

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
J INFRATECH LIMITED

²[The Memorandum of Understanding of **J INFRATECH LIMITED** (A Company under Part IX of Companies Act, 1956) made and entered into at Sirsa, Haryana and executed by:

1. Hari Niwas, s/o Mr. Chabbil Dass, r/o 305, Model Town Mandi, Adampur, Hissar – 125052, Haryana, Indian Inhabitant, hereinafter referred to as “The Party of the First Part”.
2. Savitri Devi, D/o Mr. Inderjit Singh, r/o 305, Model Town Mandi, Adampur, Hissar – 125052, Haryana, Indian Inhabitant, hereinafter referred to as “The Party of the Second Part”.
3. Kuldeep, s/o M. Hari Niwas, r/o 305, Model Town Mandi, Adampur, Hissar – 125052, Haryana, Indian Inhabitant, hereinafter referred to as “The Party of the Third Part”.
4. Mohit, s/o Mr. Hari Niwas, r/o 86, Villasge Moda Khera, Mandi, Adampur, Hissar - 125052, Haryana, Indian Inhabitant, hereinafter referred to as “The Party of the Fourth Part”.
5. Priya, D/o Mr. Ramesh Gandhi, R/o 305, Model Town Mandi, Adampur, Hissar – 125052, Haryana, Indian Inhabitant, hereinafter referred to as “The Party of the Fifth Part”.

WHEREAS, the parties hereto are presently carrying on business of working as government, semi government contractor, private contractor in partnership in the name of **Jandu Construction Co.**, which wss registered with Registrar of Firms, Sirsa, Haryana and having permanent capital of Rs. 10,00,000/- (Rupees Ten lacs only) contributed and held by the parties hereto to the extent specified in the subscription Clause hereto.

WHEREAS the said Partnership Firm has been constituted under a Deed of Partnership dated from 1st April 2005 and thereafter, some changes in partnership deed as follow 1st April, 2015; as supplemented by Supplemental Deed of Partnership dated 1st April, 2017; as supplemented by Supplemental Deed of Partnership dated 1st April, 2018; entered into between the parties hereto: a) Hari Niwas; b) Savitri Devi; c) Kuldeep; d) Mohit; e) Priya.

WHEREAS the said partnership firm is a Joint Stock Company within the meaning of Section 566 of the Companies Act, 1956. AND WHEREAS the parties have mutually settled the share-holdings of the subscribed capital amongst themselves as the members of the said Joint Stock Company in the following manner:

Name	Amount	Percentage
Hari Niwas	300,000	30%
Savitri Devi	200,000	20%
Kuldeep	200,000	20%
Mohit	150,000	15%
Priya	150,000	15%



WHEREAS the Partners of the Firm vide their individual consent, expressed their willingness for registration the said firm under part IX of the Companies Act, 1956 and execute this Memorandum of Association with the intention of continuing to carry on the same business of working as government, semi government contractor, private contractor, through the Company limited by shares and so that on registration, all property, movable and immovable including

actionable claims belonging to or vested in the said **Jandu Construction Co.** at the date of registration shall pass to and vest in the Company so registered for all the estate and the interest of the said **Jandu Construction Co.** and so that such registration shall not affect its rights or liabilities in respect of any debt or obligation incurred, or any contract entered into by, to with or on behalf of the said of **Jandu Construction Co.** FURTHER:

1. The Total Assets and Liabilities of the firm, M/s Jandu Construction Co will be taken over by the Company, M/s Jandu Construction India Pvt. Ltd.
2. After taking over of the assets and Liabilities of the firm, the work done by the company for the existing work (taken by the firm, M/s Jandu Construction Co) will be considered in the hand of the company (M/s Jandu Construction India Pvt. Ltd)
3. While bidding for any contract by M/s Jandu Construction India Pvt. Ltd, the net financial bid capacity of the firm (M/s Jandu Construction Co) will also be considered for any contract.

Now it is agreed by and between the parties hereto as under:]

- ^{6,7} I. The name of the Company is J INFRATECH LIMITED.
- II. The Registered office of the Company will be situated in the State of Haryana.
- III. The objects for which the Company is established are:

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

1. To carry out business of working as government, semi government contractor.
2. To carry out private civil contract work.
3. To carry out any other business which may not be against law or against to any public policy.
4. ⁵[To provide services i.e manpower, operations, facilities and all the kind of works related to Toll Collection/ User Fee Collection works (for both Central and State Government).]

²Inserting preamble of partnership firm as required under Part IX of Companies Act, 1956 for conversion of partnership firm into a Limited Liability Company vide EGM date 11/02/2021.

³Alteration in clause III (A) by addition of sub clause 4 after sub clause 3 of Memorandum of Association of Company vide EGM dated 18/09/2023.

⁶The name of the Company has been changed from "Jandu Construction India Private Limited" to "J Infratech Private Limited" vide EGM dated 04/09/2024.

⁷ The name of the Company has been changed from "J Infratech Private Limited" to "J Infratech Limited" vide EGM dated 04/11/2024.



