

Certified to be true  
For Afcons Infrastructure Limited



Gaurang Parekh  
Company Secretary

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**AFCONS INFRASTRUCTURE LIMITED**  
(Incorporated under the Companies Act, 1956)

- I. The name of the Company is **AFCONS INFRASTRUCTURE LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The Objects for which the Company is established are:

**\*(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To acquire and take over from the partnership firm of M/s. Rodio foundation Engineering Ltd. And Hazarat & Co., having its place of business at Band Box House, 2nd Floor, 254-D, Dr. Annie Besant Road, Worli, Bombay-400 025 as a running concern, the business of contractors and engineers now carried on in India and elsewhere by the said firm of M/s. Rodio Foundation Engineering Ltd., And Hazarat & Co., as from 1st July 1976 in accordance with the directions of the Government of India to the said firm as per letter of Reserve Bank of India, Bombay Ref. No. EC. CO. FCS. 807/278/ (Activity)-76 dated 29th March, 1976. And for the purpose to enter into the necessary agreement and to carry the same into effect.

\*Clause III (A) was amended vide Special Resolution passed by the Members through Postal Ballot on 17<sup>th</sup> March, 2024



2. To carry on the said business as a going concern and to develop and expand the said business.
3. To carry on in India and other parts of the world the business of securing and executing contracts or works relating to specialised foundations such as all types of pile foundations, exploratory borings, sub-surface investigations, drilling & groutings, tube-well constructions, lowering ground water tables, construction of diaphragm walls R.C.C. or otherwise, construction of tunnels, bridges, harbours, dry docks, sea walls, landings and or other types of marine structures, construction and execution of anchors prestressed or otherwise, soil and material testing, mining, dredging, underwater works of all types, drilling and blasting, micro piles, underpinning of structures, guniting, ground consolidation, sand piles, sand drains and civil & soil engineering consultancy services.
4. To carry on business as building contractors and undertake and carry out building construction works.
5. To carry on the business of ship-owners, ship brokers, shipping agents, ship managers, ship charterers, barge owners, dock owners, stevedores, warehousemen, wharfingers, salvors, marine consultants, crew recruitments, ship repairers, loading brokers, freight contractors, haulage and general contractors, marine engineers, surveyors or any other work connected with shipping business.
6. To carry on the business of manufacturers of and dealers in ropes, tarpaulins, Waterproofing, shipstores and allied products.
7. To manufacture, deal in, hire, store and warehouse, all engines, nautical instruments, rigging machinery, implements, utensils, appliances used in the shipping industry.
8. To carry on and undertake the business, profession and/or vocation in India and/or abroad for activities such as architects, designers, builders, surveyors, decorators, valuers, town planners, advisers, engineers, construction engineers, consulting engineers, civil engineers, mechanical engineers, marine engineers, mining engineers, and engineering activities of every type and description including turnkey projects.



9. To carry on in India or elsewhere the business of Construction of offshore platforms and related structures, laying the related pipelines onshore and offshore, including for oil, gas, petroleum products and to provide all allied services and facilities.
10. To acquire, build, construct, reconstruct and operate docks, wharf, piers, Shipyard, offshore fabrication yard and other allied works and facilities.

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

1. To export engineering and construction and consultancy services to other countries particularly by taking up contract works of all or any categories described under (3) above in other countries or otherwise and with a view thereto to export machines, machineries, materials, engineering and other personnel and other things and services to other countries as may be deemed fit.
2. To export and import all machines, tools engineering services, skills etc., for construction or otherwise as may be deemed fit.
3. To undertake as engineers, architects or contractors either alone or jointly with any other company or person complete or partial designs, erections and construction of buildings and structures, and works of all description.
4. To enter into arrangements and/or procure any arrangements with any person, firms or companies within or outside India for supplying, providing, rendering, improving, imparting, maintaining, operating, obtaining, advising, assisting, making available technical know-how and/or technical services facilities, conveniences, data, techniques, expertise, knowledge, installation/erection, technology, research, and development techniques, patents, inventions models, design, secret formula for process or similar property right or information concerning industrial commercial or scientific knowledge, skill, experience or services for all or any of the above referred objects.

\* Clause III (B) was amended vide Special Resolution passed by the Members through Postal Ballot on 17<sup>th</sup> March, 2024.



