

**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**NETLINK SOLUTIONS (INDIA) LIMITED**

- I. The name of the Company is NETLINK SOLUTIONS (INDIA) 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 Object to be pursued by the Company on its incorporation are:-
    1. To acquire by purchase, lease, exchange, hire or otherwise, land and property of any tenure or any interest in the same, and erect and construct houses, building or work of every descriptionon any land of the Company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings, or work thereon, to convert and appropriate any such land into and for roads, streets, squares and other conveniences, and generally to deal with and improve the property of the Company or any other property.
    - 1(a) To carry on the business of formulating, developing, improving, designing, marketing selling, franchising, exporting and licensing software, web based solutions and programs an products of any and all description including construction activities. To provide assistance and services related to the preparation and maintenance of online information, accounting, statistical scientific or mathematical information and reports, data processing, programming, collecting, storing, processing and transmitting information and data of kind and description, system analysis and machine services for solving or aiding commercial, industrial scientific and research problems and for all other related business.

1(b) To carry on business as to undertake and to carry on and execute all kind of financial operations except insurance and banking business within the meaning of the Insurance Act, 1978 and Banking Act Regulation Act, 1949, including to invest the capital and other money of the company in the purchase or upon the security of and to buy sell or otherwise deal in shares, stocks, units, debentures, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed of what ever nature whether incorporated or otherwise

\*\*1(c) To carry on the business in India and abroad as buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis as Traders, Distributors, Dealers, Wholesaler, Retailers, Exporter, Importer, Brokers, Stockiest & Commission agent, professional fees, Agency business, Selling & Marketing Business, of Agricultural, Commercial, Industrial products, Household, Domestic, Automobiles, Farms and Forest product, Food product, Leather & Leather Products, Rubber and rubber product. Petroleum and Petroleum Products, Engineering product goods, Plant & Machinery, Equipment, Apparatus and other Gadgets, Appliances, Accessories, Spare parts, Computer Hardware, Software, all type of Dyes & Chemicals, Minerals, Pharmaceutical, Wool, Silk, Yarn, Fibres, Garments, Textiles, Paper & all kind of Boards, Tea, Timber Products, Rubber, Plastics, Footwears, Marbles, Granites, Cement and Ceramic Tiles, Pesticides, Glass & Glassware, Tyres & Tubes, Cement, Fertilizers, Iron & Steel, Copper, Gold, Silver, Diamonds, Precious Stones and Jewelry, Currency, Ferrous & Non Ferrous Metals, Electronic toys, Games, Batteries, Button Cells, Telephones & Sim-cards, Gas Lighters, Calculating Machines, Electronic Organizers, Computer Floppy Diskettes, Audio Video tapes, Compact Discs, T.V. Software, Film and TV Serials, e-commerce, Tele Marketing and internet portals or any other merchandise and commodity.

**B. Objects incidental or ancillary to the attainment of the main objects**

2. To raise or to take money, to lend or to advance money on securities, properties or otherwise, the discounting, buying, selling and dealing in bills of exchange, hundies, promissory notes, drafts, bills of landing, warrants, debentures and other instruments and securities, whether, negotiable or not, the granting or issuing letters of credit, the buying, selling and dealing in bullion of letters of credit, the buying, selling and dealing in bullion and specie, the acquiring, holding issuing on commission, underwriting and dealing in stocks, funds, shares, debentures, obligation, securities and investments of all kinds, the negotiation of loans and advances, the receiving of money and valuables deposits or otherwise, the collecting and transmitting of money and securities, the managing of properties required for the forming of the company.
3. To execute and to carry out agreement of sole agency or other similar agreements and to appoint sub-agents or distributing agents in connection with the business of the Company.
4. To discount bills, to advance moneys on the security of goods lying with or under the control of the Company, to receive goods for sale or on consignment basis and to do all other acts that may be usual or necessary in order to market the same.
5. To carry on the business of agency and manufacture's representative in connection with the business of the Company.

