



MEGASOFT LIMITED

CIN : L72200TN1999PLC042730

My Home Hub, 1st Floor, Block-3,

Madhapur, Hyderabad - 500081,

Telangana, India.

Tel : +91 (40) 4033 0000; Fax : +91 (40) 4013 3555

website : www.megasoft.com

15th March, 2022

Bombay Stock Exchange Limited

Phiroze JeeJeeBhoy Towers

Dalal Street, Fort

Mumbai 400001

Scrip Code: **532408**

National Stock Exchange of India Limited

Exchange Plaza

Bandra-Kurla Complex, Bandra(E)

Mumbai 400051

Symbol: **MEGASOFT**

Dear Sirs,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Intimation of incorporation of two subsidiaries of the Company

Pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015, we wish to inform that the Company has incorporated two subsidiaries namely Velapan Systems Private Limited ("VSPL") and Nelatop Systems Private Limited ("NSPL"), the details whereof is set out in **Annexure A** As per the certificate of incorporation dated 10th March, 2022 of VSPL issued by the Registrar of Companies, Ministry of Corporate Affairs, the date of incorporation of VSPL is 10th March, 2022 and certificate of incorporation dated 14th March, 2022 of NSPL issued by the Registrar of Companies, Ministry of Corporate Affairs, the date of incorporation of NSPL is 14th March, 2022.

You are requested to kindly take the above information on record and oblige.

Thanking you,

Yours Truly,

For **Megasoft Limited**

Sunil Kumar Kalidindi

Executive Director & CEO



Encl: As above.



ANNEXURE A

Incorporation of Subsidiaries of the Company

S.No.	Particulars	Details	Details
a)	Name of the target/ Incorporated entity, details in brief such as size, turnover etc.	<p>Velapan Systems Private Limited ("VSPL") is incorporated as subsidiary of Megasoft Limited ("Company"). As per the certificate of incorporation dated 10th March, 2022 issued by the Registrar of Companies, Ministry of Corporate Affairs, the date of incorporation of VSPL is 10th March, 2022.</p> <p>CIN: U72900TG2022PTC160522</p> <p>Authorized Share Capital: Rs. 1,00,00,000/- (Indian Rupees One Crore only).</p> <p>Paid-up Share Capital: Rs. 1,00,000/- (Indian Rupees One Lakh only).</p> <p>Size/Turnover: Not Applicable (VSPL is yet to commence business).</p>	<p>Nelatop Systems Private Limited ("NSPL") is incorporated as subsidiary of Megasoft Limited ("Company"). As per the certificate of incorporation dated 14th March, 2022 issued by the Registrar of Companies, Ministry of Corporate Affairs, the date of incorporation of NSPL is 14th March, 2022.</p> <p>CIN: U72900TG2022PTC160578</p> <p>Authorized Share Capital: Rs. 10,00,00,000/- (Indian Rupees Ten Crores only).</p> <p>Paid-up Share Capital: Rs. 1,00,000/- (Indian Rupees One Lakh only).</p> <p>Size/Turnover: Not Applicable (NSPL is yet to commence business).</p>
b)	Whether the acquisition/ incorporation would fall within related party transaction(s) and whether the promoter/ promoter group/ promoter group/ promoter group companies have any interest in the entity being acquired/ incorporated, If yes, nature of interest and details thereof and whether the same is done at "arm's length".	<p>VSPL will be a related party of the Company.</p> <p>Save and except what is mentioned above, the Promoter/ promoter group/ promoter group companies are not interested in transaction.</p>	<p>NSPL will be a related party of the Company.</p> <p>Save and except what is mentioned above, the Promoter/ promoter group/ promoter group companies are not interested in transaction.</p>



