

MEMORANDUM OF ASSOCIATION

OF

NTL INDIA LIMITED

\\CERTIFIED TO BE TRUE//
For NTL INDIA LIMITED

(Formerly known as NTL India Private Limited)

DURAIRAJ RAMESH
MANAGING DIRECTOR
DIN: 00816268

*[Address: Old No. 150, New No. 292, B1, 2nd Floor,
Peters Road, Gopalapuram, Chennai, Tamil Nadu 6000086]*



THE COMPANIES ACT, 1956
[COMPANY LIMITED BY SHARES]

MEMORANDUM OF ASSOCIATION

OF

NTL INDIA LIMITED

- I The name of the Company is **NTL India Limited**¹²
- II The Registered Office of the Company will be situated in the State of Tamil Nadu.
- III The Main Objects for which the Company is Established are

A) The main objects for which the company is established are:-

1. To carry on the business as travel agents, tourist operators, taxi operators, bus transport operators, air, train ticket booking operators, booking of accommodation for tourists of both inland and abroad, conducting of package and holiday tours in India and abroad and doing logistic work in relation to all travel lines.
2. To carry on the business of running motor lorries, motortaxis, motor mini buses and conveyances of all kinds and on such lines and routes as the company may think fit and to transport passengers and goods and to do the business of common carriers.
3. To carry on all or any of the business of transport, cartage and haulage contractors, owners and charterers of road vehicles, aircrafts, ships, tugs, barges and boats of every description, lighterman, carriers of goods and passengers by road, rail, water or air, carman, cartage, contractors, stevedores, cargo superintendents, packers, haulers, warehouse-men, store-keeper and job masters.

B) Objects incidental or ancillary to the attainment of the main objects



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1. To enter into any partnership or any arrangement for sharing profits, amalgamation, Union of interest, cooperation, joint adventures, reciprocal concessions, promotion of Companies, or otherwise with any person firm or Company carrying on or desirous of carrying on or engaged in or about to carry on or engage in any business, profession or transaction, both in India and abroad, which the Company is authorised to carry on or engage in.

¹ The name of the Company changed from New Travel Lines (India) Private Limited to NTL India Private Limited, as amended vide resolution passed at the EGM dated 1st December, 2014.

² The Memorandum of Association is amended in the EGM held on 28th April 2025 on account of conversion of the Company from "Private Company" to "Public Company".

2. To purchase, take on lease or otherwise acquire for the purposes of the Company such assets other than estates as required from time to time.
3. To purchase, take on lease or otherwise acquire and or maintain for the purpose of the company estates, lands, buildings, easements, accommodation or other interests in real estate, and to sell let on lease or otherwise dispose off or grant rights over any property belonging to the Company.
4. To purchase or otherwise acquire, and undertake the whole or any part of the business, property, rights, assets and liabilities of any company or of any person carrying on any business which the Company is authorised to carry on.
5. To enter into collaboration agreement for supply of any of the items referred to in the main object for technical, consultancy, supply of equipment and components with persons, companies, firms either in India or abroad.
6. To apply for or otherwise acquire and protect, prolong and renew, whether in India or elsewhere any patents, patent rights, brevets d' invention, licenses, protections, concessions, and the like conferring any exclusive or limited rights to any invention, secrets, or other information 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, manufacture under or grant license or privileges, in respect thereof or otherwise turn to account any patents, property rights, inventions, secret or information so required and to spend money in experimenting upon, testing, improving or seeking to improve the patents, property rights, inventions, secrets of information so acquired, or proposed to be acquired.
7. To buy, sell, refine, manipulate, import, and deal both wholesale and retail commodities, substances, apparatus, articles and things or all kinds capable of being used, or which can conveniently be dealt in by the Company in connection with any of its main objects.
8. To apply for, promote and obtain any act of parliament or state legislature, charter, privilege, concession license or authorisation of any Government, State authority for enabling the Company to carry any if its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the Company.
9. To acquire from any person, firm or body corporate whether in India or elsewhere technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant required for any of the



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business of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.

