MEMORANDUM OF ASSOCIATION

OF

RED EARTH GOOD LIVING AND HOSPITALITY LIMITED *

(COMPANY LIMITED BY SHARES INCORPORATED UNDER THE COMPANIES ACT, 2013)

(SECTION 4 AND 5 READ WITH TABLE - A SCHEDULE -I OF THE COMPANIES ACT, 2013)

1ST The Name of the Company is "RED EARTH GOOD LIVING AND HOSPITALITY LIMITED".*****

2ND THE REGISTERED OFFICE OF THE COMPANY WILL BE SITUATED IN THE **STATE OF KARNATAKA.**

3RD

a. THE OBJECTS FOR WHICH THE COMPANY IS PROPOSED TO BE INCORPORATED #

1. To Develop Holiday Resorts, build cottages, rooms & suites of all types and to sell, give on lease or license or otherwise transfer on time share or property share basis by days, weeks, months, and any undivided share with out without holiday exchange basis in India or abroad, and to purchase, take over or otherwise property, time share in all other holiday resorts in India or abroad.

2. To acquire develop, take on lease and construct any property for the purpose of running, maintaining and carrying on the business of hotels, resorts, health farms, meditation centers, Health clubs, Executive Centers, Indoor-outdoor sport centers, Golf courses, Boat clubs, fishing clubs, Restaurants and Bars, Yoga and Aerobic Centers, Personality development Centers, Aqua Sports centers, Water Parks and other shopping and Entertainment Centers.

3. To generate, carry out, conduct and promote all activities of Tourism and Tourism Development and the connected Accommodation, Travel, Sightseeing, Seminars, Conferences, Holding of trade fairs, Jungle Safaris and other such activities.

*** Name of the Company amended from Red Earth Consulting Private Limited to Red Earth Good Living and Hospitality Private Limited vide Extra-Ordinary General Meeting held on 15th July 2009.**
*** Name of the Company amended as Red Earth Good Living and Hospitality Limited by deleting the word 'Private' consequent to conversion of company to Public company vide Extra Ordinary General Meeting held on 15th May 2025.**

New object clause adopted at Extra ordinary General Meeting held on 15th July 2009

b. MATTER CONSIDERED NECESSARY IN FURTHERANCE THEREOF:

1) To enter into collaboration agreement or any other contract, with Indian or Foreign individuals, companies or other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.

2) To produce the incorporation, registration or other recognition of the Company in any country, state or place and to establish and maintain agencies of all kinds and other trade channels in India or any part of the world for the conduct of the business of the Company.

3) To buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise, deal in all kinds of plant, machinery, apparatus, tools, utensils, receptacles, substances, materials, articles and things necessary or convenient for carrying on any of the business or process of the Company usually dealt in by persons engaged in the like business or processes.

4) To employ experts to investigate and examine the conditions, prospect, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or rights or for any other purpose.

5) To purchase, take on lease, license, exchange, hire or otherwise, any real and or personal property and any rights or privileges, which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company and, in particular, any land (free hold or other tenure), building, easement/lease hold machinery, plant and stock-in-trade and on any such lands to erect buildings, factories, sheds, godowns, poly-houses or other structure for the work and purposes of the Company and also for the residence and amenity of its employees, staff and other workmen, erect and install machinery and plant and other equipment deemed necessary or convenient or profitable for the Company's business or turn the same to account as may seem expedient.

6) To sell, lease, mortgage, grant fences, easements and other rights, over and in any other manner whatsoever, to transfer, deal with or dispose of undertaking, property, asset, rights and effects of the Company, or any part thereof for such consideration as the Company may think fit and in particular for shares, stocks, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.

7) To purchase, or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any persons, firm or company carrying or proposing to carry on or possessed of property or rights suitable for any of the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to purchase, acquire, sell and deal in property, shares, stocks, debenture-stock of any such person, firm or company and conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company"

8) To pay for any rights or property acquired by the Company and to Remunerate any person or company, whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

9) To establish or promote or incur or be interested in establishing or promoting any company or companies for the purpose of acquiring all or any of the' property,

rights and liabilities of the Company or of any other company, firm or individual, whether Indian or not, or for any other purpose whatsoever and to transfer to any such company any property of this Company and place or guarantee the placing of, underwrite, subscribe or otherwise acquire all or any part of the shares, debentures or other securities of any such other company and to subsidize or otherwise assist any such other company.

