

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

***AEGEUS TECHNOLOGIES LIMITED**

- I. The Name of the Company is ***Aegeus Technologies Limited**
- II. The Registered Office of the Company will be situated in the State of Karnataka i.e. within the jurisdiction of Registrar of Companies, Karnataka at Bangalore.
- 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.
 1. To carry on the business of manufacturers, importers, exporters, sellers, buyers and dealers whether as wholesalers or retailers of all kinds of electrical switchgear, controlgear, electrical motors, fusegear, wires & cables, meters, transformers and to carry on the business of manufacturers, importers, exporters, sellers, buyers and dealers in all accessories, articles, apparatus, equipment and goods, which may seem calculated to promote or to be capable of being used in India with the use of above equipments.
 2. To manufacture, repair, purchase, sell, import, export or otherwise deal as wholesalers of equipments related to the solar power including panels, inverters, structures and allied equipments.
 3. To manufacture, repair, purchase, sell, import, export or otherwise deal as wholesalers of smart devices (connected devices), home automation, security and surveillance, embedded electronics and software.
 4. To carry on the business of system integration of industrial automation products, data communication, product designs, to manufacture, sell, export, import and deal in industrial automation hardwares and installation of product designs.
 5. To design, develop, sell, import and export, distribute market software products for all applications including manufacturing and financial and to render sales support services, to provide training on industrial and corporate software application and, to render consultancy and advisory services in industrial automation, data communication, product design, software applications and data processing.
 - B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:
 1. To build, erect, construct, develop, modify, operate, maintain, sell, repair, renovate and remove works, plant, machinery, equipment, buildings, factories, offices, warehouses, houses, apartments and all kinds of structures temporary or permanent.
 2. To provide facilities for storage, warehousing, transport, carriage and distribution of the products mentioned above and of any other articles or merchandise connected with the company's business.

3. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concession 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 earn to account the same.
4. To employ officers, clerks, agents, field officers, canvassers, branch officers, auditors, laborers and other employees and brokers or commission agents and to pay or provide for the payment to them of such salaries, commission, brokerage or remuneration as may be found fit, expedient, necessary or desirable.
5. To carry on any other business (industrial, agricultural, trading, manufacturing, commercial or otherwise) which may seem to the company capable of being conveniently carried on in connection with any of the objects or otherwise calculated directly or indirectly to render any of the company's properties or rights for the time being profitable and also to acquire, promote, aid, foster, subsidies or acquire interest in any industry or undertaking in any country or countries whatsoever.
6. To open bank account: To open, operate or close accounts of every description with any bank or bankers as may from time to time be thought fit and do all acts necessary for the purpose.
7. To borrow and mortgage: To borrow money from banks, financial institutions or any other person whether with or without security and such terms and in such manner as the company may think fit and for the said purpose to execute all such documents as may be required to encumber or charge (including hypothecation, pledge, mortgage) deal with any properties of the company.
8. To insure property: To insure any of the persons, properties, undertakings contracts, guarantee or obligations or profits of the Company, of every nature and kind in any manner whatsoever.
9. To promote Companies: To be interested in, promote, assist, in the promotion or undertake the formation and establishment of business, firms, institutions or companies in India or elsewhere with objects wholly or partly similar to those of the company or for the purpose of acquiring all or any of the properties, rights and liabilities of the Company, or for any other purpose.
10. To acquire business: 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 part of the business together with the goodwill and trade name, property rights, and liabilities of any business, any part of the purposes of which is within the objects of the Company or which the Company is authorized to carry on and to pay for same by shares, debentures, debenture-stock, bonds, cash or otherwise and to conduct and carry on or liquidate and wind up any such business.
11. To enter into contracts: To enter into, make and perform contracts and arrangements, of every kind and description with corporate body, state or central government or any companies, firms or persons that may seem conducive to the company's objectives or any of them and to obtain from any such authority any rights, privileges, charters, contracts, concessions, licences or purchase and sale of any kind of goods, machinery, spare parts, securities, shares, stocks, debentures, 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.
12. Sale or lease of undertaking: 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 part of the business together with the goodwill and trade name, property rights, and liabilities of any business, any part of the purposes of which is within the objects of the Company or which the Company is authorized to carry on and to pay for same by shares, debentures, debenture-stock, bonds, cash or otherwise and to conduct and carry on or liquidate and wind up any such business.

