

THE COMPANIES ACT, 2013

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
WEBTEL ELECTROSOFT LIMITED

- I. The Name of the company is **WEBTEL ELECTROSOFT LIMITED**.
- II. The Registered office of the Company will be situated in the **National Capital Territory of Delhi**.
- III. The objects for which the Company is established are:-

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ARE:—

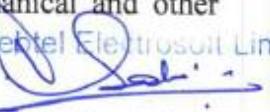
1. To Carry on in India or elsewhere the business of development of Computer Software for export and domestic market via magnetic tape satellite link Internet e-mail, or by any other mode of communication and transmission of software now available or developed in future and to carry on activity in trading, marketing, distributing of all and every type of computer software packages or computer programme by any mode and in particular through Internet.
2. To carry on the business of designing, developing, installing, implementing and operating all kinds of software/information technology projects and rendering technical services, business transformation projects and assistance for start- up, commencement and expansion programme and to act as technical and software development in India and abroad.
3. To carry on the business as designers, developers, buyers, sellers, importers, exporters and dealers in all kinds of computer software, computer technology and information technology products including cloud hosted business platforms and computer application products, systems, peripherals and materials, and to undertake the business of system and network integration and development, product application and development, computer maintenance and technical support services, internet access, networking and electronic media, telecommunication and web commerce application services.
4. To develop, maintain and host web site and other data on the Internet or on any other public or private network existing or that may be developed in future and to act as Digital Signature Certifying Authority or any other public or private network existing or that may be developed in future.
5. To develop, implement, convert, export, import, distribute, sell, buy, alter, exchange, maintain, let on hire or otherwise, deal in computer software and hardware, firm ware and in electronic, electrical, electro-mechanical and other similar equipment.

For Webtel Electrosoft Limited


Name : Sangeeta Sahni
Director
DIN : 0000 6998
Date : 04.11.2024

1

For Webtel Electrosoft Limited


Name: Vijay Sahni
DIN: 00001958
Date: 04.11.2024
Director

6. To establish and operate data and information processing centres and business to render service to customer in India and elsewhere by processing their jobs as data processing centres and giving out computer machine time on hire or license basis.
7. To establish, maintain, conduct, provide, procure or make available services of every kind including commercial, statistical, financial, accountancy, educational, data processing, communication and other technological social or other services.
8. To impart knowledge & training on various compliances; to provide certificates thereon; and to run academy for the said purpose.
9. To carry on the business of providing outsourcing, training, consultancy, and advisory services, along with comprehensive solutions in information technology, for various processes, sub-processes, transactions, and activities relevant to businesses across diverse industries in India and internationally.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:

1. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles, and things necessary or useful for carrying on the main business of the company.
2. To enter into agreement with any company or persons for obtaining by grant of license or on such other terms of all types formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
3. To establish, provide maintain and conduct or otherwise subsidise research laboratories and experimental works for scientific and technical research, experiments and to undertake and carry on all scientific & technical research, experiments and test of all kinds and to promote studies and research both scientific and technical investigation and invention by providing subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing the remuneration to scientific and technical professors and teachers and to award, scholarships, prizes, grants and bursaries to students and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the main business of the company.
4. To acquire by concessions, grants, purchase, license or otherwise either absolutely or conditionally and either alone or jointly with others land, building, machinery, plants, utensils work, conveniences and such other movable and immovable properties of any description and any patent, trademarks, concessions, privileges, brevets d'inventions, license, protection and concessions conferring any exclusion or limited rights to any inventions, information which may seem necessary for any of the objects of the company and to construct, maintain and alter any building or work, necessary or convenient for the business of the company and to pay for such

For Webtel Electrosys Limited

For Webtel Electrosys Limited

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Name :- Sangeeta Sahni
Director

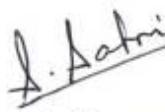
DIN :- 0000 6998

Date :- 04.11.2024

Name: Vijay Sahni
DIN: 00001958 Director
Date: 04.11.2024

land, building, works, property or rights or any such other property and rights purchased or acquired by or for the company by shares, debentures, debentures-stock, bonds or such other securities of the company or otherwise and manage, develop, let on lease or for hire or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the company.