10) To acquire, own, take on royalty basis, hold, use, sell, assign, lease, grant, license, mortgage, pledge or otherwise dispose of, in any part of the world, any patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks, trade names, designs, concessions and formula of any mixture whatsoever and apply for, purchase or otherwise acquire, protect and renew in any part of the world any patents, patent rights, abrevents, invention, trade marks, designs, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to -heir 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 acquisition of which may seem calculated directly or indirectly to benefit the Company and to propagate the use of the same in relation to the products mentioned in the main 'objects and use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, right of information so acquired and expend money in experimenting upon, testing or improving any such patents, inventions, or rights.

11) To enter into any arrangement and to enter into make and perform contracts of every kind and description with any body, person or authority as may seem conducive to the Company's objects or any of them and to obtain from any such body, person or authority any concessions, grants, decrees, rights, charters, contracts, licenses, powers or privilege whatsoever which may seem to the Company capable of being turned into account or which the Company may think directly or indirectly conducive to any of its objects and capable of being carried on in connection with its business and to work, develop, carryout, exercise and turn to account the same.

12) To apply for, promote and obtain any act of parliament, charter, privilege, concession, license or authorisation of any Government, State or Municipality, provisional order or license of any authority for enabling the Company to carry on any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which seem calculated, directly or indirectly, prejudicial to the interests of the Company.

13) 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 designing, erection of plant required for any of the business of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.

14) Subject to the provisions of Companies Act, 1956, to make donations to such persons or institutions, and in such cases, in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient, and in particular, to remunerate any persons or corporation introducing business to this Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious, benevolent, national, public or other institutions, objects or for any exhibition or of any public, general or other object.

15) To establish and maintain or produce the establishment and maintenance of

contributory or non-contributory provident, pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pension, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or any such other company aforesaid, and wives, widows, families and dependents of any such persons and also establish and subsidies and subscribe to any institutions, clubs or funds calculated to the benefit of or to advance the interest and well being of the Company or any such other company

as aforesaid, and payments to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

16) To give to any officers, servants or employees of the Company any share or interest in the profits of the Company's business or of any branch thereof and whether carried on by means of agency or any subsidiary of company or not, and for that purpose to enter into any arrangements the Company may think fit.

17) To train or pay for the training in India or abroad of any of Company's employees or any candidate in the interest of or furtherance of the Company's objects.

18) To provide residential land or accommodation for workmen and others, and In connection therewith, to afford to such person, facilities and conveniences for washing, bathing, cooking, reading, writing and finding employment, and for the purchase, sale and consumption of provisions both liquid, solid and for safe custody of goods.

19) To refer or agree to refer any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and member or members or his or their representatives or between the Company and third parties to arbitration in India or at any place outside. India and to observe and perform and acts deeds, matters and things to carry or enforce the awards.

20) To payout of the funds of the Company all costs, charges and expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company and other expenses incurred for the formation of the Company and expenses attendant upon the formation of agencies, branches and local boards.

21) Subject to the provisions of Sections 3(l)(iii)(d) and 58A of the Companies Act, 1956, to borrow, raise or receive money on loan, secured or unsecured, at interest or otherwise, in such manner as the Company may think fit, and in particular, by the issue of debentures (perpetual or otherwise), and convertible into shares of this or any other Company or not and to secure the repayment of any such money borrowed, raised, received or owing by mortgage, pledge, charge or lien upon all or any of the property, assets or revenues of the Company (both present and future) including its uncalled capital, and give the lenders or creditors the power for sale and other powers as may seem expedient and to purchase, redeem or payoff any such securities and also by a similar mortgage, charge or lien, to secure and guarantee the performance by the Company, other persons, firm or company, of any obligations undertaken by the Company or any other person, firm or company, as the case may be.

22) Subject to the provisions of the Companies Act, 1956, to lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to employees, customers and others having dealing

with the Company and to guarantee performance of any contract or obligations and payment of money of or by such persons or companies and generally to give guarantee and indemnity and to invest and deal with the moneys of the Company in such manner as may' from time to time be determined.

23) To draw, make, accept, enforce, discount, execute, issue and negotiate bills of exchange, hundies, bills of lading, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities, subject to the provisions of Banking Regulations Act, 1949.