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\*\* Inserted vide Special Resolution passed at the Annual General Meeting of the Company held on September 05, 2023

6. To apply for, to purchase or otherwise acquire and protect prolong and renew, whether in India or elsewhere any patent, patent right, brevetd invention, trade mark, design, licence, protection, concession and the like conferring any exclusive, non-exclusive or limited right to use any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop, manufacture under or grant licences or privileges, in respect of or otherwise turn to account the property, rights and information so acquired any to carry on any business in any way connected therewith.
7. To expend money in experimenting on and testing and improving or seeking to improve any patent, right, invention, discovery, process or information of the Company or which the Company may acquire or propose to acquire.
- \*\*\*8. To establish, subsidise, promote, to undertake the business of the Company in any of the objects specified above and to assist companies and firms carrying on the business similar to those of this Company and to acquire, dispose of shares and interest in such companies, whether within or outside India, whether by itself or by a wholly owned subsidiary, subsidiary along with other/others or as a joint venture with any other institution, corporate body or other person in India or elsewhere.
9. To act as agents for the investment, loan, payment, transmission and collection of money and for the purchase, sale and improvement, development and management of property and generally to transact financial matters.
10. To enter into other arrangements with persons or companies in such manner as may be lawfuland for such period as may be expedient to further the interest of the Company.
11. To form, incorporate or promote any company or companies whether in Indior in any foreign Country, having amongst its or their objects the acquisition of all or any of the assets or development of the Company in the management of its business or the development of its properties or otherwise prove advantageous to the 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, firm or company in any manner it shall think fit for services rendered or to be rendered.
12. To purchase or otherwise acquire and undertake the whole or any part of the business property, rights, and liabilities of any person, firm or company, or processed of property or rights suitable for any of the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to purchase, acquire sell all deal in properties, shares, stock, debentures of any such person, firm or company and to conduct, make or to carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company.

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\*\*\* Substituted vide Special Resolution passed at the Annual General Meeting of the Company held on September 05, 2023.

13. To procure the registration or incorporation or recognition of the Company in/ or under the laws of any place outside India.
14. To sell, exchange, manage, mortgage, let on lease, royalty or tribute, to grant licences, easements, options and other rights over and deal in any other manner with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up or securities of any other Company.
15. To establish and maintain or to procure the establishment and maintenance of any contributory or non-contributory person or super-annuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with any such subsidiary company or who are or were at any time the Directors or officers of the Company or of any such other company as aforesaid and his wives, widows, families and dependants of any such person and also establish and subsidise and subscribe and donate to any institution, association, club or fund calculated to benefit or to advance the interest and well being of the Company or of any such other company as aforesaid and make payments for or aforesaid and for any of the matter aforesaid either along or in conjunction with any such other Company as aforesaid.
16. To pay out of the funds of the Company all expenses which the Company may lawfully pay with regard to the formation and registration of the Company.
17. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertisement in the press or over the radio and Television by circulars and posters any by publication of books or periodicals or through any other publicity media and by granting prizes, rewards and donations.
18. To enter into agreements and contracts with Indian and Foreign individuals, firms, companies, or any other organization for technical, financial or any other assistance for carrying out all or any of the object of the Company.
19. Subject to the provisions of Section 394 of the Companies Act 1956, to amalgamate or to enter into partnership or into any arrangement for sharing profits or into any union of interests, joint-venture, reciprocal concession or co-operation with any person or persons or any Governmental authorities or company or companies.
20. To guarantee the performance of the obligations of and the payment of interest on any stock, share or security of any company, corporation, firm or person in any case in which such guarantee may be considered likely, directly or indirectly to further the objects of the Company or the interest of the Shareholders.
21. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, contracts,

mortgages, charges, obligations instruments and securities of any company or of any authority, supreme, municipal local or otherwise or of any person whomsoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any or obligation.

