THE COMPANIES ACT, 2013

MEMORANDUM OF ASSOCIATION

COMPANY LIMITED BY SHARES OF

KAY CEE ENERGY & INFRA LIMITED

I. The name of the company is "**KAY CEE ENERGY & INFRA LIMITED**"

II. The Registered Office of the Company will be situated in the state of Rajasthan.

III.

(a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

To trade, supply, repair, install, lease, exchange, alter, improve, produce, establish, maintain, carry on, manufacture, erection, commissioning, buy, sell, agent, import, exporter, general electric power supply, or otherwise deal in, and operate of all type of electrical engineering & electronic goods electrical and all type of contractorship & other related business, electricians, contractors, atomic power, energy, all types and kinds of lamps and bulbs and their components and parts, light and other accessories fittings, all kind of machinery, plant, equipments required for the manufacture of all kind of lamps and bulbs, electronic motor, electrical appliances, cables, fans, power generation, all kind of infrastructure projects, fittings, electronic display systems, dealers of electronic equipment and components of all kinds and description including plastic required for the aforesaid business and all ancillary services and for these purposes.

(b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (a) ABOVE ARE:

1. The Board may, buy, take over, merge, amalgamate the present business, wholly / partially, of any other company, firm, proprietor ship concern or any other undertaking, by whatever name called) subject to compliances of various provisions of the Act, Rules Regulations applicable for the time being in force.

2. To undertake the business as general traders and merchants, and buy, sell, export, import, deal in commodities, goods, things, contracts of all types, to deal in any commodity market, commodity exchange, open/close demat account, buy / sell / hold/ pledge / securities either listed or un listed on stock exchanges in India or outside India, spot exchange, for itself or for others, transaction in the nature of hedging, spot trading, forward commodity contracts, rate swaps, commodity future/swaps, commodity options, futures and options and in derivatives of all the commodities, whether for the purpose of trading, investment, hedging, arbitrage, or any

For Kay Cee Energy & Infra Limited
Lokesh Jain
Director

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Shalini Jain
Director

other purpose, whether in India or abroad and to undertake the activity of warehousing and processing as may be required for the aforesaid purpose(s).

3. To invest, acquire, subscribe, purchase, hold, sell, divest or otherwise deal in securities, financial instruments, financial products, shares, scrips, stocks, equity/index linked securities, units, bonds, commercial papers, acknowledgements, deposits, notes, obligations, warrants, government securities, loans, loan certificates, all kinds of derivatives including interest derivatives, futures, forwards, options, calls, swaps, rights or interest in securities, foreign currencies, carbon credits, financial securities and any other securities issued by any entity whether for the purpose of hedging, arbitrage, or for any other purpose.

4. To the undertake and carry on all or any of the trades and business of shippers, ship owners, ship brokers, shipping agent, dry-dock operators, marine consultant, average agents, marine surveyors, assessors, claim settling agents, general marine contractor and marine representatives, removers, packers transport cartage and agents, cargo agents, superintendents, punch operators, job masters, mukadums, charters, flying repair teams and recruiting agents, insurance brokers, underwriters, ship managers, tug owners, loading brokers, lighter contractors, carriers by water, transport, haulage and general contractors, barge owners, lighten man, forwarding agent, dock owners, engineers, ship store merchants, ship husband, stevedores, warehousemen, warfingers, salvors, ship builders, and ship repairs of all types, ship chandlers and generally to carry on the said business in all their branches and to carry on the business either as principal or agent or on commission or otherwise.

5. To establish companies and associations for the purpose of execution of undertaking works, projects or enterprises of any description, whether of a private or of public charter and to apply for and become members of any company, association, society or body corporate having any objects similar to or identical to those of the Company or likely to directly or indirectly, promote the interest of the Company.

6. To guarantee the payment of money secured by or any in respect of bonds, debentures, stocks, contracts, commissions, mortgages, charges, obligations, and other securities of any company or of any authority, supreme municipal local or otherwise or any person whomsoever whether incorporated or not.

7. To receive loan or otherwise and to place money on deposit, loan or otherwise from or with any person, firm or body corporate upon such terms as the Company may approve subject to section 58-A of the Companies Act, 1956 and the rules formed thereunder and the Reserve Bank of India directives.

8. To encourage, promote and reward studies, research, investigation of any kind and to conduct schools training centers, examination, lecture, symposiums and debates that may be considered likely to assist any of the business which the Company isauthorized to carry out.

