

THE COMPANIES ACT 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ANI INTEGRATED SERVICES LIMITED

I. The name of the Company is ^{##}**ANI INTEGRATED SERVICES LIMITED.**

II. The registered office of the Company will be situated in the state of Maharashtra, under jurisdiction of Registrar of Companies, Maharashtra at Mumbai.

III. The object for which the Company is established is:

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

*1.

(a) To carry on in India or elsewhere the business to manufacture, produce, process, convert, assemble, fabricate, prepare, manipulate, install, import, export, buy sell, supply, and to act as agent, indentor, franchiser, distributor, consignor, stockist, developer, job worker, consultant and or otherwise to deal in all types of electronic components, devices, systems, instruments, devices, systems, instruments, equipments, appliances, parts, fittings, accessories, chips, circuits, relays, connectors, coils, diodes, electrodes, valves, condensers, transformers, speakers, resistance etc. used in all types of industrial, domestic, automobile, defense, railways, waterways, information technology, software development, medical, entertainment of the foregoing objects.

(b) To carry on in India or elsewhere the business of Erection and Installation of Electrical /Instrumentation/ Mechanical Turnkey Projects', Operations and Maintenance, Commissioning Assistance, Shutdown Services and Manpower deputation, sourcing, providing and recruiting engineers and other skilled and semi-skilled or otherwise trained manpower to various

Altered vide Special Resolution passed at the Extra-Ordinary General Meeting of the Company held on 6th September, 2017

Altered vide Special Resolution passed at the Extra-Ordinary General Meeting of the Company held on 25th September, 2017

* Subdivision of Paragraph 1 of Sub-Clause A of Clause III by way of retaining the original Paragraph 1 in Paragraph 1(a) and insertion of new Paragraph 1(b) vide Special Resolution passed at the Extraordinary General Meeting held on 28th September, 2017

For ANI INTEGRATED SERVICES LIMITED

Director

entities and doing resource management and continuous skill enhancement of the resources provided.

(B) THE OBJECTS INCIDENTAL OR ANCILLIARY TO THE ATTAINMENT OF MAIN OBJECT:

2. To purchase, acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on or proposing to can on any business which this company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
3. To pay for any property, rights or privileges acquired by the Company or for the services rendered or to be rendered in connection with the promotion of the business of the Company.
4. To sell, exchange, mortgage and let on lease royalty, tribute, grant, license, easements, options an other rights and to deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stock, shares, whether fully or partly paid up or securities of any other company.
5. To pay out of the Company's funds the cost and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs, incentives and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company which may be promoted by this Company.
6. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place, or guaranteeing the placing of, any of the shares of the Company's capital, or debentures, debenture stock, or other securities of the Company in the formation or promotion of the Company or the conduct of its business.
7. To subscribe for, acquire, hold, sell and otherwise deal in shares, stocks, debentures, debenture- stock, bonds, mortgages, obligations and other securities issued or guaranteed by any company (body corporate or undertaking) of whatever nature and where so ever constituted or

carrying on business in shares, stock, debenture, debenture stock, bonds, mortgages, obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, municipal, local or other authority or body of whatever nature in India or elsewhere.

8. To insure with any other company, firm, or persons against losses, damages and risks of all kinds which may affect the Company provided that nothing herein contained shall empower the Company to carry on the business of life assurances, accident assurances, fire assurances, employees liability assurances, industrial assurances, motor assurances or any business insurance or reinsurance within the meaning of the Insurance Act, 1938 or any Act amending, extending or re-enacting the same.
9. To raise and borrow money and secure the payment of money Subject to section 58 of the companies Act 1956 and RBJ regulations issued from time to time by such means upon such terms and conditions and in such manner as may be determined and particularly by the creation or issuance of bonds, mortgages or other securities either perpetual or terminable and charged specifically or by way of floating charge or otherwise upon all or any part of the undertaking, property and rights of the Company either present or future or both including its uncalled capital.
10. To invest the money and funds of the Company not immediately required in Government securities, or in debentures or other securities or in fixed deposits in Banks or advance the same on the mortgage of immovable properties of any kind or on the pledge of movable properties as the Directors may determine from time to time and to sell or vary such investments and to execute all assignments, transfers, receipts and any other documents that may be necessary on this behalf.
11. To procure the registration or recognition of the Company in or under the laws of any place outside India.
12. To open any kind of account in any bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills, warrants, debentures and other negotiable or transferable instruments or securities.

