

THE COMPANIES ACT, 2013)  
(COMPANY LIMITED BY SHARES)  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**DYNACONS SYSTEMS & SOLUTIONS LIMITED**

**I.** The name of the Company is **DYNACONS SYSTEMS & SOLUTIONS LIMITED.**

**II.** The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of Registrar of Companies, Maharashtra, Mumbai.

**III.(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To provide complete solutions in Computer Operations and related business activities on a CONCEPT TO COMMUNICATION basis which will include providing of Computer Consultancy Services, Management Consultancy Services, Systems Designing & Implementation, to study and identify the management information needs & potential areas as computerization, Manufacturer and supply of Complete range of Hardware, Multimedia communication Accessories, Network Installations & Solutions, Maintenance of Computer & Communication Equipment solution, to develop Application Software and market System Software.

**(B)MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:—**

1. To carry on the business of servicing, and dealing in computers, word processors and other microprocessors and their spares, based system, including computer accessories, computing and management service equipments and to carry on business of data processing, data analyzing and selling computer time and render professional and other services connected with the activities of a computer-centre and to rent out computer system, computing and management service equipment and to provide services in respect of data processing, information processing, data preparation and other data processing, management information and consultancy services.

2. To carry on the business of trading, dealing in, and to rent out, buy, sell repair, service, import, export, take on lease or otherwise deal in computers and their spares and render services through computers, computing systems, software materials, instrumentation, electronics, communication and visual devices, telecommunication,

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television, video, video equipment, electronics and electrical products, equipment and devices.

3. To act as agents for Indian and International firms/companies, providing the equipment and services in the areas of management and computer science and to buy, sell import, export, hire, lease, license, install, maintain, use equipment and firmware related to all respects of management, and computer science.
4. To act as consultants In India and abroad, in relation to all aspects of data processing, data processing systems, computer system, computer software, computer firmware, process control systems, computerised type setting/printing and all branches of computer science in India and abroad.
5. To carry on the business of manufacturers, dealers, exporters, importers and processors of plastic, plastic products and including the business of resins and moulding compounds such as ABS, SAN, Acrylonitrile Butadiene, Styrene Methyl Styrene, Polystyrene, Methacrylate, Acetal Copolymers, Acetal Homopolymer, Acrylic, Alkyd, Allyul, Amino Cellulosic, Chlorinated Polyether, Epoxy, Fluoroplastics, Furan, Lonoer, monomer, Polynomer, Nylone, Parylene, Phenolic, Phenylene Oxide, Polyallomer, Copolymer, Poly carbonate, Polyester, Polyuthene, Polyimide, Polymethylentence, Polyphenylene Sulfide, Polypropylene, Polystyrene, Acrylic, Polysulfone, Polyurethana, Polyvinyls, Silicon, Vinyl chloride, polyuvinyll chloride, Foamed Plastics of all kinds, Reinforced plastics and composites, cellulosic plastics and other thermosetting and thermoplastic materials (synthetic and natural origin), ethylene, acetylene, plastic films, sheetings, multilayer plastic sheets and laminates, additives fillers and reinforcements, Plastic loulded articles and all other plastic materials.
6. To conduct and run training programme in the areas relating to computer science, personal business, financial and other related sciences of management in India and abroad,
7. To erect, construct, enlarge, or alter or maintain buildings and structures of every kind necessary or convenient for the Company's business.
8. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture or reciprocal concession or for limiting competition with any person, firm, corporation or company to carry on or engage in or about to carry on or engage in business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conduction therewith.

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9. To sell, lease, mortgage or otherwise deal with or dispose of the undertaking, property, assets rights and effects of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stocks, debentures or other securities of any other company, not having objects altogether or in part similar to those of the Company.
10. To open account or accounts either current or overdraft with any bank or banks, and endorse cheques and operate such accounts.
11. To lend and advance money or give credit to persons, companies, corporations, firms or trusts and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to release or discharge any debt or obligation owing to the Company.
12. To receive money on deposit or loan and borrow any money in such manner as the Company shall deem fit and in particular by the issue of debentures or debenture-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised, owing by mortgage, charge, lien upon all or any of the property or assets of the Company (both present and future) and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other persons, Company, firm or body corporate of any obligation undertaken by the Company or any other persons, company, firm or body corporate as the case may be provided, however, that the Company shall not do any banking business as defined by Banking Regulation Act, 1949, subject to the provisions of Section 58-A and R.B.I. directives.
13. To draw, made, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, cheques, bills of lading, shipping documents, dock warrants, and other negotiable or transferable instruments.
14. In accordance with the law for the time being in force to reserve or to distribute as bonus shares to the members or otherwise to apply as the Company deems fit any money received by way of premium on any shares, stocks, mortgages, debenture-stock and other securities and accumulated profits and reserves of the Company.
15. To guarantee the performance of any contract or any obligation of any company, firm or persons, and to guarantee the payment and repayment of the capital and principal of any dividend, interest or premium payable on any stocks, shares and securities, debentures, debenture-stock, mortgages, loans or other securities, issued by any Company, corporation, firm or persons, including (without prejudice of the said generality) bank overdrafts, bills of exchange and promissory notes and generally to give guarantees and indemnities.