For Kay Cee Energy & Infra Limited

Lokesh Jain

Director

For Kay Cee Energy & Infra Limited

Shalini Jain

Director

9. To select the right administrative and technical personnel and to advise and seek advice on all problems arising out of employment and non- employment or increasingthe efficiency of labour, productivity, and an economy in labour cost.

10. To manage or help in managing any new project and /or existing project of any company, corporation, body corporate etc. in which the company has interest and to advise any company, corporation, 'body corporate industry, firm, association or any person with regard to its or their financial and /or industrial and /or economic planning and /or working including capital structures, sources of long terms finance, source of short term capital etc.

11. To give or procure service of expert engineers for plant maintenance, repairs, alteration and addition to plant including the service of Engineering Department for Business offers entered.

12. To enter into and/or procure any arrangements with person, firm or company in/or outside India for obtaining or supply of technical know-how and or technical services within India or outside India including the benefits of technical research, training of technical personnel aboard, selection and purchase of plant and machinery and negotiating the terms for payment and specification for the plant and layout of the plant and all other services.

13. To let on lease or hire purchase system land or otherwise dispose off any property belonging to the Company.

14. To sell, mortgage, exchange, lease, grant licenses, casements and other rights improve manage, develop and turn to account and in any other manner deal with or dispose off the undertaking, investment, property, assets, rights and effects of the Company or any part thereof for such consideration as may be through fit, including any stocks, shares or securities of any other company, whether partly or fully paid up.

15. To purchase or otherwise acquire and undertake the whole or any part of or any interest in the business, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any other company, corporation, partnership, body person or persons carrying on, or having ceased to carry on, any business which Company is authorized to carry on or posse ssing property suitable for purpose of the Company and, upon such terms and subject to such price or consideration (if any) in money, shares, money's worth of otherwise as may be deemed advisable.

16. To buy, import, parts, accessories and ship ancillaries such as engine tackles, gears, rudders, shafts, generators, electric motors, furniture and fixtures, sanitary items which may be required in connection with the repairs, maintenance and reconstruction of ships and ocean going vessels and dispose off the material not required by the Company for its use and to build motor launches, barges, tugs, trawlers, sailing, crafts, motor boats and other small vessels in conjunction therewith.

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17. To amalgamate, enter into partnership or into any agreement for sharing profits or losses, union of interest, co-operation, joint venture or reciprocal concession or subject to MRTP Act for limiting competition with any person or company carry on or engage in or which Company is authorized to carry on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to give or accept by way of consideration for any of the acts for things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

18. To enter into any agreement with the Government or authorities, municipal, local or otherwise, that may seem conducive to the Company's object or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think desirable to obtain and to carry out execute and comply with any such agreements and the terms and conditions upon which any suchrights, privileges and concessions have been obtained.

19. To apply for and promote any Act of any legislature or order or other legislative or legal sanctions either in India or anywhere else in the world and to take all necessary and proper steps in parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interest and to carry on any negotiation or operations for enabling the Company to carry any of the objects into effect and for effecting any modification of the Company's constitution or for any purpose deemed beneficial to the Company or likely to, directly or indirectly , promote the interests of the Company or its member and to oppose any steps taken by any authority, company, firm, or persons which may be considered likely to direct or indirectly, prejudice the interests of the Company or its member.

20. To apply, purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevetted invention, trademarks, designs, formulae, copyrights, licenses, concessions and the like conferring any exclusive or non- exclusive or limited right to their use or any secret or other information as to any invention which may seem capable being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, right or information so acquired, and to expend money in experimenting upon inventions or rights.

21. To sell any patents, right or privileges belonging to the Company or which may be acquired by it or any interest in the same and to let or allow to be used or otherwise deal with any inventions, patents and privileges in which the Company may be interested.

22. Subject to the provisions of section 293 (a) of the Companies Act, 1956 to make donations to any person, company or association and to subscribe or guarantee money for any national, international, charitable, benevolent, educational, public objects, activity, exhibition or trade show, for any purpose whatsoever which may be or appear to be conducive directly or indirectly to the furtherance of the objects of theCompany or the interests of its members.

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23. To establish and support of aid in the establishment and support of associations, institutions, funds, trusts, private and public, vested, discretionary or of any other kind and convenience for the benefit of the employees or ex-employees, shareholders, ex- shareholders, directors, ex-directors, of the Company or their predecessors in business or of such persons and in particular other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or lump-sum and to make payments towards insurance and form and contribute to provident and benefit fund for such person.