⁸[5. To carry on the business of contractors, builders, town planners, real estate developers, engineers, land developers, land consolidators, land scapers, estate agents, immovable property dealers and/ or to acquire, buy, purchase, lease, consolidate, exchange, hire or otherwise; land, buildings, civil works, immovable property of any tenure or any interest in the same and/ or to erect and construct houses, flats, bungalows, kothis, commercial complexes, shopping malls, multiplexes, food courts or civil work of any type on such land or any other land or immovable property and to pull down, rebuild, enlarge, alter any other conveniences and to deal with and improve such immovable property, whether in India or abroad.

6. To engage in all aspects of the business including manufacturing, design, development, improvement, and invention of renewable energy modules, cells, and accessories. This includes conducting research, trading, buying, selling, wholesaling, retailing, distributing, importing, exporting, assembling, fabricating, repairing, maintaining, altering, and operating solar power projects and hybrid systems that combine solar photovoltaic technology with other forms of renewable energy. The company will also be involved in related articles, products, by-products, and technologies applicable to solar power for various uses including lighting, heating, communication (including telecommunications), industrial applications, agriculture, government, and defence.]

¹⁰[7. To carry on the business of buying, selling, importing, exporting, trading, processing, stocking, handling, transporting, blending, beneficiating, marketing and otherwise dealing in iron ore, iron ore fines, iron ore lumps, iron ore slimes, silicon dioxide pellets, concentrates, minerals, ores, metals, coal, coke and other mineral products and all kinds of raw materials and commodities, either on its own account or as an agent, contractor, commission agent, stockist, distributor or otherwise.

8. To establish, own, hire, operate and manage warehouses, stockyards, crushing, screening, beneficiation and processing facilities and to undertake transportation, logistics, loading, unloading, handling and allied activities in relation to minerals, ores and other commodities.]

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

1. To purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.

⁸Alteration in clause III (A) by addition of sub clause 5 and 6 after sub clause 4 of Memorandum of Association of the Company vide EGM dated 11/04/2025.

¹⁰Alteration in clause III (A) by addition of sub clause 7 and 8 after sub clause 6 of Memorandum of Association of the Company vide EGM dated 20/06/2026.



4. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
5. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
6. To undertake or promote scientific research relating to the main business or class of business of the Company.
7. To takeover the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorised to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, or technical collaboration and necessary formulas and patent rights for furthering the main objects of the Company.
9. Subject to the Provisions of the Companies Act 2013, to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
10. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, patterns, copyrights, trade-marks, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
12. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorisation of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications



which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.

13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
14. To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
16. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required.
17. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
18. To establish, or promote or concur in establishing or promote any company for the purpose of dealing all or any of the properties, rights and liabilities of the Company.
19. To sell, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
20. Subject to the Provisions of Companies Act 2013, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
21. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of Sec. 52 of the Companies Act, 2013.
22. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.



23. To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
24. Subject to the provisions of Section 179 to 183 of Companies Act, 2013, to subscribe contribute, gift or money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
25. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
26. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
27. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine.
28. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
29. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.
30. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.



31. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
32. To appoint agents, sub-agents, dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorised to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
- ¹[33. Subject to provisions of section 180 and other applicable provision of the Act and the regulations made there under and directions issued by the Reserve Bank of India the Directors shall have the power (s)(on behalf of the Company) including the power to delegate(s) the power (s) to any other person and/or committee, from time to time and at their discretion to (a) receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures, debentures stock, perpetual or otherwise (b) give any loan(s)/advances(s) to any person (s) or other body corporate (s) (c) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits of the Company both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or such other person or company to give the lenders the power to sell and such other powers as may seem expedient and purchase, redeem or pay off any such securities (d) give any guarantee(s) in connection with loan(s) to any other body corporate(s) or person(s) and (e) acquire by way of subscription, purchase or otherwise the securities of any other body corporate (s) in such manner and upon such terms and conditions in all respect as they think fit from time to time.
34. To do all such acts, deeds, or things which are necessary or incidental to the attainment of the objects of the company or any of them.]

IV. The Liability of the member(s) is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them'

^{3/4/9}V. The Authorised Share Capital of the Company is Rs. 150,00,00,000/- (Rs. One Hundred and Fifty Crores) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Rs.10/- (Rs. Ten) each.

¹Alteration in clause III (B) by addition of sub clauses 33 and 34 after sub clause 32 of Memorandum of Association of the Company vide EGM dated 15/06/2020.

³Alteration in clause V by increasing the Authorised Share Capital of the Company from Rs. 10 Lacs to Rs. Forty Crores vide EGM dated 11/03/2021.

⁴Alteration in clause V by increasing the Authorised Share Capital of the Company from Rs. 40,00,00,000 (Rs. Forty Crores) to Rs. 60,00,00,000 (Rs. Sixty Crores) vide EGM dated 20/11/2021.

⁹Alteration in clause V by increasing the Authorised Share Capital of the Company from Rs. 60,00,00,000 (Rs. Sixty Crores) to Rs. 150,00,00,000 (Rs. One Hundred and Fifty Crores) vide EGM dated 31/01/2026.

