

VVIP INFRATECH LIMITED



Memorandum of Association & Articles of Association of VVIP Infratech Limited

**VVIP INFRATECH LIMITED
CIN-L45201UP2001PLC136919**

**Fifth Floor, VVIP Style, NH-58, Raj Nagar Extension,
Ghaziabad, Uttar Pradesh, 201017, India
Email-finance@vvipspaces.com**

BF



सत्यमेव जयते
प्रारूप एक
Form 1

निगमन का प्रमाण पत्र

Certificate of Incorporation

सं० U45201DL2001PTC111999 1923

No. U45201DL2001PTC111999 2001-2002

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज..... विभोर बिल्डर्स प्राइवेट लिमिटेड.....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that VIBHOR BUILDERS PRIVATE LIMITED.....

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता०..... 19 श्रावण, 1923 को दिया गया।

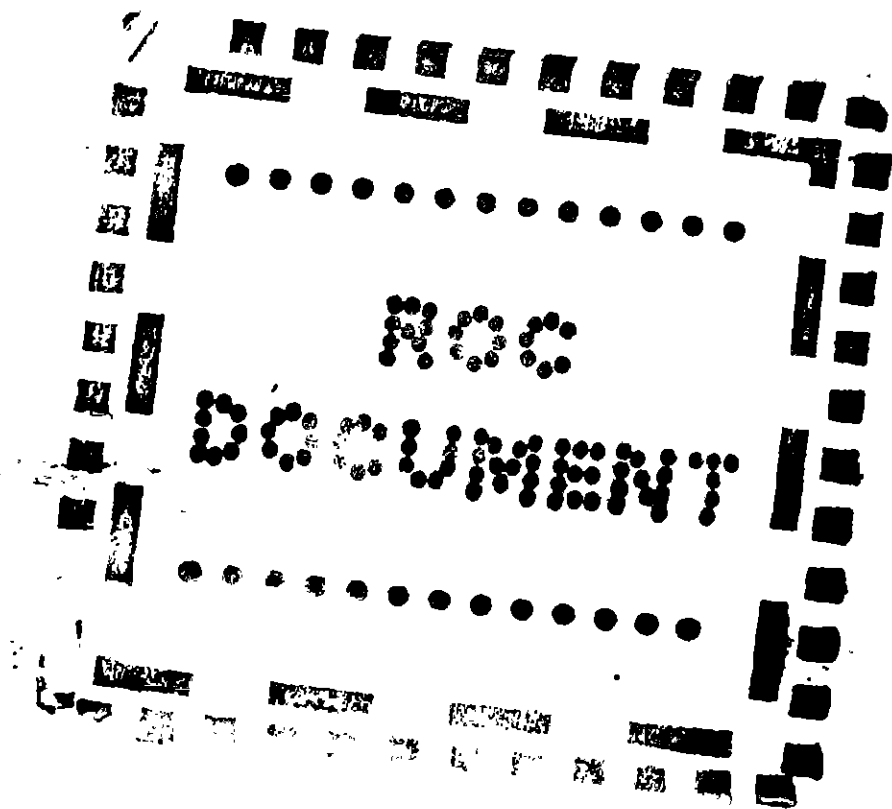
Given under my hand at...NEW DELHI...this..... TENTH

day of..... AUGUST TWO THOUSAND .ONE.....



जी. के. गुप्ता

सहायक कम्पनी रजिस्ट्रार
Asst. Registrar of Companies
रा. रा. क्षेत्र दिल्ली एवं हरियाणा
N.C.T. OF DELHI & HARYANA



Page 1
Page 2

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45201DL2001PTC111999

मैसर्स VIBHOR BUILDERS PRIVATE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
VIBHOR BUILDERS PRIVATE LIMITED

जो मूल रूप में दिनांक दस अगस्त दो हजार एक को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
VIBHOR BUILDERS PRIVATE LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस्. आर्. एन्. A26104760 दिनांक 17/12/2007 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
VIBHOR VAIBHAV INFRA PRIVATE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा दिल्ली में आज दिनांक सत्राह दिसम्बर दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, National Capital Territory of Delhi and Haryana

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U45201DL2001PTC111999

In the matter of M/s VIBHOR BUILDERS PRIVATE LIMITED

I hereby certify that VIBHOR BUILDERS PRIVATE LIMITED which was originally incorporated on Tenth day of August Two Thousand One under the Companies Act, 1956 (No. 1 of 1956) as VIBHOR BUILDERS PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A26104760 dated 17/12/2007 the name of the said company is this day changed to VIBHOR VAIBHAV INFRA PRIVATE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Delhi this Seventeenth day of December Two Thousand Seven.

(SANTOSH KUMAR)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

VIBHOR VAIBHAV INFRA PRIVATE LIMITED
S-551 SCHOOL BLOCKSHAKARPUR, DELHI, NEW DELHI - 110092,
Delhi, INDIA



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Office of the Registrar of Companies

37/17, Kanpur, Westcott Building, The Mall, Uttar Pradesh, 208001, India

Certificate of Incorporation pursuant to change of name

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): **U45201UP2001PTC136919**

I hereby certify that the name of the company has been changed from VIBHOR VAIBHAV INFRA PRIVATE LIMITED to VVIP INFRATECH PRIVATE LIMITED with effect from the date of this certificate and that the company is Company limited by shares.

Company was originally incorporated with the name VIBHOR VAIBHAV INFRA PRIVATE LIMITED

Given under my hand at Kanpur this FIRST day of NOVEMBER TWO THOUSAND TWENTY THREE

Document certified by DS Office of the Registrar of Companies
uttar pradesh kanpur 01 <seemarath@rediffmail.com>.

Digitally signed by
DS Office of the Registrar of
Companies uttar pradesh kanpur 01
Date: 2023.11.01 11:59:31 IST

Seema Rath

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

ROC Kanpur

Note: The corresponding form has been approved by Seema Rath, Registrar of Companies, ROC Kanpur and this order has been digitally signed by the Registrar of Companies through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014.

Mailing Address as per record available in Registrar of Companies office:

VVIP INFRATECH PRIVATE LIMITED

FIFTH FLOOR, VVIP STYLE, NH-58 RAJ NAGAR EXTENSION, NA, GHAZIABAD, Ghaziabad- 201017, Uttar Pradesh, India

Note: This certificate of incorporation is in pursuance to change of name by the Company and does not affects the rights and liabilities of stakeholders pursuant to such change of name. It is obligatory on the part of the Company to display the old name for a period of two years along with its new name at all places wherever a Company is required to display its name in terms of Section 12 of the Act. All stakeholders are advised to verify the latest status of the Company and its Directors etc and view public documents of the Company on the website of the Ministry www.mca.gov.in/MCA21





**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

ROC Kanpur
37/17, Kanpur, Westcott Building, The Mall, Uttar Pradesh, 208001, India

Certificate of Incorporation Consequent upon conversion to public company

Corporate Identity Number: U45201UP2001PLC136919

IN THE MATTER OF VVIP INFRATECH PRIVATE LIMITED

I hereby certify that VVIP INFRATECH PRIVATE LIMITED which was originally incorporated on TENTH day of AUGUST TWO THOUSAND ONE under Companies Act, 1956 as VIBHOR VAIBHAV INFRA PRIVATE LIMITED and upon an intimation made for conversion into public company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the ROC Kanpur vide SRN AA6474517 dated 27/12/2023 the name of the said company is this day changed to VVIP INFRATECH LIMITED

Given under my hand at Kanpur this FOURTH day of JANUARY TWO THOUSAND TWENTY FOUR

Document certified by DS Office of the Registrar of Companies
uttar pradesh kanpur 01 <seemarath@rediffmail.com>.

