THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

*UDAYSHIVAKUMAR INFRA LIMITED

The name of the Company has been changed from Udayshivakumar Infra Private Limited to Udayshivakumar Infra Limited vide shareholders resolution in Extraordinary General Meeting dated 30th August, 2022

1st. *THE NAME OF THE COMPANY IS UDAYSHIVAKUMAR INFRA LIMITED.

2nd THE RESGISTERED OFFICE OF THE COMPANY WILL BE SITUATED IN THE STATE OF KARNATAKA.

3rd. (A)THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATIONS ARE:-

1. To carry on and continue the line of activities of Undertaking Civil Contracts and to undertake infrastructural projects of the State Governments, Central Government and Corporate Bodies Civil or other works like major irrigation works, NH Constructions, Canal Constructions, undertaking housing projects to build apartments, group houses, row houses, building individual residential houses and selling them, development of satellite cities, to under construction of projects belong to private parties, to enter into joint ventures for construction projects whether in India or Overseas, take on lease or under a licence, concession, grant or otherwise acquire mines, quarry, mining rights in any land, make arrangement for labor supply directly or through agents, to supply machinery, equipment and vehicles on hire necessitated for the business whether take n on hire basis also for execution of contract works of the business of M/S UDAYSHIVAKUMAR.

2. To take over the existing business of the firm as it is where it is as going concern, including all its credentials, past work experience of the firm, Validity of licenses earned for over the years, work done experience, turnover credentials and on-going works under progress in entirety including all its moveable assets (including actionable claims) and all other assets, rights, benefits, titles, interests, approvals, registrations, permits, facilities, concessions, sanctions, privileges, licenses, debts belonging to or held by the parties hereto in connection with the business carried on by them in partnership under the name and style of M/ S UDAYSHIVAKUMAR as aforesaid and to undertake and discharge all the liabilities in respect of any debt or obligation incurred or any contract entered into by or on behalf of the aforesaid partnership and the goodwill if any of such business and further the validity of contract licenses, credentials, permissions, privileges, registrations will continue with regard to on-going contracts , new tender notifications, new tender apply, tender acceptance and agreements entered into in the name of the firm till the date of conversion of such licenses , certificates and credentials in the name of the company.

** At duly conveyed Extra Ordinary General Meeting on Thursday, the 18th day of August, 2022 - By passing Special Resolution, sub clause 1 of Clause 3rd of the main object of the company was altered.*
**The name of the Company has been changed from Udayshivakumar Infra Private Limited to Udayshivakumar Infra Limited vide shareholders resolution in Extraordinary General Meeting dated 30th August, 2022*

3. To do all such acts which are incidental and conductive to carry out the foregoing objects of the Firm.

(B)MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3rd (A) ARE

1) To purchase , sell, develop take in exchange or on lease, hire or otherwise acquire, whether for sale or working the same, to Membership Registration, Affiliation to any real or personal estate including lands, building houses, cottages, shops warehouses, stock in trade, concessions, privileges, licenses, easements or interest in or with respect to any property whatsoever for the purpose of the Company in consideration for a gross terms or rent or partly in one way and partly in the other or for any other consideration. To carry on the business of manufacture, fabricate and assemble, buy, sell, import, export, distribute, and deal in material required for infrastructure related activities

2) To acquire and undertake the whole or any part of the business, property and liabilities of any per son, carrying on any business which the company is authorized to carry on or possession of property suitable for the purposes of the objects of thecompany.

3) To apply, for purchase or otherwise, acquire any patent, patent right copyright trademarks, formula license, lease, concessions, conferring any exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may directly or indirectly to benefit the company, and to use, exercise develop or grant licenses in respect of or otherwise turn to account the property rights, or information so acquired.

4) To amalgamate or enter into any arrangement for sharing of profits, union of interest, co-operation, reciprocal concession, lease, license or otherwise with any person carrying on or transaction which the Company is authorized to carry on or engage in.

5) 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 o ut, exercise and comply with any such arrangement, rights, privileges and concessions.

6) To establish or support or aid in the establishment and support of associations, institutions, funds, trust and conveyances 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.

7) To promote any other company or companies for the purpose of acquiring or taking overall or any of the property rights and liabilities of the Company or for any other purpose which may directly or indirectly benefit the Company.

8) To purchase or import, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purposes of its business and in particular land, buildings, easements, machinery plant and stock -in - trade.

9) To invest and deal with money of the company, not immediately required in such manner as may, from time to time be thought fit subject to the provisions of the Companies Act,2013.

10) To lend and advance money or give credit to any person or company, to give guarantee or indemnify for the payment of money or the performance of contracts or obligations by any person, to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person subject to the provisions of the Act. However, the Company shall not carry on banking business as defined under the Banking Regulation Act. 1949.

