

February 12, 2022

BSE Limited
Corporate Relation Dept.
P. J. Towers, Dalal Street
Mumbai - 400 001.
Scrip Code: 532859

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051.
Symbol: HGS

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 - Alteration of Capital Clause V of Memorandum of Association ('MOA')

Dear Sirs,

With reference to above captioned subject, we wish to inform that the Members of Hinduja Global Solutions Limited ('the Company') through Postal Ballot have by way of an Ordinary Resolution, approved the amendment in Clause V to the MOA of the Company as stated in the Postal Ballot Notice dated January 6, 2022.

With this, amended Clause V of the MOA of the Company is as under:

"V. The Authorised Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crores) divided into 7,98,50,000 (Seven Crores Ninety-Eight Lakhs and Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty Thousand) 1% Participatory Redeemable Non-Cumulative Preference 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 and to vary modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company and as may be provided under the provisions of the Companies Act, 2013."

You are requested to take the above information on record.

Thanking You.

For **Hinduja Global Solutions Limited**



Narendra Singh
Company Secretary

HINDUJA GLOBAL SOLUTIONS LIMITED

Regd. Office: Hinduja House, No. 171, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India. Telephone: 91-022-2496 0707, Fax: 91-22-2497 4208, Website: www.teamhgs.com
Corporate Office: Gold Hill Square Software Park, No. 690, 1st Floor, Hosur Road, Bommanahalli, Bengaluru - 560 068. India. Telephone: 91-80-4643 1000 / 4643 1222

Corporate Identity Number:L92199MH1995PLC084610

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

\$ HINDUJA GLOBAL SOLUTIONS LIMITED

- I. The name of the Company is **HINDUJA GLOBAL SOLUTIONS LIMITED**.
- II. The Registered office of the Company will be situated in the State of Maharashtra.
- III. The Objects for which the Company is established are:
 - A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :
 1. To construct, install, operate, design, fabricate, purchase, sell, import, export, trade, engineer, assemble, service, repair, exploit, convert, turn to account, rent out, maintain or in any other manner exploit, or deal in audio, video and / or data signal broadcasting, transmission and / or reception systems / networks or part/s thereof which may include but shall not be limited to wired / wireless Cable TV Systems, Satellite Television Channels, Entertainment Channels in all languages, Educational Channels, Microwave Multichannel Distribution Systems (MMDS), MDS, Fibre Optic Systems, Laser Beam Systems, SMATV, Telephony, Personal Cellular Systems (PCS), data transmission / receptions by utilizing, using, hiring, chartering, renting or in any other manner exploiting Satellite Transponders, Satellite Transmission / reception, processing of video or any other kind of signals for audio and visual communications for information / education / entertainment purposes.
 - *1a. To carry out and undertake all activities, business, etc relating to Information Technology (IT), Information Technology enabled Services (IteS), Business Process Outsourcing, Knowledge Process Outsourcing, Call Centers and for that purpose to set out all facilities and infrastructure etc in India and abroad.
 - *1b. To develop, implement, manufacture, convert, alter, modify, export, import, purchase, sell or lease and otherwise deal in hardware, software and allied equipment including for Computer Aided Design/ Computer Aided Manufacturing/ Computer Integrated Manufacturing and Telecommunications and to install or hire computer and allied equipment and to run or conduct bureau of computer services and in particular to develop, design, programme, conduct feasibility studies and to act as advisors, consultants, retainers, trainers in all capacity and all matters and problems relating to management, marketing in India and abroad.
 - *1c. To manufacture, develop, import, export, buy, sell, distribute, repair, convert, alter, modify, take or let on hire, lease and otherwise deal in all kinds of electronic articles, products and devices and their accessories, stores, spare parts, components, assemblies, and all kinds of instruments, apparatus, appliances, software and gadgets, and used for in connection with any of the aforesaid in India and abroad.

* Inserted vide Special Resolution passed by the Shareholders at the Extraordinary General Meeting of the Company held on 31st March, 2006.

Change of name of Company from HTMT Technologies Ltd to HTMT Global Solutions Ltd w.e.f. 12.03.2007.