10. To acquire, import and export, buy, sell and otherwise deal in all kinds of plants, machinery, tool, electrical and electronic goods and apparatus, refrigerating and air conditions plants, cold storage equipment, water pumping or spraying machinery, or any other machinery parts and accessories that are required in pursuit to attain the main objects of the Company and to repair and maintain the same, whether belonging to the Company or not.
11. To open any or all kinds of accounts with any person, firm or company with any scheduled and unscheduled bank or banks or shroffs, and to pay into and to withdraw money from such accounts
12. To borrow, raise or secure the payment of money or to receive money on deposits, on any terms as the Company may deem fit and in particular by the issue of debentures, debenture stock (perpetual or terminable) bonds, mortgages or any other securities charged upon all or any of the property, rights and assets of the Company (present or future), including its uncalled Capital, or without any such security and upon such terms as to priority or otherwise as the Company may think fit, and to purchase, redeem or pay off any such securities, but that the Company shall not do the business of banking as defined in the Banking Regulation Act, 1949.
13. To lend money to such persons and on such terms as may seem expedient and in particular to members of the staff, customers and others having dealings with the Company, and generally to guarantee or to become sureties for the performance of any contracts or obligations and to give all kinds of indemnities
14. To make advance of such sum or sums of money upon or in respect of or for the purchase of materials, goods, machinery, stores or any other property, articles and things required for the purpose of the Company upon such terms with or without security, as the Company may deem expedient.
15. To advance, deposit or lend money with or without securities, to such persons and on such terms and as may be expedient and to discount, buy, sell, and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents.
16. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal in cheques, drafts, promissory notes, bills of exchange, hundies, debenture bonds, bills of lading, lorry / railway receipts, warrants and all other negotiable or transferable instruments.
17. To establish, provide, maintain, and conduct or otherwise subsidize research laboratories, experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific



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and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conference and by providing for the remuneration of scientific or technical personnel or teachers and by providing for the awards for exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage promote, and reward studies, researches, investigations, experiments, tests, and inventions or any kind that may be considered likely to assist any of the Company which the company is authorised to carry on.

18. Subject to provisions of the Companies Act, 1956 to make donations to such persons or institutions, either of cash or any other assets or to become a member of and subscribe to any institutions, society, club, association or organisation as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient, to subscribe or guarantee money for charitable or benevolent objects, or any public, general or useful objects, which shall have any moral or other claims to support or aid the Company either by reason of local operation, or general utility or other support of which will in the opinion of the Directors tend to increase the reputation or popularity of the Company among its employees, customers or the public.
19. To aid pecuniary or otherwise any association, company, firm, person, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade and to contribute moneys within such limits as may for the time being prescribed by law to scientific charitable or public objects.
20. To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
21. To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company shall construe to be preliminary, including therein the cost of advertising, commission for underwriting, brokerage, printing and stationery and the expenses attendant upon the formation of agencies.
22. Upon any issue of shares, debentures or any other securities of the Company to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash, or by issue of shares, debentures or other securities of the Company, by the granting of options to take the same or in any manner allowed by law.
23. To procure the incorporation, registration or other recognition of the Company in any country, state or place, and to establish and regulate



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agencies for the purposes of the Company's business and to apply or join in applying, to any Parliament, Government, Local, Municipal or other authority or body British Colonial or Foreign, for any acts of Parliament, laws, decrees, concessions, orders, rights, or privileges that may seem conducive to the Company's objects or any of them, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

24. To open and keep a register or registers in any country or countries where it may be deemed advisable to do so and to allocate any number of the shares in the Company to such register or registers.
25. To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any buildings, offices and other things found necessary or convenient for the purposes of the Company.
26. Subject to the provisions of Section 58 of the Act To receive money on deposit with or without allowance of interest thereon.
27. To invest surplus moneys of the Company in any form of investment which may be considered desirable and from time to time to vary any such investment.
28. To acquire by subscription, purchase or otherwise and to accept and take hold or sell shares or stocks or debentures in any company promoted or established or taken over by the Company or of which the Company may be the Agents or in any other Company, Society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this Company or such as may be likely to further or advance the interests of this Company.
29. To provide for the welfare of the employees and ex-employees of the Company and the wives, widows and families of such persons by building or contributing to the building of chawls or by grants of money, pensions, allowances, bonus, or other payments by creating and from time to time subscribing to provident and other funds and by providing and subscribing toward schools, places of instruction and recreation, hospitals, dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to form, subscribe to or otherwise aid benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.
30. From time to time to subscribe or contribute or otherwise to assist or to guarantee money or aid to Charitable, Benevolent, Religious, Scientific, National, Public, social or any other institutions, funds, objects or purposes of a public character or to exhibition subject to the provisions of the Act.