c)	Industry to which the entity being acquired/ incorporated belongs	As specified in MOA of the Company	As Specified in MOA of the Company
d)	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition/ incorporation of target entity, if its business is outside the main line of business of the listed entity).	As specified in MOA of the Company	As Specified in MOA of the Company
e)	Brief details of any governmental or regulatory approvals required for the acquisition/ incorporation	Not Applicable	Not Applicable
f)	Indicative time period for completion of the acquisition/ incorporation	Not Applicable	Not Applicable
g)	Nature of consideration - whether cash consideration or share swap and details of the same	100% subscription to the paid-up share capital in cash	100% subscription to the paid-up share capital in cash
h)	Cost of acquisition/ subscription or the price at which the shares are acquired/ subscribed	The Company will subscribe to 10,000 (Ten thousand) equity shares at the face value of INR 10 (Indian Rupees Ten) each aggregating to INR 1,00,000/- (Indian Rupees One lakh) in cash	The Company will subscribe to 10,000 (Ten thousand) equity shares at the face value of INR 10 (Indian Rupees Ten) each aggregating to INR 1,00,000/- (Indian Rupees One lakh) in cash
i)	Percentage of shareholding / control acquired/ subscribed and / or number of	100%, 10,000 equity shares of Rs. 10/- each aggregating to Rs.1,00,000/-	100%, 10,000 equity shares of Rs. 10/- each aggregating to Rs.1,00,000/-

	shares acquired/ subscribed		
j)	Brief background about the entity acquired/ incorporated in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Line of business contemplated: As specified in MOA of the Company</p> <p>Date of Incorporation: As per the certificate of incorporation dated 10th March, 2022 issued by the Registrar of Companies, Ministry of Corporate Affairs, the date of incorporation of VSPL is 10th March, 2022.</p> <p>History / Turnover: Not Applicable</p> <p>Country: India</p>	<p>Line of business contemplated: As specified in MOA of the Company</p> <p>Date of Incorporation: As per the certificate of incorporation dated 14th March, 2022 issued by the Registrar of Companies, Ministry of Corporate Affairs, the date of incorporation of NSPL is 14th March, 2022.</p> <p>History / Turnover: Not Applicable</p> <p>Country: India</p>




THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 2013)
MEMORANDUM OF ASSOCIATION
OF
VELAPAN SYSTEMS PRIVATE LIMITED

- (I) The name of the Company is “**VELAPAN SYSTEMS PRIVATE LIMITED**”.
- (II) The Registered Office of the Company will be situated in the State of ‘Telangana’.
- (III) The objects for which the Company is established are:

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- (1) To undertake the designing and development of systems and application software either for its own use or for sale in India or for export outside India for or on behalf of manufacturers, owners and users of computer systems and digital/electronic equipment’s in India or elsewhere in the World and to carry on the business of systems integration and to provide total solutions in the areas of telecom, finance and banking, power, transportation, infrastructure, manufacturing and any other vertical market, this scope of which might also include multi-media, silicon graphics, animation technology development.
- (2) To obtain technical knowledge know-how, literature, brochures, technical data etc., from abroad and export/disseminate them to other countries and engage in man power recruitment for overseas requirements and also bring in necessary skilled personnel into the country and also to provide computer networking facility and services for the purpose of electronic mail, electronic news, electronic commerce, electronic archives and related purposes.
- (3) To set up and run electronic data processing centers and training centers to carry on the business of data processing, software consultancy, systems studies, management consultancy, techno-economic feasibility studies of projects, design and development of management information systems, share/debenture issues management and/or registration and share/debenture transfer agency and to conduct, sponsor or otherwise

participate in training programmes, courses, seminars and conferences in respect of any of the objects of the company and for spreading or imparting the knowledge and use of computers and computer programming languages including the publication of books, journals, bulletins, study/course materials, circular and news letters.

- (4) To be an Internet service provider and provide services like E-mail, Internet access, domain naming service, E-commerce, web-based technology, Internet content management, developing search engines, electronic data interchange and virtual private networks and security.