- 22. (i) To acquire by lease, purchase, to develop and turn to account and land which is acquired by the Company or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, forming, cultivating, letting on building. Collect rents and income, leasing or building agreements of all kinds with builder, tenants and others.
- (ii) To erect upon any land property held or which may be hereafter purchased or leased on rental or acquired by the Company, such mills, factories, buildings, houses and erections as may be conveniently carried on and to purchase and put into working order such plants and machineries as may from time to time be required for carrying any business.
- 23. To provide for the welfare of directors, or employees, or the ex-employees of the Company, or the predecessors in business and the wives, widows and families or the dependants of connections of such person by buildings or contributing to the building of houses or dwelling or quarters or by grants of money, pensions, gratuities allowances, bonuses profit sharing bonuses or benefit or any other payments or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction and recreation hospitals and dispensaries, medical attendance and other assistance as the Company shall think fit.
- 24. To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business to give pensions, gratuities or charitable aids to persons who may have been Directors of or who may have served the Company or to the wives, children or other relatives or dependants of such persons, to contribute to provident and benefit funds for the benefit of such persons, or of their wives, children or other relatives or dependants, but not intended to serve any political cause or purpose.
- 25. To design, build construct, alter, improve, maintain, enlarge, develop, pull down, remove, repair or replace and to work, manage, layout and control any building, office, factory, furnace, kiln, mill, shop, store, roadways, bridge, reservoir warehouse, waterworks, park, garden and other work and convenience including construction and exhibition of cinema, which may seem calculated directly or indirectly to advance the Company's interest and to contribute, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working management, carrying out or controlling

of multi-storeyed buildings and to sell or otherwise dispose of the same on ownership or instalment basis.

26. To indemnify Officers, Directors, Agents and Servants of the Company against proceedings, costs damages, claims and demands in respect of anything done or ordered to be done by them for any in the interest of the Company for any loss, damage for misfortune whatsoever which shall happen in the execution of their duties or their offices or by relation thereto.
27. To aid, pecuniarily or otherwise, any association, body or movement having for its object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
28. To undertake and execute any trust, the undertaking of which may seem to the Company desirable either gratuitously or otherwise.
29. To act as agent of, or enter into any arrangement with the Government of India, or any State Government, or with any authority, Municipal or local, railways, transport or shipping companies or otherwise or other person, that may seem conducive to the Company's objects or any of them and to obtain from such Government or Authority, railways or companies or other person, any right, privilege and concession which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangement, right privilege and concession.
30. In the event of winding up, to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, subject to the provisions of the Act.
31. To sell, lease, let, mortgage or otherwise dispose of the lands, houses, building and other property of the company or others.

#### **C. OTHER OBJECTS**

32. To act as contractors for any person or governmental authorities for the construction of buildings of all description, roads, bridges, earthworks, sewers, tanks, drains, culverts, channels, sewage etc. or other works, or things that may be necessary or convenient for any objects of the company.
33. To carry on or invest in the business of Cinematographic trade and industry and all its kindred trade and business and in particular to carry on the business as proprietors, managers, and / or owners, lessees of studios, theatre palaces and halls for cinematographic shows and exhibitions and other entertainment, artistic, musical or otherwise in any place or places used or which banqeed for the purpose of requiring maintaining and producing cinema films and generally to carry on the business as exhibitors, distributors, producers, directors, processors, developers, technicians, impressories, manufacturers, exporters, importers, wholesalers, retailers in cinematographic films, talkies, movies, pictures, cinemascopes, three dimensionals or tecnicolour, raw films and materials, instruments, apparatus, appliances, machineries equipments, fixtures, fittings and other materials necessary or

requisite for the production and / or exhibition of cinema films or talkies or stage plays or pictures.