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31. To sell, dispose off, mortgage, exchange, lease or transfer the business, property and undertaking of the Company or any part thereof for any consideration which the Company may deem fit to accept, and in particular for shares, stocks, debentures, debenture stocks, bonds or securities of any Company promoted or established or taken over by the Company of which the Company may be the Selling Agents and/or Agents or of any Company having objects altogether or in part similar to those of this Company and to promote any other Company or Companies for the purpose of its or their acquiring all or any of the property, rights or liabilities of this Company or for any other purposes which may seem calculated to benefit this Company.
32. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purposes conducive to the interests of the Company.
33. To place to reserve or to distribute as dividend 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 any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or subject to provisions of the Companies Act.
34. In the event of Liquidation to distribute in specie or otherwise any of the assets of the Company amongst the members and particularly the shares, debentures or other securities of any other Company formed to take over the whole or any part of the assets or liabilities of this Company.
35. To grant licenses or concessions over or in respect of any property or rights of the Company.
36. To sell or dispose off the undertaking of the Company or any part thereof for such consideration as the Company may think fit
37. To institute, conduct, defend, compromise, refer to arbitration or abandon legal and other proceedings and claims by or against the Company or its Director or Directors or any of its Officers or otherwise relating to or concerning the property, business or affairs of the Company either directly or through any of the Directors or any person as the Company may deem fit in India or any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards and challenge the same.



38. To do all or any of the matters hereby authorised either alone or in conjunction with or as Factors, Trustees or Agents for any other Companies or persons or by or through any Actors, Trustees and Agents.

39. To indemnify 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 interests of the Company, or for any loss, damages or misfortunes whatever, which shall happen in execution of the duties of their office or in relation thereto.

C) Other Objects of the Company not included in sub clauses (A) or (B) above

1. To carry on the business of developers of property, promoters of scheme of housing and/or flats, residential or commercial apartments, land, land development and layout schemes, by preparing building sites, altering, demolishing, improving, constructing, erecting, enlarging, decorating, furnishing and maintaining offices, rooms, inns, flats, houses, restuarants, cinema houses, hospitals, creche, rescue houses, clubs, hotels, places of worship, places of amusement, baths, parks, gardens, water houses, plantations, orchards, markets, shops, safe deposit vaults, health clubs, gymnasium, swimming pools, play grounds, picnic spots, farm houses, recreation areas, works and conveniences of all kinds and to let out on lease or otherwise and to collect rents, income from the wholesale or any part of the property of the company for any of the above mentioned purposes or otherwise.
2. To purchase for investment or resale, lease, exchange, hire or otherwise and to deal in land, house and flats and other porperties of any type and description and any estate or interest therein in India or in any part of the world and to execute, build, sell or lease to any person or persons freehold and leasehold grounds, hereditaments of any tenure or description and any right privilege over to or connected by land and buildings so situated.
3. To carry on the business of engineering contractors, on behalf of various organisations, Governments and others, undertaking and executing contract works of construction of roads, bridges, earthwork, tanks, dams, embankments, reservoirs, drainage, sewage and other super structures and generally function as contractors, to undertake on contract for lumpsum or at agreed rates, repairs, domolition and construction works of all description, buildings for residential, industrial, institutional and other purposes including works, workshop, mills, factories, cold storages, wharves, godowns, warehouses, gas works, electric works.
4. To build or assemble pre-fabricated houses and to do research, design, fabricate, develop, manufacture prefabricated RCC parts for houses and to design, develop and fabricate wooden frames, grills, made of iron and steel or such other items made out of wood, bricks, cement, ceramic tiles, mosaic tiles, marbles for use in house construction, including low cost housing and materials.
5. To hold or to let, sell, rent or both on instalments, alienate or appropriate any part of parts of property or agriculture land and to deal with any land



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or buildings and or properties as real estate agent, broker or dealer in any other manner whatsoever.