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

- (1) To conduct, sponsor or otherwise participate in training programs, courses, seminar conferences in respect of any of the objects of the company and for spreading or imparting the knowledge and use of computers and computer programming languages including the publication of books, journals, bulletins, study/course materials, circulars and newsletters; and to undertake the business as agents, stockists, distributors, franchise holders or otherwise for trading or dealing in computer systems, peripherals, accessories, parts and computer consumables, continuous and non-continuous stationery, ribbons and other allied products and things and standard software packages for the purpose of business on the company.
- (2) To pay either in cash or by allotment of shares or otherwise as the company deems fit, all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the company which the company shall consider to be in the nature of preliminary expenses.
- (3) To purchase or otherwise acquire, take on lease or rent computer systems and digital / electronic equipment's of all kinds for the purpose of business of the company.
- (4) To adopt and carry into effect, with or without modification, all or any of the arrangements made for the purpose of achieving any of the company's objects mentioned in clauses III hereof.
- (5) To purchase, take on lease or otherwise acquire for the purpose of the company estates, lands, buildings, easements or other interests in real estate, to let on lease or otherwise dispose of or grant rights over any real property belonging to the company.
- (6) To purchase, take on lease or otherwise acquire, erect, maintain, reconstruct and adopt offices, factories, sheds, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the company.
- (7) To purchase or otherwise acquire all or any part of the business, properties and liabilities of any company, society, partnership or person, formed for all or any part of the purpose within the objects of this company and to conduct and carry on, or liquidate and wind up any such business.

- (8) To amalgamate, absorb or merge with one or more than one company or body corporate, whether or not having similar objects as of this company and to do all such incidental acts, deeds and things as may be necessary to give effect to the amalgamation, absorption or merger.
- (9) To promote, form and register, and aid in the promotions, formation and registration of any company or companies, subsidiary or otherwise, body corporate, partnership or any other association of persons for engaging in any business, for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to transfer to any such Company any property of the Company, and to be interested in, or take or otherwise, acquire, hold, sell or otherwise dispose of shares, stock, debentures and other securities in or for any of the objects mentioned in this Memorandum, and to subsidise or otherwise assist any such company.
- (10) To promote any other company or companies for the purpose of taking over all or any of the properties, rights and liabilities of the company, or for any other purpose, which may seem directly or indirectly calculated to benefit the company.
- (11) To enter into any arrangements with any Government authority, undertakings or corporations controlled or owned by any Government or any person(s) including any individual, firms, body corporate or other association of individuals, whether incorporated or not, society and trust whether in India or abroad that may seem conducive to the company's objects or any of them and to obtain from any such Government, authority, undertakings, corporations and person(s) any rights privileges and concessions which the company may deem desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concession.
- (12) To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, whether an individual, association, firm, body corporate, corporation or otherwise carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly to benefit the company
- (13) To acquire and undertake the whole or any part of the business properties and liabilities of any person whether any individual, association, firm, body corporate, corporation or otherwise carrying on any business which the company is authorized to carry on, or possessed of property suitable for the purposes of the Company.
- (14) To enter into arrangement or agreements with any other person, whether an individual, association, firm, body corporate, corporation or otherwise, for the carrying out by such other person on behalf of the company, of any of the objects of the Company.
- (15) To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licenses, concessions and the like, conferring any exclusive, non-exclusive or limited right to use, or any secret or other information to any

invention 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 in respect of, or otherwise turn to account the property, rights or information so acquired.

