



सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

2nd Floor, Corporate Bhawan, GSI Post Tattiannaram, Bandlaguda, Nagole, Hyderabad, Telangana, India, 500068

Certificate of Incorporation pursuant to change of name

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): U52190TG2008PTC060194

I hereby certify that the name of the company has been changed from J.C. BROTHERS RETAIL PRIVATE LIMITED to MARRI RETAIL PRIVATE LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name J.C. BROTHERS RETAIL PRIVATE LIMITED.

Given under my hand at Hyderabad this Fourteenth day of February two thousand twenty-two.



V E JOSEKUTTY

Registrar of Companies

RoC - Hyderabad

Mailing Address as per record available in Registrar of Companies office:

MARRI RETAIL PRIVATE LIMITED

#12-7-20/65, Railwaygoods Shed Road, Opp: Eenadu Printing Press., Moosapet, Hyderabad,
Telangana, India, 500018



Form No. INC-33

e-MOA (e- Memorandum of Association)

[Pursuant to Schedule I (See Sections 4 and 5) to
the Companies Act 2013]

*Table applicable to company as notified under schedule I of the companies Act, 2013

A

Table A- MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1. The Name of the Company is

MARRI RETAIL LIMITED*

2. The Registered office of the company will be situated in the state of

Telangana-TG

3.(a) The objects to be pursued by the company on its incorporation are

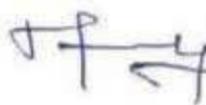
1. To carry on the business of manufacturers, producers, trader dealers, importers, exporters, processors, fabricators, assemblers, ginners, balers, wool combers, worsted spinners, weavers, knitters, bleachers, dyers, printers, converters, cripers, texturisers, doublers, twistors, packers, resellers, refiners, distributors, agents, buyers, sellers, of all type of suiting and shirting, sarees and other dress materials synthetic and synthetic blends, cotton and cotton blends natural and man-made fibres including cotton, staple fibre, viscose silk nylon, terylene, and cotton or synthetic waste or any other fibrous materials and yarn whether blended, spun, filament sewing threads, tyre cord yarn and all types of cloth including readymade garments upholstery, curtains, floor cloth, turpentine, table cloth.

2. To carry on the business of manufacture or trade - import and export, franchise of gold, silver diamonds, gems, precious and semi-precious stones and articles thereof and other jewellery of all varieties, grades and colour.

3. To enter into, manage, undertake, carry on and engage in the business of Real Estate Development, Area Estate and Site Development and to carry on the Business as Planner, Builder, Real Estate Developers, Architects and Civil engineers, Contractors, Real Estate Brokers, Agents, Brick Makers, and to build/ construct own, operate, maintain, manage, control and administer, earth Works, farm houses, Parks, Gardens, Row houses, Duplex Apartments, Commercial, Residential or Industrial building Complexes, Retail Stores, Shopping Centers, Market yards, all kinds of cinema theaters and studios and deal in, manage and carry on all types of business and profession related to land dealings, buildings, farms, estates, properties, areas and sites and to act and undertake and carry on business as stockists, manufactures', representatives, supplies, dealers, agents, distributors, marketers, importers and exporters of all types of building and construction machineries, equipments, materials and related products.

4. To carry on the business in India or elsewhere of owning, operating, and managing supermarkets, chain stores, departmental stores, and other retail or merchandising outlets, and to engage in the buying, selling, importing, exporting, distributing, transporting, warehousing, promoting, supplying, and trading of all kinds of goods, including fast-moving consumer goods, groceries, beverages, packaged foods, apparel, footwear, home furnishings, furniture, toys and educational products for children, personal care and wellness products, electrical and electronic devices such as mobiles, laptops, IT equipment, home décor, kitchen appliances, cookware, Tupperware, plastic and stainless-steel articles of all kinds, stationery, books, and publications, and to carry on all forms of retail business including but not limited to apparel, lifestyle and fashion accessories.

