with any Bank or Bankers or shroffs and to pay into and to withdraw money from such accounts, including creation of overdrafts, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and in particular by the issue of debentures, debenture stock (Perpetual or otherwise) provided that the company shall not do the business of banking as defined in the Banking Regulation Act, 1949.
12. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrant, debentures, and other negotiable transferable instruments but not to do the business of banking as defined in the banking Regulation Act, 1949.
13. To apply for, promote, obtain any act of Parliament, provisional order or license of the Government or other authority for enabling the Company to carry out any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interest or securities.
14. To enter into any agreements with any Government or Authorities (Supreme, Municipal, local or otherwise) or any companies, firm or persons that may seem conducive to the attainment of the company's main objects or any of them and to obtain from any such Government, authority, company, firm, or persons, any charter contracts, decrees, rights, privileges and concessions, which the company may think desirable and to carry out, exercise and comply with any such barter, and to apply for, tender, purchase or otherwise acquire contracts, sub-contracts, and concessions, for all or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same and to sublet all or any of them (contracts, sub-contract, orders etc.) from time to time and upon such terms and conditions as may be thought expedient.
15. To employ or otherwise acquire consultants, technical experts, engineers, technicians, scientists, mechanics, foremen, specialists, in any field or activity, skilled and unskilled labour for any of the purpose or business of the company, or to investigate and examine into conditions, prospects, value, character and circumstances of any business concerns

and undertaking and generally of any assets, property or rights and to remunerate them suitably.

16. To establish, provide, maintain and conduct or otherwise subsidise research and development laboratories and experimental workshop for scientific and technical researchers, experiment and tests of all kinds, to acquire all the necessary scientific and other equipment for the purpose, to promote studies and researches and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarship, prizes, grants or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments the company is authorized to carry on.
17. To establish and maintain agencies, at any place in India or other parts of the world for the conduct of the business of the Company or for the purchase and sale of any goods, merchandise materials, articles and things required for or dealt in or manufactured by or at the disposal of the company.
18. To develop, repair, improve, extend, maintain, manage, charge, exchange, self, assign, transfer, dispose off, turn to account, or otherwise deal with the whole or any part of the company's property and assets.
19. To train or to pay for the training in India or abroad of any apprentices, technical or professional hand, skilled or unskilled labour or any other persons either in the present or likely to be in the employment of or engaged or likely to be engaged in rendering any services to the company in its day-to-day working, knowledge, management, administration, including research, either in the field or in the laboratories.
20. To support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company carries on business, to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable and to any persons who are or have been director of or who have been employed, by or who are employed by or who serving or have served the Company and to the wives, children and other relatives and dependents of such persons, to make payments towards insurance and to set up, establish, support and maintain, superannuation schemes, provided and other funds (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependents and to give any officers, servants or employees of the company any shares of interest in the profits of the company's business or any branches thereof and whether carried on by means of or through the agency of any subsidiary company or not, and for that purpose to enter into such arrangements as the Company may think fit, and to construct and develop residential and/or industrial colonies for the general advancement of members, employees or other persons.
21. To adopt such means of making known the products of the Company as may seem expedient and in particular to advertise and publicize and promote the sale of any goods, articles or things produced, manufactured, trade and dealt with in any manner by the company including advertising in the Press, Radio, Theatre, Television Films, Slides, Posting or Bills, the issue of Publications, issue of Circular Pamphlets, price lists, leaflets, catalogues, brochures or by the circulation of Mementos, gifts, and other articles, by

purchase and exhibiting works of art of interest and by granting prizes, rewards, donations, subscriptions and contributions.

