

**MEMORANDUM OF ASSOCIATION
OF
EXCELSOFT TECHNOLOGIES
LIMITED ***

* As approved at the EGM held on 22nd July 2024

For EXCELSOFT TECHNOLOGIES PRIVATE LIMITED


SUDHANVA DHANANJAYA
Chairman & Managing Director
DIN: 00423641

EXCELSOFT TECHNOLOGIES PRIVATE LIMITED

DIRECTOR



प्रारूप० आई० आर०

Form I. R.

निगमन का प्रमाण-पत्र
CERTIFICATE OF INCORPORATION

ता०.....का से०.....

No. 08/...27256.....of 200.0.....

मैं एतद्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that...EXCELSOFT TECHNOLOGIES PRIVATE LIMITED...

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956)
and that the Company is Limited.

मेरे हस्ताक्षर से आज ता०.....को दिया गया।

Given under my hand at BANGALORE thisTWELFTH.....
day ofJUNE.....Two Thousand.....



(B.M. ANAND).

कम्पनियों का रजिस्ट्रार

कर्नाटक, बंगलूर

Registrar of Companies
KARNATAKA, BANGALORE

THE COMPANIES ACT, 1956
MEMORANDUM OF ASSOCIATION

OF

EXCELSOFT TECHNOLOGIES LIMITED ³

(Private Company Limited by Shares)

- I. The Name of the Company is **EXCELSOFT TECHNOLOGIES LIMITED** ³.
- II. The Registered Office of the Company will be situated in the **STATE OF KARNATAKA**.
- III. The objects for which the Company is established are: -
- A. **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-**
1. To establish, create, organize, conduct, acquire, maintain, run, support, aid, provide, and develop and to carry on the business of development and sale of computer software in general, and in the field of information technology, web based applications, E-Commerce and to buy, sell act as dealers, brokers, contractors, sub – contractors, agents, importers, and exporters of all kinds of computer software, to render consultancy in computer software in all conceivable areas.
 2. To establish, create, organize, conduct, maintain, run, support, aid, provide, Internet facilities, Internet Solution and to act as Internet Solution Provider.
 3. To establish, maintain, run, develop, improve, extend and aid in establishing, maintaining, improving and extension of centers, institutions, providing computer education and computer training both in hardware and software, internet based education and training, and in all its fields and branches, either formal or informal, either commercially or non – commercially on its own or by obtaining franchise from any institution companies, organizations, commercial concerns providing and imparting such education and computer training, education whether formal or otherwise.
 4. To carry on the business as manufacturers of and dealers in computer hardware, its spares, components, accessories and tools, to carry on research and development activities in the field of computers.
 5. To offer all types of Information Technology consulting services and Information Technology enabled services.
 16. To purchase, acquire and takeover for cash or by exchange or otherwise, as a going concern the partnership firm **M/s Sudhanva Enterprises** (Trade Name **Excel-Soft**) with all its assets and liabilities including goodwill, brand name, copyrights, patents, trademark, intellectual property, licenses, and or any other rights and liabilities of the said partnership firm and to carry on the business hither to carried on, develop or wind up or liquidate the business of the said partnership firm, and to enter into with the partners of the said firm, such agreements which may hence become necessary.

¹ As inserted/altered/amended at the EGM held on 25th July 2000.