Digitally signed by
DS Office of the Registrar of
Companies uttar pradesh kanpur 01
Date: 2024.01.04 16:43:58 IST

Seema Rath

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Registrar of Companies

ROC Kanpur

Note: The corresponding form has been approved by Seema Rath, Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies and this letter has been digitally signed by the Registrar through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014

Mailing Address as per record available in Registrar of Companies office:

VVIP INFRATECH LIMITED

FIFTH FLOOR, VVIP STYLE, NH-58 RAJ NAGAR EXTENSION, NA, GHAZIABAD, Uttar Pradesh, India, 201017.





THE COMPANIES ACT, 2013
(A COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

VVIP INFRATECH LIMITED

CIN: L45201UP2001PLC136919 | Registered Office: Fifth Floor, VVIP Style, NH-58 Raj Nagar Extension, Ghaziabad,
Uttar Pradesh-201017

Altered and adopted pursuant to the Special Resolution passed by the Members at the
25th Annual General Meeting of VVIP Infratech Limited held on 28th September 2026.

THE COMPANIES ACT 2013
(COMPANY LIMITED BY SHARES) MEMORANDUM OF ASSOCIATION
Of
VVIP INFRATECH LIMITED

- I. The Name of the Company is VVIP INFRATECH LIMITED.**
- II. The Registered office of the Company will be situated in the State of Uttar Pradesh.**
- III. The objects of which the Company is established are:-**
- IV. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To carry on the business of engineering, procurement, construction, development, design, planning, execution, installation, commissioning, operation, maintenance, repair, renovation and management of Sewage Treatment Plants (STPs), Sewerage Treatment Systems, Effluent Treatment Plants (ETPs), Common Effluent Treatment Plants (CETPs), underground sewerage networks, sewer lines, pumping stations, lift stations, drainage systems, wastewater collection and disposal systems, sludge management systems and all allied environmental engineering and sanitation infrastructure projects, including automation, instrumentation, monitoring and control systems related thereto.

2. To carry on the business of planning, designing, engineering, procuring, constructing, installing, commissioning, operating, maintaining and managing water supply systems, drinking water supply schemes, water distribution networks, transmission and distribution pipelines, overhead reservoirs, underground reservoirs, pumping stations, intake wells, water treatment plants (WTPs), filtration plants, desalination plants, water purification systems, water conservation projects, irrigation systems, canals, smart water management systems, water quality monitoring systems and all allied water infrastructure projects.

3. To carry on the business of engineering, procurement, construction, installation, commissioning, operation and maintenance of electrical transmission and distribution infrastructure, including High Tension (HT) and Low Tension (LT) distribution systems, substations, transformers, switchyards, electrical control panels, underground and overhead cabling, street lighting systems, rural and urban electrification projects, smart metering systems, SCADA systems, electrical automation, renewable energy integration, energy management systems and all other electrical and electro-mechanical works.

4. To carry on the business of civil construction, infrastructure development and engineering works of every description, including construction of residential, commercial, industrial and institutional buildings, roads, highways, bridges, flyovers, culverts, railway infrastructure, airports, ports, industrial parks, townships, boundary walls, foundations, retaining structures, drainage systems, site development, earthwork, excavation, public utility infrastructure and all other civil engineering, structural and construction activities.

5. To undertake Engineering, Procurement and Construction (EPC), turnkey, Design-Build, Build-Operate-Transfer (BOT), Hybrid Annuity Model (HAM), Public-Private Partnership (PPP) and other infrastructure contracts; to act as developers, contractors, subcontractors, concessionaires, consultants, project management consultants, operators and maintenance contractors in relation to the businesses specified above for Central Government, State Governments, Government Departments, Municipal Corporations, Urban Local Bodies, Public Sector Undertakings, statutory authorities, private entities and other organizations in India and abroad.

6. To manufacture, fabricate, assemble, purchase, import, export, sell, supply, install, lease, hire, maintain and otherwise deal in pipes, valves, pumps, motors, transformers, electrical equipment, treatment equipment, machinery, construction materials, automation systems, control panels, meters, instruments, fittings, accessories and all other goods, equipment and materials required for carrying on the aforesaid businesses.

7. To undertake operation and maintenance (O&M), annual maintenance contracts (AMC), rehabilitation, modernization, upgradation, asset management, consultancy, feasibility studies, surveys, testing, inspections, project management, engineering, design, supervision and technical advisory services in connection with the above-mentioned businesses and to do all such acts, deeds and things as may be incidental or conducive to the attainment of the above objects.

8. To undertake, carry out and execute, whether in-house, through its own resources or by outsourcing, subcontracting or otherwise engaging third parties, all or any of the activities, works, projects and services relating to the aforesaid objects, and to provide consultancy, advisory, technical, engineering, project management, design, planning, supervision and other professional services in relation to sewage and wastewater treatment, water supply and treatment, electrical transmission and distribution, civil construction, infrastructure development, EPC, all the activities specified above and other allied activities specified herein, including providing such services to government authorities, public sector undertakings, private entities and other organisations in India or abroad and all other activities, businesses, works and services which are incidental or ancillary to or connected with the aforesaid objects.

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

1. 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.
2. To appoint or open retail stores and wholesalers for selling the goods manufactured or imported or procured by the company and to deal as principals or as agents, distributors or as commission agents.
3. To buy wholesale or retail, repair, alter and exchange, let on hire, import and export all kinds of articles and things which may be required for the purpose of any of the main business or which are commonly manufactured, imported exported, supplied or dealt with by persons engaged in any such business or which may seem capable of being dealt with in connection with any of the main business.
4. To acquire by technical collaboration or otherwise the recipes, technology, technical know-how and other information as to the processes of manufacturing and the right to manufacture and deal in any of the products which the Company is entitled to produce, manufacture or deal in.
5. To acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any electric light and gas works, power plants, telephones, and any ghats, markets, reservoirs, water works, tanks, bridges, villages, roadways, tramways, railways, canals, aqueducts, water-courses, dykes, drains, wharves, dye works, furnaces, crushing works, hydraulic works, workshops, factories, warehouse, sheds, dwellings, offices, shops, stores, land, buildings, pipelines, pumping stations, wireless installations, aerodromes and other works and conveniences which may seem directly or indirectly conducive to any of the main objects of the Company and to contribute to subsidize or otherwise by taking part in any operations.
6. To purchase, lease, hire or otherwise acquire vehicles, machinery, equipment and other assets required for carrying on the business of the Company and to operate, maintain and dispose of the same, subject to applicable laws.
7. To undertake or support activities relating to social, environmental, rural and community development, including activities undertaken pursuant to the applicable provisions of the Companies Act, 2013.
8. To undertake, establish, support or participate in research, development, innovation, testing, technical studies and technological activities relating to the business of the Company and to acquire or develop related technology, know-how and intellectual property.
9. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibility of the Company to the public or any section of the public.
10. To acquire and undertake the whole or any part of the business property and liabilities of any person or Company on or proposing to carry on any business which the Company is authorized to carry on or possessed of property suitable for the purpose of this Company or which can be carried on in conjunction therewith or which is capable of being so conducted as to directly or indirectly benefit the Company.