22. To procure the incorporation, registration, or other recognition of the company in any country, state or place and to establish and regulate agencies for the purpose of the company's business and to apply, to join in applying to the Parliament, Local Government, Municipal or other authority or body for any acts of Parliament, laws decrees, concessions, orders, rights or privileges that may seem conducive to company's main objects, or any of them and to oppose any proceeding or applications which may seem calculated directly or indirectly to prejudice the company's interest and to pay all expenses.
23. To create and operate any Depreciation Fund, Development Rebate fund, Reserve Fund, Sinking Fund, Investment Allowance Fund, Insurance Fund, or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any property of the Company, or protecting the rights of the Company, or for any other purpose conducive to the interest of Company.
24. Subject to the provisions of the Companies Act, to indemnify members, officers, directors, employees of the company or persons otherwise concerned with the Company against proceedings, costs, damages, claims and demands in respect of any damages or losses or misfortune whatever which may happen in the execution of the duties of their office, freedom of contract and or in relation thereto.
25. To open account or accounts with any individual firm or Company or with any bank or banks and to pay into and to withdraw moneys from such account or accounts.

**[C] OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN (A) ABOVE ARE:**

1. To manage investment pools, issue of shares, stocks, securities, bonds and other negotiable instruments, and securities and to carry on business of commission agents, representatives, factors, forex dealers, advisors, consultants, representatives, middleman for real estate, importers and exporters and to render services for private placements and firm allotments of shares in debentures of India companies.
2. To carry on business as buyers, sellers, importers, exporters, traders and deal in all kinds of consumer products, industrial products, computer software and hardware, computer spares and all kinds of electronic items.
3. To organize, establish, promote, purchase or otherwise acquire, own and run agricultural vegetable farms, mango gardens, floriculture, fruits orchards, flower gardens, seed farms, plantations and to export, trade and deal in their products and generally to carry on the business of land owners, farmers, and agriculturists and to carry on the business as developers of lands, commercial complexes, real estate, housing colonies, and residential apartments.
4. To establish, promote, develop, aid, buy, sell, import, export and deal in poultry farms, poultry breeding, broilers, production center, commercial chicks, hatcheries and any other activity related thereto.

5. To promote, develop and carry on Aqua farming culture, hatchery, breeding and to buy, sell, export, import and deal in aqua produce and all kinds of seal foods and frozen foods.
6. To run, carry on and maintain dairy farming, sheep rearing and to carry/run milk procuring centers, milk chilling centers and to process, make, buy, sell, export and to deal in all dairy products.
7. To carry on, maintain, lease and run cold storage plant for storing all kinds of materials, including food stuffs and perishable products including vegetables.

IV. The liability of the member of the company is limited

- V. (a) <sup>5</sup>[The authorized share capital of the Company is Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each with power for the Company to consolidate, convert, sub-divide, reduce or increase the capital and to issue any new shares with any preferential or special rights and conditions attached thereto subject to the provisions of the Companies Act, 2013.]

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<sup>5</sup> The Authorised share capital was increased from Rs.50 lakhs to Rs.1 crore vide resolution passed by the members at their Extra-Ordinary General Meeting held on 10<sup>th</sup> November 1998. The Authorized capital was increased from Rs.1 crore to Rs.10 crores vide resolution passed by the members at their Extra ordinary General meeting held on 25<sup>th</sup> September, 2013 and reclassified into 80 lakhs equity shares of Rs.10 each and 20,000 preference shares of Rs.1000/- each vide resolution passed by the members at the Extraordinary General Meeting held on 28<sup>th</sup> October 2013. The Authorized capital was raised from Rs.10 crores to Rs.20 crores vide resolution passed by the members at the 17<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2014. The authorized share capital of the company was reclassified by consolidating 1,50,00,000 equity shares of face value of Rs. 10/- each and 50,000 preference shares of Rs.1000 each into 20,000,000 Equity Shares of face value of Rs.10 each vide ordinary resolution passed by the members at the Extra-Ordinary General Meeting held on 04<sup>th</sup> April 2015. At the Extra-Ordinary meeting held on 18<sup>th</sup> May 2015 the Authorised capital of the company increased from Rs.20 Crore to Rs.30 Crore. The Authorised capital of the company was increased from Rs.30 Crore to Rs.40 Crore at the Extra-Ordinary meeting held on 14<sup>th</sup> July 2016. The Authorized capital was increased from Rs.40 crores to Rs.45 crores vide resolution passed by the members at their 20<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September 2017. The Authorised capital of the Company was increased from Rs.45 crores to Rs.60 crores at its Extraordinary General Meeting held on 23<sup>rd</sup> February, 2019. The Authorised capital of the Company was increased from Rs.60 crores to Rs.75 crores vide resolution passed by the members at their 23<sup>rd</sup> Annual General Meeting held on 26<sup>th</sup> November, 2020. The Authorised capital of the Company was increased from Rs.75 Crores to Rs.115 Crores vide resolution passed by the members at their 24<sup>th</sup> Annual General Meeting held on 31<sup>st</sup> August, 2021. The Authorised capital of the Company was increased from Rs.115 Crores to Rs.175 Crores vide resolution passed by the members at the Extra-Ordinary General Meeting held on 23<sup>rd</sup> June 2022. The Authorised capital of the Company was increased from Rs.175 Crore to Rs.250 Crore vide resolution passed by the members at the Extra-Ordinary General Meeting held on 09<sup>th</sup> December 2022. **The Authorised capital of the Company was increased from Rs.250 Crore to Rs.500 Crore vide resolutions passed by the members at the Extra-Ordinary General Meeting held on 07<sup>th</sup> March 2025.**