5. Subject to section 230-232 of the Companies Act, 2013, to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
6. To enter into any arrangement, with any government or Authorities, Municipal, local or otherwise or any person or company in India or abroad, 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, license and concessions including in particular rights in respect of waterways, roads and highways which the Company may carry out, exercise and comply therewith.
7. To apply for and obtain in any order of Central/State or such other Authority for enabling the Company to carry on any of its objects into effects or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interest.
8. To enter into partnership or into any arrangements for sharing profits, unions, of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any other person, or company carrying on or engaged in any business or transactions which this company is authorised to carry on.
9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this company is authorised to carry on or is possessed of rights suitable for the main objects of this company.
10. To do all or any of the above things as principals, agents, contractors trustee or otherwise and by or through trustee, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the main objects or any of them.
11. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiaries or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stocks, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and



Name : Sangeeta Sahni
DIN : 00006998
Date : 04.11.2024

secretarial or such other work, duties and business on such terms as may be arranged.

12. To open accounts with any banks or financial institutions and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundis, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.
13. Subjects to section 73, 74, 179, 181, 185 and 2 of the Companies Act, 2013 and the Regulations made therein and the directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient by promissory notes, bills of exchange, hundis, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debenture or debentures stock, perpetual or otherwise and in security for any such money borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge, or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities, provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
14. Subject to Section 180, 184, 185 & 186 of the Companies Act, 2013 and Regulations made there under and the directions issued by RBI, to receive, raise or borrow any sum or loan upon such terms & conditions, in all respects as they may deem fit and to hold in any form, advance and negotiate loans on moveable or immoveable property, with or without security whether guaranteed or not, to such persons, firms, institutions or body corporates, upon such terms & conditions as the Company may deem fit. To include borrowing from any government agencies/authorities/organisations as required at times but within the purview of this clause.
15. Subjects to the provisions of sections 67 of the Companies Act, 2013 to invest other than investment in company's own shares and deal with moneys of the Company not immediately required in such shares or upon securities or investments and such manner as may from time to time, be determined.
16. To delegate powers: Subject to Section 109 of the Companies Act, 2013, from time to time and at any time to delegate to any persons so appointed, any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make call or to make loans or borrow moneys, and any such appointment or delegation may be made on such terms, and subject to such conditions as the Board may think fit, and the Board may at any time remove any persons so appointed and may annul any such delegation.

For Webtel E

Sangeeta Sahni

Director

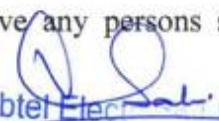
Name :- Sangeeta Sahni

DIN :- 00006998

Date :- 04.11.2024

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For Webtel E

Vijay Sahni

DIN: 00001958

Date: 04.11.2024

Director

17. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without securities as may seem expedient and in particular to customer of such others having dealing with the Company and to give guarantees or securities of any such persons, firms companies as may appear proper or reasonable provided that the Company shall not carry on this business of banking, within the meaning of Banking Regulation Act, 1949.
18. To Improve, alter, manage, develop, exchange, mortgage, enfranchise and dispose of any part of the land, properties, assets and rights and the resources and undertaking of the company, in such manner and on such terms as the company may determine.
19. To act in insolvency matters: To act on behalf of the Company in all matters relating to bankrupts and insolvents.
20. To give receipts: To make and give receipts, releases and other discharges for moneys payable to the Company, and for the claims and demands of the Company.
21. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the company or the conduct of its business, subjects to the provisions of Section 161 of the Companies Act, 2013.
22. To create any depreciation, fund, reserve fund, sinking fund, provident fund, super-annuation fund or any special or other such funds, whether for depreciation or for repairing improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the company.
23. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwelling or chawls or by grant of money, pensions, allowances, bonus, or other such payments or be creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trust and/or by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries, medical and such other attendances and assistance as the company shall determine.
24. To undertake and execute any trust, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the company.
25. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations or holding exhibitions.

