

INCORPORATED UNDER THE COMPANIES ACT, 1956

(*ADOPTED TABLE-A OF THE COMPANIES ACT, 2013)

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

INFRONICS SYSTEMS LIMITED

- I. The Name of the Company is Infronics Systems 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 setup and run Computer Centers/Institutes either directly or through Licenses or franchises, both in India and outside India, To carry on the business of computer consultancy services, training and software development pertaining to commercial engineering, data processing, document and image processing, system and application software development and all related services and develop, produce, sell, distribute, import, export or otherwise deal in computer software and educational products.
 2. To establish, operate and provide supporting services and to undertake and execute any contract involving computer based information systems, feasibility study, software development systems and programming, data analysis and research and development and to design, develop, manufacture, test install software packages for domestic and overseas markets and design and develop internet based software solutions.
 3. To market and execute consultancy and technology development and other service in the area medical transcription electronics computer educational.
 4. To provide service as programmers, system analysts and to provide consultancy with use of any type of computers and electronic equipment, software technology and devices of all kinds of domestic and overseas market and establish and run internet facilities, internet browsing and video conferences.
 5. ***To carry on in India or elsewhere the business to develop, trade, own, run, manage, carry on research and development of products and/or services in advanced technologies like Virtual reality, Augmented Reality, Mixed reality, Internet of Things, Artificial Intelligence, Blockchain, Bigdata, Cybersecurity and other emerging technologies in gaming programmes, system development, design, software designs, computer aided designs, data compilation, statistical analysis, editing, and distribution, graphics and Web design, font development software, video production, streaming media encoding software, developing applications and applications for imaging systems embedded in printers, copiers and scanners and to carry on the business of traders, developers, assemblers, repairs, importers, exporters of gaming packages, systems, peripherals, parts and gadgets and to act as consultants, advisers, technicians, designers and to give advice and suggestion on technical aspect of production manufacturing and development and to undertake, conduct, carry on or help, aid, assist, to carry on research for the extension of knowledge in the*



field of games and technology and for that purpose to establish centre for carrying out research work and in particular to investigate, discover or research of new techniques of production and development, reduction of cost, improve of quality, process or product, interactive art, ad publishing, ad services, user profiling, subscription service, art development, development as an art form, interactive media, virtual reality, virtual simulation, interactive simulation, music development, sound development, interactive therapy, virtual reality therapy, interactive education, educational virtual reality.

6. To carry on the business of Software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide offering services on-site/ off-site or through development centers using owned /hired or third party infrastructure and equipment. To carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages.
7. To carry on the activity of Promoting, Imparting, Launching, Creating, Designing, Adopting Traditional, Formal and Creative Means of Imparting, Inculcating , Disseminating, Diversified Skills, Education Forms and Personality Development Techniques by providing Training, Conducting Seminars, Web-Seminars, Counseling, E-Courses, Online Classes, Teaching to Schools, college, University, Private Institutions Students, Distance Education, Personal or Group Coaching & Consultancy, Personal Consultancy & Training, Business Consultancy & Training, Telephonic Consultation, Meditation Exercise, Motivational Trainings, Delivering Training Programme on Information Technology (IT), Financial, Health Care, Agriculture, Food Industry, Retail, Media, Telecommunication, Hospitality Industry, Pharmaceuticals, Advertising Sector and other relevant sectors as may be decided from time to time with the intent of carrying on the Business of Education and Skill Developments amongst the masses of India and Abroad by own self and/or through any other Individual, Association of Persons or such Body or Otherwise for self or for and on behalf of any third party under an Agreement or Understanding whether Written or Otherwise and on such terms and conditions as the Company may deem fit.
8. To carry on the business of development and do all the constructions on development agreement basis, lease or otherwise and to develop the same in any manner whatsoever, particularly by leveling, sub-dividing into plots, providing all infrastructural facilities and to carry on the business of construction of houses, apartments, townships, commercial complexes, hospitals, educational complexes, colonies and other similar structures, resorts, hotels, pleasure gardens, godowns for industrial and commercial purposes and to enter into any contracts and/or agreements with Central, State Government, Public Sector Undertakings, Private Organizations, Local Authorities, Individuals, or any Juristic Person for undertaking all types of Turnkey Projects, which includes civil, mechanical, electrical, air conditioning equipments, fabrication works, erection of excavators & lift and for supply of all types of material, machinery, equipment and related things for all kinds of infra based constructions."

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

1. To acquire and undertake the whole or any part of the business, property and liabilities of any Person/ Firm/Company carrying on any business which the Company is authorized to carry on or possession of property suitable for the purposes of the objects of the Company.