24. To provide for the welfare of shareholders, ex-shareholders, directors and ex- directors and employees or ex-employees of the Company and their spouses widowers, and families or the dependents or connections of such persons by buildingor contributing to the building of houses, dwelling or chawls or by grant or money, pensions, allowances, bonuses or other payments or by creating and from time to time subscribing to provident and other funds or trusts and by providing or subscribing or contributing towards' places of recreation, hospitals, dispensaries and other attendance as the Company shall think fit and to subscribe, contribute or otherwise assist or grant money to charitable (whether private or public), discretionary (vested or specified), benevolent, religious, scientific, national or other institutions or projects which shall have any moral or other claim to support by the Company either by reasons or locality of operation orby virtue of general public utility orotherwise.

25. To refer, agree to refer any claims, demands, disputes or questions by or against the Company in which the Company is interested or concerned and whether between the Company and the members or their representative or between the Company and third parties, to arbitrate in India or at any place outside India and to observe and perform award made thereon necessary expedient to carry out or enforce the awards.

26. To payout of the funds of the Company expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

27. To pay all expenses of and incidental to or connected with the formation and registration of the Company and carrying any of its objectives into effect and to make all proper payments and allowances in relation thereto and adopt all act preliminary agreements in reference to the same.

28. To pay for any right or property acquired by the Company, to remunerate any person or company for services rendered or to be rendered in placing of or assisting to place or guaranteeing the placing of shares in the Company's capital or any debentures stock, or other securities of the Company, or in or about the formation or promotion of the Company or acquisition of the property by the Company or the conduct of its business or otherwise for any

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of the purpose of the Company, whether by cash payments or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

29. To carry on business as wharftingers, ships, barge and boat proprietors, tug proprietors, warehouse owners, safe depository proprietors, storage contractors, warehouse men, light house stevedores, dock and wharf owners, carriers, carting contractors and agents, packers, railways, shipping, clearing and/or forwarding agents, insurance agents, coach and lorry proprietors, garage proprietors, general store keepers and auctioneers.

30. To draw, make, accept, endorse, discount and issue bills of exchange, promissory notes, bills of landing, warrants, debentures, and other negotiable or transferable instruments or securities.

31. To sell, Improve, manage, develop, exchange, lease, mortgage, dispose, deal with all or any part of the property and right of the Company for the time being.

32. To vest any movable or immovable property rights or interest acquired or belonging toCompany in any person or company and with or without any declared trusts in favour of the Company.

33. Subject to the provisions of the Companies Act, 1956, to distribute among the members either in specie and property or the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.

34. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify any part or portion thereof either on mutual principle or otherwise.

35. To carry out in any part of the world all or any part of the Company's objectives as principals, agent, factor, trustees, contractors or otherwise and by or through trustees or agents or otherwise and either alone or in conjunction with any other person, firm association, corporate body, municipality, province, state, body politic or Governmentor colony dependent thereof.

36. To establish branches or agencies, whether by means of local boards or otherwise, anywhere in India or elsewhere at any place or places throughout the world of the purpose of enabling the Company to carry on its business more efficiently and to discontinue and reconstitute any such branches or agencies,

37. To procure other recognition of the Company in any foreign state or place; and to make all, deposits of money or securities and do all things necessary for compliance with the laws or regulations of India or of any foreign, colonial, municipal or other Government in places where the Company may be desirous of transacting its business.

38. To do all and everything necessary suitable or proper for the accomplishment of any of the purpose or the attainment of any of the objectives or the furtherance of any of the power. Hereinbefore set forth, either alone or any association with other corporate bodies, firms, incidental or appurtenant to or growing out of or connected with the aforesaid business or

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power or any parts thereof, provided the same be not inconsistent with the laws of the Union of the India.

39. To carry on business of logistics by providing information technology enabled services and software development enable services to customers including, but not restricted to Data Communication services to be made available seven days a week and twenty four hours a day; data capture and database management services and electronic data processing services; to provide and / or disseminate whether by way of inbound or outbound internet / telephone calls and / or electronic messages or otherwise, client information, sales support, customer, services, technical support, complaint recording, handling credit and billing problems, advertising responses, telemarketing, order taking, tele-research, debt collection and other similar services, software development, software consultancy.

40. To carry on the business as agents, distributors, merchants, importers, exporters, traders, contractors, warehousemen and to establish, maintain, operate and / or run agency lines in goods, stores, consumable items, durable merchandise, chattels and effects of every kind and description in any place in the world and without limiting the generality of the above, to carry on business a s Selling Agents, buying Agents, Factors, Mukadams, Carriers, Jath Merchants, landing Clearing and Forwarding Agents, Commission Agents, Distributors and Stockiest, Broker and/or in any other capacity.