24) To act as agents, brokers or as trustee for any persons or company and to undertake and perform sub-contract and to do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise and by or through agents, sub-contractors or trustees or otherwise and/or jointly with others.

25) Subject to the provisions of the Companies Act, 1956, to distribute, in specie or otherwise, as may be resolved, any property or assets of the Company or any proceeds of disposal of any property or assets of the Company, including shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of the Company, but so that no distribution amounting to reduction of capital be made except with the sanction (if any) for time being required by law.

26) To carry on any business or branch of a business which this Company is authorized to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements, which may seem desirable with reference to any business or branch so carried on, including power at any time, either temporarily or permanently, to close any such business or branch of a business, to act as managers, to appoint directors or managers of any such subsidiary company lies.

27) To open current, cash credit, overdraft or other account/ s with any individual, firm or company or with any bank/ s in India and abroad and to pay into and withdraw moneys from such account/s and also to close any such accounts, if and when not required.

28) To take part in the management, supervision and control of business or operation of any company or undertakings and to carry on the business in India and/or elsewhere in the world as consultants, managers, engineers, advisers, technicians, administrators, planners and coordinators and to undertake turnkey projects for or in respect of the business hereinabove mentioned.

29) To advertise and adopt means of making known the activities of the Company or articles or goods traded or dealt in by the Company in any way as may be expedient, including the posting of bills in relation thereto and the issue of circulars, books, pamphlets and price-lists and the conducting of competitions, exhibitions and the giving of prizes, rewards and donations.

30) To buy back the shares of the Company or to amalgamate with or enter into any arrangement or scheme of reconstruction with any company having objects altogether or in part similar to those of the Company or to enter into partnership or any agreements for sharing of profits, union of interests, cooperation, joint ventures, reciprocal concessions, license or otherwise with any person, firm, association, society, company or corporation carrying on or engaged in or about to carry on or engage in any business or transactions which the Company is authorised to carry on or engage in or business or transaction cable of being conducted so as directly or indirectly to benefit the Company and to give any person, firm, association, society, company or corporation special rights, licenses and privileges in connection with the above.

31) To create such reserves in the books of the Company as may be deemed necessary and to withdraw from such reserves such moneys as may be deemed necessary and to distribute to members such dividends, either in cash or in specie and to capitalise profits and reserves for issue of Bonus shares.

32) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company or on behalf of or for benefit of the Company and with or without any declared trust in favour of the Company.

33) To file and institute any suits and proceedings, either civil or criminal against any debtor(s) and/or guarantor(s) for recovery of money due to the Company and to defend any suits and/ or proceedings instituted by any persons or body corporate against the Company.

34) To subscribe, contribute, donate, support or aid money for any philanthropic, national, charitable, benevolent, public, general or useful object to any fund, organisation, association or institution or for any exhibition or for any political purposes or for any purpose which may be likely, directly or indirectly to further the objects of the Company or interest of its members.

35) To invest and deal with the moneys of the Company in such manner as may, from time to time, be determined, and to undertake financial and commercial obligations, transactions and operations of all kinds for the purpose of business of the Company, subject however not to carry on the business of Banking within the meaning of Banking Regulation Act, 1946.

36) To communicate with Chambers of Commerce, Trade Associations and other mercantile and public bodies throughout the world and concert and promote measures for the protection of trade, industry and persons eng8.ged therein.

37) To undertake, manage, finance or otherwise carryon, either individually or in association in any manner with any other person or Government authority, any programme connected with rural development in India including any programme for promoting the social and economic welfare of, or the uplifj: of the public in any rural area, and without prejudice to the generality of the foregoing to subscribe, donate, establish, provide, maintain, conduct, subsidize, undertake, associate with, carry on and promote studies, research, experimental work and application of technology in any field of human endeavor, by establishing, endowing or assisting workshops, laboratories, schools, hospitals, first-aid centers and other technical, scientific, agricultural or any other institutions and bodies for the development of education medicine, human welfare, agriculture, horticulture,

animal husbandry, dairy products, cottage, small scale and other industry in order to implement any of above mentioned objects or purposes, transfer without consideration or at such fair or .concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favor of any public or local body or Central or State Government or any public institution or trust or Funds recognized or approved by the Central or State Government or establishment under any law for the time being in force.

38) To undertake financial and commercial obligations, transactions and operations of all kinds for the purpose of the business of the Company.