\$ Change of name of Company from HTMT Global Solutions Ltd. to Hinduja Global Solutions Limited w.e.f 24.12.2008.

- *1d. To act as Internet Service providers to its subscribers subject to approval of Department of Telecommunications (DOT) / Telecommunications Regulatory Authority of India (TRAI) /other authorities as may be approved by the Government from time to time and to construct, install, operate, service, repair, exploit, convert, turn to account, rent out, maintain or in any other manner exploit or deal in audio, video and/or data signal broadcasting, transmission and / or reception systems / or networks or part /s thereof which may include but shall not be limited to wired / wireless Cable T.V. systems, satellite Television Channels, Entertainment Channels in all languages, Educational Channels, Microwave Multichannel Distribution Systems (MMDS), MDS, Fibre Optic Systems, Laser Beam System, SMATV, Telephone, Personal Cellular Systems (PCS), Data Transmission / Receptions by utilizing, using, hiring, chartering, renting or in other manner exploiting satellite Transporters, Satellite Transmission/Reception, Processing of Video or any kind of signals for Audio and Visual communications for information/education/entertainment purposes in India and abroad.
- *1e. To carry out and undertake all activities, business, etc relating to E-commerce and for that purpose to set out all facilities and infrastructure etc in India and abroad.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS :

- 2. To apply for, take out, obtain, purchase or otherwise acquire, import, trade, sell, export, lease, rent out and turn to account any copyrights of movies / programmes / serials in all languages, licences, concessions, patent rights or any other rights or any inventions, privileges, trade marks or secret processes which may be capable of being used for the purpose of the company and to use exercise, develop or grant licences in respect of, or otherwise turn to account the property, right or information to acquire and to spend money in experimenting and testing and improving or seeking to improve any patent rights, inventions, discoveries, process or information of the company or which the company may acquire or propose to acquire.
- 3. To carry on the business of producing, financing or promoting the production of cinematographic films, T.V. serials, dramas, musical programmes., orchestras, plays, cultural programmes, benefit show, exhibitions, entertainment and educational programmes and symposiums of all kinds and / or to purchase, take on lease / hire, import or otherwise acquire all kinds of rights, copyrights of cinematographic films (exposed) T.V. serials, programmes for distribution, exhibition and screening, transmitting, exploitation through any or all the media available in any territory of the world or in any way deal with the said rights and / or to purchase or otherwise lawfully acquire, construct, promote, run and maintain cinema theatres, screening and transmitting stations, halls and auditoriums for hiring / leasing out or otherwise for exhibiting / screening, transmitting such films, serials, programmes or for staging various types of programmes as may seem advantageous from time to time and or build, construct, buy and promote laboratories, studios and audiovisual equipments for processing of cinematographic films as well as to acquire, construct and manage factories and plants and machineries for the manufacturing of raw (unexposed) film and / or deal in raw (unexposed) film.

* Inserted vide Special Resolution passed by the Shareholders at the Extra-ordinary General Meeting of the Company held on 31st March, 2006.