*Note 1: The shareholders of the Company at its Extraordinary General Meeting held on 05/01/2026 vide resolution number 2 have approved for conversion from Private Limited Company to Public Limited Company and consequently approved alteration of clause 1 of Memorandum of Association vide resolution number 3.




Managing Director and Chairperson
Marri Venkat Reddy
DIN: 01515044

wallets, belts, jewelry (including artificial jewelry), cosmetics, shoes, and related products, through the establishment of wholesale and retail outlets, franchise showrooms, online and virtual stores, chain stores, modern retail outlets, e-commerce platforms, shop-in-shop formats, and other electronic or digital marketplaces, and to undertake the development of network infrastructure for storage, movement, and delivery of goods and services for trade and commerce, including arrangements with distribution agencies, manufacturing units, and electronic channels necessary for the business of the Company.

3.(b)Matters which are necessary for furtherance of the objects specified in clause 3(a) are

1. To exchange, mortgage, royalty or tribute grant licenses, options and other rights over and in other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for consideration as may be thought fit and in particular for stocks, shares debentures whether fully or partly paid-up or securities of any other such company having objects whole or in part similar to those of the Company or as may be approved by the shareholders.
2. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full.
3. To lend and advance money, either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Company may think fit, provided that the Company shall not carry on banking business within the meaning of Banking Regulations Act, 1949.
4. To undertake financial and commercial obligations, transactions and operations of all kinds
5. To guarantee the performance of any contract or obligation of and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the objects of the Company.
6. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or of any persons whether incorporated or not incorporated, and to guarantee or become sureties for the performance of any contracts or obligations may be necessary for the purposes of the Company.
7. To invest in other than investment in Company's own shares any money of the Company not immediately required in any investments, movable or immovable including Fixed deposits as may be thought proper and to hold, sell or otherwise deal with investments, shares or stock in the company as may be necessary for the main business of the Company.



8. Subject to the Act and the regulation made there under and the directions issued by Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of manner as the Company shall think fit, and in particular by of the issue debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or line upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person or Company, of any obligation undertaken by the Company.
9. To open bank accounts of all nature including overdraft accounts and to operate the same and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments and to deal with all documents mercantile or otherwise, in the ordinary course of business.
10. To apply for, purpose or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets inventions, trademarks, designs, licenses, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or of any secret or other information as to any invention, process or privileges 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 or grant licenses or privileges in respect of or otherwise turn to account, the property, rights and information so acquired.
11. To seek any patent rights or privileges belonging to the company or which may be acquired by it or any interest in the same and to grant licenses for the use and practice of the same or any of them and to let or allow to be used or otherwise deal with any inventions, patents and privileges in which the company may interested and to do all such acts or things as may be deemed expedient for turning to account any inventions, patents and privileges in which the company may be interested.
12. To spend money in experimenting upon and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
13. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees and otherwise.
14. To appoint agents and constitute branches and agencies of the company in India or any part of the world. in the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require.
15. To acquire and takeover all or any part of the business, property and liabilities of any person firm or company carrying on or proposing to carry on any business which this Company is authorized to carry on or possess of property suitable for the purpose of the Company.



16. To take in supervision organization, or control of the business or operations of any other company, association firm or person and to act as agents selling agents buying agents, trustees, or other officers and agents of any such or other company association, firm or person and in connection there with to appoint and remunerate any directors, accountants, assistants and other officers of experts or agents.
17. To procure the registration or recognition of the company in or under the laws of any place outside India.
18. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or controls, management or development of the Company or any other objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other such company in which the Company may have an interest.
19. Subject to the provisions of Section 230 to 234 of the Companies Act, 2013, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal with any person or persons or company or companies carrying on or engaged in any business which the Company is authorized to carry on.
20. To enter into any arrangements and take all necessary or proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting and modification in the constitution of the company or for furthering the interests of the members and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly to prejudice the interest of the Company or its members and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from any such Government authority and company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
21. To acquire any kind of immovable property, real estate on leasehold and or freehold basis and to develop, construct, improve the same and for these purposes, if required, raise any funds in shape of loans, deposits from lending institutions or any other source and to hold, manage and dispose of the same.
22. To undertake executive any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights of interests acquired by or belonging to the company in any person of Company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company.