- (16) To enter into collaboration agreement(s) with any person(s) including Government(s) or any other authority within or outside India, whether the nature of the agreement is financial, technical or otherwise on such terms and conditions as the company deems fit.
- (17) To import into and export from India the technology in respect of the products mentioned in clauses III hereof on such terms and conditions, as the company deems fit.
- (18) To do research and development work and experiment in connection with the business of the company.
- (19) To let on lease or on hire or otherwise the whole or any part of the real and personal properties of the company on such terms as the company shall determine.
- (20) Upon any issue of shares, debentures or other securities of the company, to employ any person, firm or company as brokers, commission agents and underwriters and to provide for the remunerations of the said persons, firm or company for the services by payment in cash or by issue of shares, debentures or other securities of the company, or by granting options to take the same or in any other manner allowed by law.
- (21) To borrow, raise money(s) or secure obligations (whether of the company or any other person) in any manner and subject to such terms and conditions including the payment of guarantee commission to persons including the directors of the company as the company shall determine.
- (22) To advance or lend money(s) with or without security, and on such terms and conditions as the company shall determine.
- (23) To invest any money(s) of the company not required for the purpose of its business in such investment or securities as may seem expedient.
- (24) Subject to section 73 of the Companies Act, 2013 and the rules framed there under in consultation with the Reserve Bank of India, to receive money(s) on deposit, on such terms and conditions as the company shall determine, without carrying on banking business within the meaning of the Banking Regulations Act, 1949 and also to pay brokerage on such deposits.
- (25) To subsidize, assist and guarantee any payment of money by, or the performance of any contract, engagement or obligation by any person.
- (26) To open bank accounts of all kinds including overdrafts and to draw, make, accept, endorse, discount, negotiate, execute and issue checks, bills of exchange, promissory

notes, bills of lading, warrants and other negotiable or transferable instruments of securities.

- (27) To adopt such means of making known and advertising the business and products of the company as may seem expedient to the company.
- (28) To appoint officers, staff, trainees and other types of personnel for the company and to dispense with their services and to carry out or cause to be carried out all functions necessary to implement the objects of the company.
- (29) To transfer, sell or otherwise dispose of all or any of the business, properties and undertakings of the company for any consideration which the company may deem fit to accept.
- (30) To establish agencies and to regulate and discontinue the same and to pay such remuneration to agents as the company shall determine.
- (31) To setup agencies or branches in India or abroad after complying with the requisite formulation that may be necessary under the law, for the purpose of business of the company and for the benefit of the company or discontinue the same.
- (32) To establish, promote and otherwise assist any person whether an individual, firm, association, body corporate including company or corporation or otherwise for the purpose of acquiring any property(ies) or furthering any objects of the company.
- (33) To do in any part of the world all or any of the matters hereby authorised either alone or jointly, whether as factors, trustees or agents.
- (34) To do all such things as are necessary for the company or its nominee(s) to become members or to be otherwise associated with national and international associations, institutes or other organisations, so as to promote or strengthen the company's interests on such terms and condition as may be determined by the company.
- (35)
 - (a) (a) To undertake, carry out, promote, sponsor or to otherwise assist any activity for the promotion and growth of national economy and what the company may consider to be its moral or social responsibility to the public or a section thereof, or what the company considers likely to promote national welfare or social, economic or moral uplift of the public or any section thereof in such manner as the company thinks fit.
 - (b) Without prejudice to the generality of the foregoing, the company may undertake, carry out, promote and sponsor any activity in connection with the publication of any books, literature, newspapers or other documents or organizing lectures or seminars for advancing the said objects or giving merit awards, scholarships, loans or any other assistance to deserving persons directly or through an institution, fund or trust.
 - (c) In order to achieve any of the foregoing, the company may divest without

consideration or such fair or concessional rates as it thinks or otherwise transfer any properties or good of the company to or in favour of any public or local body or authority, central or state government, governmental agencies, public institutions, trusts or funds recognized or approved by the central government or state governments or any authorities specified for the purpose by such government.