41. To carry on the business of clearing and forwarding agents, courier and cargo holders, handling and haulage contractors, warehousemen, common carriers by land, rail, water and air, container agent, to handle goods and passengers within the country and outside and to carry on the business of the tour and travel operators and to act as customs agents, landing agents, stevedores and longshoremen.

42. To construct, execute, carry out, equip, improve, alter, develop, decorate, maintain, furnish, administer, manage, or control public and private work and convenience all kinds including roadways, roads, bridges, tramways, docks, harbours, piec wharves, canals, reservoirs, embankments, tanks, aqueducts, marine works power house, irrigations, reclamations, improvement, sewages, drainage, sanitary water, waste, gas, electric lights, telephonic and power supply work hotel warehouse markets, bazaars, places of amusement, pleasure grounds, park gardens, swimming pool, water sewage, water-proofing, effluent treatment plants shops, offices, flats, houses, furnaces, crushing works hydraulic works, tanneries, factories, mills, industrial structures and all other works of convenience or other public or private utilities.

43. To produce , manufacture, refine, treat, process, prepare, import, export, purchase, sell and generally deal in all kinds of tiles, ceramic ware, glass and glass insulators, asphalt, asbestos and asbestos product, cement and cement products, gypsum, building materials, plastic ware, polymerits, polmerits, vinyl, vinyl asbestos and solid vinyl ware adhesive, vinyl cover base, fiber bricks, cement, terracotta, blockline, limestone, fiber glass ware, refractories, hospital ware including the particular but not limiting the generality of the forging, wall tiles, roofing tiles,

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tiles, plastic and other synthetic tiles, earthware tiles, vitreous, sintered mosaic tiles, clinker tiles, refactory tiles, paving tiles, gresticles, sanitary ware, crockery, pottery, tableware, decorative ware, gardenware, earthware, pressedware, procelainware, bathroom accessories, and to provide, equip and maintain plants, laboratories, test houses, factories and all other appliances and conveniences required for the manufacture, examination, storage, sale and purchase of product and to manufacture, refine, treat, cure or subject to nay process, preparation, import, export, purchase, sell treat and generallydeal in any other products which may come out as by-products or which may be essential for fitting or fixing the above products of fittings for any of the above products or in any way be similar to the products.

44. To purchase or otherwise acquire lands, houses, buildings, sheds, and other fixtures and let them on lease, rent, contract or any agreement or arrangement as may be deemed fit and to acquire, improve, manage, develop all right in real estate and sale,dispose of, turn to account and otherwise deal with property of all kinds and to carry on trade or business of dealing in agent for lands, building factories, houses, flats and other residential and commercial and industrial plots and properties.

45. To carry on business builders, civil contractors, engineers, designers, ownership flat sellers, building experts, advisers, dealers in stones, cement, sand, iron and other building material, paints, varnishes of all types as may be required for the purpose of business as real agents and also to act as consultant on all matters of architecture, structural, engineering, electrical engineering, interior designing and graphic and prepare complete schemes, drawings, plans, estimates, including layouts of building, township and other civil work of whatsoever nature.

46. To carry on the business, research as manufacturers or any dealers in and importers and exporters of all kinds of basic drugs, drug intermediates, any chemicals heavy or fine, organic, inorganic, agrochemicals, aromatic, chemicals, dyes, intermediates, pharmaceuticals, medicinal, herbal, bacteriological, biological, chemicals and all allied chemicals and products thereof. To carry on the business of distributors, selling agents, manufacturers, representative, commission agents, canvassers general brokers and to acquire formulae recipes and full information as to the process of manufacture and deal in pharmaceuticals and medical preparation of all kinds and descriptions and to enter into agreements and contracts upon such terms and conditions as it may deem fit and carry on the same into effect.

47. To carry on the business of manufactures and producers and dealers in and importers and exporters of flats, fertilizers dip, spray, disinfectants, manufacturers, vermifuges, fungicides insecticides, pesticide and remedies of all kinds for agricultural, fruit growing or other purpose as remedies for humans and animals andwhether produced from vegetables or animals matters or by any chemical process.

