

**INCORPORATED
UNDER THE COMPANIES ACT, 1956
(1 OF 1956)**

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

KAPSTON SERVICES LIMITED

- I. ¹The Name of the Company is “**KAPSTON SERVICES LIMITED**”(*)
- II. ²The 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 MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
1. To carry on the business of event management conducting, providing and managing security, housekeeping, engineering and maintenance, horticulture, landscaping maintenance horticulture plants, green plants in office, maintenance of landscaping and lawns in office and residences.
 2. To carry on the business of catering services mandapams services, maintenance of office premises, factories, booking of spaces and rooms for travelling and related activities.

¹ Clause I was amended vide Shareholders Resolution dated 16th January, 2022 (before amendment the name was Kapston Facilities Management Limited”)

(*) Clause I- was amended vide Special Resolution dated 11th January, 2018. (before amendment the name was Kapston Facilities Management Private Limited”)

² Clause II- was amended vide Special Resolution dated 11th April, 2015. (before amendment the state name was appearing as “Andhra Pradesh”)



3. ³To carry on the business of skills development projects and to impart training in skill development, vocational training courses on various trades and domains to under privileged youth to make them employable.
4. ⁴To carry on the business of technical, legal, financial and management consultants, advisers, innovators, software, designer, marketers, manpower, contractors, administrators, agents, recruitment and placement consultancy service providers, impart training in various fields, areas and subjects including but not limited to vocational training through any form viz. classroom, electronic media or training by correspondence and to carry on the business of all types of manpower suppliers, execution and operation of all activities pertaining or relating to contract employees or of employee leasing by offering services from time to time for outsourcing administration of employees and all administrative activities related thereto and to enter into collaboratio[^], joint venture agreements and to do all other incidental things acts necessary for the attainment of the main object.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To acquire and undertake the whole or any part of the business which the company is authorised to carry on or possessed of property suitable for the purpose of this company.
2. To enter into partnership or any other arrangement for sharing profits, union of interest co-operation, joint adventure of reciprocal concession, with any person or company carrying on or engaged in or about to carry on or engage in, any business or transaction which this company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company. And to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee, or otherwise to deal with the same.
3. To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this company, or for any other purpose, which may seem directly or indirectly calculated to benefit this company.
4. Generally to purchase, 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 purpose of its business and in particular any lands, buildings, easements, machinery, plant and stock-in-trade.

³ Clause III(A)(3) was altered vide Shareholders' Resolution dated 5th December, 2014.

⁴ Clause III (A)(4)- was altered vide Shareholders' Resolution dated 17th March, 2021.



5. To construct, maintain or alter any buildings, factories, warehouses, godowns, shops or other structures or works necessary, convenient or expedient for the purpose of the company.
6. To purchase plant, engines, machinery, tools and implements from time to time and to undertake the selling or disposing of the same.
7. To purchase and sell in India or elsewhere any materials of any description on commission or otherwise, and to undertake or execute any work on commission or by contract or otherwise.
8. To employ or otherwise acquire technical experts, engineers, mechanics, foremen and skilled and unskilled labour for any of the purpose or business of the company.
9. To sell, improve, manage, develop exchange, lease, mortgage, enfranchise, dispose of turn to account, or otherwise deal with, all or any part of the property and rights of the company.
10. To apply for, purchase or otherwise acquire any patents, brevets d' invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose 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 licences in respect of or otherwise turn to account the property, lights or information so acquired.
11. To enter into arrangements with any Government or authorities, supreme, municipal, local, or otherwise, that may seem conducive to the company's objects, or any of them, and to obtain from any such Government or authority, any rights, privileges and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
12. Generally to carry on the business as financiers and guarantors and to undertake and to carry out all such operations and transactions (except insurance business within the meaning of the Insurance Act and business of Banking within the meaning of the Banking Regulations Act, 1949) as an individual capitalist may lawfully undertake and carry on.
13. To apply for, tender, purchase or otherwise acquire contracts, subcontracts, licences, and concessions for all or any of them and to undertake, execute carry out, dispose of or otherwise turn to account the same and to sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.