For Webtel Electronics Limited
 26. To assist any company or other such enterprise in its dealing with any Government, Local, statutory and such other authority whether in India or abroad


 Name : Sangeeta Sahni
 Director
 DIN : 00006998
 Date : 04.11.2024

For Webtel Electronics Limited
 Name: Vijay Sahni
 DIN: 00001958
 Date: 04.11.2024
 Director

in the legitimate pursuit of its activities and to procure capital for any company or enterprises.

27. To accept donations, gifts with or without such conditions, restrictions, obligations, stipulations and liabilities as are not derogative to the provisions of any law for the time being in force.
28. To carry on the business of manufacturers of importers, exporters and dealers, in men's women's and children's clothing, wearing apparel, hosiery goods, carpets, durries, mats, rugs, blankets and other similar articles of every kind, nature and description made from cotton, synthetic, wool, worsted material and/or leather.
29. Subject to the approval of RBI under RBI Act, 1934, as amended by RBI (Amendment Act, 1997, to carry on the business of investment, finance, hire purchase and leasing of all movables and immovable.
30. To construct, acquire hold/sell properties, Building, Farms, lands, tenements and such other movable and immovable property and to rent, let on hire and manage them and to act as Real Estate Agents and immovable property dealers.
31. To carry on the business or businesses of manufacturers, importers and exporters of and dealers in forgings, press , structural and rolling works of all kinds and in particular (i) bolts and nuts, rivets, washers, wires, nails, screws, hinges, hooks, bolts, tower, bolts, dogspikes and press works of all kinds : (ii) rods, bars, wires, sheets and all kinds of ferrous and non-ferrous rolling works; (iii) hand and machine tools (iv) sanitary fittings and sanitary pipes; (v) utensils and cutlery of steel or aluminium (vi) Electrical appliances gadgets and (vii) cycle parts.
32. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organisations for technical, financial or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
33. To carry on the business or businesses of manufacturers, importers and exporters of brushes of all kinds.
34. To carry on the business of manufacturers and dealers of all kinds of paper and paper product.
35. To guarantee the payment or performance of any contracts or obligations or become surety for any person, firm or company for any purpose and to act as agents for the collection, receipts or payment of money and to act as agents for and render services to customers and others and to give guarantee and indemnities.
36. To carry on the business of manufacturers, dealers and fabricators of components, gadgets, accessories and ancillaries, instruments relating to conversion of solar energy into heat and electricity & also relating to the conversion of all kinds of renewable sources of energy and also conservation of energy .
37. To carry on the business of steam and general laundry and to wash, clean, purify, bleach, dry, iron, colour, dye, disinfect, renovate, and prepare for use all

~~For Webtel Electrosoft Limited~~

Name : Sangeeta Sahni

DIN : 00006998 Director

Date : 04.11.2024

~~For Webtel Electrosoft Limited~~

Name: Vijay Sahni

DIN: 00001958

Date: 04.11.2024

Director

articles of wearing apprals, household, domestic and other linen and cotton and woollen goods and clothing and fabrics of all kinds and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machine, material and articles of all kinds related thereto.