³ As approved at the EGM held on 22nd July 2024

Dr EXCEL SOFT TECHNOLOGIES PRIVATE LIMITED

DIRECTOR

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

1. To buy, lease or otherwise acquire lands, buildings and other immovable properties and to sell lease or otherwise dispose of all or any of the properties and assets of the company on such terms and conditions as the Company may deem.
2. To enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, joint venture, association of persons, reciprocal concession, or otherwise with any person, firm or company carrying on or engaged in any business or transaction which this company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as to directly or indirectly benefit this Company, and to lend money to guarantee the contracts of or otherwise assist or subsidize any such person or Company, and to take or otherwise acquire shares and securities of any such Company, and to sell hold, re-issue, with or without guarantee or otherwise deal with the same and to give to any person or Company special rights and privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of the Company.
3. To enter into any agreement with any Government, Municipal, local or otherwise or corporations, companies or persons or any of them and to obtain from any such government authority, corporation, company, or persons any contract, rights, privileges and concessions which the company may think desirable and to carry out, exercise and comply with any such contracts, rights, privileges and concessions.
4. To let out on hire all or any of the properties of the company including apparatus and appliances of every description of the company.
5. To be interested in, promote and undertake the formation and establishment of such institutions, business, companies (industrial, professional, agricultural, trading, manufacturing or others) which may seem to the company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly to render any of the Company's property or rights for the time being profitable and also to acquire, promote and foster subsidies and acquire interest in any industry or undertaking in any country or countries whatsoever.
6. To amalgamate or enter into any arrangement for sharing of profits (except entering into partnership) union of interests, cooperation, reciprocal concession, lease, and license or otherwise with which the company is authorized to carry on or engage in.
7. To subscribe for absolutely or conditionally purchase or otherwise acquire and to hold, dispose off, or deal in shares stocks and securities or obligations of any other company whether Indian or foreign.
8. To apply for, promote and obtain any Act, charter privilege, concession, license, authorization of any Government, State or Municipality, provisional order or licenses or any authority for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, or for any other purpose


EXCELSOFT TECHNOLOGIES PRIVATE LIMITED

DIRECTOR

which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interest.

9. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishments of the company and the issue of its capital including costs, charges, expenses of negotiation and contracts arrangement made prior to and in anticipation of the formation and incorporation of the Company.
10. To remunerate by cash or otherwise or in kind or by allotment of fully or partly paid up shares or shares credited as fully or partly paid up or in any other manner to any person firms, associations or companies for services rendered or to be rendered in rendering technical aid and advice, granting licenses or permission for the use of patents, trade secrets, trade marks, processes and in acting as trustees for debentures holders or debenture stock holders of the company or for subscribing or guaranteeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions of any of the shares in the capital or debentures of other securities issue by this Company or any other Company, or in or about the information or promotion of this Company or any other Company or the conduct of its business.
11. Subject to the Banking Regulation Act, 1948, to draw, make, issue, accept and to endorse, discount and negotiate, promissory notes, hundies, bills of exchange, bills of lading delivery orders, warrants, warehouse keeper's certificates and other negotiable or commercial or mercantile instruments connected with the business of the Company.
12. To open account or accounts with any individual firm or company or with any bank or banks and to pay into and to withdraw moneys from such account or accounts, and obtain credit facilities with or without securities for the business.
13. To invest, apply for and acquire or otherwise employ moneys belonging to or entrusted to or at the disposal of the company upon securities and shares with or without security upon such terms as may be thought proper and from time to time to vary such transactions in such manner as the company may think fit.
14. To lend or deposit moneys belonging to or entrusted to or at the disposal of the company to such persons or company and in particular to customers and others having dealings with the company with or without security, upon such terms as may be thought proper and to guarantee the performance of contracts by such persons or company, but not to do the business of banking as defined in the Banking Regulations Act, 1948.
15. To incur debts and obligations for the conduct of any business of the company and to purchase or hire goods, materials or plant and machinery on credit or otherwise for any business or purchase of the Company.
16. Subjects to provisions of Section 58A of the Companies Act, 1956, to borrow, raise or secure the payment or to receive money on deposits including short term, mid term and long term at interest for any of the purpose of the company and at such time or times as may be thought fit by promissory notes or by taking borrowings from any person, firm, bank, company or financial institutions and

whether with or without any security including fixed assets, stock, book debts or by such other means as the Directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture stock perpetual or otherwise and as security for any such money so borrowed, raised, received and if any such debentures or debenture stock so issued to mortgage, pledge or charge the whole or any part of the property and future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may deem expedient and to purchase, redeem or pay off any such securities provided that the company shall not accept any such deposits for the purposes of doing banking business.