5. To establish workshop/workshops, Laboratories for the business of the Company for manufacture fabrication and machining and other mechanical, electrical or other work required for manufacture of the plant, machinery, spares, tools etc., required for the Company's operations or otherwise in Bombay and/or other places in India and or abroad and to take up and carry on any other activities incidental thereto.
6. To enter into partnership or joint venture with other person/persons, firms, companies or other associations or bodies, for operations or activities for the purposes of the Company or which may be conveniently carried on for the profitable operation of the Company.
7. To award contracts or sub-contracts or otherwise to other person/persons, firms, companies or other association of individuals or bodies in India or abroad, the contracts or works that may be entered into by the Company including appointing and consulting Engineers to undertake design and advisory services on such term or terms as may be deemed fit by the Company.
8. To acquire or undertake the whole or any part of the business, property, assets and liabilities of any person or firm or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
9. To acquire, apply for, purchase or otherwise acquire, protect and prolong and renew whether in India or elsewhere any patents, inventions, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may be calculated directly or indirectly to benefit the Company.
10. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar or dissimilar to those of this Company for carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.



11. To enter into any arrangements with any governments or authorities supreme, Municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
12. To promote or form any company or companies for the purpose of acquiring all or any part of the property rights and liabilities of the Company or undertaking any business or operations for any other purpose which may appear likely, directly or indirectly to assist or benefit the company or to acquire and undertake the whole or any part of the business, property and liabilities of other persons, firms or companies by paying or contributing towards the preliminary expenses thereof or providing the whole or part of the capital or by taking shares therein or by lending money.
13. To enter into contract with other individual person/persons, firms, companies, bodies corporate or other associations or persons or bodies for the purposes and operations and activities of the company and to enter into sub-contracts with others as may be deemed fit.
14. To acquire immovable properties by purchase, grant or lease license or otherwise including lands, plots, estates, or other immovable properties and factories either absolutely or conditionally, and either solely or jointly with others and to acquire works, privileges, rights and any tract or tracts of land in India or elsewhere and to expend such sums of money as may be deemed requisite for the said purposes.
15. To appoint engineers, contractors, managers, technicians, operators, artisans of every other class, workmen and other persons on such salaries, wages, terms and conditions as deemed fit for the activities and purposes of the company and to discharge and discontinue the same and also to engage specialised or expert engineers technicians, consultants, architects and other professional individuals, bodies or companies including those from abroad for the purposes and activities of the company and to fix their salaries, wages and other conditions of appointment and to discharge and discontinue the same as deemed fit and to send employees or other persons abroad for obtaining technical education or expert knowledge or other efficiency as may be deemed necessary for the purposes of the Company.



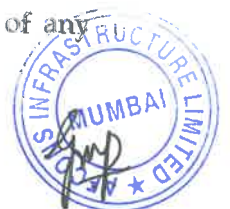
16. To borrow or raise or secure the payment of money, or to receive money on deposit from general public or employees at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures or debenture-stock perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received, or of any such debentures or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company, present or future, including its uncalled capital by special assignments, mortgages, charges, hypothecations, locating charges or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities, Company shall not carry out business as defined in the Banking Regulation Act, 1949.
17. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
18. To issue guarantees, counter-guarantees, indemnities in connection with the business of the Company.
19. To expend money on experimenting upon and testing and improving or securing any process or processes, patent or patents, or protecting any invention or inventions which the Company may acquire or propose to acquire or deal with.
20. To lend money to such persons and on such terms as may seem expedient and in particular to members of the staff, customers and others having dealings with the company and to guarantee the performance of contracts of engagements by any such persons.
21. To make advances of such sums of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores or any other property, articles and things required for the purposes of the Company upon such terms with or without security as the Company may deem expedient.



22. To expend money for purchase of plant, machinery, equipments, spares, tools and stores of all description, raw materials in various forms and other goods and material as required for the current and later needs of the Company as deemed fit.
23. To open account or accounts with any individual, firm or company or with any Bank or Banks or Bankers or shroffs and to pay into and to withdraw money from such account or accounts.
24. To remunerate any person, firm or company for services, rendered or to be rendered in placing or assisting to place or guaranteeing of any of the shares in the Company's capital or any debentures or debenture-stocks or other securities of the company or in or about the formation or promotion of the Company or the conduct of its business.
25. To make donations to such person or institutions, political parties and in such cases and either of cash or any other assets as may be thought directly or indirectly, conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any general public or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, for the benefit of the employees or ex-employees or of persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowance, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident or benefit funds, to or for such persons.
26. To grant scholarships or other educational assistance to trainees appointed by the Company or proposed to be appointed or otherwise to deserving students or scholars in engineering or other fields either as promoting the cause of engineering or other education alone or jointly with others.
27. To open branch offices or sub-offices at other places in India or abroad for carrying out the Company's activities as deemed fit.
28. To appoint agent/agents or representatives at other places in India or abroad for representing the Company or for its business and activities on such terms as may be deemed fit.



