

****MEMORANDUM OF ASSOCIATION**
OF
^AXISCADES TECHNOLOGIES LIMITED
(Company Limited by Shares)
(Incorporated under the Companies Act, 1956)

1st ^***The name of the Company is **AXISCADES Technologies Limited**.

2nd *The registered office of the Company will be situated in the **State of Karnataka**.

3rd ****(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -**

1. To carry on anywhere in India or abroad the business as consultants assemblers, job-workers, makers, designers, developers, importers, exporters, agents and dealers in any electronic and electrical items, gadgets, equipment and accessories particularly those pertaining to Telecommunications, Computers, Computer Hardware and Software, undertake development of markets of any new products, explore new avenues and potentials of existing markets of existing products, develop and explore new marketing techniques for any client concerns, undertake research programs and business surveys, act as data banks offer any business or other marketing or technical consultancy services in any traditional or non-traditional fields and provide such business and other utilities services as may be required by any client concerns.
2. To design, set-up, invent, develop, improve, purchase and otherwise deal in any machines intended to be installed and offer any consultancy services for the business as referred to in item number one.

****(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE: -**

1. To incur expenses of formation of the Company and to enter into any local or foreign technical or other collaboration.
2. To apply for, obtain, purchase or otherwise acquire and protect, prolong and renew any patent rights, brevets, invention, processes, trade secrets, scientific technical or other assistance, manufacturing process, know-how and other information, designs, patterns, copy-rights trade-marks, licenses, concession and like rights, or the benefits or the right of use thereof, which may seem capable of being used for, or in connection with any of the purposes of the business of the company on Payment of any fee, royalty or other consideration and to use, exercise or develop the same and manufacture under or grant licenses in respect thereof or shall or otherwise deal with same.

****As per special resolution effective from 19.05.2015, passed by way of Postal Ballot and fresh COI dated 02.12.2015.***

****** As per special resolution passed on 16.06.2014 by way of Postal Ballot and fresh COI dated 01.08.2014***

^ As per Special Resolution passed at the General Meeting held on 29.09.2020 dropping the word 'Engineering' from its name".

3. To establish, provide, maintain and conduct or otherwise subsidize 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 to promote studies and research, both scientific and technical investigation and In invention by providing, subsidizing endowing or assisting laboratories, workshops, libraries, lectures meeting and conferences and to encourage, promote and reward studies, researches, investigation, equipment, tests and invention of any kind that may be considered likely to assist In the business which the company is authorized to carry on and to expend money In experiment and test and In improving or seeking to improve and giving publicity to placing upon the market any products of the Company or distribute any patents, inventions, processed Information or right which the company may acquire, lease or purpose to acquire.
4. To enter into partnership or any arrangements or agreement with any arrangements with any governments or authorities supreme, municipal, local or otherwise, or any person or Company or any of them for sharing profits, union of interests, exchange of shares, joint ventures, reciprocal concession or co-operation and engage in any business which the Company is authorized to carry on and to obtain from 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 company there with.
5. To improve manage, develop, grant rights or privileges in respect of or otherwise deal with all or any property and rights of the company.
6. To subscribe for takeover or otherwise acquire and hold shares, stocks, debentures or other interests in or securities of any other firm, company or companies having objects altogether or in part similar to those of the Company.
7. To invest in otherwise than Investment in Company's own shares and deal with the moneys of the Company not immediately required in such manner as may from time to time be expedient or be determined.
8. To invest money with or without security and generally make advance of such sum or sums of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores or any other property, articles and things required for the purpose of the company with or without security and upon such terms and subject to such conditions as the company may deem expedient.
9. Subject to Sections 73 to 76 and 179 of the Companies Act,2013, rules made there under and the directions issued by the 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 repayment of any money borrowed raised or owing by mortgage to charge or lien upon all or any of the property or asset of the company (both present and future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other persons or company of any obligation undertaken by the company or any other person or company as the case may be provided that the company shall not do any banking business within the meaning of Banking Regulation Act, 1949.