*Adopted Table-A of the Companies Act, 2013 pursuant to Special Resolution passed in Annual General Meeting held on 30/09/2022.

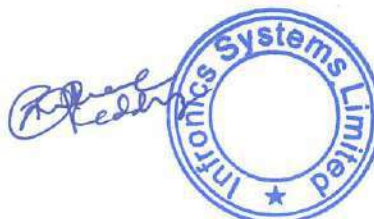
** Inserted Sub-Clause 5,6,7 and 8 under Clause III(A) after existing Sub-Clause 4 pursuant to Special Resolution passed in Annual General Meeting held on 30/09/2022.



2. To apply for, purchase or otherwise, acquire any patent, patent right, copyright, trademarks, formulae, license, lease, concessions, conferring any exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may directly or indirectly to benefit the Company, and to use, exercise, develop or information so acquired.
3. To enter into any arrangements for Sharing of Profits, Company-operation, Amalgamation, Union of Interest, Joint Ventures, Reciprocal Concessions or otherwise with any Government Authority, Person, Firm, or Company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in, or any business undertaking or transaction which may seem capable of being carried on or conducted so as to directly or indirectly benefit the Company and to lend money, to guarantee the Contracts of or otherwise assist any such Person, Firm or Company and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same. But the Company shall not do the business of banking as defined in the Banking Regulation Act, 1949.
4. To enter into any arrangement with any Government or authority whether municipal, local or otherwise or any person, that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
5. To establish or support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of past or 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.
6. 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.
7. To purchase or import, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, casements, machinery, plant and stock – in trade.
8. To invest and deal with money of the company, not immediately required in such manner, as may, from time to time, be thought fit subject to provisions of the Act.
9. To lend and advance or give credit to any person or company; to give guarantee or indemnify for the payment of money or the performance of contracts of obligations by any persons; to secure or undertake in any way the repayment of moneys lent or advanced to, or the liabilities incurred by person subject to the provisions of the Act.
10. To borrow or secure money in such manner as the company may think fit or to make repayment of any debt, liability, perform any contract entered into or the issue of debentures, perpetual or otherwise, charged upon all or any of the company's property (both present and future) including its uncalled capital; and to purchase, redeem, or pay off any such securities.
11. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and negotiable or transferable instruments and to open current or other accounts with any banks or merchants to pay any money into and draw money from such accounts.



12. To sell or dispose of, to improve, manage, develop or exchange the undertaking, property or rights of the company or any part thereof for such consideration as the company may think fit subject to the provisions of the Act.
13. To enter into agreement and arrangements with any Government or Authorities, Municipal, Local or otherwise which may seem conducive to the Company's objects or any of them and to obtain from any such Government or Authority any rights or privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any such agreements, rights, privileges and concessions and to oppose the grant of such rights, privileges or concessions to others.
14. To adopt such means for making known the products of or the business carried on by the Company as may seem expedient and in particular by advertising in the press by circulars or purchase and exhibition of works of and interest and publications of books and periodicals and by granting prizes, awards and donations.
15. To apply for, promote and obtain any order, regulation, or other authorization or enactment, which may directly or indirectly benefit the company.
16. To invest in any real or personal property, rights or interest accrued by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favor of the Company, subject to the provisions of the Act, 2013.
17. To procure recognition of the company in any country or place outside India.
18. To issue or allot fully or partly paid shares in the capital of the company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the company or any services rendered to the Company.
19. To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of any kind sold by the company, or any money due to the Company from the buyer.
20. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company or promotion of any other Company by it, and to remunerate, by cash or otherwise or by other assets or by allotment of fully or partly paid up Shares or in any other manner, to any Persons, Associations, Firms and Companies for services rendered or to be rendered in giving technical aid and advice, granting licenses, or permission for the use of patents, trademarks, processes and in acting as Trustees for Debenture holders of the Company, or for subscriptions whether absolutely or conditionally or for services rendered in or about the formation or promotion of the Company, if any, for guaranteeing payment of such Debentures or other Securities of this Company or in or about the conduct of the business of the Company, or for any other reason which the Company may think proper.
21. To purchase, take on lease or hire, or to acquire in part or in full, plants, equipment, designs, drawings, processes, project reports, technical know-how, licenses, pending Contracts and contractual obligations from any party and engages technical staff and other employees, as may be thought fit by the Company on the terms and conditions regarding payment of compensation, costs, royalties, services, charges, as may be mutually agreed upon between that party and the Company.
22. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights, or liabilities of any Person, Firm or Company carrying on any business which the Company is authorized to carry on, or possessed of any property or rights suitable for any of the purposes of the Company and to purchase, acquire, promote and to sell and deal in property of any such Person, Firm or Company and to



conduct, make or carry on and to effect any arrangements in regard to the winding up of any such Firm or Company.

