

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
***Xelpmoc Design and Tech Limited**

- I The name of the Company is ***Xelpmoc Design and Tech Limited**.
- II The Registered Office of the Company will be situated in the State of Karnataka, i.e. within the jurisdiction of Registrar of Companies, Bangalore.
- III The objects to be pursued by the company on its incorporation are:-
- (a) To design, develop, program, maintain, service, purchase, assemble, sell, distribute, consult, train, educate, establish, manage, manufacture, wholesale, exhibit, jobwork, run, import, export and deal, whether in India or abroad, in all type, kind, modalities, specification and nature of computer software, solutions, IT Security, surveillance, networking, techniques, projects, applications, ERP, e-commerce, internet, intranet, BPO, multimedia, client server technology, transcription, data bank, data processing, information systems, call centers, websites including its goods, materials, products and equipments, computer hardware, peripherals, accessories, spares and parts, components, inputs, assemblies and sub-assemblies, implements.
- (b) Matters which are necessary for furtherance of the objects specified in clause III(a) are:-
1. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the promotion, formation, registration, advertisement and establishment of this Company and the issue and the subscription of the shares or procurement of loan or working capital or otherwise.
 2. To procure the recognition to the Company in any country, state or place outside India, and to establish and maintain local registers at any branch or place of business in any part of the world.
 3. To pay to promoters such remuneration and fees and otherwise recompense them for their time and for the services rendered by them.
 4. To form, establish, promote, assist, acquire, subsidise or concur in establishing or promoting any company, companies or firms, for the purpose of acquiring all or any of the properties, rights and liabilities of the Company, and to place or guarantee the placing, subscribe for or, otherwise acquire all or any of part of the shares and/or business capable of being conducted so as directly or indirectly to benefit the Company, and further to pay for the preliminary, formation or incorporation expenses in respect of the same.

The status of the Company has been changed from Private Limited to Public Limited and accordingly the name of the Company has been changed from "Xelpmoc Design and Tech Private Limited**." to "**Xelpmoc Design and Tech Limited**" vide the special resolution passed at the Extra-ordinary General Meeting held on 2nd July 2018, of the Shareholders of the Company.*

the Company, and to place or guarantee the placing, subscribe for or, otherwise acquire all or any of part of the shares and/or business capable of being conducted so as directly or indirectly to benefit the Company, and further to pay for the preliminary, formation or incorporation expenses in respect of the same.

5. To acquire by concession, grant, purchase, lease, license or otherwise, either absolutely or conditionally, and, either alone or jointly with others, any tract or tracts of country, lands, buildings, machinery, plant, utensils, works, conveniences and other moveable and immoveable property of any description and any patents, trademarks, concessions, privileges, and other rights, for the objects and businesses of the Company, and to construct, maintain and alter any buildings and works thereupon necessary or convenient for the purposes of the Company, and to pay and/or satisfy the consideration, for such tract or tracts of country, lands, buildings, estates, works, property or rights or any other property and rights purchased or acquired by or for the Company, by shares, stock, debentures, debenture stocks, bonds, other securities of the Company, or otherwise and to manage, develop, sell, let on lease or for hire, or otherwise dispose off or turn to account the same at such time or times and, in such manner and, for such consideration, as may be deemed proper or expedient.
6. To sell, exchange, improve, manage, develop, let on hire, lease, mortgage, enfranchise, abandon, dispose off, turn to account, or otherwise deal with all or any part of the properties, undertakings, privileges and rights of the Company, either absolutely or conditionally, and in such manner and upon such terms and conditions in all respect, as may be thought fit, and to accept payment or satisfaction for the same in cash or otherwise.
7. To purchase, or otherwise acquire, take over, merge, whether as a going concern or otherwise, and undertake all or any part of the businesses, properties and/or liabilities of any person, firm or company carrying on or proposing to carry on any business, which the Company is authorised to carry on, or possess the property or other assets, whether tangible or otherwise, suitable for the purposes of the Company, or which can be carried on in conjunction therewith, and to subsidise, settle out or assist any such person, firm or company financially or otherwise, and, in particular by issuing and allotting or subscribing for shares, stocks, debentures, debenture stocks or other securities of this company or such other firm or company, as the case may be.
8. To operate branch of a business, which this Company is authorised to carry on, by means or through the agency of any firm or subsidiary or group company or companies and, to do all such acts, deeds or things necessary or required to give effect to such transactions, in the interests of the Company.
9. To establish and maintain agencies at any place or places in India or other parts of the world for the conduct of the business or businesses of the Company.
10. Subject to the provisions of the Companies Act, 2013, and any other applicable laws, for the time being, in force, to issue debentures, debenture stock, shares, stock, bonds, obligations and securities of every

kind, nature and description, and to frame, constitute and secure the same, as may seem expedient, with the fullest power to make the same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust, deed or otherwise, on the undertaking of the Company, or upon any specific property and rights, present and future, of the Company or otherwise.