39) To undertake research and development activities of every description and to develop software for any of the purposes above-referred in relation to and for the attainment of the objects stated above.

40) To amalgamate with or enter into any arrangement or scheme of reconstruction with any company having objects altogether or in part similar to those of the Company. To enter into partnership or any agreements for sharing of profits, union of interests, co-operations, joint ventures, reciprocal concessions, license or otherwise with any person, fib, association, society, company or corporation carrying on or engaged in or about to carry on or engage in any business or transactions which the company is authorised to carry on or engage in or business or transaction cable of being conducted so as directly or indirectly to benefit the Company and to give any person, firm, association, society, company or corporation special rights, licenses and privileges in connection with the above.

41) To act as management consultants, business consultants, financial consultants, and provide advisory and consultancy services to all persons, entities, governments, bodies whether private or public in India or abroad, in various fields such as import, export, general administration, commercial, legal, marketing, economic, labour , industrial, public relations, quality control, scientific and technical matters or collaborations, investment, finance, management, prospecting of business and valuation of undertakings, business concerns, assets, concessions, properties or rights and to employ experts or associate with other professionals for any of these purposes.

42) To provide personnel recruitment services to persons, firms and companies located in India or abroad and to carry on the business of public relations organisation, lobbyists, publicists and to assist in the marketing, sale, distribution and supply of machines, goods and merchandise of all kinds.

43) To carry on the business or vocation of acting as advisers and consultants on all matters and problems relating to Hotel, Tourism, Hospitality, Entertainment, Biotechnology and other industries, regarding marketing, survey, project report, evaluation, design, construction, repair and maintenance, finance, liaisoning, co-ordination, legal obligations, organisation and management.

IV. The liability of the members 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. 25,00,00,000/- (Rupees Twenty Five Crores Only), divided into 2,50,00,000 (Two crore Fifty lakhs Only) Equity Shares of Rs.10/ (Rupees Ten Only) each.***

We, the several persons, whose names and addresses are subscribed below 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.

Sr. No	Names addresses, Descriptions and Occupations of the Subscribers	Number of Equity Shares Taken by Each Subscriber	Signature of the Subscribers
01	DHARMARAJ R. KUTHANUR S/o K P Raman A-103, Sobhagarnet, 38/2B Bangalore- 560034 Occupation: Marketing Consultant	5,000 Shares (Five Thousand Only)	S/d Dharmaraj R Kuthanur
02	GOWRI KUTHANUR W/o. Dharmaraj R Kuthanur A-103, Sobhagarnet, 38/2B Bangalore- 560034 Occupation: Software Engineer	5,000 Shares (Five Thousand Only)	S/d Gowri Kuthanur
	TOTAL :	**10,000 Shares (Ten Thousand Only)**	

*** Capital Clause amended due to increase in Authorised Share Capital from Rs. 1,00,000/- (Rupees One Lakh Only) divided into 10,000/- (Ten Thousand) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakhs Only) divided into 35,00,000/- (Thirty-Five Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each, vide Extra Ordinary General Meeting held on 28th November 2011.

Capital Clause amended due to increase in Authorised Share capital from Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakhs Only) divided into 35,00,000/- (Thirty-Five Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 4,95,00,000/- (Rupees Four Crore Ninety Five Lakhs Only) divided into 49,50,000/- (Forty-Nine Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupee Ten Only) each, vide Extra ordinary General Meeting held on 16th July 2012.

Capital Clause amended due to increase in Authorised Share capital from Rs. 4,95,00,000/- (Rupees Four Crore Ninety Five Lakhs Only) divided into 49,50,000/- (Forty Nine Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 8,00,00,000/- (Rupees Eight Crore Only) divided into 80,00,000/- (Eighty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each, vide Extra Ordinary General Meeting held on 24th January 2014.

Capital Clause amended due to increase in Authorised Share capital from Rs. 8,00,00,000/- (Rupees Eight Crore Only) divided into 80,00,000/- (Eighty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000/- (Rupees One Crore Only) Equity Shares of Rs. 10/- (Rupee Ten Only) each, vide Extra ordinary General Meeting held on 01st March 2016.

Capital Clause amended due to increase in Authorised Share capital from Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000/- (One crore) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000/- (Rupees Tw Crore Fifty lakhs Only) Equity Shares of Rs. 10/- (Rupee Ten Only) each, vide Extra ordinary General Meeting held on 25th November 2025.