

Under The companies Act, 2013

Company Limited by Shares

Memorandum of Association

*****Vedavaag Systems Limited**

I. The name of the Company is **Vedavaag 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) Main objects of the company to be pursued on its incorporation are:

1. To manufacture, buy, sell, lease, install, prepare for import, export, carry on research and development work, to design and implement, computer system and software, hardware products, web application software, alter, improve, manipulate, deal in all kinds of plant and machinery, apparatus, tools, utensils, substances, materials, and things necessary or convenient for carrying on any of the business which the company is authorized to carry on or usually dealt in by person engaged or company in such business in India and abroad.
2. To impart training, conduct seminars, workshops, Capsule courses in Computers, Computer maintenance. Software development, Software Exports and to depute personal to develop and design and implement software in India and abroad and to start I S D L A N (Integrated Services Digital Local Area Network) Dial for data centers. (Technology parks in India and abroad).
3. To provide IT consulting service advices in India and abroad about info-technology use in manufacturing technical, managerial and marketing services in computer education, software, Electronics and other allied fields. To offer either parallel or on turnkey basis networking and systems internet services in India and abroad and to depute personal in India and abroad to offer such services to render NW services or enter into primary agreement in any trial portion for rendering such services to our clients.
4. To acquire, amalgamate or take over with or without consideration and carry on the business of managers, secretaries, and agents or managing agents by themselves or in partnership with others, of companies or partnership or concerns whose objects may be similar in part or in whole, to those of the company.
5. To Create, offer, buy, develop, promote, host, facilitate, support, the procurement, transmission, distribute, manufacture and sell products and services, sale and delivery of physical goods and its services, and offer various internet, mobile, and telecom based, portal or gateway services, applications and utilities managed and outsourced digital services, business intelligence, retailing, electrical & electronics goods and its related services, maintenance contracts, logistics and collateral management services and supply chain management services of food, Agri, electrical & electronics goods, financial inclusion services such as business correspondent and facilitation in banking, solicitation of insurance business and other services relating to it, housing finance, distributing and financing loans and advances, BPO, Market Surveys, Research and Counselling services, E-Government, Education, Health, Agriculture, Entertainment, offering relevant government to customers (G2C), Business to Customers (B2C), Business to Business (B2B) and other services through

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our company service agencies, network agencies, other associated channels, individual partners, or companies.

B) The objects ancillary or incidental to the attainment of the main objects:

1. To acquire real or leasehold estate and to purchase, lease, construct or otherwise acquire or provide in any place in which any part of the business of the Company may from time to time be carried on all such offices, warehouses, workshops, building, engines, machinery plant and appliances as may be considered requisite and essential for the purpose of carrying on the business of the company of any part thereof.
2. To establish branches and maintain agencies, or appoint representatives at any place in India or other parts of the world for the conduct of the business of the company or for purchase and sale of any goods, merchandise, articles and things required for or dealt in or manufactured or at the disposal of the Company.
3. To buy, sell, manufacture, plant, produce, prepare, treat, repair, alter, manipulate, exchange, hire, import, export, dispose, or deal in any or all kinds of articles and things which may be required for purpose of the business which the company is expressly or by implication authorized by this Memorandum to carryon.
4. To construct, execute, alter, carryout, improve, work, develop, administer, manage, or control new and or existing plants, buildings, sheds, roads or houses, warehouses, on any land leased or purchased or to be leased by the company, in India or elsewhere, works and conveniences of all kinds which expression in this Memorandum includes railways, tramways, improvement, sewage, drainage, sanitary, water, gas, electric lights, telephonic and power Supply works and its related, and all other works of convenience whatsoever business which the company is expressly or by implication authorized by this Memorandum to carryon.
5. To employ or otherwise acquire technical experts, engineers, mechanics, foremen or skilled and unskilled labour for any of the purposes of business of the Company.
6. To make, undertake or encourage, experiment, research or invention in connection with the business of the Company or otherwise.
7. To let on lease any machinery, buildings and equipment of the Company for the time being the property of the Company or property which will be acquired in due course whether as a whole or part by part to any person, firm or company to the best advantage of this Company.
8. To develop, repair, improve, extend, maintain, manage, mortgage, charge, exchange' sell, assign, transfer, dispose or turn to account, or otherwise deal with the whole or any part of the Company's property and assets.
9. To sell, exchange, lease, mortgage, change, develop, dispose of or otherwise deal with the undertaking of the Company or any part thereof upon such terms and for such considerations as the Company may think fit and in particular for shares or other securities of any other company having objects altogether or in part similar to those of this company.
10. To remunerate (by cash or otherwise by other assets or by allotment of fully or partly paid-up shares or in any other manner) any persons, firms, associations or companies for services rendered in giving technical aid and advise, granting licenses, or permissions for the use of patents, trade secrets, trademarks, processes and in acting as trustees for

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debenture holders of the Company, if any, of for guaranteeing payment of such debentures or other securities of this Company and any Company promoted by this Company or in introducing any property or business to the Company or in or about the conduct or the business of this Company or interest thereon.

