

UNDER THE COMPANIES ACT, 1956

(1 OF 1956)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TANLA SOLUTIONS LIMITED

- I. The name of the Company is TANLA SOLUTIONS 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 MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To promote, develop, sell, provide, trade various software services in India and abroad to individuals/organizations using various programming languages and tools. Export of software packages/programs, imparting of Software education/training programs by opening of Software Institutes of having the tie-up with existing ones, provide consultancy in Software, take-over of any Software unit(s) for development / training, provide offshore consultancy services, develop/sell software services like transcription, call centers, clinical research data, Insurance Data Management, E-Commerce etc.,"
2. "To undertake the designing, development, deployment and operations of Software, **Hardware and Embedded Systems** and also to design, develop, **manufacture, assemble, deploy, operate and service** such systems and application or purchase or otherwise acquire the same, for own use or sale in India or export abroad and also to design, develop, deploy and operate such systems and application Software for or on behalf of manufacturers, owners and users of Computer Systems, Tele-media, **Wireless Communication Systems sensors & automation control systems** and Digital / Electronic **Systems** in India or any other country".

Altered vide A.P, Re-Organisation Act, 2014.

3. To undertake and execute feasibility studies, provide solutions for setting up of all kinds of computer systems and digital/electronic equipment and the selection acquisition and installation there of, whether, for the company, for its customers or users and purchase, buy, acquire on lease or hire purchase, sell, dispose of, lease out or otherwise deal with computer hardware".
4. To undertake the designing, development and providing various services like National Long Distance Telephony, Unified Access Services, Voice Mail, Audiotex services, Video Conferencing, Videotex, E-Mail, Closed User Group (CUG), Cellular Mobile Telephone Service, International Long Distance Service, Internet Services, Virtual Private Network Services, Very Small Aperture Terminal (VSAT) Service, Domestic Data Network Service via INSAT Satellite System on non- exclusive basis within territorial boundary of India, Radio Paging Service, Public Mobile Radio Trunk Service, Global Mobile Personal Communication by Satellite Service Insat Mobile Satellite Service, UMS Telecommunications and Business Process Outsourcing and or such other services that may be allied and or complementary to the above said services.

B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS ARE:

1. To buy, import, manipulate, prepare for market, and deal in merchandise of all kinds for the purpose of the business of the company.
2. To acquire and undertake the whole or any part of the Business property and liabilities of any person or partnership firms or company carrying on any business, which the company is authorized to carry on or possessed of property suitable for the purpose of the company or which can be carried on in the conjunction therewith or which is capable of being conducted so as directly or indirectly to the benefit of the company.
3. To enter into agreement with any individual, company, authority, Government, either in India or -Abroad for the purpose of sale of any patents, trademarks, copyrights, know how information or any other right whatever kind either outright or lease or any other basis.
4. To improve, manage, develop, grant rights of privileges in respect of or otherwise deal with all or any part of the property and rights of the company.
5. Subject to the provisions of the Company Act, 1956 to amalgamate, enter into partnership or into any agreement for sharing profits, unions of interest, co-operation, joint venture or reciprocal concessions or for limiting competition with any person or

partnership 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 which can be carried on in connection there with or which is capable of being conducted so as directly or indirectly to benefit the Company.

6. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.
7. To invest, apply for and acquire or otherwise employ moneys belonging to or entrusted or at the disposal of the Company upon securities and shares 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 it.
8. Subject to the provisions of section 58A of the Companies Act and the rules made there under and directives issued by the Reserve Bank of India to receive, take, raise loans or borrow money from banks, other financial institutions and from public in general with or without carrying any interest, either on pledge, hypothecation or mortgage of any or all assets of the Company or without offering any security. Also to receive money on deposit with or without allowance of interest either from members or directors of Company or from any other persons, firms or Co-operative and to receive or deposits, title deeds and other securities.
9. To pay any rights or property acquired by the Company, and to remunerate any person or company whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in part or otherwise.
10. To mortgage or otherwise dispose of the property asset or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for share stock, debentures or other securities of any other company having objects all together or in part similar to those of the company.
11. To Subscribe or Contribute or Guarantee money for any National charitable, benevolent, public, general or useful objects or for any exhibition.
12. To start, establish branch offices and to appoint agents or make other similar arrangement with any person of Company having objects similar or alike to those of the Company at any suitable place either in India or Abroad with a view to carrying on or expanding the business of the company.
13. To purchase, take on lease or in exchange hire contract, or otherwise acquire any movable or immovable property in any other rights or privileges which the Company may think necessary or convenient for the purpose of its business.

14. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable or transferable instruments subject to Banking Regulation Act, 1549.
15. To enter in to any agreement with any Government, state or authority Supreme, Municipal, Local, Railway or otherwise that may seem conducive to the Company's objects or any of them and obtain from such Government, state of authority, any rights, privileges, concessions or licenses which the Company may think desirable to obtain any carry on exercise and comply with any such arrangements, rights privileges and concessions.
16. To pay all costs charges and expenses of and incidental to the promoters for formation, registration and establishment of the Company and to remunerate (by cash or by the allotment of full or partly paid shares or securities of this or any other company or in any other manner whether out of the Company's capital or profits or otherwise) any person for services rendered or to be rendered, introducing any property or business to the Company or for any other reason which the Company think proper.
17. To distribute any of the Company's properties among the members in specie or in kind up winding up of the Company.
18. Subject to provisions of Section 293 & 293-A of the Companies Act, 1956, to support, subscribe or contribute or otherwise to assist or guarantee money of any charitable, benevolent, religious institutions or any other institutions or objects or any exhibition for public, general or useful object.
19. To agree, or refer, or arbitrate all disputes present or future between the company, firm or individual and to submit the same for arbitration or to an arbitrator in India or Abroad and either in accordance with Indian or any other Foreign system of Law.
20. To lend and advance money and give credit to such persons or companies and on such items as may seem expedient, and in particular to customers and others having dealings with Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such person or companies, and generally to give guarantees and indemnities.
21. To do such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
22. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service

of the Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or Officers of the Company or other Company as aforesaid, and the wives, widows, families and dependents of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such company as aforesaid.

23. To form, incorporate or promote any Company or Companies whether in India or elsewhere, having amongst it or their objects the acquisition of all or any of the assets or control management of development of the Company or any other objects or object which in the opinion of the Company could or might directly or indirectly assist 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 or Company, in any manner, it shall think fit for services rendered in obtaining subscriptions for or placing or assisting to place or to obtain subscription of or for guaranteeing the subscriptions of or for the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of any interest or in or about the information or promotion of the Company or in which the Company may have an interest or in or about the information 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.
24. To apply for and obtain assistance from Government financial institutions, Banks, other organisations, association, companies, firms or individuals, National or International, for developing all or any of the business of the Company.
25. To remunerate any persons or Companies out of the funds of the Company for service rendered or to be rendered in placing or assisting in place of guaranteeing the placing of any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company.
26. To buy, refine, manipulate, import and deal both whole-sale and retail in commodities, substances, apparatus, articles and things of all kinds capable of being used or which can be conveniently dealt in by the Company in connection with any of its objects.
27. To purchase of plant, engines, machinery, tools and implement from time to time and undertake the selling or disposing of the same which might be conducive to the attainment of main objects.

28. To act as agents or brokers and as trustees for any person, association, firm or Company and to undertake and perform subcontracts and to do all or part of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or jointly with others, and either by or through agents, subcontractors, trustees or otherwise.
29. To create any depreciation fund, reserve fund or any other special fund whether for repairing, improving, extending or maintaining any property of the Company or for any other purpose conducive to the interest of the Company.
30. To apply for tender, purchase or otherwise acquire contracts, sub-contracts, licenses and concessions for all or any of the main objects, and to undertake, execute, carry out, dispose of or otherwise turn to account the same and to subject all or any contracts from time to time and upon such terms and considerations as may be thought expedient.