23. To accept gifts including by way of Awards/prizes from Govt. and semi-Govt. bodies and to give gifts and donations to create trusts for the welfare of employees, members, directors and/or their dependants, heirs and children and for deserving object for and such other persons also to act as trustee.
24. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, institution or fund for the interests of masters, owners and employers against loss by bad debt, strike, combination, fire, accident or otherwise of for the benefit of any clerk, workman or others at any time employed by the Company or any its predecessors in business or their families or dependants and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, chapels, schools, and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose .
25. To aid pecuniary or otherwise, any association, body or movement having for an object the solution, or settlement of industrial or labour problems or troubles or the promotion of industry or trade.
26. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, subject to the provisions of section 293A of the Act.
27. The Company has power to make and receive gifts either in cash or other such moveable or immovable properties of all kinds.
28. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefits of and give, procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or is allied to or associated with the company or with any such subsidiary company or who are or were at any time Directors or officers of the company as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either, alone or in conjunction with any such other company as aforesaid.
29. To apply tender or enter into any contracts, sub-contracts, licenses and concessions for or in relation to object or business as mentioned above and to modify, renew, terminate such tenders or contracts.
30. To acquire from any person, firm or body corporate whether in India or elsewhere technical information, know-how, process, engineering, manufacturing and operating data planned, lay-outs and blue prints useful for the design, erection and operation 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 matter and things.

31. To insure the whole or any part of the property of the company either, fully or partially to protect and indemnify the company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify and part or portion thereof either on mutual principle or otherwise.
32. Subject to the provisions of the Companies Act, 2013 or any other enactment in force to indemnify and keep indemnified, members, officers, directors, agents and servants of the company against proceedings, costs, damages and claims and demands in respect of anything done or ordered to be done by them for and in the interest of the company for any loss damage or misfortune whatever and which shall happen in the execution of the duties of the officer or in relation thereto.
33. To buy, refine, import, indent and deal in all substances, apparatus and such business as aforesaid and in particular anything that may be required by any customer or person having dealing with the company either in whole sale or retail or as commission.
34. To repair, alter, remodel, clean, renovate, convert and prepare for resale and resell any goods and materials from time to time belonging to the company.
35. To create any subscription funds, sinking fund, reserve funds, insurance funds or any other special funds 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 of the staff or labor or for any development.
36. To acquire, hold, purchase, take on lease, hire, exchange, mortgage, sell, dispose of or otherwise deal with any movable or immovable property, rights, privileges or concessions of any kind, including land, buildings, offices, shops, showrooms, warehouses, factories or other premises; and to establish, open, maintain and operate branches, showrooms, retail outlets, offices, depots, warehouses, franchised outlets, online platforms or any other places of business, in India or abroad, for the purpose of carrying on the company's business or any other business undertaken by the company.
37. To undertake the custody and warehousing of merchandise goods and materials and to provide cold storage and other special storage facilities.
38. To undertake such other business or branch of business which this company is authorized to carry on by means or through the agency of any subsidiary company of 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 for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any other business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and/or to appoint directors or managers of any such subsidiary company.



4. 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.

5. The share capital of the company is 50,00,00,000* rupees, divided into,

25,00,00,000	Equity	Shares of	2.00	Rupees each	and
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***Note 1: The Authorized Share Capital of the Company is increased from Rs.10,00,00,000 to Rs.50,00,00,000 and consequently Clause V of Memorandum of Association was altered at Extraordinary General Meeting of members of the Company held on 04/12/2025 vide resolution number 1.**




Whole-time Director
Marri Venkat Reddy
DIN: 01515044

VI. We, the several persons whose names and address are subscribed hereto are desirous of being formed into a Company in pursuance of the Memorandum of Association, and respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names:

S.NO.	Name, description, Occupation and addresses of the subscribers with their signatures	No. of Equity Shares taken by each subscriber	Name, address, Occupation of witness to the signatures of subscriber with their signature.
1	<p><i>[Signature]</i></p> <p>MACE. JANARDAN REDDY S/O MACE. JANGI REDDY 15-1-219A, Plot no 97 BALAJI SWARNAPURM COLONY NEAR RASHTRIYA NAGAR HYDERABAD - 50018 DATE OF BIRTH - 08-04-1969 OCCUPATION - BUSINESS</p>	2,72,500	<p><i>[Signature]</i></p> <p>6-3-254/15/182, SECOND FLOOR, SUKRATHEJA APTS, HINDI NAGAR, ANANDAPETTA, HYDERABAD - 500024 OCC: Managing Company Secretary.</p>
2	<p>MARRI VENKAT REDDY S/O MARRI. SHANTH REDDY 13-1-219A, PLOT NO 97 BALAJI SWARNAPURM NEAR RASHTRIYA NAGAR HYDERABAD - 50018 DATE OF BIRTH: 15-06-1968 OCCUPATION: BUSINESS.</p>	20,00,000 { TWENTY } { LACHS }	
Total No. of Equity Shares taken			

Place:
Date:

S.NO.	Name, description, Occupation and addresses of the subscribers with their signatures	No. of Equity Shares taken by each subscriber	Name, address, Occupation of witness to the signatures of subscriber with their signature.
3.	<p><i>Handwritten:</i> SMT JAMUNA REDDY W/o. MARRI SANARDHAN REDDY R-1219/A, PLOT NO 97 BALAJI SWARNAPURICLY NEAR RAJIV NAGAR HYDERABAD - 500018 DATE OF BIRTH: 28/12/1978 OCCUPATION: BUSINESS</p>	<p>12,00,000 (TWELVE LAKHS)</p>	<p><i>Handwritten:</i> Smt. Mohamma S/o. Smt. Khandar 6-3-354/1/2, SECOND FLOOR, SPANTEEN APIS, HINDI NAGAR, PANDURAGUTTA, HYDERABAD - 500084. All: Peaching Company Secretary</p>
4.	<p><i>Handwritten:</i> మల్ల. జనారణ్ S/o. సుల్త. సుబ్బారణ్ (క) పేరల్లపల్లె (మ) ఆపిపాటిపేట (జి) మంజుకూచిపాటి పు. తే. 22-10-1947 వృత్తి: వ్యవసాయం కర్షకం విట్ ప్రొఫెషనల్</p>	<p>8,00,000 { పేరల్లపల్లె } { ఆపిపాటి } { మంజుకూచిపాటి } { 8,00,000 } { LAKHS }</p>	<p><i>Handwritten:</i> Smt. Mohamma S/o. Smt. Khandar 6-3-354/1/2, SECOND FLOOR, SPANTEEN APIS, HINDI NAGAR, PANDURAGUTTA, HYDERABAD - 500084. All: Peaching Company Secretary</p>
Total No. of Equity Shares taken			

Place:
Date

S.NO.	Name, description, Occupation and addresses of the subscribers with their signatures	No. of Equity Shares taken by each subscriber	Name, address, Occupation of witness to the signatures of subscriber with their signature.
5.	M. Madhu SRI MARRI MADHU MATHI WID. MARRI VENKAT REDDY 13-1-241A, PLOT NO. 93, BALAJI SWARNAPURI CLY. RASIV NAGAR. HYDERABAD - 500018 DATE OF BIRTH: 20-05-1982 OCCUPATION: - BUSINESS	8,00,000 (EIGHT LAKHS)	
6.	SRI KAMAL KISHORE PUNDAM SUCHANDHYANDAS MUNDADA KAMAL SELECTION PO. ROAD, KARJANAPUR-500011 DATE OF BIRTH 12-11-1962 OCCUPATION: BUSINESS CAPD AT HYDERABAD	80,000 EIGHTY THOUSAND	Legal Notarizing SRIED PONDICHEN 90 SPOD MARKET 6-8-554/15/02 SECOND FLOOR, SARATEGA APIS, HEIDRI NAGAR, ANJUNAPURTA, HYDERABAD - 500034. CCLE: Practising Company Secretary
7.	P.V. KRISHNA VENKATA KRISHNA PAVALAPATI HIB, 206, KPHB COLONY KUMATPALLY, HYDERABAD PIN: 500872 DATE OF BIRTH: 01-07-60 OCCUPATION: BUSINESS	4,00,000 (FOUR LAKHS)	
Total No. of Equity Shares taken		80,00,000	