23. To expand the Company's activities by opening branches and/or by appointing Agents in India or any Foreign country.
24. To insure any of the properties, undertakings, contracts, risk or obligation 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 of industrial or problems of the promotion of industry, trade or business of the company or for the promotion of science and technology, cultural activities, sports, 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 dependents of any such person.
28. To refer all questions, disputes or differences arising between the company and any other person (other than Director of the company) in connection with or in respect to any matter relating to the business or affairs of the company to arbitration in such manner and upon such terms as the company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the Arbitration and Conciliation Act, 1996 and the Rules of the International Chamber of Commerce relating to arbitration and to institute legal proceedings or defend any proceedings and to appoint advocate, consultants or advisors in this behalf.
29. To enter into negotiation or collaboration, technical, financial or otherwise with any person or Government for obtaining any grant, license or on other terms, formulae and other rights and benefits, and to obtain technical information, know-how and expert advice for the production, manufacture and export or sale of all types of goods which the company is authorized to produce or to deal in.
30. To arrange for the marketing in India or abroad and sale of the products and by products of the Company and purchase of raw materials, goods and articles as are necessary for carrying on the business of the company and, for that purpose, either to establish its own shops, agencies, or marketing organizations or to appoint selling or buying agents or distributors or both (whether individuals, firms or bodies corporate) in any place in or outside India and to allot, specify, alter or modify their areas of remuneration to such selling or buying agents or distributors or both by way of such commission or in such manner as the Company may deem fit.
31. To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund, or any special or other fund whether for repayment of redeemable preference shares, redemption of debentures or debenture stock for dividends, for equalizing dividends, for repairing, improving extending and maintaining any part of the property of the Company.
32. To open and operate any type of bank account with the bank and obtain credit facilities with or without securities for its business.
33. To train or pay for training in India or abroad of any of Company's employees or officers of any candidate in the interest of or furtherance of the Company's object and to establish research and development centers for the business of the Company.



34. To purchase, take on lease, or otherwise acquire and hold any lands and prepare lay-out thereon or buildings of any tenure or description wherever situated, or rights or interest therein or connected therewith.
35. ****To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined by the Board and in particular to accumulate funds or to hold shares, stocks in or securities of any Company, any undertaking in India or Abroad.*
36. To train or pay for training in India or Abroad of any of the Company's Directors, Officers, Employees or any candidate in the interest of or for furtherance of the Company's Objects.
37. To enter into collaboration agreements / Joint Venture Agreements with any person, firm, LLP, company, corporation, authority, body or other juristic person in India or Abroad to acquire technical know-how, buyback arrangement, procurement of capital goods, financial assistance, training and development or for any other purpose whatsoever and subject to law in force pay such commission, fee, royalty or other changes as may be agreed from time to time.
38. To give or provide corporate guarantees, counter guarantees, indemnities, collateral securities, mortgages or become sureties, any other business securities and to guarantee the performance of such persons, societies, trusts, companies including holding, subsidiary companies, associate companies, joint ventures, LLP or any other juristic persons having dealing with the Company in any manner on such terms, conditions and stipulations as may deem fit and in the interest of the Company.
39. To acquire, take over or convert the whole business or part business of any promoter, director, proprietary concern, partnership firm, LLP, company and any juristic person including its assets, liabilities, deposits, all movable & immovable properties, credentials and to carry on the business as a going concern.
40. To amalgamate, merge with one or more than one company or body corporate and to do all such incidental acts, deeds and things as may be necessary to give effect to the amalgamation.
41. To establish and carry on business of the company at various places by way of opening branches of the company and/or to give on FRANCHISE BASIS in India and Abroad.
42. To hold investments in various step-down subsidiaries for investing, holding, acquiring, purchasing or otherwise the equity shares, debentures, bonds, mortgages, or any securities of any kind issued or guaranteed by 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.
- V. The Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakh only) equity shares of Rs. 10/- (Rupees Ten only) each with power for the Company to consolidate, sub-divide, reduce or increase the capital and to issue any new shares with any preferential or special rights and conditions attached thereto subject to the provisions of the Companies Act, 2013.

*** Inserted Sub-Clause 35 to 42 under Clause III(B) after existing Sub-Clause 34 pursuant to Special Resolution passed in Annual General Meeting held on 30/09/2022.