11) To borrow or secure money including deposits in such manner as the company may think fit or to make repayment of any debt, liability, perform any contract entered in to or issue of debentures, perpetual or otherwise charged upon all or any of the Company's property(both present and future) including its uncalled capital; and to purchase, redeem, or payoff any such securities.

12) To remunerate any person 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 other services received by the company.

13) To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading and other negotiable or transferable instruments.

14) To sell or dispose of to improve manage, develop or exchange the undertaking, property or rights of the Company or any part thereof for such consideration as the company may think fit.

15) To adopt such means of making known and advertising the business and products of the Company as may be expedient.

16) To apply for, promote and obtain any or der, regulation, or other authorization or enactment which may directly or indirectly benefit the Company.

17) To procure recognition of the Company in any place in India or country outside India.

18) To issue or allot fully or partly paid shares in the capital of the company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the company or any services rendered to the Company.

19) To take or hold mortgage, 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 or borrower.

20) 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 by it , subject to the provisions of the Act.

21) To insure any of the properties, undertakings, contracts, list or obligations of the company in any manner whatsoever.

22) To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient and subject to the provisions of the Companies Act, 2013 to the general public and Institutions for charity.

23) To aid and support, any person, association, body or movement whose object is solution, settlement or surmounting of industrial or labor problems or the promotion of industry, trade or business of the Company or for the promotion of Science and Technology, Cultural activities, Sports, environment, rural development and other social and welfare activities.

24) To establish or support associations, institutions, schools, hospitals, guest houses, clubs, funds and trusts which may be considered beneficial to any employees or ex-employee sand to officers and ex -officers of the Company or the dependents of any such person.

25) To refer all questions, disputes or differences arising between the Company and any other person (other than a Director of the Company) in connection with or in respect of any matter relating to the business or affairs of the company to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the Arbitration Act and the Rules of the International Chamber of Commerce relating to arbitration and to institute legal proceeding or defend any proceedings and to appoint advocates, consultants or advisors in this behalf.

26) To enter into negotiation or collaboration, technical, financial or otherwise with any person or Government for obtaining any gran t, subsidy, license or on other terms,

formula and other rights and benefits, and to obtain technical information, know-how and expert advice for the production, manufacture and export or sale of all types of goods which the Company is authorized to produce or to deal in.

27) To arrange for the marketing in India and abroad sale of the products and by-products of the Company and purchase 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 or both (whether individuals, firms 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 distribution or both by way of such commission or in such other manner as the company may deem fit.

28) To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund or any special or other fund whether for repayment of redeemable preference shares, redemption of debentures or debenture stock, for dividends, for equalizing dividends, for repairing, improving extending and maintaining any part of the property of the Company.

29) To open and operate any type of bank accounts with the Bank and obtain credit facilities with or without securities for its business.

30) To train or pay for training in India or abroad of any of Company's employees or officers or any candidates in the interest of or furtherance of the Company's objects

31) To establish research and development centers for business of the Company

32) To enter into partnership or any arrangement for the benefit of the Company.

33) To act as consultants in financing, and promoting industrial enterprises to carry on business of management and other consultancy services including preparation of project reports and to pay brokerage, commission, service charges, etc., to agents' representatives who render services for procuring business to the Company.

34) To take shares, stock, debentures, and other securities in other company's carrying on any business which this company is authorized to carry on.

35) To sell and dispose of the undertaking of the company for shares, debentures or securities of any other company having objects altogether or in part similar to the of this company.

36) To sell, improve, manage, develop, exchange, lease mortgage, dispose-off, or otherwise deal with all or any part of the property and rights of the company.

37) To render or assist in rendering of technical services to any person, firm, company and undertaking in connection with the business of the Company.

38) To adopt all pre -incorporation contracts entered into by the promoters with any person on behalf of the company by way of ratification or substitution and to remunerate any person or company for services rendered or to be rendered to the company for the formation or promotion of the company or for the acquisition of any property license, letter of intent, allotments, know how or similar things by the company.

39) To provide guarantees, counter guarantees, third party guarantees or to stand as surety for the payment of money, secured or unsecured, obtained by the company from banks, institution, mutual funds, public bodies, government bodies, corporations, companies, firms, individuals or other entities on commission or otherwise and to pay for the money so guaranteed in respect of promissory note, bonds, debentures, stocks, contracts, mortgages, charges, obligations, banking facilities, instruments and securities of any such entities as aforesaid.

40) Subject to the provisions of the Companies Act, 2013 or any other enactments in force, to indemnify and keep indemnified members, officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company and for any loss, damage, or misfortune, whatever and which shall happen in execution of the duties of their office or made in relation thereto.