29. To act as agents in India or abroad for other persons, companies or bodies in India or abroad for purpose of carrying on activities which can conveniently or profitably be carried on with any of the activities or objectives of the Company.
30. To apply for, promote and obtain any charter, privilege, concession, licence, authorisation, from any Government or authorities Municipal, local or otherwise, provisional order or licence or any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company.
31. To enter into any arrangement for sharing of profits, union of interests, co-operation, reciprocal concession, lease, licence or otherwise or to amalgamate with any person, body corporate or company carrying on or engaged in, or about to carry on, or engage in, any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
32. To sell, transfer or otherwise in any other manner dispose of all or part of the properties, assets (tangible or intangible) and liabilities of the Company, undertaking of the Company, to demerge any undertaking, business or assets and liabilities of the Company and transfer, merge or amalgamate the same with any company or body corporate whether incorporated in India or outside India; to amalgamate or merge (including merger by absorption and merger by formation of a new company) with any other company or body corporate whether incorporated in India or outside India and in all cases to receive or pay such consideration as the Company may deemed fit and in particular for cash, shares, debentures, bonds, transfer or exchange of property, present or future, personal or real, reversion, rights or in any other shape or for such other securities of any other company whether or not having object altogether or in part similar to those of the Company.
33. To absorb by the way of amalgamation or merger with companies or body corporate whether incorporated in India or outside India or to enter in to any scheme of arrangement with other companies or body corporate whether incorporated in India or outside India and in all cases to receive or pay such consideration as the Company may deemed fit and in particular for cash, shares, debentures, bonds, transfer or exchange of property, present or future, personal or real, reversion, rights or in any other shape or for such other securities of any





other company whether or not having object altogether or in part similar to those of the Company.

34. To do all or any of the above things in any part of the world either as principals, agents, contractors, sub-contractors, trustees or otherwise and either alone or in conjunction with others and to allow any property to remain outstanding in such agents or trustees.
35. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
36. To apply for and obtain patents, trade marks, special rights, privileges for processes, equipments, etc., and to use the same either by ourselves or to give licence to others for use of the same.
37. To supply expertise or material or labour skilled or unskilled to other persons or parties for constructing or otherwise in any part of India or abroad.
38. To take or give on hire equipments, machinery, plant or the property for consideration, as required for the operations of the Company or as can be conveniently or profitably carried on by the Company.

IV. The liability of the members is limited.

- \* V. The Authorized Share Capital of the Company is ₹ 17,50,00,00,000/- (Rupees One thousand seven hundred fifty crores only) divided into 100,00,00,000 (One hundred crores) Equity Shares of ₹ 10/- (Rupees ten only) each and 75,00,00,000 (Seventy five crores) Preference Shares of ₹ 10/- (Rupees Ten only) each with the rights, privileges or conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the same and to divide the shares in several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being in force.

---

\* Clause V substituted for the existing clause vide Special Resolution passed through Postal Ballot process on 17<sup>th</sup> March, 2024.



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:

Name, Address, Description & Occupation of Subscribers	No. of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature, Name, Address Description and Occupation of the Witness.
<p><b>GEORGE KUCKELMANN</b> S/O. LEO KUCKELMANN BRIGHTON, NEPEAN SEA ROAD, BOMBAY ENGINEER</p>	<p><b>10</b> (TEN)</p>	<p>SD/-</p>	<p>SD/- <b>JOGESH CHANDRAMANI BHATT</b> S/O. CHANDRAMANI BHATT CHARTERED ACCOUNTANT SURYA MAHAL, B BHARUCHA MARG, FORT, BOMBAY - 400 023</p>
<p><b>ABHIMANYU H. DIVANJI</b> S/O. HEMENDRA RASIK VILLA, 15TH ROAD, KHAR, BOMBAY-400 052. ENGINEER</p>	<p><b>10</b> (TEN)</p>	<p>SD/-</p>	<p>SD/- <b>KIRIT AMUBHAI SODAGAR</b> S/O. AMUBHAI SODAGAR ENGINEER 30/36, OLD RAJENDER NAGAR, NEW DELHI - 110060</p>
<p><b>RAMESHWAR NATH</b> S/O. RAMPRASAD 7/A, CONNAUGHT PLACE, NEW DELHI. ADVOCATE</p>	<p><b>1</b> (ONE)</p>	<p>SD/-</p>	<p>SD/- <b>KIRIT AMUBHAI SODAGAR</b> S/O. AMUBHAI SODAGAR ENGINEER 30/36, OLD RAJENDER NAGAR, NEW DELHI - 110060</p>
<p><b>TOTAL</b></p>	<p><b>(TWENTY ONE)</b></p>		

Bombay, Dated this 30th day of October, 1976

**Certified to be true**  
**For Afcons Infrastructure Limited**



**Gaurang Parekh**  
Company Secretary