4. To collect, organize for collection, authorize, direct any person / company to collect, subscribe, solicit advertisements / commercials and, or pay revenues, subscription charges, service charges for any coded / uncoded Satellite / Cable T.V. Channels, telephone services, telecom services / data communication services and to do all kinds of business in the fields of advertising in audiovisual, press, hoardings, exploitation of any free / pay Satellite and Cable Channels / programmes.
5. To carry on the business of producing, commissioning., acquiring, exporting all kinds of programmes, movies, T.V. Serials, commercials etc. in all languages and setting up of studios with all facilities with equipment such as cameras, records, players, modulators, amplifiers, convertors, transmitters, light / sound equipments etc. for the purpose of making, producing programmes, movies etc. and for exploiting the same through the medium of Satellite, Cable, television, theatres, cassettes, disks, and / or any other format / medium.
6. To install, operate, rent out or in any other manner exploit or deal in video signal broadcasting, transmission and reception systems, which may include but shall not be limited to wired cable systems, STV, MDS and MMDS by utilising,using, hiring, chartering, renting or in any other manner exploiting DBS, SMATV, fibre optic system, satellite transponders, satellite transmission, reception, processing of video or any other kind of signals.
7. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
8. To acquire and take over as a going concern by purchase of, or on lease, and to undertake, to carry on the whole or any of the business together with the goodwill and trade name, property rights and liabilities of any person or persons, firms or any company carrying on any business, any part or the purposes of which is within the objects of the company or which the company is authorised to carry on or possessed of property suitable for the purpose of the company and to pay for the same by shares, debentures, debenture stocks, bonds, cash or otherwise, and to conduct and carry on or liquidate and to wind up any such business.
9. To buy, sell, plant, cultivate, produce, prepare, treat, repair, alter, manipulate, exchange, hire, import, export, dispose of and deal in raw materials, intermediaries, accessory, parts spares, tolls, components which may be required for the purposes of business which the Company is expressly or by implication authorised by this memorandum to carry on.
10. To purchase, construct, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate, lands, buildings, easements or other interests, rights in immovable properties and hold, develop, work, cultivate, deal, grant concessions, licences, privileges, claims, leases, options, which may appear to be necessary or convenient for the business of the Company and to sell, lease, mortgage, hypothecate or otherwise dispose of or grant rights over any immovable property belonging to the Company.
11. To offer and to enter into contracts and agreements for services in connection with the undertakings of designing, engineering, fabricating, experimenting in any part of the world, of any process, equipment, device and for that purpose to act as superintendents, surveyors, valuers, analysers, this being subject to any existing laws made in this respect.

12. To apply for, take out, obtain, purchase or otherwise acquire and turn to account any copyrights, licences, concessions, patent rights, or any other rights, or any inventions, privileges, trade marks or secret processes which may be capable of being used for the purpose of the Company and to use, exercise develop or grant licences in respect of, or otherwise turn to account the property, rights or information, to acquire and to spend money in experimenting and testing and improving or seeking to improve any patent rights, inventions, discoveries, process or information of the Company or which the Company may acquire or propose to acquire.
13. To undertake the payment of all rents and the performance of all the covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company.
14. To acquire, purchase, start, erect, maintain, buy, sell or dispose of land, buildings, factories, workshops foundries, mills, equipments, machinery, plant, components, accessories, spares, tools, raw materials, industrial undertakings and other works, and conveniences which may seem directly or indirectly conducive to any of the objects of the Company and to contribute, subsidize or otherwise aid by taking part in any such operation.
15. To amalgamate, enter into foreign or Indian technical, and / or financial collaboration, partnership or into any arrangement for sharing or dealing in profits, union of interest, co-operation, joint venture, reciprocal concession, or otherwise with any person, firm, corporation, or Government or Company carrying on, engaged in any business, undertaking or transaction which the Company is authorised to carry on or and to lend money, to guarantee the contracts or otherwise assign to any such persons, firm, or company and to take or otherwise acquire and hold shares or securities of any such persons, firms or companies, to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
16. To promote, form and to be interested in, and take, hold or dispose of shares in any other company having objects similar all together or in part of those of this Company or carrying on any business capable of being conducted so as to directly assist any such company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of shares, stock, debenture stock, or other securities of such Company, to transfer to any such or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such Company.
17. To enter into, make and perform contracts and arrangements of every kind and description with Corporate Body, Municipality or Local Body, State or Central Government or any companies, firms or persons that may seem conducive to the Company's objective or any of them and to obtain from any such authority any such rights, privileges, charters, contracts, concessions, licences or purchase and sale of any kind of goods, machinery, spare parts, securities, shares, stocks, debentures, etc. which the company for the time being may think desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
18. To make advances upon or for the purpose of materials, goods, machinery, stores, and other articles required for the purpose of the Company. To receive money on deposit at interest or otherwise subject to the Rules, if any, prescribed by the Reserve Bank of India.
19. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertakings or properties of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other company having objects altogether or in part similar to those of this Company.