- 11.** To apply for, purchase or take license or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets, invention, trademarks, designs, 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 of being used for any of the purposes 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 license in respect of or otherwise, turn to account the property, rights or information so acquired and to expend money in experimenting upon testing or improving any such patents, inventions or rights.
- 12.** To enter into any arrangement with any Government or authority whether Municipal, local or otherwise or any person, 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 arrangement, rights, privileges and concessions.
- 13.** To establish or support or aid in the establishment and support of Associations, Institutions, Funds, Trusts and Conveniences for the benefit of past or present employees or Directors of the Company or the dependents of such persons; and to grant pensions and allowances, to make payments towards insurance; to subscribe or guarantee money for charitable or benevolent objects or useful objects for general public.
- 14.** To establish, promote, incorporate, acquire or invest in subsidiaries, associates, joint ventures or other entities, and to acquire, hold, transfer or otherwise deal in shares, securities or other interests therein, for purposes connected with or conducive to the business of the Company, subject to applicable laws.
- 15.** To acquire, purchase, take on lease, hold, develop, construct, improve, manage and dispose of land, buildings and other immovable properties as may be required or considered expedient for the purposes of or in connection with the business of the Company, subject to applicable laws.
- 16.** To invest and deal with money of the Company, not immediately required in such manner as, from time to time, be thought fit.
- 17.** To lend and advance money or give credit to any person or Company; to give guarantee or indemnify in pursuance of main objects of the company and in particular guarantee payment of advances, credit, bill of exchanges and other commercial obligations or commitments of every description as well as the fulfillment of contracts, obligations and other trading and commercial transactions of every description, whether at home or abroad, or for the payment of money of, or interest in, any stocks, shares or securities of any company, corporation, firm or persons including, without prejudice, bank overdraft, bill of warranties and indemnity with or without consideration and to indemnify and person against the same and to guarantee the payment of money secured by or payable under or in respect of any debentures, debenture-stock, bond, mortgage, charge, security issued by any company, corporation, firm or persons.
- 18.** To borrow, raise or secure money or other financial assistance in such manner as the Company may consider appropriate and to secure the repayment thereof by mortgage, charge, hypothecation, pledge or otherwise over the assets, properties or undertakings of the Company, subject to applicable laws.

- 19.** To establish subsidiaries, Companies, amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with, any person or Company carrying on, engaged in, or proposing to carry on or engage in, any business or transaction which the Company is authorized to carry on or engage in, or which is capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold shares, stock, securities, obligations or other interests in any such person or Company, and to subsidize or otherwise assist any such person or Company.
- 20.** To remunerate any person, body, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures or debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- 21.** To draw, accept, endorse, discount, issue, execute, negotiate and deal in cheques, bills of exchange, promissory notes, debentures, bonds and other negotiable or transferable instruments as may be necessary for the business of the Company.
- 22.** To sell, lease, transfer, dispose of or otherwise deal with any undertaking, business, property or assets of the Company or any part thereof, for consideration as may be determined by the Company, subject to applicable laws.
- 23.** To advertise, promote and market the business, services, projects and products of the Company through digital, electronic, print, outdoor and other lawful media.
- 24.** To apply for, obtain, acquire, renew and maintain all licences, approvals, registrations, permits, concessions, contracts, rights and authorisations from Central, State, local or other authorities as may be necessary or desirable for carrying on the business of the Company.
- 25.** To establish, maintain and operate offices, branches, project offices, representative offices or other establishments in India or outside India and to undertake business internationally, subject to applicable laws.
- 26.** To issue or allot shares or other securities of the Company in consideration of acquisition of assets, businesses, rights or services, subject to the Companies Act, 2013, SEBI regulations and other applicable laws.
- 27.** To take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of any kind sold by the Company or any money due to the Company from buyer.
- 28.** To produce gas and generate electricity necessary for the purposes of the business of the Company and to process all products resulting from or ancillary to such production.
- 29.** To pay out of the funds of the Company all or any expenses which the Company may lawfully pay for services rendered for formation and registration of the Company and for promotion of any other Company promoted by it.
- 30.** To insure the properties, assets, projects, contracts, employees, directors, liabilities and risks of the Company against such risks as may be considered appropriate.

31. To make donations to such persons or institutions 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 also to subscribe, contribute or otherwise assist or guarantee money for charitable objects or institutions having scientific, religious or benevolent, national, cultural, educational or objects of general public utility.
32. To aid and support any person, association, body or movement, whose object is solution, settlement or surmounting of industrial or labour problems, of the promotion of science and technology, cultural activities, sports, environment, rural development and other social, welfare and recreational activities. To sponsor sports entertainment and other leisure and recreational activities, to aid and promote the Company's activities and other interests.
33. To establish or support Associations, Institutions, Schools, Hospitals, Guest Houses, Clubs, Funds and Trusts which may be considered beneficial to any employees or ex-employees and to Officers of the Company or the dependents of any such person.
34. To institute, conduct, defend, settle, compound or refer to arbitration or other dispute-resolution mechanisms any proceedings, claims, disputes or matters concerning the Company and to appoint advocates, legal advisers, consultants and other professionals.
35. To enter into technical, financial, commercial, strategic or other collaborations, arrangements, joint ventures and agreements and to acquire, develop, license or otherwise use technology, know-how, intellectual property and technical expertise necessary or beneficial for the Company's business.
36. To arrange for the marketing in India and abroad and sale of the products and by-products of the Company and purchase, procure, full or in part of raw materials, goods and articles as are necessary for carrying on the business of the Company, and, for that purpose either to establish its own shops, agencies or marketing organizations or to appoint selling or buying agents or distributors of both (whether individuals, firms or bodies corporate) in any place in or outside India and to allot, specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay remuneration to such selling or buying agents or distributors or both by way of such commission or in such other manner as the Company may deem fit.
37. To market, distribute, sell, supply, procure and otherwise deal in the products, services, equipment and materials of the Company and to appoint agents, distributors, representatives, contractors and service providers in India or abroad.
38. To open, maintain and operate bank accounts with banks in India or outside India and to avail banking, credit and financial facilities, subject to applicable laws, including FEMA and RBI regulations.
39. To train or pay for training in India or abroad of any of Company's employees or Officers or any candidate in the interest of or furtherance of the Company's objects and to establish training facilities for providing training to the Company's employees and other people.
40. To employ and pay experts, consultants, engineers in connection with the planning operating and development of all business connected with the Company's operations.
41. To take part in the management, supervision and control of the business or operations of any Company or Undertaking entitled to carry on the business which this Company is authorized to carry on.