Place: Hyderabad
Date: 30.07.2008

(Eighty lakhs Shares only)
P

Date of Entry: 05-01-2026

Serial No.: 04/2025-26

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MARRI RETAIL PRIVATE LIMITED ("COMPANY") HELD ON MONDAY, 05TH DAY OF JANUARY, 2026 FROM 01:00 P.M. TO 03:00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO. 901-904, 9TH FLOOR, TOWER 1, VASAVI SHALOM SKYCITY, SURVEY NO. 17, HYDERABAD, GACHIBOWLI, K.V. RANGAREDDY, SERI LINGAMPALLY, TELANGANA, INDIA, 500032.

DIRECTORS PRESENT

1. Mr. Marri Venkat Reddy - Whole - time Director
2. Mr. Venkata Krishna Pakalapati - Director

TOTAL NUMBER OF MEMBERS – 07 members

MEMBERS PRESENT -06 members were present representing 100 percent of the paid-up capital

CHAIRMAN OF THE MEETING

Mr. Marri Venkat Reddy, Whole-time Director was elected as the Chairman of the meeting and took the Chair.

With the permission of the members, the notice of the meeting was taken as read.

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

The Chairman welcomed the members to the Extra-Ordinary General Meeting.

The Chairman also informed that the Statutory Auditors requested the management that they will not be able to attend the EGM. Therefore, the Management accepted the same and gave waiver to the Statutory Auditors.

The Chairman discussed with the members about the overview of operations of the Company.

With the permission of the members the Chairman moved the following resolution:

ITEM NO. 1:

APPOINTMENT OF NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

The following special resolution was proposed by Mr. Venkata Krishna Pakalapati and seconded by Mr. Marri Venkat Reddy:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended (collectively referred to as the "Companies Act") and other applicable law and pursuant to the provisions of the articles of association of the Company, consent of the members of the Company is be and hereby accorded for appointment of Mrs. Madhumathi Marri, (DIN: 07001533), who possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and who has provided her consent to act as a non-executive non-independent director of the Company w.e.f. 05/01/2026, if appointed and who is eligible for appointment and who shall be liable to retire by rotation and be paid sitting fees as per the terms of the appointment."

"RESOLVED FURTHER THAT Mr. Marri Venkat Reddy, Whole-time Director and Mr. Venkata Krishna Pakalapati, Director be and are hereby jointly or severally authorized to file necessary forms with the Registrar of Companies, Telangana at Hyderabad, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

"RESOLVED FURTHER THAT Board of Directors of the Company is authorized to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

ITEM NO. 02:

CONVERSION FROM PRIVATE LIMITED COMPANY TO PUBLIC LIMITED COMPANY

The following special resolution was proposed by Mr. Venkata Krishna Pakalapati and seconded by Marri Venkat Reddy

"RESOLVED THAT subject to the receipt of any necessary approvals from any government, statutory or regulatory authority, including the Registrar of Companies, Telangana at Hyderabad and pursuant to the provisions of Section 18 read with Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended (collectively referred to as, the "Companies Act"), the consent and approval of the members be and is hereby accorded for the conversion of the Company from a private company limited by shares to a public company limited by shares and consequently, the name of the Company be and is hereby changed from **"Marri Retail Private Limited"** to **"Marri Retail Limited"** by deletion of the word "Private" from the name of the Company."

"RESOLVED FURTHER THAT the word "Private" wherever appearing in the name of the Company in the memorandum of association and articles of association of the Company be and is hereby deleted."