34. To carry on business and to work as merchants, traders, commission agents, guarantors, brokers, contractors, order, suppliers, selling agents, exporters, importers, dealers and workers in all kinds of goods and merchandise, raw or manufactured of any description, quality, kind and variety whatsoever in which the Company is authorized to carry on business.
35. To purchase, sell, import, speculate and deal in food and other grains, seeds of all kinds, country produce, flex, hemp, jute and jute products, bullion and specie, chemicals, pharmaceuticals, medicinal, perfumery and toilet preparation, salt, shellac, glassware, musical goods, apparatuses and instruments, clocks, watches and accessories thereof, umbrella ribs and other fittings, sugar, provisions, oils, paints, varnishes, electrical goods and machineries, plants other equipment and fittings, photographic and scientific materials, timber wood and their products.
36. To carry on the business or manufacturers, exporters, sellers, buyers, and / or dealers in rubber, synthetic rubber, vulcanising materials, rubber tubes tyres, films, moulded goods from rubber, hygienic goods made of rubber and latex, other rubber products, transmission belts and conveyours, rubber containers, bottles and rubber lined vessels, toys and other allied goods, leather, cloth, dress preservers, dreess linings, umbrella, waterproof goods and all kinds of articles made therefrom.
37. To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers of and dealers in all kinds of yarn, nylon, polyester, acrylic, rayon, silk, artificial silk, linen, cotton, wool, jute and any other fibre or fibrous materials whethersynthetic, artificial or natural, textile substances, allied products, by products and substitutes for all or any of them and to treat and utilize any waste arising from any such manufacture, product or process whether carried on by the Company or otherwise.
38. To carry on the business of manufacturers, assemblers, merchants and agents of and dealers in duplicating machines, franking machines, addressing machines, various other types of office machines systems, furniture, portioning and other allied equipment.
39. To acquire by purchase, lease, exchange or otherwise and to carry on the business or cultivators, manufacturers, exporters, buyers and sellers of Tea and Coffee and any other products and any other mercantile business connected therewith or conducive thereto.
40. To carry on the business as manufacturers, dealers, importers, exporters and traders in card boards, packing wrappers, wrappings, linings, covering of all materials including cloth, plastic materials and brakelite and all other substitutes whether synthetic or not for any of the materials aforesaid and all articles and things made or constructed wholly or partly from any of the materials aforesaid including the manufacture of containers, boxes, pails, canisters, trunks, suitcase, traveling cases and requisites toys, games, sports and athletics and recreational requisites of all kinds.

41. To carry on the business of engineers, whether general, consulting, mechanical, electrical, structural marine, civil, constructional or otherwise general contractors, importers and exporters of and exporters of and dealers in plant machinery, articles, property and things of all kinds including ores, metals and hardware in which the company is authorized to carry on business.
42. To carry on business of manufacturers, importers and exporters of dyes, chemicals and any other item connected with the chemical industries.
43. To carry on the business of manufactures of cement, lime plastics, gravel, sand, marbles, earth, coke, fuel and builders requisites and convenience of all kinds.
44. To carry on industry of saw mills and in connection therewith to acquire, work, construct, establish, operate and maintain mills, factories, workshops.
45. To carry on the business as store-keepers, contractors and suppliers of stores and merchandise of all kinds to Government, public departments, public and private corporations, firms and person in which the Company is authorized to carry on business.
46. To carry on the business of electrical and motor engineers and contractors, manufactures, of and dealers in railway and tramway apparatus and requirements and telegraphic and wireless apparatus and requirements, dynamos, motors, accumulators and all kinds of electrical machines, appliance and devices whatsoever.
47. To carry on the business of carriers by land, water and let on hire or on charter and to carry on the business of carriers by land rivers, canals or otherwise and to purchase acquire, hire, or to take on charter boats, tauches, tugs, streamships and other vessels for carrying cargo, as may conveniently be carried on with the main business of the company.
48. To carry on business of manufacture, hirers, repairers, to buy, acquire on agency or hirepurchase, system, or on instalments basis or on hire or otherwise and sell, grant agencies, let out on hire-purchase system or on instalment basis or hire or otherwise to deal in motor, omni-buses, motor fuses, motor cars, lorries, trailors, taxi-cab, motors, motor vans, scooters, motor cycles and mechanicals and all other types of vehicles.
49. To establish, undertake, acquire, manages and carry on the business as or as agents of, manufacturers, dealers, importers, exporters, and traders in all kinds of papers including straw papers, card boards, hard boards, paper boards, mill boards, paper pulp, wood pulp, bamboo pulp and all other products, goods and substances connected herewith.
50. To manufacture and deal in cold-storage plants and refrigerators and act as cold storers.