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16. To enter into any trade or other combination of agreements with any other person, firm or companies having similar object and to subscribe to any trade or other association.
17. To enter into any arrangements with any governments or authorities, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company or any of them, and to obtain from any such government; authority, person or company any rights, privileges, charters, contracts, licenses and concessions which may be desirable to obtain and to carry out and exercise the same.
18. To obtain by Act, or any legislature, charter, privilege, concession, provisional order, license or authorization of Government, Central and State, Municipality or any or all relevant authorities for enabling the Company to carry any of its objects into effect, or for any purpose and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.
19. To establish branches or agencies, whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places throughout the world for the purpose of enabling the Company to carry on its business more efficiently; and to discontinue and re-constitute any such branches or agencies.
20. To apply for membership or become a member of any company, association, society or body corporate having any objects similar to or identical with those of the Company or likely, directly or indirectly to promote the interest of the Company.
21. To grant I pension, allowances, gratuities, benefits, emoluments and bonuses, Provident. Fund and Super-annuation Funds to employees, former employees and Directors of the Company and the widows and children of such persons and other dependents upon them, and to construct, or contribute to the construction of houses, dwellings or quarters for the employees of Company and of other concern which are or may be contractual Company and to join with any other person, firm or company in doing any of these things.
22. To invest any moneys of the Company for the time being required for any of the purposes of the Company, in such investments (other than shares or stocks in this Company) as may be thought proper and to hold, sell or otherwise deal with such investments.

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- 23.To support, donate, contribute and subscribe to any charitable, religious, educational or other public institutions, trusts, clubs/societies or individual or body of individuals.
- 24.To undertake and execute any trusts, the undertaking whereof may seem desirable and/or gratuitous or otherwise and in particular to act as depositories of any shares or securities of, and as agents or brokers for the investment, loan, payment, transmission or collection of money, and the purchase, sale, hire, improvement or development and management of property, moveable or immovable for any company, firm or person (whether Indian or foreign) and to undertake and perform sub-contracts.
- 25.To act as principals, agents, trustees, corporations, contractors or otherwise and by or through trustees, agents, corporations, contractors or otherwise and either alone or in conjunction with any other or others, whether in India or anywhere else in the world.
- 26.To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring other underwriting of shares, debentures or other securities of the Company.
- 27.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 circular, by exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- 28.To purchase, take on lease or in exchange or otherwise acquire, erect, sell and otherwise deal in any lands or buildings and factories having plant and machinery and other equipments, and any other estate or interest in, and any other rights connected with any such lands and buildings in India or elsewhere.
- 29.In connection with the business of the Company, to develop and turn to account any land acquired by the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing buildings, godowns, public works, by simple process or by using pre- fabricated materials, altering, pulling down, decorating and by planting, draining, paving, letting building on lease or building agreement and by advancing to and entering into contract and arrangements of all

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kinds with- builders, tenants and others in India and/or abroad.

30. To establish and equip laboratories and carry on analytical, experimental and other work or undertake any research in relation to the objects of the Company and to take upon and carry on rural development programme and to contribute to the institutions or any other bodies carrying on such programme and to act as advisers relating to objects of the Company.

31. To procure the company to be recognized in any Foreign country or place, and to maintain any office or branch offices in foreign countries for the purpose of Company' s business and to incur such expenditure which may be necessary for the purpose of running of such business.

32. To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or corporation carrying on any business which the company is authorised to carry on or possessed of property suitable for the purpose of the Company.

33. To advance money to any person or persons, corporation either at interest or without upon the security of free-hold or lease-hold property by way of mortgage, or upon marketable security and in particulars to advance money to shareholders in the company and others, upon the security of or for the purpose, enabling the person borrowing the same to erect, or purchase, or enlarge on, or to take premise, for any terms or term of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.

34. To remunerate or make donations (by cash or other assets or by the allotment of fully or partly shares or by call on shares, debentures, debenture-stock or securities of this or any other company or in any other manner) whether out of the Company' s capital, profits or otherwise to any person or firm or company for rendered or to be rendered in introducing any property or business to the Company or placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company or for any other reason which the Company may think proper.

35. To enter into arrangements with companies, firms and persons for financing by promoting and increasing the manufacture, sale and purchase and maintenance of goods, articles or commodities of all and every kind and descriptions, either by buying, selling, letting on hire, hire purchase or easy payment, systems or by financing or assisting such other companies, firms or person to do such mentioned

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act, transactions and things and in such manner as may be necessary or expedient, and in connection with or for any of these purposes to lend money, guarantees or security or otherwise finance or assist all or such purposes.

