

Company No : 01-12764



**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME**

In the Office of the Registrar of Companies,
Andhra Pradesh, Hyderabad.

(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF DIVYASHAKTHI GRANITES LIMITED

I hereby certify that DIVYASHAKTHI GRANITES LIMITED

originally incorporated on 4th day of June, 1991

under the companies Act, 1956, under the name M/s. DIVYASHAKTHI GRANITES LIMITED

The said M/s. DIVYASHAKTHI GRANITES LIMITED

_____ having duly passed necessary resolution under section 21/22 (1) (e) / 22 (1) (b) of the companies Act, 1956 and also having obtained the approval of the Central Government in writing vide letter No. RAP/TA.VI/Sec. 21/12764/02 dated 09-08-2002 of Registrar of Companies, Andhra Pradesh, Department of Company affairs has changed its name to DIVYASHAKTHI GRANITES LIMITED

This certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at Hyderabad, this 9th day of August,

Two Thousand and Two




(S.V. RAJGOPAL)

ASST. REGISTRAR OF COMPANIES
ANDHRA PRADESH : HYDERABAD



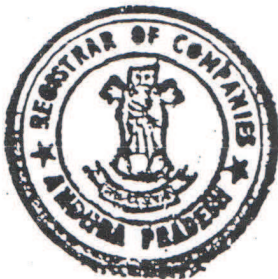
No. 01-12764

CERTIFICATE FOR COMMENCEMENT OF BUSINESS

Pursuant of section 149 (3) Companies Act, 1956.

I hereby Certify that the **DIVYASHAKTHI GRANITES LIMITED** which was incorporated under the Companies Act, 1956 on the 4th day of JUNE, 1991 and which has this day filed a duly verified declaration in this prescribed form that the conditions of section 149 (1) (a) to (d) / 149 (2) (a) to (c) of the said Act. have been complied with is entitled to commence business.

Given under my hand at HYDERABAD this 22nd day of JULY One thousand nine hundred and Ninety One.



Sd/-
(R VASUDEVAN)
Registrar of Companies
Andhra Pradesh.



फॉर्म आई. आर.
Form I. R.

निगमन का प्रमाण - पत्र

CERTIFICATE OF INCORPORATION

ना का म
No. 01-12764 of 1991-92

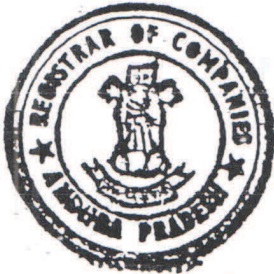
मैं एतद् द्वारा प्रमाणित करता हूँ कि आज

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

I hereby certify that DIVYASHAKTHI GRANITES LIMITED is this day incorporated under the Companies Act, 1956, (No. 1 of 1956) and that the Company is limited.

मैंने उस्ताक्षर से आज ना को दिया गया।

Given under my hand at HYDERABAD this 4th day of JUNE One thousand nine hundred and Ninety one. (14th Jyaistha 1913 Saka)



ज. एस. सी.-1
J.S.C.-1.

Sd/
(R. VASUDEVAN)
कम्पनियों का रजिस्ट्रार
Registrar of Companies
Andhra Pradesh.

**Memorandum
Of
Association
Of
DIVYASHAKTI LIMITED**

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DIVYASHAKTI LIMITED

- I. The name of the Company is **Divyashakti Limited**.
- II. The Registered office of the Company will be situated in the **State of Telangana**.
- III. The objects for which the Company is established are :

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

1. To Process, convert, refine, import, export, buy, sell, deal in Raw Blocks, tiles, slabs/panels, monuments, tomb stones, decorative pieces, architectural pieces, idols, construction materials and all other products of granite, marble, sand stones and any other stones within India or abroad.
2. To acquire, buy, sell, import, export, take/give on lease/sub-lease, on hire purchase any plant and machinery, spares consumables and equipment necessary for manufacturing, processing, finished of all or any of the aforesaid products either in India or in other countries.
3. To negotiate, acquire, buy, sell lands and quarries which are believed to contain deposits of granites, marble, sand stones and other stones, materials, major and minor minerals; to apply for, obtain take, lease/s from any State, Central, Provincial Governments or other competent authorities, companies corporate bodies, firms or private individuals; to develop, excavate, exploit derive, extract, refine, convert, exercise with or without the aid of machinery such stones, ore metals, minerals, whatsoever; to take land, quarries on sub-lease from any State or Central Governments, corporations, companies, corporate bodies, partnership firms, individuals; to give on sublease all or any quarries, lands to any Company, firm or individual; to buy, sell, export, import raw materials, semi-finished goods and finished goods.
4. To carry on the business of generation/ production, storage, transmission/ distribution/ supply and sale of electricity by conventional or non-conventional sources including coal, gas lignite, oil, bio-mass, waste, thermal, solar, fuel cells, atomic, hydel, geo - hydel, wind and tidal waves and all forms of energy for own use/consumption or to person/s or to firms/undertakings whether incorporated or unincorporated; whether Government (central or state or local) or Semi-Government or Government undertaking; or private/autonomous entity.