13. To engage, employ, suspend and dismiss executives, agents, managers, assistants, clerks, coolies, and other servants and laborers and to remunerate any such person at such rate as shall be thought fit, to grant bonus, compensation, pension or gratuity to any such person or to his widow or children and generally to provide for the welfare of all employees.
14. To form, incorporate or promote any company or companies, whether in India or elsewhere for the purpose of acquiring all or any of the properties, rights and liabilities of such company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other company in which the Company may have an interest.
15. To enter into any agreement with government or any authorities (municipal, local or otherwise) that may seem conducive to the attainment of the Company's main object and to obtain from any such government or authority any rights, privileges, licenses and other concessions which the Company may think desirable to obtain and carry on, exercise and comply with any such arrangements, rights, privileges, and concessions.
16. To amalgamate or to enter into partnership with any person or body corporate for any arrangement for co-operation, joint venture, license, or reciprocal concession or for carrying on or engage in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
17. To establish and to maintain places of business, branches and agencies in any part of India or abroad for the conduct of the Company's business and to advertise and adopt means of making known all or any of the business of the Company.
18. To assist any other company under the same management within the meaning of the companies Act, 1956 or any statutory modification thereof, in any manner and to any extent including the giving of loan,

guarantee and providing of security of any kind whatsoever in connection with any loan given to such company by any person, firm or body corporate.

19. To establish and support or aid in the establishment and support of association, funds, trusts and other conveniences calculated to benefit the employees or ex-employees of the Company or the dependants of such persons and to grant pensions, gratuities and allowances to them.
20. To undertake and execute any trust or undertaking which may seem desirable and beneficial to the Company.
21. To subscribe, contribute or otherwise assist or guarantee money for any national, charitable benevolent, public, general or useful object or for any exhibitions, subject to the provisions of the companies Act, 1956.
22. Subject to provisions of section 78 of the Companies Act 1956, to place, to reserve or to distribute as dividend or bonus or bonus shares among the members or otherwise supply as the Company may from time to time think fit any money belonging to the Company including those received by way of premium on shares or debentures issued by the company at a premium and any money received in respect of dividends accrued or money arising from the reissue by the Company on forfeited shares or by appropriation of unclaimed dividends.
23. Subject to the provisions of the Companies Act, 1956 to distribute among the members in kind or cash any property or assets of the Company and any shares, debentures or securities of the Company or of the other companies belonging to the Company which the Company is competent to distribute, in the event of winding up.
24. To institute and to defend any suit, appeal, application for review or revision or any other application for review or revision or any other application of any nature whatsoever, to take out execution, to enter into agreements of references to arbitration and to enforce and where need be, to contest any awards and for all such purposes to engage or entertain counsels, attorneys and agents and to remove them from the office whenever necessary.

25. To frame from time to time such rules and regulations as are necessary and incidental in carrying out the object of the Company and to alter such rules and regulations whenever considered necessary.
26. To establish branches, liaison offices or appoint agencies for or in connection with the objects of the Company in any country of interest.
27. To procure the registration or other recognition of the Company in other countries, state or place and to establish and regulate branches and agencies for the purpose of the Company's business.
28. To grant and issue letters of credit for the business of the company.
29. To enter into any arrangement of sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or company carrying on or engaged in or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in any business or transaction capable of being conducted so as to directly or indirectly benefit this 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.
30. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any copyrights, patents, patent-rights, inventions, formulae, discoveries, trademarks, designs, processes, devices, licenses, concessions, secret or other information and the like conferring any exclusive or non-exclusive of limited right to their use, which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem to be expedient or convenient or calculated, directly or indirectly, to benefit the Company, and to use ,exercise, develop and grant license or sub-license in respect of or otherwise turn into account the property rights and information so acquired for such consideration as may seem expedient upon test or improve any such patents, formulae, inventions, designs, rights and information and to expend money therefore.
31. To issue any shares or securities which the company has the power to issue by way of security and indemnity to person whom the company has agreed or is bound to indemnity & or in satisfaction of any liability.