- (d) To incur any expenditure on the aforesaid development and programmes, and to otherwise assist in the execution and promotion thereof, whether directly, or indirectly.
- (36) Subject to the provisions of the Act, to subscribe to or contribute to or undertake or otherwise assist any national, charitable, benevolent, religious, public, scientific, rural, general or other useful object or institution as the company deems fit.
- (37) To provide for the welfare of directors or persons in the employment of the company, or formerly in the employment of the company and the wives, widows and other family members of such persons by grants of money, pensions, superannuation, gratuity, insurance, bonus, medical benefits or otherwise.
- (38) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory provident, gratuity, pension, or superannuation funds and give and procure the giving of money, pension, superannuation, gratuity, insurance bonds, medical benefits or other amounts to any directors or persons who are or were at any time in the employment or service of the company.
- (39) To establish, undertake and execute or procure the establishment, undertaking execution of any trust, either gratuitously or otherwise
- (40) To procure the company to be registered or recognised or to be authorised to do business as Joint Stock Company with limited liability in any foreign country or place.
- (41) To arrange for risks of all kinds likely to affect the company to be covered by insurance.
- (42) Subject to the provisions of the Companies Act, 2013 to contribute to any political purpose to any person.
- (43) To distribute any property of the company in specie or kind among the members as may be allowed in law in the event of winding-up.
- (44) 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, claims and demands in respect of anything done or ordered to be done by them for and in the interests of the company and for any loss, damage or misfortune whatever which shall happen in execution of the duties of their office or in relation thereto.
- (45) To agree to refer to arbitration and refer to arbitration any disputes present or future between the company and any other company, firm or individual and to submit the same

to arbitration in India or abroad either in accordance with Indian or foreign legal system

- (46) To appoint attorney's for and on behalf of the company and to execute the necessary powers to the said attorneys to act -for and in the name of and on behalf of the company, and to revoke all or any such powers and appointments as may be deemed expedient
- (47) To train or pay for training in India or abroad of any of the company's Directors or employees or any candidate in the interest of or for the furtherance of the Company's objects.
- (48) Subject to Section 52 of the Companies Act, 2013 to place to reserve or to distribute as bonus among the members, 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 moneys received by way of premium on shares or debentures issued at a premium by the company and any moneys received in respect of dividends accrued or forfeited shares or from any general reserve
- (49) To undertake and execute systems audits for persons owning or using computer systems and to generally assist them in the more economic and/ or efficient utilization thereof.
- (50) To provide consultancy services in regard to the design, development, manufacture and use of all products and things incorporated in clause III thereof.
- (51) To undertake and execute job works in relation to and/or give others job works in respect of any of the business mentioned in the main and other objects of the company.
- (52) To amalgamate with any other company or companies.
- (53) To undertake Corporate Social Responsibility ('CSR') activities in terms of the provisions of the Companies Act, 2013 and the Rules made thereunder or in such other manner as the Company deems fit from time to time.
- (IV) The liability of the members in the Company is limited.
- (V) *The Authorised Share Capital of the Company is Rs 1,00,00,000 (Rupees one crore) divided into 10,00,000 (Ten lakhs) equity shares of Rs.10 (Rupees ten) each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or the Articles of Association of the Company.



A handwritten signature in blue ink, appearing to be 'K. S. S.', written over a light blue grid background.

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 2013)
MEMORANDUM OF ASSOCIATION
OF
NELATOP SYSTEMS PRIVATE LIMITED

- (i) The name of the Company is “NELATOP SYSTEMS PRIVATE LIMITED”.
- (ii) The Registered Office of the Company will be situated in the State of ‘Telangana’.
- (iii) The objects for which the Company is established are:

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- (1) To undertake the designing and development of systems and application software either for its own use or for sale in India or for export outside India for or on behalf of manufacturers, owners and users of computer systems and digital/electronic equipment’s in India or elsewhere in the World and to carry on the business of systems integration and to provide total solutions in the areas of telecom, finance and banking, power, transportation, infrastructure, manufacturing and any other vertical market, this scope of which might also include multi-media, silicon graphics, animation technology development.
- (2) To obtain technical knowledge know-how, literature, brochures, technical data etc., from abroad and export/disseminate them to other countries and engage in man power recruitment for overseas requirements and also bring in necessary skilled personnel into the country and also to provide computer networking facility and services for the purpose of electronic mail, electronic news, electronic commerce, electronic archives and related purposes.
- (3) To set up and run electronic data processing centers and training centers to carry on the business of data processing, software consultancy, systems studies, management consultancy, techno-economic feasibility studies of projects, design and development of management information systems, share/debenture issues management and/or registration and share/debenture transfer agency and to conduct, sponsor or otherwise

participate in training programmes, courses, seminars and conferences in respect of any of the objects of the company and for spreading or imparting the knowledge and use of computers and computer programming languages including the publication of books, journals, bulletins, study/course materials, circular and news letters.

- (4) To be an Internet service provider and provide services like E-mail, Internet access, domain naming service, E-commerce, web-based technology, Internet content management, developing search engines, electronic data interchange and virtual private networks and security.

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

- (1) To conduct, sponsor or otherwise participate in training programs, courses, seminar conferences in respect of any of the objects of the company and for spreading or imparting the knowledge and use of computers and computer programming languages including the publication of books, journals, bulletins, study/course materials, circulars and newsletters; and to undertake the business as agents, stockists, distributors, franchise holders or otherwise for trading or dealing in computer systems, peripherals, accessories, parts and computer consumables, continuous and non-continuous stationery, ribbons and other allied products and things and standard software packages for the purpose of business on the company.
- (2) To pay either in cash or by allotment of shares or otherwise as the company deems fit, all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the company which the company shall consider to be in the nature of preliminary expenses.
- (3) To purchase or otherwise acquire, take on lease or rent computer systems and digital / electronic equipment's of all kinds for the purpose of business of the company.
- (4) To adopt and carry into effect, with or without modification, all or any of the arrangements made for the purpose of achieving any of the company's objects mentioned in clauses III hereof.
- (5) To purchase, take on lease or otherwise acquire for the purpose of the company estates, lands, buildings, easements or other interests in real estate, to let on lease or otherwise dispose of or grant rights over any real property belonging to the company.
- (6) To purchase, take on lease or otherwise acquire, erect, maintain, reconstruct and adopt offices, factories, sheds, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the company.
- (7) To purchase or otherwise acquire all or any part of the business, properties and liabilities of any company, society, partnership or person, formed for all or any part of the purpose within the objects of this company and to conduct and carry on, or liquidate and wind up any such business.

- (8) To amalgamate, absorb or merge with one or more than one company or body corporate, whether or not having similar objects as of this company and to do all such incidental acts, deeds and things as may be necessary to give effect to the amalgamation, absorption or merger.
- (9) To promote, form and register, and aid in the promotions, formation and registration of any company or companies, subsidiary or otherwise, body corporate, partnership or any other association of persons for engaging in any business, for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to transfer to any such Company any property of the Company, and to be interested in, or take or otherwise, acquire, hold, sell or otherwise dispose of shares, stock, debentures and other securities in or for any of the objects mentioned in this Memorandum, and to subsidise or otherwise assist any such company.
- (10) To promote any other company or companies for the purpose of taking over all or any of the properties, rights and liabilities of the company, or for any other purpose, which may seem directly or indirectly calculated to benefit the company.
- (11) To enter into any arrangements with any Government authority, undertakings or corporations controlled or owned by any Government or any person(s) including any individual, firms, body corporate or other association of individuals, whether incorporated or not, society and trust whether in India or abroad that may seem conducive to the company's objects or any of them and to obtain from any such Government, authority, undertakings, corporations and person(s) any rights privileges and concessions which the company may deem desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concession.
- (12) To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, whether an individual, association, firm, body corporate, corporation or otherwise carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly to benefit the company
- (13) To acquire and undertake the whole or any part of the business properties and liabilities of any person whether any individual, association, firm, body corporate, corporation or otherwise carrying on any business which the company is authorized to carry on, or possessed of property suitable for the purposes of the Company.
- (14) To enter into arrangement or agreements with any other person, whether an individual, association, firm, body corporate, corporation or otherwise, for the carrying out by such other person on behalf of the company, of any of the objects of the Company.
- (15) To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licenses, concessions and the like, conferring any exclusive, non-exclusive or limited right to use, or any secret or other information to any

invention 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 in respect of, or otherwise turn to account the property, rights or information so acquired.