(b) The share capital of the company (whether original, increased or reduced) may be sub-divided, consolidated or divided into such classes of shares as may be allowed under the law for the time being relating to Companies Act with such privileges of rights as may be attached and to hold upon terms as may be prescribed by the regulations of the company.

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

Sl. No.	Signature, name Addresses, descriptions & occupations of subscribers	Number of Equity shares taken by each subscriber	Signature, Names, Address description & occupation of witness
1.	Sd/- K. Varalakshmi W/o K. Sathyanarayana 24, Pearl Apartments Shyamlal Building, Begumpet Hyderabad - 16  Business Age 34 yrs	900 (Nine Hundred only)	Sd/- BNB. Subrahmanyam S/s. Satti Raju C/o P.S.N. Ravi Shanker & Associates Chartered Accountants , B' Block Kushal Towers Flat No: 205 Khairatabad Hyderabad - 4
2.	Sd/- G. Rama Murthy S/o. Late China Lingaiah 3-312, Divya Sakti Apartments, Ameerpet, Hyderabad - 500016  Business Age 60 yrs	900 (Nine Hundred only)	
3.	Sd/- B. Ashwini Kumar S/o. B. Durga Prasad Rao, Flat No. 402, Arihant Apartments, Near Pandu Ranga Temple, Beach Road Vizag  Business Age 23 yrs	700 (Seven Hundred only)	
4.	Sd/- K.V. Reddy Panthulu S/o. K. Pragada Raju, 8.3.169/112B, Siddarth Nagar Hyderabad - 500038  Business Age 62 yrs	900 (Nine Hundred only)	

Place: Hyderabad  
Date: 20-03-1997

Sl. No.	Signature, name Addresses, descriptions & occupations of subscribers	Number of Equity shares taken by each subscriber	Signature, Names, Address description & occupation of witness
5.	Sd/- A. Bramaramba W/o A. Babu Rao Flat No. 102 Gouri Shanker Apartments, Ramnagar, Hyderabad - 48 Business Age 26 yrs	600 (Six Hundred only)	Sd/- BNB. Subrahmanyam S/s. Satti Raju C/o P.S.N. Ravi Shanker & Associates Chartered Accountants ' B' Block Kushal Towers Flat No: 205 Khairatabad Hyderabad - 4
6.	Sd/- Rajanikanth G. S. S/o. G. Ramamurthy 3-312, Divya Sakti Apartments, Ameerpet, Hyderabad - 500016 Business Age 27 yrs	700 (Seven Hundred only)	
7.	Sd/- K. Pragada Raju S/o. K. V. Reddy Patulu, 8.3.169/112 B, Siddarthnagar, Hyderabad - 500038 Business Age 23 yrs	700 (Seven Hundred only)	

Place: Hyderabad  
Date: 20-03-1997

TOTAL  
NUMBER OF  
EQUITY SHARES  
TAKEN

5400  
(FIVE THOUSAND  
FOUR HUNDRED ONLY)