- 42.** To carry on the business of the Company either independently or in association, collaboration, joint venture, partnership, consortium or other arrangement with any person, firm, company, government authority or other entity, in India or abroad, subject to applicable laws.
- 43.** To do all such other lawful acts, deeds, matters and things as may be incidental, ancillary or conducive to the attainment of the foregoing objects.
- IV** **The liability of the members is limited and this liability is limited to the amount, if any, unpaid on the shares held by them**
- V.** **The Authorized Share Capital of the Company is Rs 35,00,00,000/- (Rupees Thirty Five Crore) divided into 3,50,00,000/- (three crore Fifty lakhs only) Equity Shares of Rs. 10/- (Rupees ten) each.**

We, the several persons, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a company, in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Name, address, description and occupation of each subscriber	Number of Equity Shares taken by Subscriber	Signature of Subscriber	Name, address, description and occupation of witness and his signature.
Praveen Tyagi S/O Shri Mayaprakash Tyagi C-315, Lohia Nagar, Ghaziabad, UP, (Bussiness)	5,000 (Five Thousand only)	Sd/-	I here by witness the signatures of all the subscribers who have signed in my presence. Sd/- Praveen Kumar Singhal M.No. 89768 FCA S/O Shri D D Singhal WA-121, Shakarpur Delhi-110092
Suman Tyagi W/O Shri Praveen Tyagi C-315, Lohia Nagar, Ghaziabad, UP, (Bussiness)	5,000 (Five Thousand only)	Sd/-	

Dated this 25th day of May, 2001.

Altered and adopted pursuant to the Special Resolution passed by the Members at the 25th Annual General Meeting of VVIP Infratech Limited held on 28th September 2026.



THE COMPANIES ACT, 2013

(A COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

VVIP INFRATECH LIMITED

CIN: L45201UP2001PLC136919 | Registered Office: Fifth Floor, VVIP Style, NH-58 Raj Nagar Extension, Ghaziabad,
Uttar Pradesh-201017

**Altered and adopted pursuant to the Special Resolution passed by the Members at the 25th
Annual General Meeting of VVIP Infratech Limited held on 28th September 2026.**

TABLE OF CONTENTS

PART I — PRELIMINARY	3
PART II — INTERPRETATION	3
PART III — SHARE CAPITAL AND VARIATION OF RIGHTS	4
PART IV — SHARE CERTIFICATES.....	6
PART V — DEMATERIALISATION OF SECURITIES.....	6
PART VI — LIEN	7
PART VII — CALLS ON SHARES	7
PART VIII — TRANSFER OF SHARES	8
PART IX — TRANSMISSION OF SHARES	8
PART X — NOMINATION.....	9
PART XI — FORFEITURE OF SHARES.....	9
PART XII — ALTERATION OF CAPITAL.....	9
PART XIII — CAPITALISATION OF PROFITS.....	10
PART XIV — BUY-BACK OF SHARES	10
PART XV — BORROWING POWERS.....	10
PART XVI — GENERAL MEETINGS.....	11
PART XVII — PROCEEDINGS AT GENERAL MEETINGS.....	11
PART XVIII — ADJOURNMENT OF MEETING	11
PART XIX — VOTING RIGHTS	12
PART XX — PROXY.....	12
PART XXI — BOARD OF DIRECTORS.....	12
PART XXII — PROCEEDINGS OF THE BOARD	13
PART XXIII — POWERS OF THE BOARD	14
PART XXIV — MANAGING DIRECTOR, WHOLE-TIME DIRECTOR, MANAGER AND KEY MANAGERIAL PERSONNEL.....	14
PART XXV — THE SEAL.....	14
PART XXVI — DIVIDENDS AND RESERVES.....	15
PART XXVII — ACCOUNTS AND AUDIT.....	15
PART XXVIII — SERVICE OF DOCUMENTS AND NOTICES.....	15
PART XXIX — WINDING UP	16
PART XXX — INDEMNITY	16
PART XXXI — SECRECY.....	16
PART XXXII — GENERAL AND MISCELLANEOUS	16

PART I — PRELIMINARY

1. The marginal notes and headings used in these Articles are for convenience only and shall not affect their construction. The Company is a public company limited by shares.
2. Subject as hereinafter provided, the regulations contained in Table 'F' in Schedule I to the Companies Act, 2013 shall apply to the Company only in so far as they are not modified, altered, excluded or added to by, or are not inconsistent with, these Articles. The regulations in Table 'F' that are inconsistent with, or that are otherwise provided for in, these Articles shall not apply to the Company.
3. Notwithstanding anything to the contrary contained in these Articles, so long as any securities of the Company are listed on any recognised stock exchange, the Company shall comply with the provisions of the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Securities and Exchange Board of India Act, 1992, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the rules, regulations, circulars and guidelines issued thereunder and the requirements of the stock exchange(s) (including the SME platform) on which the securities are listed. In the event of any conflict or inconsistency between these Articles and the said statutes, regulations or listing requirements, the latter shall prevail, and these Articles shall stand amended to the extent of such conflict.

PART II — INTERPRETATION

4. In these Articles, unless the context otherwise requires, the following words and expressions shall have the meanings assigned to them below:

“The Act” means the Companies Act, 2013 and the rules made thereunder, and includes any statutory modification or re-enactment thereof for the time being in force, together with the applicable and subsisting provisions of the Companies Act, 1956 (if any).

“Articles” or “these Regulations” means these Articles of Association as originally framed or as altered from time to time by special resolution.

“Board” or “Board of Directors” means the collective body of the Directors of the Company.

“Company” means VVIP INFRATECH LIMITED.

“Director” means a director appointed to the Board of the Company and includes an independent director, a woman director, an additional, alternate, nominee or casual-vacancy director.

“Member” means a person whose name is entered as a member in the register of members and includes a beneficial owner whose name is entered in the records of a depository as a beneficial owner of the shares of the Company.

“The Office” means the registered office for the time being of the Company.

“The Seal” means the common seal, if any, of the Company.

“Rules” means the applicable rules made under the Act; “Registrar” means the Registrar of Companies having jurisdiction over the Company.

5. The following words and expressions, being relevant to a listed company, shall have the meanings assigned below:

“Depositories Act” means the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof; “Depository” and “Beneficial Owner” have the meanings assigned to them under the Depositories Act, 1996.

“SEBI” means the Securities and Exchange Board of India; “SEBI Listing Regulations” means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

“Securities” has the meaning assigned to it under Section 2(h) of the Securities Contracts (Regulation) Act, 1956.