- (16) To enter into collaboration agreement(s) with any person(s) including Government(s) or any other authority within or outside India, whether the nature of the agreement is financial, technical or otherwise on such terms and conditions as the company deems fit.
- (17) To import into and export from India the technology in respect of the products mentioned in clauses III hereof on such terms and conditions, as the company deems fit.
- (18) To do research and development work and experiment in connection with the business of the company.
- (19) To let on lease or on hire or otherwise the whole or any part of the real and personal properties of the company on such terms as the company shall determine.
- (20) Upon any issue of shares, debentures or other securities of the company, to employ any person, firm or company as brokers, commission agents and underwriters and to provide for the remunerations of the said persons, firm or company for the services by payment in cash or by issue of shares, debentures or other securities of the company, or by granting options to take the same or in any other manner allowed by law.
- (21) To borrow, raise money(s) or secure obligations (whether of the company or any other person) in any manner and subject to such terms and conditions including the payment of guarantee commission to persons including the directors of the company as the company shall determine.
- (22) To advance or lend money(s) with or without security, and on such terms and conditions as the company shall determine.
- (23) To invest any money(s) of the company not required for the purpose of its business in such investment or securities as may seem expedient.
- (24) Subject to section 73 of the Companies Act, 2013 and the rules framed there under in consultation with the Reserve Bank of India, to receive money(s) on deposit, on such terms and conditions as the company shall determine, without carrying on banking business within the meaning of the Banking Regulations Act, 1949 and also to pay brokerage on such deposits.
- (25) To subsidize, assist and guarantee any payment of money by, or the performance of any contract, engagement or obligation by any person.
- (26) To open bank accounts of all kinds including overdrafts and to draw, make, accept, endorse, discount, negotiate, execute and issue checks, bills of exchange, promissory

notes, bills of lading, warrants and other negotiable or transferable instruments of securities.

- (27) To adopt such means of making known and advertising the business and products of the company as may seem expedient to the company.
- (28) To appoint officers, staff, trainees and other types of personnel for the company and to dispense with their services and to carry out or cause to be carried out all functions necessary to implement the objects of the company.
- (29) To transfer, sell or otherwise dispose of all or any of the business, properties and undertakings of the company for any consideration which the company may deem fit to accept.
- (30) To establish agencies and to regulate and discontinue the same and to pay such remuneration to agents as the company shall determine.
- (31) To setup agencies or branches in India or abroad after complying with the requisite formulation that may be necessary under the law, for the purpose of business of the company and for the benefit of the company or discontinue the same.
- (32) To establish, promote and otherwise assist any person whether an individual, firm, association, body corporate including company or corporation or otherwise for the purpose of acquiring any property(ies) or furthering any objects of the company.
- (33) To do in any part of the world all or any of the matters hereby authorised either alone or jointly, whether as factors, trustees or agents.
- (34) To do all such things as are necessary for the company or its nominee(s) to become members or to be otherwise associated with national and international associations, institutes or other organisations, so as to promote or strengthen the company's interests on such terms and condition as may be determined by the company.
- (35)
 - (a) (a) To undertake, carry out, promote, sponsor or to otherwise assist any activity for the promotion and growth of national economy and what the company may consider to be its moral or social responsibility to the public or a section thereof, or what the company considers likely to promote national welfare or social, economic or moral uplift of the public or any section thereof in such manner as the company thinks fit.
 - (b) Without prejudice to the generality of the foregoing, the company may undertake, carry out, promote and sponsor any activity in connection with the publication of any books, literature, newspapers or other documents or organizing lectures or seminars for advancing the said objects or giving merit awards, scholarships, loans or any other assistance to deserving persons directly or through an institution, fund or trust.
 - (c) In order to achieve any of the foregoing, the company may divest without