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

1. To open, operate sales counters, showrooms, offices, branches, godowns, warehouses, depots within India and/or in other countries to promote, develop, market the above said allied and other products, commodities and goods, to purchase or otherwise acquire, erect, maintain construct, and take on lease any buildings, offices, workshops, paint and machinery that may be necessary for purpose of the Company.
2. To acquire by concession, grant, purchase, borfes, lease, sub-lease, license or otherwise either absolutely or conditionally, whether alone or jointly with other's land, buildings, machinery plant utensils, work, convenience and other movable and immovable properties of every description and any patents, trademarks, privileges, licenses, protections, properties of every conferring any exclusive or limited rights to any inventions, secrets, or other information which may seem necessary for any of the purpose of the Company and to construct, maintain and/or alter any building or work, necessary or convenient for the purpose of the Company and to pay for such land, buildings, works, property or rights or any other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or other securities of the Company, or otherwise and manage, develop, let on lease or for hire or otherwise dispose of or turn to account the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient.
3. To establish agencies, appoint or employ representatives, distributors, commission agents, underwriter either within India or outside India for the manufacture, sale, purchase, exchange, hire or distribution, grind, polish, supply or otherwise of the products of the Company or for carrying out any of the aforesaid objects of the Company and to regulate and to discontinue the same and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities of the Company.
4. To purchase, take on lease, or in exchange, hire, lease or otherwise acquire any movable or immovable property and any rights or privileges, licenses or easements which the Company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being and to erect, establish, maintain, improve and work any buildings, offices, premises, houses, sheds, roads and other works.
5. To sell or in any other manner deal with or dispose of the undertaking or property of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other Company.
6. To enter into partnership or any agreement for sharing profits, loses, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, firm or Company carrying on or engaged in any business or transitions which this Company is authorized to carry on and subject to sections 391 to 394 of the Company Act, 1956 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
7. To enter into such arrangements as the Company may think proper with any public authority for building crawls and tenements on the property of the Company or on the properties of others and to let the same either to the employees of the Company or to

others and upon such terms as the Company may think proper.

8. To remunerate by cash or otherwise or by other assets or by allotment or fully or partly paid share or shares credited as fully or partly paid up on in any other manner any persons, firms, associations or companies for services rendered or to be rendered, rendering technical and advice, granting license or permissions for the use of patents, trade secrets, trademarks and in acting as trustees for debenture holders or debenture stock holders of the Company or for service rendered in or about the formation of the Company or any Company promoted by this Company or in introducing any property or business to the Company or in or about the conduct of the business of the Company.
9. Subject to the provisions of Section 58 A, 292 and 293 of the Companies Act, 1956 and the rules and regulations made there-under and the directions of the Reserve Bank of India in this behalf, to borrow or raise money, or receive money on deposit at interest or otherwise in such manner as the Company may think fit, within the permissible limits and without doing any banking business as defined in the Banking Regulations Act, 1949 and in particular by the issue of debentures, perpetual or otherwise including debentures convertible into share of this Company or perpetual annuities and as security of any such money so borrowed, raised or received to mortgage, pledge or charge or whole or any part of the property, assets or revenue of the Company, present or future including its uncalled capital and to give the lenders powers of sale of the property except uncalled capital and other powers as may seem expedient and to purchase, redeem, or pay off any such securities.
10. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any Company or person carrying on business which this Company is authorized to carry on or is possessed of rights suitable for any of the purposes of this Company.
11. To promote, form and register and aid in the promotion, formation and registration of any Company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such Company any property of this Company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose off shares, stock, debentures and other securities in or of any such Company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum and to assist any such Company and to undertake the management and secretarial or other work, duties and business on such terms as may be arranged.
12. To do all or any of the above things as principals, agents, contractors, trustees or otherwise any by or through trustees, agents or otherwise and either alone or in conjunction with other and to do all such other things as are incidental or as the Company may think conducive, of the attainment or the above objects or any of them.
13. To open accounts with any bank or financial institution and to draw, make, accept endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, letters of credit, Bank guarantees, warrants debentures and other negotiable or transferable instruments and to buy, sell and deal in the same.
14. To invest in shares other than the Company's own shares and deal with monies of the Company not immediately required, in such shares or upon such securities or investments and in such manner as many from time to time be determined.