“Stock Exchange” means a recognised stock exchange on which the securities of the Company are listed, and includes BSE Limited and its SME platform.

6. Words importing the singular number include, where the context admits or requires, the plural number and vice versa, and words importing the masculine gender include the feminine and the neuter. Words importing persons include corporations and other bodies. “Month” means a calendar month and “year” means a calendar year. “In writing” includes printing, lithography, electronic record and other modes of representing or reproducing words in a visible form.
7. Unless the context otherwise requires, words or expressions used in these Articles and not defined herein shall bear the same meaning as in the Act, the Depositories Act, 1996 or the SEBI Listing Regulations, as the case may be. In the event of any provision of these Articles being contrary to the provisions of the Act or the Rules, the provisions of the Act and the Rules shall prevail.

PART III — SHARE CAPITAL AND VARIATION OF RIGHTS

8. The Authorised Share Capital of the Company shall be such amount, and be divided into such shares, as is stated for the time being in Clause V of the Memorandum of Association, with power to increase, reduce, sub-divide, consolidate or re-classify the same and to divide the shares in the capital into several classes, in accordance with the Act and these Articles.
9. Subject to the provisions of the Act and of these Articles, the shares in the capital of the Company for the time being shall be under the control of the Board, who may issue, allot or otherwise dispose of the same, or any of them, to such persons, in such proportion, on such terms and conditions and at such times as the Board thinks fit, and with the sanction of the Company in general meeting where required by the Act.
10. Where at any time the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered and issued in accordance with Section 62 of the Act, namely: (a) to the existing equity shareholders in proportion to the paid-up capital on their shares by a letter of offer (rights issue); or (b) to employees under a scheme of employees' stock option, subject to a special resolution and the applicable rules; or (c) to any persons, whether or not existing shareholders, if authorised by a special resolution, on a preferential basis, on a preferential basis, subject to such approvals, pricing, disclosures, lock-in requirements and other conditions as may be prescribed under the Act, the rules made thereunder and the applicable SEBI regulations, including the SEBI ICDR Regulations.”

- 11.** The Company may, subject to Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014, make an offer or invitation to subscribe to securities through a private placement offer-cum-application letter (Form PAS-4) to identified persons, and shall comply with all conditions relating thereto, including the maintenance of a separate bank account, the timelines for allotment and the filing of the return of allotment in Form PAS-3.
- 12.** The Company may exercise the powers of paying commission conferred by Section 40 of the Act, provided that the rate of commission shall not exceed the rate prescribed under the rules made thereunder; such commission may be satisfied by payment in cash or by allotment of fully or partly paid shares, or partly in one way and partly in the other. The Company may also, on any issue of shares or debentures, pay such brokerage as may be lawful.
- 13.** Subject to the provisions of Section 55 of the Act and the rules made thereunder, the Company shall have power to issue preference shares which are, or at the option of the Company are liable, to be redeemed, or which are convertible, within the period and on the terms permitted by the Act, and the Board may, subject to the Act, exercise such power in such manner as it thinks fit.
- 14.** Subject to Section 43 of the Act and Rule 4 of the Companies (Share Capital and Debentures) Rules, 2014, and to the extent permitted for a listed company, the Company may issue equity shares with differential rights as to dividend, voting or otherwise, upon compliance with the conditions prescribed thereunder.
- 15.** Subject to Section 54 of the Act and the applicable rules, the Company may issue sweat equity shares of a class of shares already issued, upon compliance with the conditions prescribed thereunder.
- 16.** If at any time the share capital is divided into different classes of shares, the rights attached to any class may, subject to Section 48 of the Act, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply.
- 17.** The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
- 18.** Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to issue its securities in dematerialised form in accordance with the Depositories Act, 1996 and the regulations made thereunder. Securities of the Company that are required to be held or transferred only in dematerialised form under any applicable law (including Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Listing Regulations) shall be so held and transferred.

PART IV — SHARE CERTIFICATES

19. Every person whose name is entered as a member in the register of members shall be entitled, without payment, to one certificate for all his shares, or to several certificates each for one or more of his shares upon payment of such fee as may be prescribed. Every share certificate shall be issued in accordance with Section 46 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, and shall specify the shares to which it relates and the amount paid up thereon.

A certificate shall be issued under the seal, if any, of the Company, which shall be affixed in the presence of, and signed by, two Directors and the Secretary or such other person as the Board may appoint; or, where the Company has no common seal, the certificate shall be signed by two Directors, or by a Director and the Company Secretary.

The Company shall, within the time limits prescribed by Section 56 of the Act, complete and have ready for delivery the certificates of all shares allotted or transferred, being two months from the date of allotment and one month from the date of receipt of the instrument of transfer.

20. If any certificate is worn out, defaced, mutilated, torn or old, or if there is no further space on the back thereof for endorsement of transfer, then, upon production and surrender thereof, a new certificate may be issued in lieu thereof; and if any certificate is lost or destroyed, then, upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate shall be issued. The provisions of this Article shall mutatis mutandis apply to debentures of the Company.
21. Where the securities of the Company are held in a depository, the records of the beneficial ownership may be served by the depository on the Company, and no share certificate shall be required to be issued in respect of such dematerialised securities.

PART V — DEMATERIALISATION OF SECURITIES

22. For the purposes of this Part, “beneficial owner”, “depository” and “security” have the meanings assigned to them under the Depositories Act, 1996. The provisions of this Part shall have full effect notwithstanding anything to the contrary or inconsistent contained in any other Article.
23. Either on the Company or on the investor exercising an option to hold securities with a depository in electronic form, the Company shall enter into an agreement with the depository to enable the investor to dematerialise the securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act, 1996.
24. All securities held by a depository shall be dematerialised and held in fungible form; and nothing contained in Sections 88, 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners. A depository shall be deemed to be the registered owner for the purpose of effecting the transfer of ownership of securities on behalf of the beneficial owner, but shall not have any voting rights or any other rights in respect of the securities held by it.
25. Every person holding securities of the Company and whose name is entered as a beneficial owner in the records of the depository shall be deemed to be a member of the Company, and shall be entitled to all the rights and subject to all the liabilities in respect of the securities held by the depository. Nothing contained in the Act or these Articles regarding the necessity of a distinctive number for securities, or the requirement of an instrument of

transfer under Section 56, shall apply to securities held in dematerialised form in a depository.

26. The Company shall cause to be kept a register and index of members and of debenture-holders and other security-holders in accordance with the Act; and the register and index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the corresponding register and index for the purposes of the Act. The Company shall reconcile the total issued capital, listed capital and capital held by the depositories in dematerialised form as required under the applicable SEBI regulations.