36. To insure or guarantee the payment of advances, credits, bills of exchange and other commercial obligations or commitments of every description as well as the fulfillment of contract and other trading and commercial transactions of every description, whether at home or abroad and to indemnify any person against the same and to guarantee the payment of money secured by or payable under or in respect of any debentures, debenture-stock, bond, mortgage charge, security, contract or obligation of any person, persons or corporation or any authority, supreme, municipal, local or otherwise.

37. To apply for, purchase, or otherwise acquire any patents, brevets d' invention, licenses, concessions, and like conferring any exclusive or non-exclusive or limited right to use of any secret or other information's to any invention which may seem capable of being used for any of the purposes of the Company, and to use, exercise, develop or grant licenses in respect of or otherwise turn to account, the property or information's as required.

38. To subscribe, contribute or otherwise to assist or guarantee money for any national, charitable, benevolent, or public objects.

39. To promote, sponsor, undertake and carry out rural development including any programme for promoting the social and economic welfare of, or the uplift of the people in any rural area and to incur any expenditure on any expenditure on any programme of rural development and to assist promotion or execution thereof either directly or through and independent agency or by making contributions or giving donations or in any other manner. Without prejudice to the generality of the foregoing programme of rural development' shall also include any programme for promoting the social and economic welfare programme of, or the uplift of the people to any rural area and the words " rural area" shall include such area as may be regarded as rural areas under the Income Tax Act, 1961, or any other law relating to rural implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value and subject to the provisions of the Act divest the ownership of any property of the Company to or in favour of any Public or Local Body, or Authority or Central or State Government or any Public Institution or Trust.

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40. To takeover the running business of any other concern doing business similar to that of the Company as a going concern with all its liabilities, licenses, quota rights and to do all such things as may be necessary for the taking over of the said business.
41. To employ experts to investigate and examine into the condition, management prospects, value character and circumstances of any business, concerns and undertakings of the Company of any assets, property or rights.
42. To give guarantee and carry on and transact guarantee and counter-guarantee business and in particular to guarantee the payment of any principal monies, interest or other monies secured by or payable under any debentures, bonds, debenture-stocks, mortgages, charges, contracts, obligations and securities and the payment of dividends or the repayment of the capital of stocks and shares.
43. To manage land, buildings, and other property both movable and immovable belonging to the Company and to collect rents and income and to supply to tenants and occupiers, attendants, servants, waiting rooms, reading rooms and other conveniences.
44. To undertake and execute any trusts for the benefit of employees and also to undertake and execute the offices of executor of the will of any deceased person, Administrators of any deceased persons, trustees for debenture-holders or debenture-stock holders of any company and to appoint trustees to hold securities on behalf and to protect the interests of the Company.
45. In the event of winding up of the company to distribute any of the property of the company amongst themselves in cash or kind.
46. To form, promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising, or aiding companies having similar objects or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of this Company or of advancing directly or indirectly the objects thereof.
47. To acquire, purchase, take over and/or amalgamate business of the Companies' which, under existing circumstances, from time to time may conveniently or advantageously be combined with the business of the Company; to amalgamate with companies whose business are so acquired; purchased or taken over and/or enter into agreements with the objects of acquisition of such undertakings and/or business.

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48. To invite and receive with or without any such invitation, at any time receive any gift of immovable or movable property and offerings or voluntary donations or bequests and legacies either from shareholders or from any other person- for all or any of the objects of the Company with or without any specific conditions provided such receipts or the conditions attached are not inconsistent with or derogatory to any of the objects of the Company, subject to any such conditions as aforesaid, all such gifts, donations, grants, offerings, legacies and bequests including land, buildings, and other immovable properties shall be treated as forming part of the property of the Company and be applied accordingly; the Directors shall in their absolute discretion be entitled to decide whether they shall invite or accept any such gift, donation, grant, offering legacy or bequest and they shall be at liberty to refuse any of them without giving any reason for such refusal.
49. To procure the recognition of the Company under the laws or regulations of any other country.
50. To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company or which the Company shall consider to be preliminary out of the funds of the Company.
51. To establish competitions in respect of contributions or information suitable for insertion in any publications of the Company or otherwise for any of the purposes of the Company, and to offer and grant prizes, rewards and premiums of /such character and on such terms as may seem expedient.
52. To refer to or agree to refer any claims, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration and to observe and perform and to do all act matters and things to carry out or enforce the awards.
53. To apply for, promote, and obtain any statute, order regulation or other authorizations or enactment which may seem calculated directly or indirectly to benefit the Company and to oppose any bills, proceedings, or applications.
54. To sell, dispose, or transfer the business, property and undertaking of the Company, or any part thereof for any consideration which the Company may deem fit to accept.