"RESOLVED FURTHER THAT Mr. Marri Venkat Reddy, Whole-time Director and Mr. Venkata Krishna Pakalapati, Director, be and are hereby jointly or severally authorized to file necessary forms with the Registrar of Companies, Telangana at Hyderabad, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

"RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

ITEM NO. 03:

ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The following special resolution was proposed by Mr. Venkata Krishna Pakalapati and seconded by Marri Venkat Reddy

"RESOLVED FURTHER THAT pursuant to conversion of Company from Private Limited Company to Public Company and Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, including the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company is be and hereby accorded for substituting the existing Clause I of the Memorandum of Association with the following clauses:

"I. The Name of the Company is MARRI RETAIL LIMITED."

"RESOLVED FURTHER THAT Mr. Marri Venkat Reddy, Whole-time Director and Mr. Venkata Krishna Pakalapati, Director of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to, file the necessary application with the regulatory authorities, to settle all questions, difficulties or doubts that may arise, submit such other documents and information as may be required by any regulatory authority, accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority and engage in any other communication with any regulatory authority and publish necessary gazette notifications, if required, for and in connection with the proposed amendment to Clause I of the Memorandum of Association, as may be required under the applicable laws, and filing of necessary forms with the Registrar of Companies, Telangana at Hyderabad and to comply with all other requirements in this regard."

"RESOLVED FURTHER THAT Mr. Marri Venkat Reddy, Whole-time Director and Mr. Venkata Krishna Pakalapati, Director of the Company be and is hereby authorized to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

ITEM NO. 04:

ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The following special resolution was proposed by Mr. Venkata Krishna Pakalapati and seconded by Marri Venkat Reddy

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, (collectively referred to as the **“Companies Act”**) the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended and other applicable provisions, if any, and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and the requirements of the stock exchanges where the equity shares of the Company are proposed to be listed and in accordance with the enabling provisions of the memorandum of association and Articles of Association of the Company and subject to the applicable provisions of any other applicable law and commercial consideration, the set of existing Articles of Association of the Company, as placed before the members be and is hereby substituted with an amended set of Articles of Association as placed before the members and the same be approved and be adopted as the Articles of Association of the Company, in total exclusion and substitution of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT Mr. Marri Venkat Reddy, Whole-time Director, Mr. Venkata Krishna Pakalapati, Director, be and are hereby jointly or severally authorized to file necessary forms with the Registrar of Companies, Telangana at Hyderabad, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

“RESOLVED FURTHER THAT Mr. Marri Venkat Reddy, Whole-time Director and Mr. Venkata Krishna Pakalapati, Director is be and hereby jointly/severally authorized to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”

ITEM NO. 05:

ADOPTION OF MARRI RETAIL STOCK OPTION PLAN 2026

The following special resolution was proposed by Mr. Venkata Krishna Pakalapati and seconded by Marri Venkat Reddy

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the **“Act”**) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (the **“Rules”**), the provisions contained in the memorandum of association and the articles of association of Marri Retail Private Limited and all other applicable provisions, if any, of the Act and the Rules, as amended from time to time, and the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI SBEB & SE**

Regulations”), as amended and as and when applicable, and such other approvals, consents, permissions and sanctions of any statutory or regulatory authority(ies) as may be required, the consent of the members of the Company be and is hereby accorded to adopt the Marri Retail Stock Option Plan 2026” (“**ESOP-2026**”), as per the draft scheme placed before the Board, with an initial pool size of 20,47,500 (Twenty Lakhs Forty Seven Thousand Five Hundred) stock options, each option being exercisable into 1 (One) equity share of the Company of face value of ₹2/- (Indian Rupees Two Only) each, fully paid-up, upon payment of the applicable exercise price and other payments, if any, in accordance with the terms and conditions of the Scheme.

RESOLVED FURTHER THAT the stock options under ESOP-2026 may be granted to eligible employees of the Company, including present and prospective employees, as defined under the Scheme, on such terms and conditions as specified therein and in accordance with the applicable provisions of law prevailing at the relevant time.