20. To insure with any other Company, firm or persons, the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from any liability or loss and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
21. Subject to the provisions of the Companies Act, 1956 ('the Act') to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, scientific, national institutions or objects of any public utility.
22. To act as trustees, executors, attorneys, administrators and nominees; and to undertake and execute trusts of all kinds and to exercise all the power of custodians, trustees, trust and corporations.
23. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise and in particular to act as depositories of any shares or securities, and as agents, or brokers for the investment, loan payment, transmission or collection of money, and the purchase, sale, hire, hire-purchase, improvement or development and management of property, movable or immovable, for any company, firm or person (whether Indian or Foreign) and to undertake and perform sub-contracts.
24. To lend money to, and guarantee or undertake the performance of the contracts and obligations of and the payment of dividends and interest on any and the repayment of capital paid up or other moneys payable in respect of any stock, shares, securities and obligations, of any company, firm or persons in any case in which such loan undertaking or guarantee may be considered likely directly to further the objects of this Company or the interests of its members.
25. To buy, underwrite, invest in, acquire, hold and deal in shares, stock, debentures, debenture-stock, bonds, obligations and securities of any kind issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture-stock, bonds, obligations and securities, issued or guaranteed by any Government, State, dominions, sovereign, rulers, commissioners, public body or authority, supreme, municipal local or otherwise, firm or person whether in India or elsewhere.
26. To borrow and raise money and secure or discharge any debt or obligations of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the immovable property (present and future) and the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought fit, of debentures, debenture-stock or other securities of any description and to issue any of the Company's shares, stocks, securities or other obligations for such consideration (whether for cash, services rendered or acquired or otherwise) and on such terms as may be thought fit, subject provisions of Section 58A and directives of R.B.I.
27. To invest and deal with the moneys of the Company not immediately required, in such manner as may from time to time seem expedient and be determined.
28. To accept deposits from the members of the Company either in advance of calls or otherwise and generally to borrow or raise or secure payment of money and for those or other purposes to mortgage or charge the whole or any part of the undertaking and property and rights of the Company, present or after acquires, uncalled capital, and to issue at par or at premium or discount debenture stock, bonds or other obligations and either permanent or redeemable and redeem any pay off or satisfy the same.

29. To open an account or accounts with any individual firm, company or bank or banks, or bankers, shroffs and to pay into and withdraw money from such account or accounts.
30. To place, to reserve, or to distribute bonus shares among the members or otherwise to apply, and moneys received by way of premium on shares, or debentures issued at a premium by the Company and pay moneys received in respect of forfeited shares and money arising from the same by the Company on forfeited shares.
31. Subject to this provisions of the Act, to distribute among the members in specie any property of the Company or any proceeds of sale or disposal or any property of the Company but so that no disposal of any property of the Company or no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law. However, the Company shall not declare any dividend in specie.
32. To draw, make, issue, accept, transfer and endorse, discount, execute and negotiate, promissory notes, hundies, bills of exchange, cheques, drafts, Bill of lading, letters of credit, delivery orders, dock warrants, railway or transport receipts, warehouse-keeper's certificate and other negotiable or commercial or mercantile instruments connected with the business of the Company.
33. To open accounts with any bank or banks and to deposit moneys therein and to take loan, assistance therefrom and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon same (whether overdrawn or not) as may be required for any of the objects or purposes of the Company.
34. To refer any dispute, claim or demand by or against the Company to arbitration and observe and perform the awards.
35. To employ experts to investigate and to examine into the conditions, projects, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or rights.
36. To acquire from any persons, firm or body corporate or incorporate, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blueprints useful for the design, erection, and operation of plant required for any of the business of the company and to acquire any grant or licences and other rights and benefits in the foregoing matters and things.
37. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental stations, workshops for scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, training, lectures, meeting and conferences or providing the remuneration of scientific or technical professors, or teachers by providing for the award of exhibitions, scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
38. To enter into any arrangements and to 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 interest and to carry on any negotiations or operations for the purpose of directly carrying out the objects of the company or directly carrying out the objects of the company or effecting any modifications in the constitution of the company or furthering

the interest of its members and to oppose any such steps taken by the other company, firm or person, which may be considered likely directly or indirectly to prejudice the interests or the company or its members and to promote or assist the promotion, whether directly or indirectly, if any, legislation which may appear to be in the interest of the Company and to oppose and resist whether directly or indirectly, legislation which may appear to be in the interest of the Company and to oppose and resist whether directly or indirectly, legislation which may seem disadvantageous to the company and to obtain from any such Government, authority, of any company, any charter, contracts, decrees, right, licences, royalty rights, franchises desirable to obtain and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concession.

39. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, radio, television by circulars, posters, by purchase and exhibition of works of art or interest, by publication of books, periodicals and by granting prizes, awards and donations including donations to any fund for charitable or public purpose.
40. To create any depreciation fund, reserve fund, sinking fund, insurance fund, dividend equalization fund, capital redemption fund or any other special fund whether for depreciation or for repairing, improving, extending, or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to interest of the Company.
41. To provide for the welfare of the Directors, ex-Directors, employee or ex-employees of the Company or its predecessors in business and the wives and families or the dependants or connections of such persons, by building or contributing to the building of houses, dwelling, chawls, or quarters or by grants of money, pensions, gratuities, allowances, bonuses, awards, profits sharing or other scheme or trusts and by providing or subscribing or contributing towards places of instruction, hospitals, dispensaries, medical and other institutions and provide any other assistance as the Company shall think fit and to establish, maintain and grant scholarships to any persons for technical study and education in India and elsewhere which may be necessary or useful for any of the objects of the Company, and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company whether by reason or locality of operation or of public and general utility or otherwise.
42. To aid, pecuniarily or otherwise, any association or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles of the promotions of industry or trade.
43. To pay out of the funds of the Company, all expenses of and incidental to the promotion, formation, registration, advertisements and establishments of this Company and to issue of subscription of the shares or loans or capital including brokerage, underwriting or other commission for obtaining applications for or placing or guaranteeing the placing of shares of any debentures, debenture-stock and other securities of this company and also all expenses pertaining to the issue of any circular or notices, and the printing, stamping, circular or notices, and the printing, stamping circulating proxies and forms to be filled up by the members of the Company.
44. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public institutions, clubs, societies, funds or objects or exhibitions which may be considered likely to directly or indirectly further the objects of the Company or the interests to its members or which in the opinion of the Directors, are deserving or which are likely to promote any noble causes.

45. To distribute any of the property or assets of the Company amongst the members in specie or kind subject to provisions of Companies Act, in the event of winding up.
46. To dedicate, present or otherwise dispose of either voluntarily or for value (whether partly or fully) any property of the Company deemed to be of national, public or local interest, to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same or of the public.
47. To do all the above things and all such things, acts, deeds as are incidental or may be thought conducive to the attainment of the above objects or any of them in part of India or elsewhere as principals, agents, contractors, trustees or otherwise and whether alone or in conjunction with others.