10. To mortgage, hypothecate, pledge all or any of the property, whether movable or immovable of any description whatsoever and other valuable of any description whatsoever and other valuable securities of the company.
11. To draw, make, accept, endorse, discount execute, negotiate, assign cheques, drafts, promissory notes, bill of exchange, hundies, debentures, bonds bills of lading, railway receipts, warrants and all other negotiable or transferable instruments.
12. To open an account or accounts with any individual, firm or company or with any Bank or Banks or Banker or shroffs and to do withdraw money from such account or accounts.
13. To pay out of the funds of the company all costs charges and expenses of and incidental of the formation and registration of the company, and any company promoted by the company and also to pay all costs, charges, impositions and expenses of and incidental to the acquisition by the company of the property or assets of and incidental to accomplishment of all or any formalities which the company may think necessary or proper in connection with any of the aforesaid.
14. To pay for any property or rights acquired by for any services rendered to the company either in case or fully or partly paid up shares, with or without preferred rights in respect of dividend or payment of capital or otherwise or by any securities and debentures which company has power to issue or by the grant of any rights or options, or partly in one mode and partly in another and generally on such terms as the company may determine.
15. To promote from and register; and aid in the promotion and registration of any company or companies, subsidiary or otherwise for purpose of acquiring all or any of the property, rights and liabilities of the company and to transfer to any such company and property of the company and to be interested in or take otherwise acquire, hold, sell or otherwise dispose of shares, stocks, debentures and other securities in or of any such company or any other company for all or any of the objects mentioned in this Memorandum and to subsidize or otherwise assist any such company and to undertake the management and secretarial or other works, duties and business of any company on such terms as may be arranged.
16. To apply for aid in promoting and obtain any charter, privilege concession license, authority for enabling the company to carry any of its objects into effect or extending any of the powers of the company for effecting any modification of the constitution of the company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the company.

17. To grant pensions, allowance gratitudes and bonus of existing or former employees and officers (including Directors of the company or their dependents) or connections, and to make payments towards insurance for any such purposes and to establish, join and support trust, fund or schemes (whether contributory or non-contributory) with a view to provide persons or all allowances for any persons or any other associations, Institution, trusts, fund schemes, clubs and conveniences calculated to benefit any such person.
18. Subjects to sections 182 of the Companies Act, 2013 to make donations to such persons either of cash or any other assets as may be thought, directly or indirectly, conducive to any of the Company's objects or otherwise expedient and to subscribe or contribute or otherwise assist on guarantee money for charitable, scientific, religious benevolent, national, public or other institutions or objects or any exhibition or for any public, general or other subjects and to establish and support or aid in the establishment and support of associations, institution funds, trusts and conveniences for the benefit of the employees or of person having dealings with the Company or the 'dependents, relatives or connections of such person and in particular friendly or other benefit societies and to grant pension, allowances, gratuities, bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds or for such persons.
19. To provide for the welfare of employees or ex-employees of the company and the wives and families or the dependents or connections of such persons by building of houses and contributing to pensions, allowances, bonus or other payments, or by creating and from time to time, subscribing or contributing towards places of instruction, recreating hospital and dispensaries, medical and other attendance and other assistance as the company shall think fit.
20. To compensate for loss of office any Managing Director or Directors or other Officers of the company within the limitation prescribed under the Companies Act, 2013 or other statute of rule having the force of law and to make payments to any person whose office, employment or duties may be determined by virtue of any transaction in which the company is engaged.
21. To create any reserve funds, sinking fund, insurance fund and any other funds, whether for depreciation, 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 or for any purpose whatsoever.
22. Subject to the provisions contained in Section 123 of the Companies Act, 2013 to distribute as dividend or bonus among the members or the place to reserve or otherwise to apply as the company may from time to time think fit, any moneys received by way of premium on shares or debentures, issued at a premium by the company and any money received in respect of dividends accrued on forfeited shares any moneys arising from the sale by the company of forfeited shares or from unclaimed dividends.
23. **Subject to sections 391 to 394 of the Companies Act, 1956 or sections 230 to 232 of the Companies Act, 2013 to amalgamate with any other company in any manner whose objects are altogether or in part similar to those of this company.