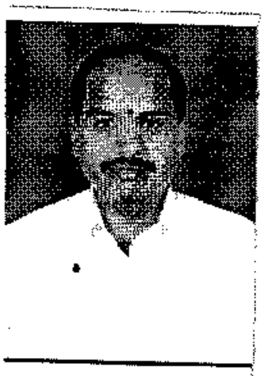
41) To carryon in India or any part of the world all incidental acts and things necessary for the attainment of any of the objects under these presents.

4th. THE LIABILITY OF THE MEMBERS IS LIMITED AND THIS LIABILITY IS LIMITED TO THE AMOUNT UNPAID, IF ANY, ON THE SHARES HELD BY THEM.

5th THE AUTHORIZED SHARE CAPITAL OF THE COMPANY IS Rs. 56,50,00,000/ - (RUPEES FIFTY SIX CRORES FIFTY LAKHS ONLY) DIVIDED INTO 5,65,00,000 (FIVE CRORES SIXTY FIVE LAKHS ONLY) EQUITY SHARES OF Rs. 10/-(RUPEES TEN ONLY) EACH.

6th. WE THE SEVERAL PERSONS WHOSE NAMES AND ADDRESSES ARE SUBSCRIBED HEREUNDER 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 COMPANY SET OPPOSITE TO OUR RESPECTIVE NAMES.

The authorised share capital of the Company is increased to Rs. 56,50,00,000/ - (rupees fifty six crores fifty lakhs only) divided into 5,65,00,000 (five crores sixty five lakhs only) equity shares of Rs. 10/ - (rupees ten only) each vide shareholders resolution in Extraordinary General Meeting dated 30th August, 2022

Sl. No.	Names, Addresses, Occupation And Description of the Subscriber	Photograph of the Subscribers	Number of Equity shares taken by each subscriber	Signature of the Subscriber	Signature of witness with Address, Description and Occupation.
1.	SHRI UDAY SHIVA Kumar S/o Rajanna Age :- major R/O # 1924 A/196 manjukrupa Nilaya, Behind swami vivekanand school near NH-4 BYPass Banshankari Badavane, Davangere. 577005 Karnataka.	 occ: Business	36135000 Equity shares of Rs 10/- each		I witness to subscribed and digest who have subscribed and signed in my presence at Belgaum on 18th November, 2019, further have verified their Identity Details (ID) for their Identification
2.	SMT Amrutha UdAYSHIVAKUMAR W/o SHRI udayShivakumar Age : major. R/O #1924A/196 Banashankari Layout Vidyanagar near NH4 Davangere Davangere-577005 Karnataka	 occ: Business	365,000 Equity Shares of Rs. 10/- each		particulars as filled in ROSHAN R RAIKAR, S/O RAMESH RAIKAR, R/o H. NO 143, Sharapur, Saraf Galli, Belgaum - 590003, Karnataka Company Secretary in Practice
	Total	—	3,65,00,000 Equity Shares of Rs. 10/- Each.		M. NO- 32941, CP.NO -12146 Roshan

Dated 18th day of November, 2019 at Belgaum, Karnataka.

NOTE :

a. That the sub clause 1 of clause 3rd of the main object of the company was altered vide shareholders resolution in Extraordinary General Meeting dated 18th August, 2022

b. That the Memorandum of Association was replaced to alien it with Schedule I , Table – A of the Companies Act, 2013 vide shareholders resolution in Extraordinary General Meeting dated 18h August, 2022

c. The Clause 1st of the Company has been changed from Udayshivakumar Infra Private Limited to Udayshivakumar Infra Limited vide shareholders resolution in Extraordinary General Meeting dated 30th August, 2022

d. The Clause 5th is amended by passing special resolution in Extra Ordinary general meeting held on Tuesday, the 30h day of August 2022 by increasing the authorized capital from Rs. 36,50,00,000/- (Rupees Thirty Six Crores Fifty Lakhs Only), divided into 3,65,00,000 (Rupees Three Crores Sixty Five Lakhs Only)Equity Shares of Rs. 10/- (Rupees Ten Only) each, to Rs. 56,50,00,000/ - (Rupees Fifty Six Crores Fifty Lakhs Only) Divided Into 5,65,00,000 (Five Crores Sixty Five Lakhs Only) Equity Shares Of Rs. 10/ - (Rupees Ten Only) Each.

FOR UDAYSHIVAKUMAR INFRA PRIVATE LIMITED

Name	UDAYSHIVKUMAR
Designation	Managing Director
DIN	05326601
Address	# 1924 A/196, Behind Swami Vivekananda School Near NH4 Bypass Banashankari Badavane Davanagere-577005, KA IN

Date: 30th August 2022
Place: Davanagere