C. OTHER OBJECTS :

48. To buy, manufacture, produce, assemble, acquire, import, maintain, repair, sell, export, dispose of, improve upon or otherwise trade or deal in wireless equipments, radios, televisions, computers, calculators, electronic typewriters, audio-visual tapes, cassettes, cassette players, tape recorders, stereo and stereo systems, and parts, spares, accessories, implement, apparatus, tools and other articles and things required thereof as also to manufacture, buy, sell, import, export, run, hire or let on hire, the plant and machinery required thereof.
49. To carry on the business of advertising or to act as advertisers or run an advertising agency or act on behalf of the same or to solicit advertisement on behalf of them and to do all such acts so as to carry on advertising business and to release the same in films, video cassettes, cable network and any other medium.
50. To construct, design, fabricate, manufacture, purchase, sell, import, export, trade, install, engineer, assemble, service, repair, exploit, convert, turn to account, or maintain or to engage in the construction, designing, fabrication, manufacturing, installation, engineering, assembling, servicing, repairing, converting or maintaining or in any other manner deal in all kinds of electronic goods, items, equipments, systems useful or used in Video and Audio signal broadcasting, transmission and reception, like RF, VHF & UHF Amplifiers channel modulators, mixers, tap-offs, splitters, equalisers, R.F, Pins, sockets, cables (jelly filed, fibre optic, co-axial or otherwise) and cable jointers, connectors, receivers, transformers, converters, analogue and digital, integrated circuits, transistors, resistors, condenser, tuners, filters, antennae, dish antenna, satellite signal receivers, LNB's microwave, HF, UHF, VHF antenna, single channel, multichannel fixed frequency, variable frequency, static, mobile, airborne receiving, broadcasting and transmitting equipments in HF, VHF and UHF microwave spectrum and any kind of broadcasting transmission and reception, equipment used or useful in video and audio signal broadcasting, transmission and reception, cable TV systems or parts thereof, CCTV systems or parts thereof, telecommunication systems or parts thereof, or in any other media.
51. To obtain, acquire, register, import, part with, sell, enter into agreements, employ, consult, keep work for use or apply scientific technological, engineering, industrial commercial or business know-how, secret formulas, products, trade marks, combinations, process, equipments, apparatus and the like and to manufacture, produce, buy, acquire, obtain, import, repair, maintain improve, dispose of hire, let on hire, sell, export or otherwise deal in products, items, articles, things that could be so manufactured, produced,

acquired, bought as also the plant machinery and other production and distribution equipment thereof.

52. To carry, acquire, print, publish and circulate, or otherwise deal with any newspaper or newspapers, journals, magazines, books, literary work and undertaking, or other publications and generally to carry on the business of newspaper proprietors and general publishers.
53. To carry on the business of manufacturing and dealing in all types of cameras, films and photographic equipment and material.
54. To carry on the business of manufacturing, processing, canning and cold storage of fruits, vegetables, seeds, fish, meat, agricultural products, milk and dairy products and other perishable items.
55. To carry on all or any of the business of printers, stationers, lithographers, typefounders, stereotypers, electotypers, photographic printers, photolithographers, chrom-lithographic, engravers, die-sinkers, book binders and advertisement agents.
56. To carry on the business as manufacturers of and dealers in all types of electronic goods such as radio sets, television sets, radio receiving and transmitting sets, transistors, tape recorders, cassette tapes, toys, educational aids, video, video tapes and their accessories, components parts, air-conditioners, telecommunication apparatus and machinery and appliances.
57. To manufacture and deal in all types of organic and inorganic chemicals, fertilizers and all kinds of products, by-product and substances derived or made out from foregoing.
58. To carry on the business as electrical, electronic mechanical and general engineers and to establish and run workshops, factories and plants for carrying out casting, fabricating, forging, assembling, extrusion, pressing, machining, welding and diecasting work.
59. To carry on the business as buyers, sellers, dealers, importers, exporters, representatives, stockists or distributors, organizers or commission agents of any industrial, commercial produce equipments and appliances.
60. To carry on the business of acting as advisers and consultants on all matters and problems relating to engineering, administration, finance, organization, management, personnel, commencement and expansion of industries, techniques, production, storage, purchase, sales, marketing, distribution, advertising, publicity materials, cost and quality control, export, import and the rendering of engineering, technical services to individuals, firms, bodies corporate, institution, associations and department of the Government.
61. To carry on the business as electrical, electronic, mechanical and general engineers and to establish and run workshops, factories and plants for carrying out casting, fabricating, forging, assembling, extrusion, pressing, machining, welding and diecasting work.
62. To carry on the business as buyers, sellers, dealers, importers, exporters, representatives, stockists or distributors, organizers or commission agents of any industrial, commercial produce, equipments and appliances.
63. To carry on the business of acting as advisers and consultants on all matters and problems relating to engineering, administration, finance, organization, management, personnel, commencement and expansion of industries, techniques, production, storage, purchase, sales, marketing, distribution, advertising, publicity materials, cost and quality control, export, import and

the rendering of engineering, technical services to individuals, firms, bodies corporate, institution, associations and department of the Government.