11. To purchase or by any other means acquire and protect, prolong and renew, whether in India or elsewhere, any patent rights, processes, and secrets, brevets 'D' inventions, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture or grant licenses or privileges in respect of the same and to spend money experimenting upon testing and processes, secrets and rights which the Company may acquire or propose to acquire.
12. To enter into partnership or into any arrangements of sharing of profits, co-operating, amalgamation, union of interest, Joint adventure, reciprocal concession, or otherwise with any Government, authority, person, firm or company carrying on or engaged or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage or any business undertaking or transaction which may seem capable indirectly to benefit the company and to lend money to guarantee the contracts of or otherwise assist any such person, firm or company and to place, take or otherwise acquire and hold shares or securities of any such person firm or company and to sell, hold, reissue, 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 regulations Act, 1949.
13. To amalgamate with any other company or companies having objects altogether or in part similar to the objects of this company.
14. To lend money to such persons of Companies on such terms as may seem expedient and in particular to persons having dealing with the Company and to guarantee the performance of contracts by any such person of Companies.
15. 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 of Directors.
16. To enter into agreements and arrangements with any government of authorities, supreme, municipal local or otherwise which may seem conducive to the company's objectives or any of them, to obtain from any such government or authority any rights, or privileges and concessions which the company may think desirable to obtain, and carry out, exercise, and comply with any such agreements rights privileges and concessions and to oppose the grant of such rights, privileges or concessions or others.
17. To insure with any person or Company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partly.
18. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance.
19. *Subject to the provisions of the companies Act, 2013 and amendment thereto to subscribe money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
20. To assist any Company, financially or otherwise or by issuing or subscribing for guaranteeing the subscription and issue of capital, shares, stocks, debentures, debenture stock or other

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securities and to hold and deal in shares, stocks and securities of any company not withstanding there may be liability thereon.

21. To promote and form and to be interested and take hold and dispose of shares in other Companies having all or any of the objects mentioned in the Memorandum or which may be considered useful to the Company and to transfer to any such Company, any property of the company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities, in or of any such Company.
22. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and to remunerate or make donations to (by cash or by the allotment of fully or partly paid shares, or by a call or option on shares, debentures, debenture stock or securities of this or any other company or any other manner, whether out of the company's capital or profits 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 may think proper.
23. To procure the incorporation, registration or other recognition of the company in any country, state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, government municipal or other authority or body Indian or foreign, for any acts of parliament, laws, decrees, concession, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the company's interests.
24. To draw, accept, make and to endorse, discount or negotiate promissory notes, Hundis, bills of exchange, bills of lading and other negotiable instruments connected with the business of this Company.
25. To incur debts and obligations for the conduct of any business of the Company and to purchase or hire the goods, materials or machinery on credit or otherwise for any business or purpose of this Company.
26. To borrow or raise money, at interest or otherwise in such manner as the Company may think fit and in particular by the issue of debentures, perpetual or otherwise including debentures convertible into shares of this or any other company, or perpetual annuities, and in security of any such monies borrowed raised or received to mortgage' pledge or charge the whole or any part of the property assets or revenue of the Company' present or future, including its uncalled capital by special assignment or otherwise' and to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as in may seem expedient and to purchase, redeem or pay off any such securities. But the Company Shall not do any Banking business as defined in the Banking Regulation Act, 1949.
27. To open accounts with any individual, firm or Company or with any Banker or Banks or Shroffs and to pay into and withdraw money from such account or accounts.
28. To make advance of such a sum or sums of money upon or in respect of or for the rendering of services to the Company, purchase of materials, goods, machinery, stores or any other property articles and things required for the purpose of the Company as the Company may deem expedient.
29. To create any Depreciation Fund, Reserve Fund, Sinking Fund, insurance Fund or any other Special Fund, whether for depreciating or for repairing, improving, extending or

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maintaining any of the property of the Company, or for any other purpose conducive to the interest of the Company.