17. To sell, mortgage, assign or lease and in other manner deal with or dispose of the undertaking or property of the company or any part thereof, whether movable or immovable for any consideration as the company may think fit and in particular for shares, debentures and other securities of any other company, having objects altogether or in part similar to those of the company.
18. To accept gifts and to give gifts and donations to create trusts for the welfare of employees, members, directors or dependents, heirs, children and for any deserving objects and for other person also and to act as trustees subject to the provisions of Section 239A of the Companies Act, 1956.
19. To improve, manage, work, develop alter, exchange lease, mortgage, turn to account abandon or otherwise deal with all or any part of the property, rights and concessions of our company.
20. To establish or support aid in the establishment and support of associations, institutions, funds, trusts, and convenience for the benefit of past, present employees or directors of the company or the dependents of such persons and to grant pensions and allowances, to make payments towards insurance, to subscribe or guarantee money for charitable or benevolent objects or useful objects for general public.
21. To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of the company or for any other purpose which may directly or indirectly benefit the Company.
22. To produce gas and generate electricity necessary for the purpose of the business of the Company and to process or deal with all products resulting from or ancillary to such production.
23. To pay out of the funds of the Company all or any expenses, which the Company may lawfully pay for services, rendered for formation and registration of the Company and for promotion of any other Company by it subject to the provisions of the Act.
24. To ensure any of the properties, undertakings, contracts, risk or obligations of the company in any manner whatsoever.
25. To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient.

26. To aid and support, any person, association, body or movement, whose object is solution, settlement or surmounting industrial or labour problems or the promotion of industry, trade or business of the company or for the promotion of science and technology, cultural activities, sport, environment, rural development and other social and welfare activities.
27. To establish or support associations, institutions, schools, hospitals, guest houses, clubs funds and trusts, which may be considered beneficial to any employees or ex-employees and to officers and ex-officers of the Company or the dependents of any such person.
28. To refer all questions, disputes or differences arising between the Company and any other person (other than a Director of the Company) in connections with or in respect of any matter relating to the business or affairs of the company to arbitration in such manner and upon such terms as the company and other person may mutually agree upon in each case, and such reference to arbitration may be in accordance with the provisions of the Arbitration Act, 1940 (10 of 1940) and the Rules of the International Chamber of Commerce relating to arbitration and to institute legal proceedings and to appoint advocates, consultants or advisors in this behalf.

C. THE OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE:

1. To carry on in India and abroad the business and profession of consultants, advisers, in all their aspects and branches in general and in particulars in the field of business, economics, applied economics, finance administration, management, personnel merchants/banking, accountancy and accounting systems, including management and cost accounting law, system and electronic data processing.
2. To transact and carry on agency business connected or beneficial to the business of the Company.
- IV. The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.
- ²V. The Authorized Share Capital of the Company shall be Rs.3,00,00,000/- (Rupees Three Crores Only) divided into 30,00,000 (Thirty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.

² As altered/modified/replaced at the AGM held on 21st September 2010.

3. As approved at the EGM held on 22nd July 2024

For EXCELSOFT TECHNOLOGIES PRIVATE LIMITED


DIRECTOR

VI. AND IT IS HEREBY DECLARED THAT: -

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

Sl. No.	Name, Addresses, Descriptions, and occupations of the Subscribers	No. of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature, Name, Addresses, and Occupation of the Witness
1.	Sri. M. H. DHANANJAYA #3, III Block, Jayalakshmipuram, Mysore - 570 012. Self Employed.	100	Sd/-	Sd/- Sri. S. S. SWAMY S/o. S. Manjunath 3/5, 2 nd Floor, Bull Temple Road, Bangalore - 560018 Chartered Accountant.
2.	Sri. D. SUDHANVA #3, III Block, Jayalakshmipuram, Mysore - 570 012. Self Employed.	100	Sd/-	
3.	Smt. SUKANYA DHANANJAYA #3, III Block, Jayalakshmipuram, Mysore - 570 012. Self Employed.	100	Sd/-	
4.	Smt. LAJWANTI SUDHANVA #3, III Block, Jayalakshmipuram, Mysore - 570 012. Self Employed.	100	Sd/-	

Dated this the 25th day of May 2000 at Mysore.

for EXCELSOFT TECHNOLOGIES PRIVATE LIMITED


DIRECTOR