51. To carry on business of forestry and forest products of all kinds, and to manufacture and deal in all kinds of articles made out of such products and it is hereby declared that the word 'company' save when used in reference to this Company, in this clause, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, whether domiciled in India or elsewhere.
52. To carry on business as proprietors, printers, publishers and distributors of newspapers, journals, magazines, leaflets, pamphlets, diaries, books, periodicals and other literary or journalistic works of any description including related to construction activity and to acquire the goodwill and copyright of and continue, the publication of any such existing publication work.
- IV. The liability of the members is limited.
- #\*<sup>1</sup>V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crores) Equity Shares of Rs..10/- (Rupee Ten) each and with a power to increase and reduce share capital.

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<sup>1</sup> Altered vide Ordinary Resolution passed at the EGM of members held on 17<sup>th</sup> November, 2005

\* Increase Authorised share capital from Rs.3,00,00,000 to Rs.10,00,00,000 vide ordinary Resolution of Members at the AGM held on 30th September, 2011.

# Increase Authorised share capital from Rs.3,00,00,000 to Rs.10,00,00,000 vide ordinary Resolution of Members at the AGM held on 30th September, 2011.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of these 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:

Names, Addresses & Occupation of Subscribers	Number of Equity shares taken by each Subscriber	Name, Address and Description of witness
<b>SHRICHAND VISHANDAS RAHEJA</b> S/o, Vishandas Ghanshamdas Raheja 64, Hari Bhavam, Pedder Road, Bombay - 400 026	10	
Occupation - Business		
<b>PURSHOTAM VISHANDAS RAHEJA</b> S/o, Vishandas Ghanshamdas Raheja 64, Hari Bhavan, Pedder Road, Bombay - 400 026.	10	
Occupation - Business		
<b>RAMKISHAN VISHANDAS RAHEJA</b> S/o, Vishandas Ghanshamdas Raheja 'Anand Bhavan', 20 Carmichael Road, Bombay - 400 026.	10	Witness to all Signatories : <b>NITIN CHIMANLAL SHAH</b> S/o. Chimanlal Shival Shah M/2, Abhishek, 305, Samuel Street, Vadgadi, Bombay - 400 003. Occupation : Chartered Accountant
Occupation - Business		
<b>KISHOR PRATAPRAI BADANI</b> S/o, Prataprai Chatrabhuj Badani, C/54, Bina Apt., M. V. Road, Andheri (E), Bombay - 400 069.	10	
Occupation - Business		
<b>UMERMAL BHAVARLAL GEMVAT</b> S/o. Bhavarlal Achaldas, S. V. Road,' Malad (W), Bombay - 400 064.	10	
Occupation : Chartered Accountant		
<b>CHANDULAL AMRATLAL SHAH</b> S/o. Amratlal Shah 3, Keshavji Naik Road, Bombay - 400 009.	10	
Occupation : Business		
<b>BHUPENDRA MANGALDAS NAIK</b> S/o. Mangaldas Somabhai Naik Crusto Chawl, V. P. Road, Andheri (W), Bombay - 400 058. Occupation : Service	10	
Total	70 (Seventy Equity Shares)	

Bombay Dated, the 22nd day of October, 1984