14. To apply for any business, property or rights acquired or agreed to be acquired by this company and generally to satisfy and obligation of this company by the issue of transfer of shares of this company, or any other company credited as fully or partly paid up, or of debentures or other securities of this or any other company.
15. To accept payment for any property or rights sold or otherwise disposed of or dealt with by this company, either in cash, by instalments or otherwise, or in shares of any company with or without preferred rights in respect of dividends or payment of capital or otherwise, or in debentures or debenture-stock, or other securities of any company or corporation, or by mortgage, or partly in one mode and partly in another, and generally on such terms as the company may determine, and to hold, deal with or dispose of any consideration so received.
16. To pay, satisfy or compromise any claims made against the company, which it may seem expedient to pay, satisfy or compromise notwithstanding that the same may not be valid in law.
17. To receive money on deposit, with or without allowance of interest, to advance and lend moneys upon such securities or without securities therefore as may be thought proper and to invest such of the company's money not immediately required in such manner as may from time to time be determined by the Directors of the company.
18. To borrow and secure the payment of money in such manner and on such terms as the directors may deem expedient, and to mortgage or charge the undertaking and all or any part of the property and rights of the company, present or future, including uncalled capital.
19. To open an account or accounts with any person or company, or with any bank or bankers or shroffs and to pay into and withdraw moneys from such account or accounts whether they be in credit or otherwise.
20. To draw, make, accept, endorse, discount, execute, and issue, negotiate, assign, buy and sell or otherwise deal in cheques drafts, promissory notes, bills of exchange, hundies, debentures, bonds, bills of lading, railway receipts, warrants and coupons and all other negotiable and transferable securities, instruments and documents.
21. To remunerate any person 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 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.
22. To adopt such means for making known the business and / or products of this company or any company in which this company is interested as its agent,



representative or in any other way, by advertisement in papers, periodicals, magazines, through cine slides and films, by issue of circulars, posters, calendars, show cards playing cards, hoardings by radio programmes, T.V. exhibiting by publication of books periodicals and by, granting prizes, rewards and donations.

23. To establish and support funds and institutions calculated to benefit employees or ex-employees of the company or the dependents or connections of such persons, and to grant pension, and allowances, and to subscribe or guarantee money for charitable objects.
24. To provide for the welfare of the directors, officers, employees and ex-officers and ex-employees, of the company and the wives-widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or chews or by grants of money, pensions, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident or other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable benevolent, religious, scientific, national, public or other institutions and objects which shall have any moral or other claim to support or aid by the company either by reason of locality of operation or of public and general utility or otherwise.
25. To create any depreciation fund, reserve fund, or any other special fund whether for repairing, improving extending or maintaining any of the property of the company or for any other purpose conducive to the interest of the company.
26. To procure the registration or other recognition of this company in any country, state or place and to establish and regulate agencies for the purpose of the company's business.
27. To amalgamate with any other company having objects altogether or in part similar to those of this company.
28. To sell or dispose of the undertaking 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 having objects altogether or in part similar to those of this company.
29. To distribute any of the property of the company amongst members in specie or in kind and in particular by the distribution of paid-up shares or debentures, or debenture-stock of the company or any other company for bonus or any other payment declared or due but so that no distribution amounting to a reduction of capital shall be made except with sanction (in any) for the time being required by law.



30. Subject to the provisions of the Act, to place to reserve or to distribute as dividends or bonus among the members or otherwise to apply, as the company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the company and moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the company of forfeited shares or from unclaimed dividends.

(C) OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

(#)-Deleted

- IV. The Liability of the members of the company is Limited.
- V. The Authorised Share Capital of the company is Rs.11,50,00,000/- (Rupees Eleven Crores Fifty Lakhs Only) divided into 2,30,00,000 (Two Crores Thirty Lakhs only) equity shares of Rs.5/- (Rupees Five Only) each with a power to increase and reduce the capital of the Company, subject to the provisions of the Act. (*) (\$)

(#)- Clause III(C) was deleted vide shareholders' resolution dated 11th April, 2015.

(*)- Clause V was amended several times to increase the authorised share capital from time to time and last such amendment was on 11th January, 2020 (vide shareholders resolution passed at EGM held on 11th January, 2020) for increasing the Authorised Share Capital from Rs.9,00,00,000/- to Rs.11,50,00,000/-

(\$)- As amended vide Shareholders resolution passed through postal Ballot dated 03rd July, 2024.



- VI. We the several persons whose names and addresses are subscribed hereto are desirous of being formed into a company in pursuance of the memorandum of association and we respectively agree to take number of shares in the capital of the company set opposite to our respective names.

S.No	NAME, ADDRESS SIGNATURE & OCCUPATION OF THE SUBSCRIBER	NO. OF EQUITY SHARES TAKEN BY SUBSCRIBER	NAME, ADDRESS AND SIGNATURE OF WITNESS
1.	Sd/- Srikanth Kodali S/o. Nageshwara Rao Kodali 1-1-58, Room No. 12 III Floor, Srinath Commercial Complex, S D Road Secunderabad – 500 003 D O B. 10-03-1973. Occ: Business.	6,000 (Six Thousand only)	Sd/- P. SAMBA MURTHY S/o. P. Venkata Subba Rao 8-1-375, First Floor Shivaji Nagar, Secunderabad – 500 003. Occ: Chartered Accountant M.No.202338
2.	Sd/- Madhusudhan Amoori S/o. Narayana Amoori 13-1-57/8/2, Plot No. 218 Avanthi Nagar, Kukatpally Hyderabad – 500 018 D O B. 10-03-1968. Occ: Business	4,000 (Four Thousand only)	
	TOTAL NUMBER OF EQUITY SHARES TAKEN	10,000 (Ten thousand only)	

Place: Hyderabad,
Date: 23-01-2009.

