

INCORPORATED
UNDER THE COMPANIES ACT, 2013
(18 OF 2013)
COMPANY LIMITED BY SHARES
***MEMORANDUM OF ASSOCIATION**
OF
VICEROY HOTELS LIMITED

- I.** The name of the company is “**VICEROY HOTELS 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 MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To purchase or otherwise acquire any land, building or premises and to turn into account, develop, improve, alter, demolish, or let out for the purpose of carrying on the business of hotel, restaurant, coffee, team lodging, house keepers and to carry on the business of wine, spirit and liquor merchants, brewers, masters distillers Importers, exporters and manufacturers of aerated, mineral and artificial waters and other drinks whether Intoxicating or not or caterers for public amusement or entertainment, proprietor of motor and other vehicle garage proprietors fob masters, refreshment room keepers, farmers dairymen and Ice merchants victualers, live and dead stock and colonial and foreign produce of all description hairdresser perfumers, chemists proprietors of clubs baths, dressing room, Museum, reading writing and newspaper room, library grounds and Indoor and outdoor game, sport recreation, exhibition, entertainment and instruction on of all kinds of tobacco and cigarettes agents for railway and shipping Company and tourists the article, cinemas and opera bax and any other business which can be conveniently or usefully carried In connection with the aforesaid objects of the Company.
2. To carry on and undertake the business of finance, hire purchase, leasing, factoring, Investments, trading, financing on hire purchase, lease of all kinds of movable property, plant and machinery, equipments of any kind including office equipments, furniture, fixtures motor vehicles, motor hotels, trawlers, launches, ships, vessels, aircrafts, containers, warehouses and the like or any other equipment that the Company may think fit and to finance or assist in financing the sale of articles or commodities of all and very kind of description by way of hire purchases or deferred payment or similar transactions, and to institute, enter into, carry on subsidies, finance or assist in financing the sale and maintenance, getting on hire, resale of any goods articles or commodities of all and every kind and description by way of hire purchases or deferred payment or similar transactions and to institute, enter into, carry on, subsidize, finance or assist in financing the sale and maintenance, getting on hire, resale of any goods articles or commodities of all and every kind and description upon any terms whatsoever to acquire and discount hire purchase or other agreements or any rights thereunder (whether proprietary or contractual) and generally to carry on the business of financiers,

** Proposed Amendment by way of Special Resolution, subject to approval of the Shareholders at the Extra-Ordinary General Meeting scheduled on 27 December 2025.*

traders, commission agents, or in any other capacity in any part of the world, and to import, export buy, sell, hirer, exchange, pledge, make advances upon or otherwise deal in gold, silver, bullion, goods, produce, articles and merchandise, purchases, leased financed, new or used, stocks shares, securities of all kinds and description either ready or forward delivery.

3. To purchase take on lease, hire or otherwise acquire any movable or immovable property any rights licenses, assessments, privileges or advantages which the Company this necessary or convenient for the purpose of its business.
4. To build, construct, alter, maintain, enlarge, remove or replace and to manage and control any building, office factories shops, machinery, engines, electric works, stores and other works and conveniences which may seem to the Company directly or indirectly to the advancement of its interest and business.
5. To apply for purchase or otherwise acquire any patent rights, trade-marks designs, licenses and the like and to use exercise, develop or grant licenses.

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

1. To carry on the business of manufacture, preparation, sale and disposal of Coca-Cola, Fanta Soda and other allied soft drinks and beverages.
2. To Carry on the business and manufacturer of ice and ice-plants.
3. To purchase and import plants, machinery, equipment and other accessories for the purpose of manufacture and preparation of Coca-Cola, FANTA and other soft drinks as mentioned above.
 - 3-A. To manufacture, trade and deal in all consumer items such as jams, syrups, canned and bottled food stuffs, jellies. Soaps, oils, toothpaste, toothbrushes, biscuits confectionery, bread toilet preparations, groceries & other articles, commodities and goods of other nature and description.
 - 3-B. To purchase and acquire, sell and deal in any stocks shares or securities of any Company or Corporation or Government securities.
 - 3-C. To advance any loans to or guarantee any advance or to assist and help financially or otherwise any other Company and generally to enter into any arrangements relating to joint ventures, partnership or division of profits conducive to the business of this Company.
 - 3-D. To act as holding Company or as a subsidiary Company to any other Company having similar objects as of this Company and or to act as agents for any Company or to enter into any arrangements with such Company or to amalgamate or enter into a scheme of reconstruction any Company or Companies of whatsoever nature.
4. To establish, open and run sale depots, stores offices and sub-offices branches and subbranches throughout Andhra Pradesh In particular for the sale and disposal of Coca-cola, FANTA and other, preparations of \he company and to appoint agents and for this purpose.
5. To appoint Agents to open branches and other offices for the purposes of selling disposing keeping, advertising. Coca-cola, FANTA and other preparations and manufacturers of the Company, for objects of the Company.
6. To purchase hire or tease trucks and other vehicles for the transport and supply of the products of the company.
7. To enter Into any agreement with the Government or authority, Central, State, Municipal Local or otherwise or any person Company or Corporation that are beneficial to the objects of the Company or any of them, and to establish any such rights, privileges, contracts, licenses and concessions which the Company may think expedient.
8. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation registration of flotation of the Company.
9. To pay for any rights or property acquired by the company In any manner.
10. To do all such other things as may be deemed Incidental or necessary to the attainment of the above objects or any of them.