13. To enter into contracts: To lease, sublet, mortgage, charge, sell or otherwise dispose of any property of the company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise.
14. To amalgamate, enter into partnership: To amalgamate, enter into partnership or into any agreement for sharing profits, union of interest, co-operation, joint ventures, or reciprocal concessions for limiting competition with any person 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 which can be carried on in conjunction therewith.
15. To build and construct works: To construct, maintain, develop, work, manage, carry out or control any offices, buildings, warehouses, factories, laboratories, garages, shops, stores and erections of every description and any roadways and other works and conveniences which the company may think directly or indirectly conducive to the objects of interest of the company and to contribute or otherwise assist or take part in the construction, improvement, maintenance, working management or development or carrying out or control thereof.
16. To receive money on deposit, lend and guarantee: To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies, and generally to give guarantees and indemnities.
17. To accept bills: To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal in cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments.
18. To advertise: To advertise the products and services of the company by all permissible means including but not limited to the Internet and other electronic media, the press, circulars, posters, exhibitions, periodicals, contests and sponsorship of events.
19. To participate in exhibition: To encourage, organize, promote and participate in exhibition, trade fairs, demonstrations of any kind or variety, cinema or dramatic shows, clubs, associations, movements or activities of any kind or variety likely to promote the interests of the Company.
20. To establish and maintain agency: To establish branches or agencies whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places throughout the world for the purpose of enabling the Company to carry on its business more efficiently and to discontinue and reconstitute any such branches or agencies.
21. To acquire membership: To acquire and secure membership, seat or privilege either in the name of company or its nominee or nominees in and of any association, exchange, market, club or other institution in India or any part of the world for furtherance of any business, trade or industry.
22. To provide for welfare of directors, employees: To provide for the welfare of the Directors, ex-Directors, employees or ex-employees of the company or its predecessors in business and the wives and families or the dependents or connections of such person by building of bonuses, dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, awards, profits-sharing or other schemes.
23. To make donations: To subscribe or contribute or otherwise assist or to grant money to charitable, benevolent, religious, scientific, national, public, political, institutions, objects or

24. Distribution of specie: To distribute any of the property of the Company among the member in specie or kind in the event of winding up and subject to the provisions of the Companies Act, 2013.
25. To register and protect intellectual property: To apply for purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, copy-rights, trade marks, designs, licenses, concessions, and the like, conferring any exclusive or limited right to their 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 seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing, or improving any such patents, inventions or rights.
26. To make arrangements with authorities: To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, licenses, and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
27. To acquire technical information, technical know-how: To enter into collaboration and/or joint venture for sharing profits, for the setting up of industries and plants and/or for the supply of plant, machinery, tools, equipment, technical know-how, technical assistance, license, patents, instruments and things with any person or company or suppliers or other agents, and associates and/or local and/or foreign governments.
28. To procure registration in other countries: To get the company registered or incorporate or recognized in any part of the world in accordance with its laws for the time being at such place.
29. Preliminary and underwriting expenses: To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining application for or taking, placing or underwriting or producing the underwriting of shares, debentures or other securities of the Company.
30. To refer to arbitration: To refer all questions, disputes or differences arising between the company and any other person including a member of the company in connection 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 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 or any statutory modification or replacement thereof and to institute legal proceedings or defend any proceedings in relation to such arbitration and to appoint advocates, consultants or advisors in this behalf.
31. To act as or employ agents: To do all or any of the above things as principals, agents, consignors, consignees, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

IV. The liability of the members is limited.

V. ** The authorized share capital of the Company is INR 9,00,00,000 (Indian Rupees Nine crore only) divided into divided into 90,00,000 (Ninety lakh only) Equity Shares of INR 10/- (Indian Rupees Ten only) each

VI. We, the several persons, whose names and addresses 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 our respective names:-

Sl. No.	Names, Addresses, Descriptions, Occupations, and Signature of the Subscribers	Number of Equity Shares taken by each Subscriber	Names, Addresses, Descriptions, Occupations, and Signature of the Common Witness
1.	SURAJ VERNEKAR S/O MR. D.K.VERNEKAR # 110, M.S.RAMAIAH CITY, J.P.NAGAR, 7TH PHASE, BANGALORE, KARNATAKA - 560078 OCCUPATION: SERVICE	5,000	DATHATHREYA K VARNEKAR S/O MR. KRISHNARAO ADDRESS: #110, MS RAMAIAH CITY, 1ST MAIN, JP NAGAR, 8th PHASE, BANGALORE SOUTH, BANNERGHATTA ROAD, BANGALORE, KARNATAKA - 560076 PAN: CBFPK1870G
2.	ROOPA VERNEKAR S/O MR. ACHYUT RAO # 110, M.S.RAMAIAH CITY, J.P.NAGAR, 8TH PHASE, HULIMAVU BANGALORE - KARNATAKA - 560076 OCCUPATION: DOCTOR	1,666	
3.	PRAFUL BHIMSEN ROOGI S/o MR. BHIMSEN GURUNATH ROOGI TF06, SV PRAGATHI, #251, HV HALLI, RAJRAJESHWARI NAGAR, BANGALORE, KARNATAKA - 560098 OCCUPATION: BUSINESS	3,334	
TOTAL		10,000	

PLACE: BENGALURU
DATED THIS 18TH DAY OF APRIL 2017