15. To lend and advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of, and other having dealing with the Company and to give guarantees or securities for any such persons, firms or companies as may appear proper or reasonable to the directors, provided that the Company shall not carry on the business of banking, within the meaning of the Banking Regulations Act, 1949.
16. To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debenture, or redeemable preference shares, workers, welfare or for any other purpose conducive to the interest of the Company.
17. To provide for the welfare of employees or ex-employees (including directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or chawls or by grant of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trust and/or by providing or subscribing or contributing towards places of instruction and recreation hospitals and dispensaries, medical and other attendances and other assistance as the Company shall think fit.
18. To undertake and execute any trusts the undertaking of which may seem desirable either gratuitously or otherwise, for the attainment of the main objects of the Company.
19. To procure the incorporation, registration or other recognition of the Company in the country, state or place outside India and to establish and maintain local registered and branch places of the business in any part of the world.
20. To adopt such means of making known the products of the Company as many seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, regards and donations and holding exhibitions or giving concessions.
21. To act as importers and exporters of the goods dealt in by the Company.
22. To guarantee the payment of the money and the performance of contracts or engagements entered into by the Company and to discharge any debt or other obligation of or binding upon this Company by mortgage or charge upon all or any part of the under ranking property and rights of the Company (either present or future or both) including its uncalled capital or by the creation of issue of debentures, or other securities or by any other means.
23. To make pecuniary grants by way of donation, contribution, subscription, pension allowance or gratuity and to render assistance or otherwise to or for the benefit of persons who are or have been employed by the Company or its predecessors in business and widows, orphans and dependents of any of such persons, to or in aid of charitable, benevolent, religious, scientific, national, international and public institutions, objects or purposes, or to any individual or body to associations or organisations or funds for the defence, protection, indemnification or advantage of companies or others or for any exhibition.

24. To employ experts to investigate and examine the conditions, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or rights proposed to be financed by the Company.
25. To amalgamate with any other Company or companies having objects altogether or in part similar to those of this Company.
26. To apply for and obtain the registration, or other recognition of the Company in any State or place outside India and to apply or join in applying to any Parliament, Local Government, Municipal or other authority or Body, Colonial or foreign for any acts of parliament, laws, decrees, concessions, orders, objects or any of them and to propose by lawful means and proceedings, or application which may seem calculated directly or indirectly to prejudice the Company's interests.
27. To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any part of the property rights and concessions of the Company.
28. To pay all the costs, charges and expenses of the incidental to the promotion, formation, registration, and establishment of the Company.
29. To distribute any of the properties of the Company amongst the members in specie of kind, as permissible in law, in the event of the Company being wound up.
30. To refer or agree to refer to arbitration, any claim, demand, dispute, legal proceedings or any other question by or against the Company or in which the Company is interested or concerned.
31. To carry on the business of manufacturing, processing and / or purchasing, selling, importing, exporting & dealing in al and every kind of leather goods, handicrafts of woolen, brass and other makes, bulk drugs, chemicals, pharmaceuticals, carpets, garments or such other items which may be beneficial for the Company.
32. To carry on the business of undertaking of all type of civil constructions, supply works, railway works, military and other engineering works with the State and Central Governments, Governing Undertakings, corporations, Municipalities, Parishads and with such other local Self-Government bodies or authorities or individuals or bodies and in manufacturing of engineering and other implements and in such other commodities that may be used in construction work to enter into contracts and agreements with Central or State governments, Revenue, Local or otherwise for undertaking of Civil, Mechanical, Electrical, Transport including fabrication and manufacturing of all types of machinery that may be installed or used in the construction of all types of buildings, projects, dams, channels, tunnels, canals and other civil works including all type of earth works and machinery work.
33. To carry on the business of manufacturing, importing, exporting, processing and dealing in industrial chemicals and chemical related Granite Industry.
34. To act as insurance agents, financiers, underwriters, commission agents, forwarding and other agents.
35. To cultivate any commercial crops like tea, coffee, cinchona rubber and other forest produce or any other cereals or grains and for the purpose to purchase, take on lease or

otherwise acquire any land or plantations or estates and to work develop and to maintain the same and render marketable any such produce and to see, dispose of and deal in such produce either in its prepared, manufactured or raw state.