consideration or such fair or concessional rates as it thinks or otherwise transfer any properties or good of the company to or in favour of any public or local body or authority, central or state government, governmental agencies, public institutions, trusts or funds recognized or approved by the central government or state governments or any authorities specified for the purpose by such government.

- (d) To incur any expenditure on the aforesaid development and programmes, and to otherwise assist in the execution and promotion thereof, whether directly, or indirectly.
- (36) Subject to the provisions of the Act, to subscribe to or contribute to or undertake or otherwise assist any national, charitable, benevolent, religious, public, scientific, rural, general or other useful object or institution as the company deems fit.
- (37) To provide for the welfare of directors or persons in the employment of the company, or formerly in the employment of the company and the wives, widows and other family members of such persons by grants of money, pensions, superannuation, gratuity, insurance, bonus, medical benefits or otherwise.
- (38) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory provident, gratuity, pension, or superannuation funds and give and procure the giving of money, pension, superannuation, gratuity, insurance bonds, medical benefits or other amounts to any directors or persons who are or were at any time in the employment or service of the company.
- (39) To establish, undertake and execute or procure the establishment, undertaking execution of any trust, either gratuitously or otherwise
- (40) To procure the company to be registered or recognised or to be authorised to do business as Joint Stock Company with limited liability in any foreign country or place.
- (41) To arrange for risks of all kinds likely to affect the company to be covered by insurance.
- (42) Subject to the provisions of the Companies Act, 2013 to contribute to any political purpose to any person.
- (43) To distribute any property of the company in specie or kind among the members as may be allowed in law in the event of winding-up.
- (44) 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, claims and demands in respect of anything done or ordered to be done by them for and in the interests of the company and for any loss, damage or misfortune whatever which shall happen in execution of the duties of their office or in relation thereto.
- (45) To agree to refer to arbitration and refer to arbitration any disputes present or future between the company and any other company, firm or individual and to submit the same

to arbitration in India or abroad either in accordance with Indian or foreign legal system

- (46) To appoint attorney's for and on behalf of the company and to execute the necessary powers to the said attorneys to act -for and in the name of and on behalf of the company, and to revoke all or any such powers and appointments as may be deemed expedient
- (47) To train or pay for training in India or abroad of any of the company's Directors or employees or any candidate in the interest of or for the furtherance of the Company's objects.
- (48) Subject to Section 52 of the Companies Act, 2013 to place to reserve or to distribute as bonus among the members, 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 moneys received by way of premium on shares or debentures issued at a premium by the company and any moneys received in respect of dividends accrued or forfeited shares or from any general reserve
- (49) To undertake and execute systems audits for persons owning or using computer systems and to generally assist them in the more economic and/ or efficient utilization thereof.
- (50) To provide consultancy services in regard to the design, development, manufacture and use of all products and things incorporated in clause III thereof.
- (51) To undertake and execute job works in relation to and/or give others job works in respect of any of the business mentioned in the main and other objects of the company.
- (52) To amalgamate with any other company or companies.
- (53) To undertake Corporate Social Responsibility ('CSR') activities in terms of the provisions of the Companies Act, 2013 and the Rules made thereunder or in such other manner as the Company deems fit from time to time.
- (IV) The liability of the members in the Company is limited.
- (V) *The Authorised Share Capital of the Company is Rs 10,00,00,000 (Rupees Ten crores) divided into 1,00,00,000 (one crore) equity shares of Rs.10 (Rupees ten) each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or the Articles of Association of the Company.