11. To incur debts and obligations for the conduct of any or all of the businesses of the Company, and to purchase or hire goods, material or materials or machinery on credit or otherwise, for any business or purpose of this Company, and give credit to any person, firm or company, on such terms and conditions, as may seem expedient, and to guarantee the performance of any contract or obligation and the payment of money and further to give guarantee and indemnities, for any other person, firm or company.
12. Subject to the Directions, as may, from time to time, be issued, whether by the Reserve Bank of India, or under the Companies Act, 2013, to borrow, raise or secure the payment of money, or to receive money on deposit other than public deposits, at interest or otherwise, for any of the purposes of the Company and, at such time and, from time to time, and, in such manner, as may be thought fit and, in particular, by the issue of debentures, or debenture-stocks convertible into shares of this or any other company or perpetual annuities, and as security for any such money so borrowed raised or received for any such debentures or debenture stocks so issued to mortgage, pledge or charge the whole or any part of the properties, assets, revenue and/or profits of the Company, present or future, including its uncalled capital, by special assignments or otherwise, or to transfer or convey the same absolutely or in trust, and to give the lenders powers of sale and other powers, as may seem expedient, and to purchase, redeem, or pay-off any such securities, and also by a similar mortgage, charge or lien to secure and guarantee the performance by this Company or any other person, firm or company, as the case may be, provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
13. To enter into partnership or any arrangements for sharing or pooling of profits or otherwise and for the same to amalgamate, demerge, takeover, restructure, collaborate, joint venture to any other arrangement and enter any agreement, with any person, firm, company or body corporate, whether in India or elsewhere.
14. To enter into any agreement or arrangement with any Government, or authorities, whether municipal, local or otherwise, or any person, firm or company, that may seem conducive to the any of the objects of the Company, and to obtain, from any such Government, authority, person or company, any rights, privileges, charters, contracts, licenses and concessions, which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such agreements, arrangements, rights, privileges, charters, contracts, licenses and concessions to exercise, dispose off or otherwise turn to account any such rights, Privileges and concessions.

15. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other moveable or immoveable properties, with or without security, upon such terms, and, in such manner, as may be thought proper, and, from time to time, to vary such transactions and investments in such manner as the Directors may think fit, subject to the provisions of the Companies Act, 2013, and any other Law, for the time being, in force.
16. To draw, make, accept, endorse, discount, execute and issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments, and to undertake financial obligations, transactions and operations, of all kinds, which the Company is authorised to undertake or transact, in relation to and in furtherance of the objects of the Company.
17. To open, run or maintain banking account or accounts with any bank or bankers and to carry on the banking business transactions of the Company.
18. To employ experts to investigate and examine into the conditions, prospects, value, charter and circumstances of any business concerns and undertakings, and of any assets, property or rights.
19. To appoint any directors or managers of any subsidiary company or of any other company in which this Company is or may be deemed to be interested or concerned.
20. To take part in the management, supervision and control of the business or operations of any other company or undertaking, having similar or compatible objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts.
21. Subject to the provisions of the Companies Act, 2013, to make and/or receive donations, gifts or income to or from such person, institutions or trusts, whether of cash or any other assets, as may be thought directly or indirectly to benefit the Company or any of the objects of the Company or otherwise expedient, and also to remunerate any person or corporation introducing or assisting in the introduction, in any manner, the business to the Company, and to aid, pecuniary or otherwise, any association, body or movement.
22. To create depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or, any other special fund on reserves, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interests of the Company.
23. To place, to reserve or to distribute as bonus shares among the members or otherwise, and to apply, as the Company may, from time to time, think fit, any money received by way of premium on shares or debentures issued at premium by the Company and any money received in respect of forfeited shares and moneys arising from the sale by the Company or forfeited shares, subject to the provisions of the Companies Act, 2013.

24. To provide for the welfare of directors, ex-directors, employees or ex-employees of the Company or its predecessors in business and the wives, widows, and families or the dependents or connections of such persons by building or contributing to, the buildings, quarters, houses or dwellings, or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing, bonuses, benefits, gifts, donations, or any other payments, or by creating and, from time to time, subscribing or contributing to provident and other funds or schemes, societies, trusts, associations, institutions or conveniences, and by providing, subscribing or contributing towards places of instruction, recreation, hospitals and dispensaries, medical and other attendance and assistance, as the Company shall think fit, or making payments to or towards the insurance of any such persons as aforesaid.
25. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
26. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments, and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and in all their branches, those may be considered likely to assist any of the business which the Company is authorised to carry on.
27. To acquire, preserve and disseminate useful information in connection with trade, commerce and industry, which the Company is, for the time being, in, and to carry out or undertake any investigation, inquiries, services, analysis or otherwise, as may be considered proper.
28. To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in India or elsewhere any patents, patent rights, d'invention, licenses, protections, concessions and the like, conferring any exclusive or limited right to any invention, secrets, or other information which may seem capable of being used for any of purposes of the Company or the acquisition of which may seem directly or indirectly to benefit the Company, and to use, exercise, develop, undertake or grant licenses or privileges, in respect of or otherwise turn to account, any patents, property, rights, inventions, secrets, know-how or information so acquired and to spend money in experimenting upon, testing, improving or seeking to improve the patents, property, rights, inventions, secrets or information so acquired or proposed to be acquired by the Company.
29. Subject to the provisions of the Companies Act, 2013, to adopt such means of making known the business and/or products of the Company or of any company, in which this Company is interested, as may seem expedient, and, in particular, by advertising in the press, by circulars, by purchase and exhibition of works of an art or interest, by publication of books, papers and periodicals and by granting prizes, gifts, rewards and donations.
30. To hold conferences, workshops or seminars for the promotion of business of the Company or any other person, firm or company, in which this company may be interested or concerned.