RESOLVED FURTHER THAT the equity shares to be issued and allotted by the Company upon exercise of the options and/or any other instruments issued under the Scheme shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof duly authorised by the Board) be and is hereby authorised to grant stock options from time to time, in one or more tranches, on such terms and conditions as may be determined by the Board in accordance with ESOP-2026, including but not limited to determination of the vesting period, exercise price, eligibility criteria and other related terms.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, expedient or desirable to give effect to this resolution, including but not limited to finalising the list of eligible employees, determining the number of options to be granted, issuing grant letters, entering into necessary agreements and executing such deeds and documents as may be required.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorised to file necessary forms, returns and documents with the Registrar of Companies, to make applications to stock exchanges, depositories and registrars, as may be required, and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolutions.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to certify true copies of the aforesaid resolutions and forward the same to such authorities as may be required for necessary action.”

ITEM NO. 06:

APPOINTMENT OF BHANUKUMAR LAKSHMANA VITTALAM AS THE INDEPENDENT DIRECTOR OF THE COMPANY

The following special resolution was proposed by Mr. Venkata Krishna Pakalapati and seconded by Marri Venkat Reddy

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended (collectively referred to as the "Companies Act") and other applicable law and pursuant to the provisions of the articles of association of the Company, consent of the Members of the Company is be and hereby accorded for appointment of Mr. Bhanukumar lakshmana Vittalam (DIN: 08679913), who is a person of integrity and possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and who has provided his consent to act as independent director of the Company w.e.f 05/01/2026 for a period of five consecutive years, if appointed and submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act who is eligible for appointment and who shall not be liable to retire by rotation and be paid a sitting fees and commission for attending meetings of the Board or any committees thereof"

"RESOLVED FURTHER THAT Mr. Marri Venkat Reddy, Whole-time Director and Mr. Venkata Krishna Pakalapati, Director be and are hereby jointly or severally authorized to file necessary forms with the Registrar of Companies, Telangana at Hyderabad, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

"RESOLVED FURTHER THAT any of the Directors of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

ITEM NO. 07:

APPOINTMENT OF DENDUKURI CHANDRIMA AS THE INDEPENDENT DIRECTOR OF THE COMPANY

The following special resolution was proposed by Mr. Venkata Krishna Pakalapati and seconded by Marri Venkat Reddy

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended (collectively referred to as the "Companies Act") and other applicable law and pursuant to the provisions of the articles of association of the Company, consent of the Members of the Company is be and hereby accorded for appointment of Mrs. Dendukuri Chandrima (DIN: 01972440), who is a person of integrity and possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and who has provided her consent to act as independent director of the Company w.e.f 05/01/2026 for a period of five consecutive years, if appointed and submitted a declaration that she meets the criteria for appointment as an independent director under the Companies Act who is eligible for appointment and who shall not be liable to retire by rotation and be paid a sitting fees and commission for attending meetings of the Board or any committees thereof."

"RESOLVED FURTHER THAT Marri Venkat Reddy, Whole-time Director and Venkata Krishna Pakalapati, Director, be and are hereby jointly or severally authorized to file necessary forms with the Registrar of Companies, Telangana at Hyderabad, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

"RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

ITEM NO. 08:

APPOINTMENT OF KOTAMARTHY VENKATA SURYAPRAKASH RAO AS THE INDEPENDENT DIRECTOR OF THE COMPANY

The following special resolution was proposed by Mr. Venkata Krishna Pakalapati and seconded by Marri Venkat Reddy

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended (collectively referred to as the "Companies Act") and other applicable law and pursuant to the provisions of the articles of association of the Company, consent of the Members of the Company is be and hereby accorded for appointment of Mr. Kotamarthy Venkata Suryaprakash Rao (DIN: 06934146), who is a person of integrity and possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and who has provided his consent to act as independent director of the Company w.e.f 05/01/2026 for a period of five consecutive years, if appointed and submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act who is eligible for appointment and who shall not be liable to retire by rotation and be paid a sitting fees and commission for attending meetings of the Board or any committees thereof."