32. To import and trade on all kinds of electronic, computer equipment, parts and accessories and to assemble such goods and market them in the Company's trade name.
33. To establish, provide, maintain and conduct or otherwise aid research centres or laboratories and experimental workshops for scientific and technical researches and experiments and to undertake and carry on all scientific and technical researches, experiments and tests for the manufacture of products that are dealt with by the Company.
34. To establish depots, agencies, network arrangements, retail showrooms, branches, franchise outlets mobile or otherwise, service centres, trial rooms, tracks, go-down and other storing, distributing, servicing and marketing facilities with such requisite equipment.
35. To adopt such means of making known the business of the Company which is expedient in audio visual media for all communication including publicity and advertising in the press, television, circulars, exhibition, demonstration, publication of books, pamphlets and periodicals, organizing discount and seasonal sales, prize schemes and sponsoring sports, competitions shows and fairs of all kinds and descriptions and by granting prizes, rewards and mementoes.
36. To purchase, take on hire or otherwise acquire any movable property, plant, machinery, and advantages rights and franchise which the Company may think necessary or convenient for the purposes of its business and its activities.
37. To appoint dealers, agents, representatives, licensees, franchisees and establish repair shops, sales depots, retail outlets and to act as agents for or otherwise represent any Indian /overseas principals for sales, services and their related items mentioned in main object clause and other object clause.
38. To refer or agree to refer any claim, demand, dispute or any other question by or against the Company which the Company is interested or concerned and whether between the Company and the member/s or third parties for arbitration in India, or at any place outside India observe perform and to do all acts, deeds matters and things to carry out or enforce the awards.

39. To employ experts to examine, investigate and recommend ways and means to improve or develop the existing business of the Company or for the purposes of diversification including examining, investigating and recommending the condition, prospects, value, character and circumstances of any business concerns or undertakings.
40. To enter into any agreements with Indian/Foreign Collaborators in any manner whatsoever as the Company deems fit and advantageous to the Company.
41. To provide know-how, technology to any individual, firm, company or any organization in India or aboard.
42. To establish, provide, maintain and conduct all kinds of research, laboratory facilities, training colleges, schools and other institutions for the education, learning, training and instruction to all kinds of students and others and to provide for the delivery and holding of lectures, seminars, demonstration, exhibitions, classes, meetings, conferences and such other things in connection therewith.
43. To employ experts for investigation and examination into condition, prospects, value, character and circumstances of business concerns, undertakings, products, assets, liabilities, rights etc.
44. To acquire, erect, construct, establish, operate and maintain factory, plant, workshops and other establishments having the same objects as of the Company.
45. To acquire suitable technology by transfer, acquisition, collaboration, joint venture, purchase or otherwise from internal or foreign sources, construct, equip, maintain, improve, work, manage, control, aid or subscribe towards acquisition, collaboration, construction, equipment maintenance, improving working management or control of works, undertakings and operations of all things both public and private which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value or profit of any of the Company's property or rights.
46. To undertake automation work in all types of industrial locations, offices of varied types in connection with the business of the company.

47. To undertake sales and services of electronic, computer and bio medical equipment and accessories and to develop software.

(C) Other objects: -

48. To carry on the business of electrical engineers and contractors, suppliers of electricity, atomic power, manufacturers of and dealers in electric, magnetic, galvanic, and other apparatus, mechanical engineers. To construct, lay-out, establish, fix, and carry out all necessary cables, wires, lines, accumulators, lamps and works, and to generate, accumulate, distribute and supply electricity and light and power to cities, streets, markets, theatres, buildings, and places both public and private.

49. To carry on business as brewers, distillers and manufacturers of and merchants and dealers in squashes, syrups, essences, aerated waters, casks, bottles, and other receptacles for the same, and of malt, grain meal, yeast, and all other materials and things capable of being used in connection with any such manufacture or business.

50. To buy, sell, improve, treat, preserve, refine, aerate, mineralise, bottle and otherwise deal in mineral and aerated waters and other liquids of any description.

51. To carry on business of contractors of all kinds in private or public sectors.

52. To establish and carry on the business of manufacturers of soap, soap powders, detergents and toilet requisites and to sell, buy, manufacture, refine prepare and deal in all kinds of oils, oleaginous substances and all kinds of pungent ingredients used in foods and food preservatives.

53. To carry on business of dealers in glycerin and all kinds of toilet requisites and permutes, manufacturers of and dealers in starch, soda and all kinds of laundry materials.