38. To carry on the business of importers and exporters, ship owners, ship builders, charterers of ship and such other vessels of all types warehousemen, ships and insurance brokers, forwarding agents and wharfingers.
39. To carry on the business as proprietors and publishers of newspaper, periodicals, journal, books and such other literary works and undertaking of all types.
40. To carry on the business as manufacturers of and dealers in all kinds of natural and synthetic rubbers, elastomers, synthetic resin, latex and formulations thereof and of all types of rubber products and goods.
41. To carry on the business as manufacturers of and dealers in leather goods of all descriptions and of leather dresses, tanners, hides, skins, and all things and material connected therewith.
42. To carry on the business of manufacturers of and dealers in all types of plastics and plastics products, furniture, fancy goods, stationery, provisions drugs medicines, chemicals, paints and articles of household use and consumption.
43. To carry on the business of canning and food preservations, tinning and bottling of food stuffs, meats, meat product, potted meats, fruits, vegetables, jam, pickles, sausages, tables delicacies and preserved provisions of all kinds and to establish, own, operate, acquire, run and manage canning and such other factories for the purpose of packing, preserving and canning such articles and products.
44. To carry on the business as manufacturers, processor, producers of and dealers in dairy, farm and garden produce of all kind such as milk, cream, butter, ghee, cheese, condensed milk, milk powder, malt products, milk foods and milk product and milk preparations of all description vegetables and fruits of all kinds.
45. To carry on the business as the manufacturers and dealers in and sellers of all or any type of electronic components, their raw materials and equipment, audio products, electronic calculators, digital products, microprocessors based systems, mini computers, communications equipment and process control equipment, instrumentations and industrial and professional grade electronic equipment.
46. To carry on the business of mechanical engineers, iron founders, manufacturers of surgical and scientific materials and apparatus of all kinds, tool makers, assemblers, brass founders, metal workers, boiler makers, mill-wrights, iron and steel convertors, smiths, metallurgists tube makers, galvanizers, electro platers, water work engineers, gas generators and to buy, sell manufacturer, repair, convert, alter, let on hire and deal in machinery, implement, rolling stock and hardware of all kinds
47. To carry on the business of advisors on problems related to the administration and organization of industry and business and to advise upon the means and methods for extending, developing and improving all types of business or industries and all

For Webtel Electrossoft Limited

Name : Somnayuta Sahni
DIN : 0000 6998
Date : 04.11.2024

For Webtel Electrossoft Limited

Name: Vijay Sahni
DIN: 00001958
Date: 04.11.2024

systems and processes relating to production, storage, distribution, marketing and sale of goods and/ or relating to the rendering of services.

48. To engage in research in all problems relating to industrial and business management and distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business or industry.
49. To carry on the business of manufacturers and dealers in textile such as man-made fibres, cotton, silk, jute, woollen and synthetic.
50. To carry on the business of manufacturing, rolling and processing of all kinds of steel, ferrous and non-ferrous ingots, billets and of all articles and things used in the manufacture, maintenance and working thereof.
51. To carry on the business of manufacturing and/or processing of oxygen and other gases, chemicals industrial alcohols, graphite electrodes and petroleum products, vegetables oils, alcoholic and non-alcoholic drinks and beverages of all kinds and brewers and distillers.
52. To carry on the business of running trucks, trailers, tempos, motor lorries, motor taxies and conveyance of all types for carriage/transportation of goods and passengers on such routes as the company may deem fit and to do the business of common carriers.
53. To acquire or sell promote and run hospital, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shop.
54. To carry on the business of leasing and hire-purchase and to acquire to provide on lease or to provide on hire-purchase basis all types of house hold appliances, industrial and office plant, equipment, machinery, vehicles, buildings and real estate required for manufacturing, processing, transportation and trading business, to finance industrial enterprises and to promote companies engaged in industrial and trading business
55. Subject to the approval of RBI under Reserve Bank of India Act, 1934, as amended by RBI (Amendment) Act, 1997, to carry on and undertake business transaction or operation commonly undertaken or carried on by financiers, housing finance, leasing, hire- purchase, underwriters, merchants and agents of all moveable and immovable assets. The Company shall not carry on any business which is banned under the Banking Regulation Act, 1949.
56. To carry on business as capitalists, financiers; concession and merchants and to undertake and carry on and execute all kinds of financial, commercial, trading and other operations.
57. To acquire and hold shares, stocks, debentures, bonds, obligations and securities issued or guaranteed by any company, association or undertaking constituted for carrying on business in India or elsewhere, or debentures, bonds, obligations and securities issued or guaranteed by any Government, municipality, public body or other local authority and any such shares, debentures, bonds, obligations or securities acquired by original subscription, tender purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and to enforce all rights and