48. To carry on and undertake as its principal business the business of finance and trading, hire purchase, leasing, business services, business development services and to finance lease operation of all kinds, purchasing, selling, hiring or letting or hire all kinds of plant and machinery and office equipment and computers that the Company may think fit and to assist in

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subsiding or financing the sale and maintenance of any goods, articles or commodities of all and every kind of description upon any terms whatsoever and to purchase or otherwise deal in all forms all immovable and movable property including lands and buildings, plant and machinery, office equipment, ship, aircraft, automobile, computers, and all consumer commercial and industrial items to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless or whether the property purchased and leased be new or used and form India or from any part of the world to provide leasing advisory counseling services and business development services to other entities and or from leasing arm of other entities,

49. To carry on the investment business and to acquire any shares, stocks, debentures, debenture-stock, bonds, notes, obligation or securities by original subscriptions, contracts, tenders, purchase, exchanges, undertakings, participation in syndicates or otherwise and whether or not fully paid, and to subscribe for the same subject to such items and conditions (if any) as may be thought fit.

50. To buy, sell, manufacture and deal in mineral, plant, machinery, implements, conveniences, provisions and things capable of being used in connection with metallurgical operations or required by workmen and other employed by the Company.

51. To carry on business as importers, exporters, buyers, sellers of and merchants and dealers in merchandise goods, materials and machinery of all kinds, spare parts accessories and equipments.

52. To act as stockists, distributors, commission agents, manufacturers, representatives or agents, selling, and purchase agents, distributors, brokers, trustees, attorneys and managers, administrators, registrars and transfer agent for any other company, firm, corporation, person orentity.

53. To buy, sell, import, export, manufacture, fabricate, repair, convert, alter, let, on hire and deal in plant, machinery, implements, tools, instruments, accessories and equipment of whatsoever description and material and rolling stock, locomotives, wagons carriages, boilers, turbines, engines, balls and roller bearings, telephone apparatus, dynamos, motors, lamp, batteries, pumps, accumulators, transformers, compressors, cylinders, laboratory, equipment and other apparatus and other metals goods and generally as machinists, refiners, spinners, turners, polishers, metalworkers, decasters and sinkers, oxydiers, bhonsers, laquerers, annealers, galvanishers, japanners, planters and painters.

54. To carry on the business of architects, designers, draughtsman, surveyors, valuers, consultants, experts in consultancy services, consulting engineers, mechanical engineers, marine engineers, electrical engineers, oil/fuel engineers, mining and metallurgical engineers, and engineering of every type and description including the business of builders and contractors.

55. To carry on in all respective branches or any of the business and builders, masonary and general construction contractors, and among other things to construct, execute, carry out, equip,

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improve, work and otherwise, roadways, docks harbours reclamations, sewage, drainage and other sanitary works, water, gas, electric and supply works, houses, buildings and erections of every kind and to carry on the business of an electric supply company in connection therewith or naturally incidentalthereto.

56. To carry on the business as manufacturers and/or dealers and workers in timber, hardware, steel, iron, metal, terracotta, cement of any kind, limebricks, marble tiles, pipes sanitary and house hold fittings, plants materials (including packing materials) and requisites and fitting and furniture of every description.

57. To carry on the business of manufacturing, acquiring, selling, distributing or otherwisedealing in plastics, plasticides, P.V.C, resins, articles treated by resins or rein resolutions, cellulose and celluloid substance, synthetic products and substances and their products and compounds or any description and kind.

58. To establish, provide, maintain and conduct or otherwise subsidize research laboratories, experimental stations, workshops and libraries for scientific, industrial and technical research and experiments to undertake and carry on scientific, industrial, economic and technical research, surveys, investigations and inventions both scientific and technical by providing, subsidizing, endowing or assisting laboratories, colleges, universities, workshops, libraries, and by holding lectures, meetings, exhibitions, and conferences any by providing for the remuneration to scientific and technical professors or teachers any by award of scholarships, grants and prizes to students, research workers and investors or otherwise and generally to encourage, promote and reward studies, investigations, experiments, tests and investigations of any kind that may be a consideration which the Company is carryingon or authorised to carry on.

IV. The liability of the members of 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. 13,00,00,000/- (Rupees Thirteen crores only) divided into 1,30,00,000 (One Crore and Thirty lakhs) Equity Shares of Rs. 10/- each."**

☒ **Note:** *The Authorized Share Capital of the Company has been increased from Rs. 11,00,00,000/- (Rupees Eleven crores only) divided into 1,10,00,000 (One Crore and Ten lakhs) Equity Shares of Rs. 10/- each to Rs. 13,00,00,000/- (Rupees Thirteen crores only) divided into 1,30,00,000 (One Crore Thirty lakhs) Equity Shares of Rs. 10/- each vide Shareholder's resolution passed on February 27, 2025.*

For Kay Cee Energy & Infra Limited
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Director

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