54. To purchase, sell, import, export, manufacture, pack, replace or otherwise deal in all types of tooth paste, tooth brush, face powder, face cream, face foundations, skin creams, hair dyes, shaving creams, shaving brushes, blades and raisers, after shave soaps, medicated soaps, lather soaps, abrasives cleaners, elastic bandages, and combinations thereof, quill pens, tooth picks, brushes, toilet requisites and preparations, lipstick, eye liners, hair removers, hair oils, sprays perfume and other cosmetics.

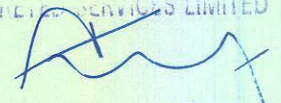
55. To market, trade, import, export, improve, sell all types of bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, lemon drops, chocolate, toffees, lozenges, tinned fruits, etc.
56. To carry on the business of public and private carriers in all its branches and to establish and maintain transport services of all kinds.
57. To transact and carry on all kinds of agency business.
58. To act as travel agents, tourist representatives and for that purpose, own vehicles, vessels and other devices and to enter into contract with such representatives and travels agency organizations for purposes of developing tourist businesses.
59. To Establish modern hotels, restaurants, and to carry on the business of hotel, restaurant, bar and for that purpose to acquire land, building, apartments, plant and machinery, furniture, vehicle and such other assets and conveniences.
60. To subscribe for, underwrite, acquire, hold and sell shares, share stocks, debentures, bonds, mortgages, obligation, securities of any kind issued or guaranteed by any Government, sovereign ruler, commissioners, trust, municipal, local or other authority or body of whatever nature, whether in India or elsewhere, as trade investors and buy and sell foreign exchange in accordance with applicable laws and generally subject to the approval under provisions of the Companies Act, 1956 to invest and deal with the money of the Company in such manner and extent as from time to time may be thought proper and to hold, sell or otherwise deal with any such investments as may be deemed necessary.
61. To carry on the business of consultants in all kinds of placements and to provide all services in connection therewith.
62. To carry on the business of data processing and all kinds of secretarial services and have printing and publishing.
63. To carry on the business of manpower consultant.
64. To develop, organize, promote and carry on the business of consultants and contractors, and to plan, design and render technical, scientific,

management, manpower and industrial consultant services to promote industries so as to accelerate industrialization, economic growth and productivity, and to promote, undertake or execute studies, researches, surveys and investigations.

IV. The liability of the members is limited.

***V. A. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only), divided into 1,00,00,000 (One Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten) each with power to increase and/reduce the capital, to divide the shares in the capital for the time being into several classes and to attach there to respectively such qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company 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 regulations of the Company and to consolidate or subdivide the shares and issue shares of higher or lower denominations.

For ANI INTELLECTUAL SERVICES LIMITED



Director

* Altered vide Ordinary Resolution Passed at the Extra – Ordinary General Meeting of the Company held on 25th March, 2014

* Altered vide Ordinary Resolution Passed at the Extra – Ordinary General Meeting of the Company held on 26th September, 2016

* Altered vide Ordinary Resolution Passed at the Extra – Ordinary General Meeting of the Company held on 6th September, 2017

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

SR. NO	Names, Addresses, Description and occupation of Each Subscriber	No. Equity shares taken by each subscriber	Signature of Subscriber	Signature of witness With Description and Occupation
1.	NAVIN NANDKUMAR KORPE S/O NANDKUMAR KORPE 6, ASHIRWAD G. V. SCHEME NO.1 MULUND (E) MUMBAI - 400081 OCC: BUSINESS	5000/- (FIVE THOUSAND)	SD/-	SD/- WITNESS 1 TO 3 MAKARAND M. JOSHI S/O. MADHUSUDAN JOSHI 3 RD FLOOR, JYOTI CHAMBERS, L. T. ROAD, MULUND (EAST), MUMBAI - 400 081. OCC: - COMPANY SECRETARY
2.	ANITA NAVIN KORPE D/O KASHINATH GOVIND LOHARKAR 6, ASHIRWAD CHS. LTD. G. V. SCHEME, RD. NO. 1 MULUND (E) MUMBAI - 400081 OCC: BUSINES	4000/- (FOUR Thousand)	SD/-	
3.	AKSHAY NAVIN KORPE S/O NAVIN KORPE 6, ASHIRWAD CHS. G.V. SCHEME ROAD NO. 1, MULUND (E) MUMBAI-400081 OCC: BUSINES	1000/- (ONE THOUSAND)	SD/-	
	TOTAL	10,000/- (TEN THOUSAND)		

DATE: 28/06/2008
PLACE: MUMBAI

For ANI INTEGRATED SERVICES LIMITED



Director