30. To provide for the welfare of the Directors, officers employees and ex-directors, ex-officers and ex-employees of the Company and the wives, widows and families or the dependent or connections of such persons by building or contributing to the building of houses, dwellings or chawls, or by grants of money, pension, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident or otherwise associations, institution, funds of trust and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company may think fit, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or other institutions and objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise to incur expenditure in developing the education and to grant scholarships, aids or any other help to students including incurring and paying expenses in sending them for higher studies either in India or in any Foreign country.
31. To adopt such means of making known the products of the business carried on by the Company as may seem expedient and in particular by advertising by circular or purchase or exhibition of works of arts and interest and publication of books and periodicals and by granting prizes, awards and donations.
32. To open and keep a Register or register in any country or countries where it may be deemed advisable to do so and to allocate any number of shares in the Company to such Register or Registers.
33. *To vest and real or personal property, rights or interest acquired 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 favour of the Company subject to the provisions of the Companies Act, 2013 as amended from time to time.
34. Subject to provisions of the Companies Act, 2013 as amended from time to time, to replace, reserve or otherwise to apply as the company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on forfeited shares of unclaimed dividends.
35. Subject to the provisions of Companies Act, 2013 as amended from time to time, to indemnify members, officers, Directors, Employees of the Company or persons otherwise concerned with the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or any damage or misfortune whatever which may happen in the execution of duties of their office, freedom of contract and or in relation thereto.
36. To promote freedom of contract and to assist, insure against, counteract and discourage interference with freedom of contract and subscribe to any association or fund for such purpose within constitutional means.
37. To promote or oppose legislative and other measures, affecting the industry trade and commerce manufactures within constitutional means.

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38. In the event of winding up of the Company' to distribute any of the property of the Company amongst themselves in specie or kind.
39. To train or pay for the training in India or abroad of any of the Company's Directors', members, officers, employees or any candidate in the interest of or for furtherance of the Company's objects.
40. To apply for tender, purchase or otherwise acquire, contracts, subcontracts and concessions, for all or any of them and to undertake, execute carryout, dispose of or otherwise turn to account the same and to sublet all or any contracts from time to time and upon such terms and conditions as may be thought expedient
41. To acquire, and hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere, and debentures, debenture stocks, bonds, obligations and Securities issued or guaranteed by any Government, Municipality, public body or other local authority and any such shares, stocks, debentures, debenture stocks, bonds, obligations, or Securities to acquire 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 enforce all rights and powers conferred by or incidental to the ownership thereof and any such Shares Stocks, debentures, debenture stocks, bonds, obligations or securities to sell or otherwise dispose off.

IV. The liability of the members of Company is limited.

V. **The authorized share capital of the Company is Rs. 32,00,00,000 (Rupees Thirty-Two Crores only) divided into 3,20,00,000 equity shares of Rs. 10/-.

The company has power from time to time to increase in capital as Equity or Preferred Shares and to attach to any class or classes of such Shares, Preferences, rights, privileges or priorities in payment of dividend or distribution of assets, or otherwise over any other shares and to subject the same to any restrictions, limitations or conditions and to vary the regulations of the Company as to a portion the right to participate in profits in any manner subject to the prior consent of the Government of India or the order of the court, if the same will be necessary, being obtained before doing so.

For Vedavaag Systems Limited


J Murali Krishna
Managing Director
DIN: 00016054



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We the several persons whose names and addresses are subscribed hereunder 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, description, occupation and signature of the Subscribers	No. of Equity Shares taken By each Subscriber	Name, address, occupation and signature of the witness
1.	Sd./- J. Murali Krishna S/o. Sri J.S. Sarma HIG-25, BHEL Hyderabad – 502 032 (Service)	1000 (Onethousand only)	<p>Sd./- R. Ramesh Kumar S/o. R.S.R.Rao Room No.9, 3rd Floor Twin City Complex J.N. Road Hyderabad – 500 001 Chartered Accountant</p>
2.	Sd./- J.S.R. Durga Prasad S/o. Sri J.S. Sarma HIG-25, BHEL Hyderabad – 502 032 (Profession)	1000 (Onethousand only)	
3.	Sd./- V. Satish Kumar S/o. Sri K. Sukumaran Flat No.F5, 6-3-1177/A SuryakiranApts, B.S. MakjaBegumpet, Hyderabad – 500 016 (Service)	1000 (Onethousand only)	
4.	Sd./- K.S.K. Prasad S/o. Sri K. Srihari 2-2-647/125/A/31 SagarikaApts, C.E.Colony BaghAmberpet Hyderabad – 500 013 (Service)	1000 (One thousand only)	
5.	Sd./- J.Subrahmanyam S/o. Sri J. SreeRamulu Plot No.78, Deepthisree Nagar Hyderabad – 500 050 (Service)	1000 (Onethousand only)	
6.	Sd./- K.R.S. Sarma S/o. K.V. Chalapathi Rao 632-D, BHEL Township R.C. Puram, Hyderabad – 502 032 (Service)	1000 (Onethousand only)	
7.	Sd./- G. Kaladhar S/o. Sri G. Subrahmanyam 1-146, Chandanagar Hyderabad – 500 050 (Business)	1000 (Onethousand only)	

Place: Hyderabad
Date : 13-04-98