PART VI — LIEN

27. The Company shall have a first and paramount lien upon every share (not being a fully paid share) registered in the name of any member, and upon the proceeds of sale thereof, for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share; and such lien shall extend to all dividends and bonuses declared from time to time in respect of such share. The Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article. This lien shall be subject to the requirement of free transferability of the securities of a listed company.
28. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien; provided that no sale shall be made unless a sum in respect of which the lien exists is presently payable, and until the expiration of fourteen days after a notice in writing demanding payment has been given to the registered holder of the share or to the person entitled thereto by transmission.
29. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof, who shall be registered as the holder of the shares and shall not be bound to see to the application of the purchase money. The net proceeds of the sale shall be applied in payment of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall be paid to the person entitled to the shares at the date of the sale.

PART VII — CALLS ON SHARES

30. The Board may, from time to time, by resolution passed at a meeting of the Board, and subject to Section 49 of the Act, make calls upon the members in respect of any monies unpaid on their shares, provided that no call shall exceed the limits prescribed by the Act; and each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.
31. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed, and may be required to be paid by instalments. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
32. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon at such rate, not exceeding the rate prescribed, as the Board may determine; but the Board shall be at liberty to waive payment of any such interest wholly or in part.
33. Subject to Sections 50 and 179 of the Act, the Board may, if it thinks fit, receive from any member willing to advance the whole or any part of the monies uncalled and unpaid upon

the shares held by him, and may pay interest upon the money so advanced; but money so paid in advance of calls shall not confer a right to participate in profits or dividend.

PART VIII — TRANSFER OF SHARES

34. The securities of the Company shall be freely transferable in accordance with Section 44 and the proviso to Section 58(2) of the Act; and the Company shall not, save as permitted by law, have any discretion to refuse or withhold registration of the transfer of any fully paid securities. The Company shall keep a register of transfers and shall enter therein the particulars of every transfer or transmission of any share.
35. The instrument of transfer of any share shall be in the form prescribed under Section 56 of the Act, duly executed by or on behalf of both the transferor and the transferee, and shall be accompanied by the certificate of the shares to which it relates and such other evidence as the Board may require. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members.
36. In the case of transfer or transmission of securities held in dematerialised form, the provisions of the Depositories Act, 1996 shall apply, and no instrument of transfer shall be required.
37. The Board may, subject to the right of appeal conferred by Sections 58 and 59 of the Act, decline to register the transfer of a share (not being a fully paid share) to a person of whom it does not approve, or any transfer of a share on which the Company has a lien; provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person indebted to the Company, and provided further that, in the case of securities of a listed company, registration shall not be refused except as permitted under the Act and the SEBI Listing Regulations. Where the Company refuses to register a transfer, it shall, within thirty days, send notice of the refusal, giving reasons, to the transferee and the transferor.
38. The registration of transfers may be suspended by the Board on giving not less than seven days' previous notice by advertisement, in accordance with Section 91 of the Act, at such times and for such periods as the Board may determine, not exceeding in the aggregate thirty days at any one time or forty-five days in the aggregate in any year. No fee shall be charged for registration of transfer, transmission, or for registration of any probate, letters of administration, power of attorney or similar document.

PART IX — TRANSMISSION OF SHARES

39. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein shall release the estate of a deceased joint holder from any liability in respect of any share held by him jointly.
40. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon producing such evidence as the Board may require, elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall, in either case, have the same right to decline or suspend registration as it would have had in the case of a transfer of the share by that member before his death or insolvency.

41. A person becoming entitled to a share by reason of the death or insolvency of a member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

PART X — NOMINATION

42. Every holder of securities of the Company may, at any time, nominate, in the manner prescribed under Section 72 of the Act and the applicable rules, a person to whom his securities shall vest in the event of his death; and where the securities are held by more than one person jointly, the joint holders may together nominate a person in whom all the rights in the securities shall vest in the event of the death of all the joint holders.
43. Notwithstanding anything contained in any other law or in any disposition, where a nomination made in the prescribed manner purports to confer on any person the right to vest the securities, the nominee shall, upon the death of the holder or all the joint holders, be entitled to have the securities transmitted in his or her name in accordance with Section 72 of the Act and the applicable rules, subject to applicable law. Where the nominee is a minor, the holder may appoint a person to become entitled to the securities in the event of his death during the minority of the nominee.

PART XI — FORFEITURE OF SHARES

44. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued. The notice shall name a further day (not being earlier than the expiry of fourteen days from the date of service) on or before which the payment is to be made, and shall state that, in the event of non-payment, the shares in respect of which the call was made will be liable to be forfeited.
45. If the requirements of any such notice are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit, and at any time before a sale or disposal the forfeiture may be cancelled on such terms as the Board thinks fit.
46. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. The forfeiture of a share shall involve the extinction, at the time of forfeiture, of all interest in and all claims and demands against the Company in respect of the share.

PART XII — ALTERATION OF CAPITAL

47. The Company may, from time to time, by ordinary resolution and subject to Section 61 of the Act, alter the conditions of its Memorandum of Association to increase its authorised share capital, to consolidate and divide all or any of its share capital into shares of a larger

amount, to convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares, to sub-divide its shares into shares of a smaller amount, or to cancel any shares which have not been taken or agreed to be taken by any person. Any increase in the authorised share capital shall be filed with the Registrar in Form SH-7 within thirty days.

48. The Company may, by special resolution and subject to and in accordance with Sections 66 of the Act and the confirmation of the Tribunal where required, reduce its share capital, any capital redemption reserve account or any share premium account in any manner permitted by law.

PART XIII — CAPITALISATION OF PROFITS

49. The Company in general meeting may, upon the recommendation of the Board and subject to Section 63 of the Act, resolve to capitalise any part of the amount standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution, and to apply the same for the issue of fully paid-up bonus shares to the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. A securities premium account and a capital redemption reserve account may be applied only in accordance with the Act.
50. The Board shall give effect to any such resolution and may make all appropriations and applications of the undivided profits resolved to be capitalised, and make all allotments and issues of fully paid shares, and generally do all acts and things required to give effect thereto, including the making of provision for fractions.

PART XIV — BUY-BACK OF SHARES

51. Notwithstanding anything contained in these Articles, but subject to all applicable provisions of Sections 68, 69 and 70 of the Act and the rules made thereunder, and to the SEBI Listing Regulations and other applicable law, the Company may purchase its own shares or other specified securities out of its free reserves, its securities premium account or the proceeds of a fresh issue, and may thereafter extinguish and physically destroy the securities so bought back.

PART XV — BORROWING POWERS

52. Subject to Sections 73, 179 and 180 of the Act, the Board may, from time to time, by resolution passed at a meeting of the Board, accept deposits, borrow monies and secure the payment of any sum or sums of money for the purposes of the Company; provided that where the money to be borrowed, together with the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital of the Company, its free reserves and its securities premium, the Board shall not borrow such money without the consent of the Company by a special resolution.
53. The Board may raise or secure the repayment of such monies in such manner and upon such terms and conditions as it thinks fit, including by the issue of debentures or bonds, perpetual or otherwise, or by mortgage, charge, hypothecation or pledge of all or any part of the property of the Company (both present and future), and the Company shall register the charges so created with the Registrar in accordance with Chapter VI of the Act.