6. To carry on the business of engineering, civil engineers, architects and to carry on all or any of the business of technical consultants, designers, erectors, draftsmen, advisors, accessors, appraisers, valuers and all kinds of agency business of any concern, company or business and also to provide consultancy services of estate agency to other entities.
7. To design, develop, export systems and application software, to deal in computer hardware and software consumables, engage in back office/remote data entry projects, engage in system software conversion, implement systems and application software packages on site and off shore, give consultancy and technical assistance on software development and implementation on site and off shore, open and operate a website for advertisement, marketing and consultancy, open and operate internet centres.
8. To render financial services including financing for projects, exports and imports of building materials, debt collections, advancing short term and long term loans, arranging loan funds to corporates, businessmen or otherwise through banks, finance companies, institutions on commission basis.
9. To carry on the business of warehouseman, removers, packers, transport cartage and haulage contractors and agents, clearing, forwarding agents, transport and shipping agents, act as agents of air, shipping, road transport services and all ancillary services, loading brokers, freight contractors, carriers, by land, air, water transport and general contractors, barge owners, lighterman, dock owners, stevedors, warehousemen, wharfingers, cargo superintendents and other logistic services of every description generally to cargo on the said business either as principal or agents on commission or otherwise.
10. To carry on the business of netphone, intercom, telephone, industrial teleprinting, television, telex and in particular to establish, work, manage, control and regulate communication exchange and facilitate the transmission of telephonic and telegraphic, telex, netphone communications and messages.
11. To carry on the business of courier services of letters, parcels, goods, to act either as principal or agents of transporters, packers of goods, materials for industrial or other purposes to various places in India or abroad either directly or as franchisee or otherwise.



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12. To carry on the business as importers, exporters, buyers and sellers of and merchants and dealers in and manufacture of merchandise, goods, materials and machinery of all kinds, spare parts, accessories and equipments.

13. To carry on the business to act as merchants, traders, commission agents, importers, exporters, brokers, representatives, contractors, carriers, ship owners, ship and Insurance brokers, or in any other capacity in India or elsewhere.

AND IT IS HEREBY DECLARED that the word "Company" in this Memorandum, when applied otherwise than to this Company, shall whenever the context so requires or admits to deem to include any authority, partnership or other body or persons whether incorporated or un-incorporated and whether domiciled in India or elsewhere.

IV The liability of the Members is limited.

V ³⁴⁵The Share Capital of the Company is Rs.15,00,00,000 /- (Rupees Ten Crores Only) divided into 1,50,00,000 (One Crore Fifty Thousand) Equity Shares of Rs. 10/- each.



³ Authorised share capital was increased from Rs. 5,00,000 to Rs.2,00,00,000 vide resolution passed at the EGM dated 23rd February, 2011

⁴ Authorised share capital was increased from Rs. 2,00,00,000 to Rs. 10,00,00,000 vide resolution passed at the EGM dated 27th September, 2024

⁵ Authorised share capital was increased from Rs. 10,00,00,000 to Rs. 15,00,00,000 vide resolution passed at the EGM dated 15th September, 2025

VI We, the several persons whose names and addresses 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 our respective names:

Sl No	Signature Name, address Description and occupation of the subscribers	Number of shares	Signature, name, address description and occupation of the witness
1	-Sd- G. Saravanan S/o Late C Ganapathy, No. 18 Velayutha Achari Street, Pudupet, Chennai 600 002 (Business)	15000 (Fifteen Thousand Only)	Subscribers signed before witness
2	-Sd- D. Ramesh S/o Late S S Dourai Raj, No. 37, South Coovam River Road, Pudupet, Chennai 600 002 (Business)	15000 (Fifteen Thousand Only)	-Sd- T. N. Sridharan S/o T. Nagarajan, No. 4, Viswanathan Street, Vivekanathan Nagar, Ambathur, Chennai 600 053.
3.	-Sd- B. Dayanithi S/o Shri K Balakrishnan, No. 18, Velayutha Achari Street, Pudupet, Chennai 600 002 (Business)	15000 (Fifteen Thousand Only)	(Practicing Company Sectary)
	Total	45000	(Forty Five Thousand equity shares)

Chennai, Dated this 1st day of March, 2005.



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