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55.To obtain foreign technical and industrial know-how to provide the same to the industries in India and abroad, and grant such technical assistance and know-how on such terms and conditions as may be beneficial to the Company, and to encourage collaboration for setting up industries in and out of India and to establish, maintain, conduct, provide or make available all types of services and to take such steps as may be necessary for the purpose of examining, inspecting, and carrying out test and market research in respect of any project.

56.To take or otherwise acquire, hold shares, undertake and carry on the whole or any part of the business, property and liabilities of any person having similar objects.

57.To enter into arrangements with any company or other persons for securing rights or persons and to obtain from such person or persons any rights, privileges and concessions which the Company may think desirable to obtain and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.

58.To apply for or join in applying for purchase or by other means acquire and protect, prolong and renew, whether in India or elsewhere any licenses, protection and concession which may appear likely to be advantageous or useful to the Company.

59.To purchase, take on lease or in exchange, or hire or otherwise acquire any movable or immovable property or rights or privileges which the Company may think necessary or convenient for the purpose of its business and particularly any land, buildings, easements, machinery, plant and stock-in-trade.

60.To adopt such means of making known the business in which the Company is interested 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.

61. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions in their objects or purposes or for any exhibitions but not for political objects.

62.To take part in the supervision or control of the business or operations of any company or undertaking doing similar business.

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63.To establish and support or aid in the establishment and support of associations, trusts and conveniences calculated to benefit persons who are or have been directors or who are or have been employed by or who are serving or have served the Company or to wives, children or other relative or connections of such persons and to grant pensions and allowances and to make payments towards insurance.

64.To effect all such insurances in relation to the carrying on of the Company' s business and any risks incidental thereto as may seem expedient, and if thought fit to join or become a member of any mutual insurance Company or to carry a part or the whole of such insurance risk in connection with the Company' s business.

65.To promote any Company or companies for the purpose of acquiring all or any of the property right and liabilities of this Company or for carrying on any business which this Company is authorized to carry on or for any other purposes which may seem directly or indirectly calculated to benefit this Company or to promote or advance the interests of this Company.

66.To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company' s property or rights.

67.To buy, sell, transfer, hypothecate, deal in and dispose of any shares stocks, securities, properties, bonds, any Government Local authority bonds and certificates, debentures, whether perpetual or redeemable debenture stocks subject to permission capital law in finance and subject to the provisions of the Act to receive deposits on interest or otherwise and to lend money and negotiate with or without security to such companies firm or persons and on such conditions as may seem expedient and guarantee the performance to contracts by any person, companies or firms provided that the company shall not carry on the business of banking. To carry on the business of investment financing Industrial Enterprises whether by way of making loans or advances.

68.To facilities/execute/undertake/transact electronic transactions on inter- net, private net, exchanges, as also to charge brokerage, commission or incidental charges on transactions payment basis or flat fees basis or any other Convenient basis by various methods either by providing trade terminals facilitating automatic matching of trades, negotiated deals of trade, electronic trading, facilities in equity, money, forex, derivatives, depository, e-trade, e-commerce, credit card as also electronic transfer, distribution, collection payment of dividend card and other transactions of electronic nature.

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69. To carry on business to invest in and to hold, sell and deal with the stocks, shares, bonds debenture stock securities of any Government, State, company, corporation, co-op, society, municipal or local or other such body or authority, financial institution and any other corporate body and to pledge and make advances upon, hold in trust, issue or commission or otherwise, dispose of any of the investments aforesaid and to act as agents, underwriters, managers to other interests in copyrights and rights of representations and any other rights of or in any plays, operas, dramas, musical compositions, songs, Cinema, or T.V. Films. Video and other Tapes or any other entertaining or educational productions either artistic or commercial.

70. To act as technical and management consultants in relation to all aspects of data processing, data processing systems, computer systems, application and system software, process Control System, Computers, Type Setting, Printing at all the branches of computer science in India and abroad and further to act as agents for Indian and International Firms Companies providing equipment and services in the areas of Management science and computer science and to buy, sell, import, export, hire, lease, install, maintain, and use equipment and accessories, know-how and services, software hard ware related to all the aspects of management services and computer service.

71. To carry on the business of providing solutions and services related to Web-Technologies, Internet and E-commerce, including to design, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, license or otherwise deal in Internet portals, Internet networks, Media Portals, Internet solutions, Internet gateways, Internet service providers, E-commerce, Web-site designing, Web based and Web enabled services and applications, E commerce service provider, E-commerce solutions, E-commerce platforms, E-commerce education, E-commerce technologies and E-business solutions.

**IV.** The liability of the Members is limited and this liability is limited to the amount unpaid, if any, on the share held by them.

**V.** The Authorised Share Capital of the Company is Rs. 300,000,000 (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs.10/- (Rupees ten) each.”

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