PART XVI — GENERAL MEETINGS

54. The Company shall, in each year, hold in addition to any other meetings a general meeting as its annual general meeting, in accordance with Section 96 of the Act, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next. All general meetings other than annual general meetings shall be called extraordinary general meetings.
55. The Board may, whenever it thinks fit, call an extraordinary general meeting; and an extraordinary general meeting shall also be called on the requisition of members in accordance with Section 100 of the Act.

PART XVII — PROCEEDINGS AT GENERAL MEETINGS

56. No general meeting, annual or extraordinary, shall be called except by giving not less than twenty-one clear days' notice in writing or through electronic mode, in the manner provided in Section 101 of the Act; provided that a general meeting may be called after giving shorter notice if consent is given in the manner prescribed by that section. Every notice of a meeting shall specify the place, date, day and hour, and shall contain a statement of the business to be transacted, and, in the case of special business, the explanatory statement required by Section 102 of the Act.
57. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided in the Act, the quorum for a general meeting shall be as provided in Section 103 of the Act. The Chairperson of the Board shall preside as Chairperson at every general meeting; and in his absence the Directors present shall elect one of their number, or, failing that, the members present shall elect one of the members, to be Chairperson.
58. Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairperson, or demanded, in accordance with Section 109 of the Act; and the result of the poll shall be deemed to be the decision of the meeting.
59. Notwithstanding anything contained in these Articles, the Company shall provide to its members the facility to exercise their right to vote by electronic means (remote e-voting) on any resolution, in accordance with Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, and shall also provide the facility for voting through electronic means at the meeting; and a member may attend and participate in a general meeting through video conferencing or other audio-visual means as may be permitted by the Act and applicable circulars.
60. "The Company shall transact such business by means of postal ballot as may be required under Section 110 of the Act and the rules made thereunder and any applicable SEBI regulations."

PART XVIII — ADJOURNMENT OF MEETING

61. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place; but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not

be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, save as provided in the Act.

PART XIX — VOTING RIGHTS

62. Subject to any rights or restrictions for the time being attached to any class of shares, and subject to Section 47 of the Act, on a show of hands every member present in person shall have one vote, and on a poll (including remote e-voting) the voting rights of a member shall be in proportion to his share of the paid-up equity share capital of the Company. A holder of preference shares shall have a right to vote only in the circumstances specified in Section 47(2) of the Act.
63. No member shall be entitled to vote at any general meeting, either personally or by proxy, in respect of any shares on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.
64. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered; and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairperson, whose decision shall be final and conclusive.

PART XX — PROXY

65. Any member entitled to attend and vote at a general meeting may appoint another person as a proxy to attend and vote instead of himself; but a proxy shall not have any right to speak at the meeting and shall not be entitled to vote except on a poll. The instrument appointing a proxy shall be in writing in the form prescribed under Section 105 of the Act, and shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting.
66. A person appointed as proxy shall act on behalf of such number of members, and holding such aggregate amount of the share capital carrying voting rights, as may be prescribed under Section 105 of the Act. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or the revocation of the proxy or the transfer of the share, provided no intimation in writing of such event has been received by the Company before the commencement of the meeting.

PART XXI — BOARD OF DIRECTORS

67. The number of Directors of the Company shall not be less than three and not more than fifteen. The Company may appoint more than fifteen Directors after passing a special resolution in accordance with the provisions of the Act. **The persons who were named as the First Directors of the Company at the time of its incorporation were Mr. Praveen Tyagi and Mrs. Suman Tyagi.**
68. The Company shall have such number of independent directors, and at least one woman director, on its Board as are required under Section 149 of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations; and the Board shall have an optimum combination of executive, non-executive and independent directors. An independent director shall be appointed, and shall abide by the Code for Independent Directors, in accordance with the said provisions, and shall not be liable to retire by rotation.

69. A Director shall not be required to hold any qualification shares in the Company.
70. At every Annual General Meeting, one-third of such of the Directors for the time being as are liable to retire by rotation, or, if their number is neither three nor a multiple of three, then the number nearest to one-third, shall retire from office in accordance with Section 152 of the Act. Independent Directors shall not be included for the purpose of determining the total number of Directors liable to retire by rotation, and the Directors liable to retire by rotation shall be those determined in accordance with the Act.
71. Subject to Section 161 of the Act, the Board may appoint any person as an additional director, who shall hold office up to the date of the next annual general meeting; may appoint an alternate director to act for a director during his absence for a period of not less than three months from India; and may appoint any person to fill a casual vacancy, who shall hold office only up to the date up to which the director in whose place he is appointed would have held office.
72. Where any trust deed for securing debentures, or any agreement with a financial institution or bank, provides for the appointment of a nominee director, the Board may appoint such nominee director; and such nominee director, and any debenture director, shall not be required to hold qualification shares and shall not be liable to retire by rotation, but may be removed subject to Section 169 of the Act.
73. Subject to the provisions of the Act, a Director may be paid remuneration, and every Director shall be paid such sitting fee for attending meetings of the Board or committees thereof, and such reimbursement of expenses, as the Board may determine within the limits and in the manner prescribed by Sections 197 and 198 of the Act and Schedule V thereto and the SEBI Listing Regulations. The independent directors shall be entitled to remuneration in accordance with, and shall not be eligible for stock options save as permitted by, the Act and the SEBI Listing Regulations.
74. The Company may, by ordinary resolution and subject to Section 169 of the Act, remove any Director (other than a director appointed by the Tribunal under Section 242) before the expiry of his period of office, after giving him a reasonable opportunity of being heard.
75. Every Director shall comply with the limits on the number of directorships and committee memberships, the disclosure and other obligations, and the eligibility conditions, prescribed under the Act and the SEBI Listing Regulations; and the office of a Director shall become vacant in the circumstances set out in Section 167 of the Act.

PART XXII — PROCEEDINGS OF THE BOARD

76. The Board shall meet at least four times in a year, with not more than one hundred and twenty days intervening between two consecutive meetings, in accordance with Section 173 of the Act; and the participation of Directors may be in person or through video conferencing or other audio-visual means as prescribed. The quorum for a meeting of the Board shall be one-third of its total strength or two Directors, whichever is higher, as provided in Section 174 of the Act, and the presence of Directors through video conferencing shall be counted for the purpose of quorum, save in respect of items which the Act requires to be dealt with only at a meeting.
77. Questions arising at any meeting of the Board shall be decided by a majority of votes; and in the case of an equality of votes, the Chairperson shall have a second or casting vote.

78. The Board shall constitute and reconstitute from time to time such committees as are required under the Act and, to the extent applicable, the SEBI Listing Regulations, and such committees shall have the composition, powers, functions and terms of reference as prescribed under applicable law.”
79. All acts done by any meeting of the Board, or of a committee thereof, or by any person acting as a Director, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such Director or person, or that any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. Subject to Section 175 of the Act, a resolution may be passed by circulation.