11. To borrow or raise moneys or loans for the purpose of the company by promissory notes, bills of exchange hundis and other negotiable, or transferable instruments or by mortgage, charge hypothecation or pledge or by debentures or by debenture stock, perpetual or otherwise, charged upon all or any of the company's property and assets, both present and future, movable and immovable Including Its uncalled capital, upon such terms and the Directors may deem expedient or In such other manner, or to take money on deposit or otherwise (merely for the purpose of financing the business of the company) with or without allowance of Interest thereon and to lend money to customers and others having dealing with the company and to guarantee the performance of contracts by any such persons and to executive all deeds, writings and assurances for any of the aforesaid purpose. The Company shall not carry on banking business as defined by the Banking Companies Act, 1949 or any insurance business.
12. To generate, harness, develop, accumulate, distribute and supply electricity by setting up Thermal Power Plants by us of liquid. Gaseous or solid fuels for the purpose of light, heat, motive power and for all other purposes for which electric energy can be employed. To carry on and generate power supply either by hydro, thermal, gas, air, diesel oil or through renewable energy sources such as solar, photo voltaic, wind mill and/or any other means. To transmit, distribute, supply and sell such power either directly or through transmission lines and facilities of Central/State Governments or private companies or Electricity Board to Industries and to Central/State Governments, other consumers of electricity Including for captive consumption for any industrial projects promoted by this Company or promoter companies generally to develop, generate, accumulate power at any other place and to transmit, distribute, sell supply any such power.
13. To construct, establish, operate, manage power stations, boiler houses, steam turbines, switch yards, transformer yards, substations, transmission lines, accumulators, workshops and all such works necessary for generating, accumulating, distributing and supplying electricity. In construct, lay down, establish, fix erect, equip and maintain power generating machinery and all other types of plant and machinery, electrical equipments and cables, computer and control equipment, transmission lines, accumulators, filings and apparatus In the capable of principals, contractors or otherwise.
14. To enter Into contracts with the Government of India or any State Government, Municipal or local authority, Company or person in India for the construction, operation and maintenance of any electrical Installation for the production, transmission or use of electric transaction, maintain and or any other purposes or for trade, Industrial, manufacturing or any other purposes as may be mutually agreed together with required movable and Immoveable facilities such as land, building, railway sidings. site or sites of Central/State Government / Electricity Boards as per the terms and conditions to the interest of the company and to pay thereof in terms of shares of the Company or In any other manner mutually decided and with the objects aforesaid to enter into and to executive such agreements, guarantees, deeds and documents as may be proper necessary or expedient.
15. To promote industrial finance by way of advance, deposit or land money, securities and properties to or with any Company, body corporate, firm, person or association with or without security and on such terms as may be determined from time to time.
16. To carry on the business of designing, developing, altering, buying, selling, exchanging, importing, exporting, trading, distributing, marketing and generally dealing in all kinds of computer software techniques/packages, projects.
17. To carry on the business of manufacturing, designing, developing, altering, assembling, repairing, servicing, buying, selling, exchanging, importing, exporting, trading, distributing, marketing and generally dealing in all kinds of computer software techniques/packages, projects.
18. To carry on the business of research, design, development, supply of technical knowhow, communication and net work and to act as consultants, technical consultants and advisors in the fields of computers and its applications and to establish and run data processing centres anywhere in India and abroad, and to impart training, educating and render placement services in the field of data processing and computer engineering.

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 Authorised Share Capital of the Company is Rs.90,00,00,000 (Rupees Ninety Crores only) divided into 9,00,00,000 (Nine Crore Only) Equity Shares of Rs. 10/- each****

***The Authorised Share Capital of the Company is proposed to be reclassified **from** existing Rs.90,00,00,000/- (Indian Rupees Ninety Crores only) divided into 8,00,00,000 equity shares of Rs.10/- (Indian Rupees Ten Only) each and 10,00,000 Preference Shares of INR.100 each **to** Rs.90,00,00,000 (Rupees Ninety Crores only) divided into 9,00,00,000 (Nine Crore Only) Equity Shares of Rs. 10/- each of the Company, subject to approval of Shareholders at the Extra-Ordinary General Meeting scheduled on 27-Dec-2025.*

VI. We, the several persons, whose names and addresses are subscribed, 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 against our respective names:—

Name of subscribers	Address & Description of subscribers	Equity Shares taken by each subscribe	Witnesses and address
1. Lt. Col. D. Sanjeeva Rao S/o D. Chandramouly	5-9-47/5, Basheerbagh Hyderabad-30	100 shares) D. James Henry) S/o. Sri. D. S. Somanna) Taj Glass Building) Sanathnagar) Hyderabad - 18.
2. Mrs. C. Mohana Kumari Wife of Mr. C. Satyanarayana	R/o. 891 Himayathnagar Hyderabad	100 Shares) ") ") "
	Total	200 Shares) "