- 24.To establish any purchasing selling or distributing organization or agency for the purpose of the business of the company.
- 25.To distribute among the members in specie or in kind any property of company or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction if any for the time being required by law.
- 26.To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.
- 27.To invest any real or personal property rights or interest acquired by or belonging to the company in any person on behalf of or for the benefit company and with or without any declared trusts in favour of the company.
- 28.**To promote the art and science of flying and aeronautics in all its aspects and all matters connected therewith and for that purpose to establish an integrated training institute to impart training in flying on all kinds of aircrafts, civil or military, to amateurs, individuals, professional, pilot staff of corporate sector, cadets such as Coastal Guard Cadets, Personnel of Police and Para Military Forces, BSF, Territorial Army, Air Force etc. in accordance with the rules and regulations of the Department. Of civil aviation and any other law, if any, of the land for the time being in force and to train, instruct members and other persons in the art of engineering, residential or otherwise including link simulators or nay other field or activity related to incidental to or connected with aviation in accordance with the rules and regulations laid down by the Director General of Civil Aviation and any other applicable law.
- 29.**To provide comprehensive trainings for pilots, cabin crews and maintenance Engineers, both ground training and initial flight training by setting up different teaching schools viz., specialized workshops, Engines, avionics, labs and simulators for imparting the various aviation training facilities.
- 30.**To provide training for Airport Staff by setting up classrooms with airline operating systems viz., Reservation System, Operating System and the Communication system. To organize and conduct training programmes for pilots viz., Private Pilot License(PPL), Commercial Pilot License (CPL/IR) and Advance Course Multi Engine Rating (MER)and Aircraft Maintenance Engineering (AME), Aeronautic Engineering for mechanics, Cabin Crew Service Training (CST) for Cabin Crew, Flight and ramp Dispatcher and Airport Commercial Staff for ground staff. To incur expenses of formation of the company and to enter into any local or foreign technical or other collaboration.
- 31.**To run flying clubs for the persons from all walks and spheres on such terms and conditions as to admission thereto and continuance as members thereof and management of the affairs of the club as may be prescribed by the Board and subject to the rules and regulations approved by the Director General of civil aviation and to promote manage and conduct aviation other sports, tournaments, exhibitions, meetings and seminars like aerobatics, ballooning hand glides, wind-surfing races, athletics' and others including race –courses .

- 32.**To develop the sites for airport, runways by acquiring land and engage in construction of buildings to act as manufacturers, builders, developers, erectors or otherwise dealers in hangars, runways, structures and equipments.
- 33.**To undertake cyber-security-related research and development, relevant security standards, security testing including accreditation process, and cyber-security related product development, undertake skill development and capacity building through training, consulting and advisory services.
- 34.**To carry on the business of electrical engineers of electricians, contractors, manufacturers, Constructors, suppliers of and dealers in electric and other appliances, electric motors, fans, lamps, furnace, household appliances, batteries, cables wire lines, dry cells accumulators, lamps and works and to generate, distribute and supply electricity for the purpose of light, heat, motive power and for all other purposes for which electrical energy can be employed, and to manufacture and deal in apparatus and things, required for or capable of being used in connection with the generation, distribution supply accumulation, and employment of electricity, including in the term electricity all power that may be directly or indirectly derived there from or may be incidentally hereinafter discovered in dealing with electricity.
- 35.**To manufacture, assemble, fabricate, import, export, buy, sell, distribute, lease out or otherwise deal in all kinds and types of hand tools such as spanners, wrenches, pliers, water pump pliers allenkeys, screw drivers, wrench, sledge hammers, pick axes, nuts, bolts, holt lipers, wire cutters, hacksaw blades, socket sets, vices, screws, automatic machine able materials, tools, jigs, fixtures, electronic and mechanical instruments, goods and equipment, and allied products use in any industry or for defence, communications, aviation, transport, medical research recreational educational or domestic purpose and install, service or repair, overhaul, maintain all such equipment.
- 36.**To manufacture, produce press, vulcanize, retread, export, import, purchase sell and generally to carry on business in tyres and semi-tyres for different types of vehicle including buses, omnibuses, charabances, trucks, lorries automobiles, motor-cycle, tractors, aeroplanes, and also in Industrial lyres inner tubes, flaps, miscellaneous repair materials and other articles and appliances made within or from natural or synthetic rubber, its compounds, substances, derivatives and their substitutes, or use the same in combination with any metallic or non-metallic substances, vulcanite leather, rayon, hessian or plastics.
- 37.**To carry on the business as buyers, sellers' importers, exporters, lessors, distributors, agents, brokers, factors, stockists, commission agents and dealers of Engineering goods, machine tools, hand tools, small tools, metals alloys iron pipe fittings' units and bolts, bicycles and accessories. Automobiles and automobile parts, steel and stainless steels and iron products, ores and scrips metallurgical residues, hides, skins, leather goods, furs bristles tobacco (raw and manufactured) hemp seeds, oils and cakes, Vanaspati, textiles, fibre and waste coir and jute and products thereof, wood and timber, bones, crushed and uncrushed, industrial diamonds, coal charcoal, glue gums and resins ivory lac, shellac, manures, pulp or wood, rags, rubber, tanning substance, wax, quartz, crystal chemicals and chemical preparations