31. To acquire, register and secure membership, seat or privilege, either in name of the Company or its nominee, in and of any association, exchange, market, club or other institution, whether in India or any part of the world, for furtherance of business of the Company.
32. To contribute or to sponsor or assist any political party, any person, organisation or body corporate, for the political purposes which, in the opinion of the Directors, is beneficial to the Company and, is not prohibited by any law, order or regulation, for the time being, in force.
33. To insure the property, rights, interests, benefits and profits of the Company with any other company or person, against losses, costs, expenses, damages, risks and liabilities of all kinds which may affect this Company.
34. To institute, conduct, defend or compound any legal proceedings by or against, as the case may be, the Company, its officers or otherwise, concerning the affairs of the Company, and to pay, satisfy or compromise any claims made against the Company or any of its officers, notwithstanding that the claim may not be valid at law.
35. 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, to arbitration, in India or at any place outside India, and to observe and perform, and to do all acts, deeds, matters and things to carry out the enforcement of the awards.
36. In the event of winding up, to distribute any of the properties of the Company amongst the members, in specie or kind, subject to the provisions of the Companies Act, 2013.

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 Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupee Ten Only) each.




* The Authorised Share Capital of the Company is increased from Rs. 5,00,000/- (Rupees Five Lakhs Only) divided into 50,000 (Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each vide Ordinary Resolution passed in the Extra Ordinary General Meeting of the members of the Company held on 23rd March, 2016.

** The Authorised Share Capital of the Company is increased from Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each vide Ordinary Resolution passed in the Extra Ordinary General Meeting of the members of the Company held on 13th May, 2017.

*** The Authorised Share Capital of the Company is increased from Rs.11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each vide Ordinary Resolution passed in the Extra Ordinary General Meeting of the members of the Company held on 2nd July, 2018.

**** The Authorised Share Capital of the Company is proposed to increased from Rs.15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each subject to shareholders' approval by way of Ordinary Resolution in the Extra-Ordinary General Meeting to held on August 11, 2021.

We the several persons, whose names, addresses and descriptions are subscribed hereunder 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 company set opposite to our respective names :

Signature Name, Address, Description and Occupation of Subscriber	Number of Equity Shares taken by each subscriber	Photo of Subscriber	Signatures, Names Address, Description and Occupation of Witness
<p>1) Sd/- SRINIVAS KOORA S/o. Ramulu Siddi Koora 1204, D Wing, Palm Spring Complex, Link Road, Malad (West), Mumbai - 400 064.</p> <p>BUSINESS</p>	<p>3,333 (Three Thousand Three Hundred Thirty Three)</p>		<p>WITNESS TO SR. NO 1, 2 & 3</p> <p>Sd/- Kaushik Laxman Kantak S/o. Laxman Madan Kantak R. No. 15, Gaurishankar, Raipada, School Road, Malad (West), Mumbai - 400 064. PRACTISING COMPANY SECRETARY</p> <p>(pursuant to Rule 13(1) of the Companies Incorporation Rule 2014)</p> <p>I, witness to subscribers, who have subscribed and signed in my presence on 20/08, 2015 at Mumbai. Further, I have verified their identity details for their identification particular as filled in.</p>
<p>2) Sd/- Rajesh Ramlal Dembla S/o. Ramlal Dembla Flat A 33, Sycon Heritage, No.4, Church Road, Basavanagudi, Bangalore - 560 004.</p> <p>BUSINESS</p>	<p>3,333 (Three Thousand Three Hundred Thirty Three)</p>		
<p>3) Sd/- SANDIPAN CHATTOPADHYAY S/o. Samiran Chatterjee A-104, Sobha Orchid, Jakkur Road, Jakkur, Behind Jakkur Aerodrome, Bengaluru - 560 064.</p> <p>BUSINESS</p>	<p>3,334 (Three Thousand Three Hundred Thirty Four)</p>		
	<p>10,000 (Ten Thousand)</p>		

Date :- 20/8/2015

Place :- Mumbai