64. To carry on the business of manufacturing, servicing and leasing computers, word processors and to develop and design software programmes and systems.
65. To carry on the business of Financing Industrial Enterprises, and to carry on the business of general financiers, dealers in bill, hundies or commercial papers, shares and finance brokers, financial and investment consultants, share broker agents, merchant bankers and portfolio managers.
66. To carry on the business of investment company and to buy, sell, underwrite, invest in, acquire, hold and deal in shares, stocks, units, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Company constitute of carrying on business in India or elsewhere and debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Government, State, dominions, sovereign rulers, commissioners, public body or authority, supreme, municipal, local or other body, firm or person whether in India or elsewhere and also to invest in, buy and sell bullion, precious metal, precious stones, real estate, whether in India or elsewhere.
67. To manufacture, buy, sell, import or otherwise deal in all types of office automation equipments such as typewriters, calculators, cash registers, telecommunication equipments also to manufacture and deal in writing and drawing instruments, pollution control and safety equipments.
68. To own, construct, run, manage, render, technical advise in construction and running of and carry on the business of motels, hotels, beach resorts, health resorts, restaurant, cafes, inns, guest houses, taverns, refreshment rooms, canteens and to run night clubs, club houses and to provide facilities such as dressing rooms, libraries, indoor and outdoor games, swimming pools, recreation rooms, bars, beauty shops, laundry, exhibition, entertainment television, video shows, cinema and opera to customers.

And it is hereby declared that :

Nothing in this paragraph shall authorise the Company to do any business which may fall within the purview of the Banking Regulation Act, 1949 or Insurance Act, 1938.

IV. The Liability of the members is limited.

V # The Authorised Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crores) divided into 7,98,50,000 (Seven Crores Ninety-Eight Lakhs and Fifty Thousand) equity shares of Rs.10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty Thousand) 1% Participatory Redeemable Non-Cumulative Preference 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 and to vary modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company and as may be provided under the provisions of the Companies Act, 2013.

* Amended vide Clause 34 (a) of the Scheme of Arrangement and Reconstruction, as approved, vide Order of the Hon'ble High Court of Judicature at Bombay dated 23rd February 2007 for increase in authorized share capital from Rs. 6,00,00,000 to Rs. 25,00,00,000.

* Amended vide Ordinary resolution passed at the Extra Ordinary General meeting of the Members held on 17th June 2006 for sub-division of the face value of the Equity Share Capital from Rs. 100/- to Rs. 10/- each.

* Consolidation/Increase in Authorized Share Capital and consequent amendment to Clause V of the Memorandum of Association of the Company, was pursuant to the Ordinary Resolution passed by the members of the Company through Postal Ballot on 7th June, 2018 and pursuant to the Scheme of Amalgamation of HGS International Services Private Limited (wholly owned subsidiary of the Company) with the Company as sanctioned by the National Company Law Tribunal (NCLT), Mumbai Bench vide order dated 20th June, 2018. The Consolidation/Increase in Authorized Capital and amendment to Clause V of the Memorandum of Association became effective from 1st August, 2018, being the date on which certified copy of said order of the NCLT was filed with the Registrar of Companies, Mumbai, Maharashtra.

Increase in Authorized Share Capital and consequent amendment to Clause V of the Memorandum of Association of the Company, was pursuant to the Ordinary Resolution passed by the members of the Company through Postal Ballot on 11th February, 2022.

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

Name, address, description and occupation of each subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness and his name, address, description and occupation
Mr. Abin Kumar Das S/o. Mr. N. N. Das 6-A, Atlas Apts., J. Mehta Road Mumbai – 400 006 Service	10 (ten)	Sd/-	
Mr. Subhas Pramanik S/o. Mr. Sudhamaya Pramanik 603-A, Rainbow, Reheja Vihar Chandivli Farm Road Mumbai – 400 072 Service	10 (Ten)	Sd/-	Sd/- S.M. Korde S/o Mr. M.R. Korde Seeta Sadan Bal Govindas Road Mumbai – 400 016 Practising Company Secretary
Total	20 (Twenty)		

Place : Mumbai

Date : 5th December, 1994