plastic and linoleum articles, glass and glass ware, handicrafts, handloom toys, liquid gold, precious stones, appliance, machinery and mill work and parts thereof, paper and stationery, sports goods, textiles including decorative. hand and machine-made, readymade garments, carpets rugs drug gets artificial silk fabrics, cotton, woollen cloth and all sorts of apparels, dressing materials, cosmetics wigs, belting, cinematograph films exposed gramophone records, rubber, plastic goods, starch, umbrellas, crown corks, batteries, surgical and musical instruments, marble and hardware items, traditional calendars, all kinds of books and manuscripts, electric and electronic products of all kinds, sanitary wares and fittings, woollen textiles, natural fibre products, cellulosic and cellulosic products mixed blended product, nylon, polyester fibre, yam, hosiery and mixed fabrics, natural silk fabrics and garments, fish and fish products fodder, bran, fruits nuts, cashewnuts, kernels, grains, pulses, grains, pulses, flour, confectionery, provisions, alcohol, beverages perfumed spirits, spices and tea, coffee, sugar and molasses, vegetable products, processed foods and packed food products.

38.To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the world and as principles agents, contractors, trustees or otherwise and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

39.To act as carriers, packing freight and forwarding agents.

40.****To provide, organise, supervise in India or elsewhere or deal with all types of intermediaries providing temporary, permanent and contract employees to clients based on their needs, including providing staff augmentation services.

4th The liability of the members is limited and this liability is limited to the amount unpaid, if any, on shares held by them

5th *** The Authorized Share Capital of the Company is Rs. 1,03,00,00,000/- (Rupees One Hundred Three Crores Only) divided into 20,,40,00,000 (Twenty Crores Forty Lakhs) equity shares of Rs. 5/- each and 1,00,000 (One Lakh) Preference Shares of Rs.100/- each.

*****Amended by way of Special Resolution at the General Meeting held on 26th September, 2016***

****** Pursuant to High Court order dated 4th November 2016 with regard to the Scheme of Amalgamation (Clause 10), the Authorised Capital of the Company stands revised.***

*******Amended by way of Special Resolution passed by way of Postal Ballot on 31st March, 2018.***

We the several persons whose names and addresses as subscribers are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Name, Address, description and occupation of the Subscriber	No. of Equity Shares taken by the Subscriber	Signature of the Subscriber	Signature of the Witness and Address. Description and Occupation
Indrave Singh Mann S/o. Sh. S.P.S Mann 8, Jantar Mantar Rd., New Deihi-110 001. (Business)	5 (Five)	Sd/-	I, D.S.Chadha, son of Late Sh. Khem Singh, resident of 22/44, West Patel Nagar, New Delhi – 110 008 witness the signatures of these subscribers who have signed before me at Delhi
Krishnan Ganesh S/o Sh. S. Krishnan C-13, Nanak Pura, New Delhi-110 011 (Business)	5 (Five)	Sd/-	

Sd/-
(D.S Chadha)
Chartered Accountant
Membership No. 15727

Place: New Delhi, dated 17th day of August, 1990