"RESOLVED FURTHER THAT Marri Venkat Reddy, Whole-time Director and Venkata Krishna Pakalapati, Director, be and are hereby jointly or severally authorized to file necessary forms with the Registrar of Companies, Telangana at Hyderabad, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

"RESOLVED FURTHER THAT any of the Directors of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

ITEM NO. 09:

CHANGE IN TERMS OF APPOINTMENT OF MR. MARRI VENKAT REDDY AS MANAGING DIRECTOR AND CHAIRPERSON OF THE COMPANY

The following special resolution was proposed by Mr. Venkata Krishna Pakalapati and seconded by Madhumathi Marri

"RESOLVED THAT in supersession of all the earlier resolutions passed by Board of Directors and members of the Company and as per the provisions of Section 196, 197, 203 and Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 read with schedule V of the Companies Act, 2013 and such other applicable provisions of the Companies Act, 2013 and other applicable law and pursuant to the provisions of Articles of Association of the Company consent of the Members of the Company be and is hereby accorded for change in the designation of Mr. Marri Venkat Reddy from the post of Whole Time Director to Managing Director and Chairperson of the Company with effect from January 5, 2026 to hold office till January 4, 2031 for remuneration not exceeding ₹. 4,00,00,000 (Rs. Four Crores Only) per annum and on such other terms and conditions as mutually decided between Company and Mr. Marri Venkat Reddy."

"RESOLVED FURTHER THAT Mr. Marri Venkat Reddy shall, during his tenure as Managing Director and Chairperson, exercise such powers and perform such duties as may be entrusted to him by the Board from time to time and be and is hereby authorized to sign the returns, documents, letters, agreements, deeds, powers of attorney, contracts, certificates, correspondences, etc., as may be required from time to time, for and on behalf of the Company, and to represent the Company before various authorities as and when required."

"RESOLVED FURTHER THAT the office of Mr. Marri Venkat Reddy as Managing Director and Chairperson shall not be liable to retire by rotation during his tenure, in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT Mr. Venkata Krishna Pakalapati, Director or any other Director of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and execution of relevant documents."

ITEM NO. 10:

TO CONSIDER AND APPROVE PROPOSAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

The following special resolution was proposed by Mr. Venkata Krishna Pakalapati and seconded by Marri Venkat Reddy

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded for creation of such mortgages, charges, pledge, lien and hypothecations in all or any part of the movable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company, in favour of banks, financial institutions, any other lenders or security trustees, to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings, provided

that the maximum extent of the indebtedness secured by the properties of the Company , does not exceed **Rs. 700,00,00,000/- (Rupees Seven Hundred Crores only)**, on such terms and conditions and in such manner as the Board may think fit in the best interest of the Company."

"RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed between the concerned parties."

"RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorised to file the necessary forms, returns and documents with the Registrar of Companies and to do all such acts and things as may be required to give effect to this resolution."

ITEM NO. 11:

INCREASE IN BORROWING LIMITS OF THE COMPANY

The following special resolution was proposed by Mr. Venkata Krishna Pakalapati and seconded by Marri Venkat Reddy

"RESOLVED THAT pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s), amendments or re-enactment thereof, for the time being in force) and any other applicable laws, consent of the Members is hereby accorded to borrow any sum(s) of money or moneys from time to time from any banks/firms/body corporate/financial institute or any other person notwithstanding that the moneys to be borrowed by the Company together with moneys already borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company and its free reserves provided that the aggregate of the monies borrowed by the Board and outstanding at any time does not exceed **Rs. 700,00,00,000 (Rupees seven hundred crores only)** irrespective of the fact that such aggregate amount of borrowings outstanding at anytime may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose."

"RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorised to file the necessary forms, returns and documents with the Registrar of Companies and to do all such acts and things as may be required to give effect to this resolution."

"RESOLVED FURTHER THAT any of the Directors of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

VOTE OF THANKS:

There being no other business to transact the meeting concluded with a vote of thanks to the Chair and the shareholders.

Place: Hyderabad

Date: 05/01/2026



Chairman

Marri Venkat Reddy

DIN: 01515044