PART XXIII — POWERS OF THE BOARD

80. The business of the Company shall be managed by the Board, which may exercise all such powers, and do all such acts and things, as the Company is authorised to exercise and do, subject to the Act, the Memorandum and these Articles; provided that the Board shall not exercise any power, or do any act or thing, which is directed or required to be exercised or done by the Company in general meeting.
81. The Board shall exercise the powers specified in Section 179(3) of the Act only by means of resolutions passed at meetings of the Board; and shall not, except with the consent of the Company by a special resolution, exercise any of the powers referred to in Section 180 of the Act (including the sale or lease of the whole or substantially the whole of an undertaking, and borrowings in excess of the limits therein specified).

PART XXIV — MANAGING DIRECTOR, WHOLE-TIME DIRECTOR, MANAGER AND KEY MANAGERIAL PERSONNEL

82. Subject to Sections 196, 197 and 203 of the Act and Schedule V thereto, the Board may, from time to time, appoint one or more of its Directors to be a Managing Director or Whole-time Director, or appoint a Manager, for such term not exceeding five years at a time and on such remuneration and conditions as it may think fit.
83. The Board may entrust to and confer upon a managing director or whole-time director or manager any of the powers exercisable by it, upon such terms and conditions and with such restrictions as it thinks fit.
84. Subject to Section 203 of the Act and the rules made thereunder, the Company shall have such whole-time key managerial personnel as are required, which shall include a managing director or chief executive officer or manager and, in his absence, a whole-time director, a company secretary and a chief financial officer, who shall be appointed by the Board by means of a resolution containing the terms and conditions of appointment.

PART XXV — THE SEAL

85. The Board may provide for a common seal for the purposes of the Company and, if it does so, shall provide for the safe custody thereof. The common seal, if any, shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee thereof authorised in that behalf, and except in the presence of at least two Directors and of the Secretary or such other person as the Board may appoint, who shall sign the instrument. The Company may have an official seal for use outside India in accordance with Section 50 of the Act.

PART XXVI — DIVIDENDS AND RESERVES

86. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board; and no dividend shall be declared or paid otherwise than out of the profits of the Company, arrived at after providing for depreciation in accordance with the Act, or out of monies provided by the Central or a State Government, and shall be declared and paid in accordance with Sections 123 to 127 of the Act. Subject to Section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
87. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves, and may also carry forward any profits which it may think prudent not to divide. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion of the period in respect of which the dividend is paid.
88. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post, or through any electronic mode, to the registered address of, or to the bank account specified by, the holder or, in the case of joint holders, to the registered address of the first-named holder. No dividend shall bear interest against the Company.
89. Any dividend which remains unpaid or unclaimed shall be dealt with in accordance with Sections 124 and 125 of the Act; and the Company shall transfer any amount remaining unpaid or unclaimed for a period of seven years, together with the shares in respect of which such dividend has remained unpaid or unclaimed for seven consecutive years, to the Investor Education and Protection Fund established under the Act.

PART XXVII — ACCOUNTS AND AUDIT

90. The Board shall cause to be kept proper books of account in accordance with Sections 128 and 129 of the Act, and shall lay before the Company in general meeting the financial statements, together with the Board's report and the auditor's report, as required by the Act. No member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.
91. The auditors of the Company shall be appointed, and their remuneration fixed, and their duties regulated, in accordance with Sections 139 to 148 of the Act; and the Board may fill any casual vacancy in the office of an auditor in accordance with Section 139(8) of the Act. The Company shall observe the requirements relating to internal audit, cost audit and secretarial audit to the extent applicable to it.

PART XXVIII — SERVICE OF DOCUMENTS AND NOTICES

92. A document or notice may be served or given by the Company on any member, either personally, or by sending it by post or by registered post or by courier or through electronic mode, to his registered address or to the electronic address supplied by him, in accordance with Section 20 of the Act and the applicable rules; and any document or notice served through electronic mode shall be deemed to be duly served. Service of documents on the Company shall be effected in the manner provided in Section 20 of the Act.

PART XXIX — WINDING UP

93. Subject to the provisions of Chapter XX of the Act and the rules made thereunder, if the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or in kind, the whole or any part of the assets of the Company, and may, for that purpose, set such value as he deems fair upon any property to be divided and determine how the division shall be carried out as between the members; but no member shall be compelled to accept any shares or other securities whereon there is any liability.

PART XXX — INDEMNITY

94. Subject to the provisions of Section 197(13) of the Act, every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in which relief is granted to him by the court or the Tribunal; and no such officer shall be indemnified against any liability arising from his own negligence, default, misfeasance, breach of duty or breach of trust.

PART XXXI — SECRECY

95. Subject to the provisions of the Act and of law, every Director, manager, auditor, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board before entering upon his duties, observe secrecy in respect of all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto; and no member shall be entitled to require discovery of, or any information respecting, any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, save as may be required by law.

PART XXXII — GENERAL AND MISCELLANEOUS

96. So long as any securities of the Company are listed on any stock exchange, the Company shall comply with the SEBI Listing Regulations and the requirements of the stock exchange(s), including those relating to corporate governance, the composition of the Board and its committees, related party transactions, disclosures and the record date; and the provisions of the SEBI Listing Regulations and such requirements shall be deemed to be incorporated in, and shall prevail over any inconsistent provision of, these Articles.
97. The Company shall keep and maintain the register of significant beneficial owners in accordance with Section 90 of the Act, and shall comply with Sections 88 and 89 of the Act relating to the register of members and the declaration of beneficial interest.
98. Every contract or arrangement entered into by the Company with a related party shall be subject to Section 188 of the Act and the SEBI Listing Regulations, and shall be entered into only with such approvals as are prescribed thereunder.
99. Wherever in the Act it has been provided that the Company shall have any right, privilege or authority, or that the Company may carry out any transaction, only if the Company is so authorised by its Articles, then these Articles authorise and empower the Company to have such right, privilege and authority and to carry out such transaction, save to the extent expressly prohibited by any other Article.
100. These Articles may be altered from time to time by the Company by special resolution, in accordance with Sections 5 and 14 of the Act.

We, both, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a company, in pursuance of these Articles 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 and occupation of each subscriber	Number of Equity Shares taken by Subscriber	Signature of Subscriber	Name, address, description and occupation of witness and his signature.
Praveen Tyagi S/O Shri Mayaprakash Tyagi C-315, Lohia Nagar, Ghaziabad, UP, (Bussiness)	5,000 (Five Thousand only)	Sd/-	I here by witness the signatures of all the subscribers who have signed in my presence. Sd/- Praveen Kumar Singhal M.No. 89768 FCA S/O Shri D D Singhal WA-121, Shakarpur Delhi-110092
Suman Tyagi W/O Shri Praveen Tyagi C-315, Lohia Nagar, Ghaziabad, UP, (Bussiness)	5,000 (Five Thousand only)	Sd/-	

Dated this 25th day of May, 2001.

Altered and adopted pursuant to the Special Resolution passed by the Members at the 25th Annual General Meeting of VVIP Infratech Limited held on 28th September 2026.