J. Sahni
Name :- *Sanjay Electrosoft Limited*
DIN :- 00006998
Date :- 04.11.2024
Director

For Webtel Electrosoft Limited
Name: Vijay Sahni
DIN: 00001958
Date: 04.11.2024
Director

powers conferred by or incidental to the ownership thereof and to sell or otherwise dispose of any such shares, debentures, bonds, obligations or securities.

58. To apply for, tender, purchase, or otherwise acquire any contracts, subcontracts licences and concessions 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 turn to account the same.

59. To act as stockists, commission agent, manufacturers, or representatives or agents selling and purchasing agents, indenting agents, distributors, brokers, trustees, attorney in goods, mentioned in the main objects.

60. To carry on all kinds of business of manufacturers, importers, exporters, dealers and distributors of television films, video films, tapes and video cassettes, equipment, accessories parts, tools, material, apparatus and other articles used in connection herewith or which may hereafter be invented.

61. To carry on the profession of consultants on management, employment, engineering, industrial and technical matters to industry and business and to act as employment agents and exporters of man power.

62. To carry on business as manufacturers, dealers, stockists, exporters and importers of and all other hardware items of all types and description.

63. To carry on business as manufacturers of dealers in or as stockists, importers and exporters of packing materials, cartons, containers, boxes, and cases of paper, boards, wood, glass, plastic, pulp cellulose, films polyethylene, rubber metals, metal fcils, gelatine, tin-flexible treated, laminated or other materials.

64. To engage in the business of tour operators and travel agents and all other services incidental to it.

65. To carry on the business of purchases and sale of petroleum and petroleum products. To act as dealers and distributors for petroleum companies, to run service stations for the repairs and servicing of automobiles.

66. To carry on the business of manufacturers and dealers of cement, lime, burners and caramics, sanitary fittings and china-wares.

67. To carry on hotel, motel and catering business.

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 Authorised Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crore Only) divided into 1,80,00,000 (Rupees One Crore Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each.

For Webtel Electrosuit Limited



Name :- Sangeeta Sahni
Director

DIN :- 0000 6998

Date :- 04.11.2024

9

For Webtel Electrosuit Limited



Director

Name: Vijay Sahni
DIN: 00001958
Date: 04.11.2024

We, the several persons whose names and addresses are subscribed below 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 Capital of the Company, set opposite our respective names.

Sl. No	Name, Description, Occupation and Address of Subscribers	Number of Equity Shares taken by each subscribers	Signature of subscriber	Signature of Witness with address and occupation
01.	SANJAY SINDWANI S/o Sh. M. L. Sindwani Service 32/4, Sayedwara, Old Faridabad	100 (One hundred)	Sd/-	hereby witness the signatures of all the subscribers.
02.	MOHAN LAL SHARMA S/o LL Sh. T. C. Sharma Service E/817, S.G.M. Nagar, NIT - Faridabad	100 (One hundred)	Sd/-	Sd/- (RENU SINGHAL) Advocate W/o S. K. Singhal 130A Krishna Nagar, New Delhi Enr. No. D/19191
03	SHRI KANT S/o Sh. Harswaroop 130-A, Krishna Nagar, New Delhi Business	1 (One)	Sd/-	
	Total	201 (Two hundred one)		

Place : NEW DELHI

Dated the 28th day of MARCH, 2000

For Webtel Electrosoft Limited

Name : Sangeeta Sahni Director
DIN : 0000 6998
Date : 04.11.24

For Webtel Electrosoft Limited

Name : Vijay Sahni
DIN : 00001958
Date : 04.11.24