C) OTHER OBJECTS

1. To act as representatives, distributors, agents, brokers, whether sole or for a particular territory, of any firm or company whether Indian or foreign and to appoint representatives, distributors, stockists, agents or brokers for goods, merchandise of all description produced or purchased by the company on such terms and conditions as the company shall think fit and generally to transact and carry on all kinds of agency business.
2. To purchase, take on lease any plantation, cultivable land, agricultural farm or any other land or any interest therein and to work, improve, develop and turn to account the same.
3. To carry on the business of exporter and importer, function as export house and deal in all varieties of commodities and for this purpose to also engage in ancillary services such as shipping, forwarding, road transport, inland transport.
4. To buy, sell, manufacture, refine, manipulate, import, export and deal wholesale and retail in commodities, substances, apparatus and things of all kinds, capable of being used or which can conveniently be dealt in by the company in connection with any of its objects.
5. To carry on the business of agriculturists, Horticulturists, Planters, cultivators of tea, coffee, teak, tobacco or any other kind of Commercial Plantations.
6. To carry on the business of an investment trust company and to underwrite, Sub-underwrite, to invest and acquire and to hold, sell, buy or otherwise deal in shares,

debenture stock, unit and securities issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere.

IV. The Liability of the members of the Company is Limited.

V. @The Authorised Share Capital of the Company shall be Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Re.1/- (Rupees One Only).

Altered vide approval of Members at the Extra Ordinary General Meeting held on September 17, 2018.

VI. We, the several persons, whose names, addresses, and descriptions are hereunder 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.

Sl. No.	Signatures, Name, Addresses, Descriptions and Occupations of the Subscribers	No. of Equity Shares taken by each Subscriber	Signature, Name, Address, Descriptions and Occupations of the Witness
1.	S/d- M. Raveendra S/o. Late M. Venkateswarlu 103, Vijay Kiran Apts. Srinagar Colony Hyderabad - 500 073 Occ: Business	100 (One Hundred only)	
2.	S/d- M. Naga Padma S/o. Late M. Venkateswarlu 103, Vijay Kiran Apts. Srinagar Colony Hyderabad - 500 073 Occ: Business	100 (One Hundred only)	
3.	S/d- K. Chitra W/o. K. Varadarajan Plot No. 66, Park View Enclave Bowenpally Hyderabad - 500 011 Occ: Business	100 (One Hundred only)	Sd/- Sunil Shahapurkar S/o. D.S. Shahapurkar 211, Amrutha Ville Rajbhavan Road, Somajiguda, Hyderabad – 500 082 Occ: Chartered Accountant
4.	S/d- S. Vaikuntanathan S/o. V. Suryanarayanan 2-2-18/18/4/A, Bagh Amberpet Indra Prastha Nagar Hyderabad – 500 013 Occ: Business	100 (One Hundred only)	

5.	S/d- Peter H. Jayakumar S/o. Mr. J. Egbert Samraj 11, Deepthi Chambers Tarnaka, Secunderabad - 500 017. Occ: Chartered Accountant	100 (One Hundred only)	
6.	S/d- K. Pramod Kumar S/o. Mr. K.V. Chalapathi Rao 2-2-657/208 Central Excise Colony New Nallakunta Hyderabad - 500 013. Occ: Chartered Accountant	100 (One Hundred only)	Sd/- Sunil Shahapurkar S/o. D.S. Shahapurkar 211, Amrutha Ville Rajbhavan Road, Somajiguda, Hyderabad – 500 082 Occ: Chartered Accountant
7.	S/d- S.S. Krishnan S/o. Mr. T. Sundaran Block 5, Flat 3 Anand Krupa Apartments, Anandbagh, Safilguda Hyderabad - 500 047. Occ: Service	100 (One Hundred only)	
	Total No. of Equity Shares taken	700 (Seven Hundred only)	

Place: Hyderabad

Date: 17-7-1995