36. To purchases, breed, raise, produce or otherwise acquire, invest in own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, trade, deal with any and all kind of animals and agricultural products, and purchase, manufacture, produce, or otherwise acquire, investing, own hold, use, lease mortgage, pledge, sell assign, transfer or otherwise dispose of deal in and deal with all articles or in part from animals or agricultural products of any kind, whether, to be used as food or in commerce, manufacture, the science, the arts or otherwise.
37. To carry on the business of manufacturing, exporting, buying, selling and dealing, canning and food preservation including packing, tinning and bottling of food stuffs, meat, meet products, potted meats, fruits, vegetables, jams, pickles, sauces, tabled delicacies, oats, corn flakes, juices, extracts, concentrations and preserved provisions of all kinds and to establish, own operate, acquire, run and manage canning, food preservation and other factories for the purpose of packing, preserving and canning such articles and products.
38. To undertake sponsor or carry out finance, fund, manage, programmes of Rural Development.
39. To enter into contracts, agreements and arrangements with any other Company for the carrying out by such other Company on behalf of the Company of any objects for which the Company is formed.
40. To acquire, buy, sell, hire, let on hire or otherwise deal, lease in any movable or immovable property in which the Company may think fit by way of investment or with a view to resell or otherwise.
41. To undertake, promote, sponsor or assist any activity for the promotion or growth of national economy and for discharging social and moral responsibility of the Company towards the public or any section thereof.
42. To finance, hire purchase, requirements of buses, lorries, ships, aircrafts of all descriptions, machinery, building, tractors, equipment, ancillaries etc, of the transport undertakings, meeting a Company, corporation or departmental undertaking which is engaged in the operations, management repairs, maintenance, manufacture or trading or any mode of transport, be it by road, sea or air.
43. To act as stockiest, transporter, distributors, agents and brokers for sellers, buyers; exporters, importers, manufacturers, merchants, tradesman and other and generally to undertake and carry out agency work of any kind whatsoever not relating to the above business.
14. To design, develop, manufacture, to market computer / internet software and to carry on business in information and technology field, to enter into agreements with information technology companies / firms and to carry out all business related to information technology.

- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorized Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crores Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each and the Company may from time to time increase, reduce or modify its capital and divide all or any of the shares in the capital of the Company, classify, re-classify such shares from shares of one class to another and attach thereto respectively such preferential deferred, qualified or other rights, privileges, conditions or restrictions as may be determined by the Company in accordance with the Articles of Association of the Company, and vary, modify or abrogate any such rights, powers, privileges, conditions or restrictions in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the Company or the legislative provisions for the time being in force in the behalf.

We the several persons whose names and 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.

Sl. No.	Names & Fathers name address & occupation of the subscribers	No of Shares taken by each subscriber	Signature of subscriber	Name, Address, description, occupation and Signature of the witness
1.	Sd/- NALLAPATI VENKATA RATTIAIAH S/o Late Venkateswarlu Chowdary F-19, Madhuranagar-Hyderabad. occupation : Business	10 (Ten Only)	Sd/	Sd/ C. V. KOTESWARA RAO S/o. C. S. Ramachandra Rao Chartered Accountant 31, Pancom Chambers, 6-3-1090/1/A Rajbhavan Road, Somajiguda Hyd.
2.	Sd/- N. L. SULOCHANA W/o. N. V. Rattaiah F-19, Madhuranagar-Hyderabad.	10 (Ten Only)	Sd/	
3.	Sd/- NALLAPATI BHANU PRASAD S/o. N. V. Rattaiah 8-3-224/4/15, Yousufguda, Hyd. occupation : Business	10 (Ten Only)	Sd/	
4.	Sd/ NALLAPATI HARI HARA PRASAD S/o. N. V. Rattaiah F-19, Yousufguda, Hyd-38. occupation : Business	10 (Ten Only)	Sd/	
5.	Sd/- KAKARLA GANGADHARA RAO S/o. Late Anjaiah C-88, Madhuranagar Yousufguda, Hyderabad. occupation : Business	10 (Ten Only)	Sd/	
6.	Sd/- NALLAPATI SRIRAMA CHANDRA SEKHARA RAO S/o. Late N. V. Choudary Ph-1, Bldg. - 4, Divyashakti Apartment, Ameerpet, Hyd-16. occupation : Business	10 (Ten Only)	Sd/	
7.	Sd/- A. ANURADHA W/o. A. Bhavani Prasad a/27, Madhuranagar Hyd-38. occupation : Business	10 (Ten Only)	Sd/	
Total No of Equity Shares Taken		70 Seventy Only		

Date : 14.05.1991

Place : HYDERABAD