

THE COMPANIES ACT 2013

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

UNIMECH AEROSPACE AND MANUFACTURING LIMITED

1. The name of the Company is "Unimech Aerospace and Manufacturing Limited"<sup>1</sup>.
2. The Registered office of the Company will be situated in the State of Karnataka i.e. within the jurisdiction of Registrar of Companies, Karnataka at Bangalore.
3.
  - (a) The objects to be pursued by the company on its incorporation are <sup>2</sup>:-
    - 1) To carry on the business of manufacturing, construction/setting up of plant & machinery, facilities capable of manufacturing, products, components to be used in Civil & Defence Aerospace Sector, Space and Satellite sector, Semiconductors, industrial tooling & other sectors including those of emerging niche segments as the company may deem fit and to deal in, trade, market, purchase, import, sell, distribute and export the said products, components, accessories, equipment's, systems and sub-systems including any parts and accessories thereof.
    - 2) To generate, accumulate, transmit, distribute, purchase, sell and supply renewable energy by conventional and non-conventional methods including coal, gas lignite, oil, biomass, waste, thermal, solar, hydel, geo-hydel, wind and tidal waves.
    - 3) To Carry on the business of engineering, technology and designing services.
  - (b) Matters which are necessary for furtherance of the objects specified in clause 3 (a) are:-
    - 1) To borrow or raise money by means of loans or by obtaining lease facility from directors, banks, government or other financial institutions, leasing companies, investment companies and other lending institutions for the purpose of business of the company in such manner as the company may think fit and in particular by issue of debentures, perpetual or otherwise convertible into shares or non- convertible or perpetual annuities and as security for any such money so borrowed; and to mortgage, pledge, or charge whole or any part of the property, assets or revenue of the company, by special assignment or otherwise to transfer or convey the same absolutely or in trust as may seem expedient and to purchase, redeem or pay of any such securities.
    - 2) To guarantee the performance of the contracts and obligations of the company in

<sup>1</sup> Alteration to the Name Clause by deleting the word 'Private' consequent upon conversion of Private Limited to Limited as approved by the Shareholder by passing Special Resolution in EGM held on 04.03.2024.

<sup>2</sup> Alteration to the Object Clause as approved by the Shareholder by passing Special Resolution in EGM held on 04.03.2024.

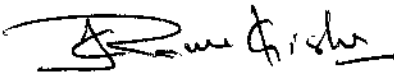
For Unimech Aerospace & Manufacturing Pvt. Ltd.



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relation to the payment of any loan, debentures, bonds, obligations, or securities issued by or in favour of the company and to guarantee the payment or return on such investment.

- 3) To issue and execute guarantee/guarantees for and on behalf of the company to secure its liability or of any associated company incorporated under the relevant provisions of law in favour of any bank or financial institution and to offer the assets of the company as security to the said bank or financial institution and to create a charge or lien against the assets of the company making itself liable as a guarantor in the transaction of the said associated company with the banks or financial institutions.
- 4) To purchase, take on lease or in exchange, hire or otherwise acquire any land, building, basement, rights, privileges, concession, patents, patent rights, licenses, trademarks or copy right, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purpose of business of the company.
- 5) To purchase, acquire and takeover the properties and assets, undertaking and liabilities of any other business carried on by any person, firm or company having similar objects of this company along with the name, good-will, licenses, quotas, tenancy rights, agencies, concession or any other rights and privileges which the company may think necessary or convenient for the purpose of its business.
- 6) To sell, lease and in any other manner, deal with or dispose of the undertaking or property of the company or any part thereof for such consideration as the Company may think fit.
- 7) To open bank account of the company and to draw, accept, make, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading or other negotiable or transferable instruments related to the business of the company.
- 8) To amalgamate with any other company having objects altogether or in part similar to those of this company, and to enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal, concession, or otherwise with any person or company carrying on or engaged in, or about to carry on or engaged in business or transaction which this company is authorized to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
- 9) To acquire by way of purchase, lease, hire or otherwise, establish, build, construct, erect, assemble, install, repair, operate, run, manage and maintain instruments, apparatus, consumables and all other facilities, structures, services, utilities and conveniences of every type and kind required for carrying on of the business of the



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- 10) To purchase, take on lease, rent or otherwise acquire and assume possession of land or other immovable property or buildings or structures thereon and to construct, build, erect, assemble, install, enlarge, alter and maintain buildings and structures for the purpose of business of the Company.
- 11) To appoint, employ, hire or procure executives, managers, secretaries, officers, clerks, agents, servants, and other skilled and unskilled personnel for permanent, temporary or contractual services.
- 12) To hold, use, sell, improve, manage, develop, exchange, lease, rent, mortgage, charge, enfranchise, abandon, dispose of turn to account or otherwise deal with all or any part of the movable and immovable property, assets and rights of the Company.
- 13) To form, promote, subsidise, organise, assist, maintain and conduct or aid in forming, promoting, subsidising, organising, assisting, maintaining research laboratories, experimental workshops or conducting studies, research, conducting, aiding tests and experiments on technical, economic, commercial or any other subject and undertake all types of technical, economic and financial investigations and aid or assist or enter into partnership with any institution, university, company, partnership firm or person or persons undertaking or conducting such research, study, and provide, subsidise, endow, assist in laboratories, workshops, libraries, meetings, lectures and conferences and by providing for the remuneration of professors or teachers on any subject, and by providing for the awards, exhibitions, scholarship prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests, and inventions of any kind that will facilitate the conduct of the business of the Company.
- 14) To acquire any shares, stocks, debentures, debenture-stocks, bonds, mortgage, obligations and other securities by original subscription, tender, purchase, exchange or otherwise out of the surplus funds of the Company.
- 15) To establish branches all over India in order to carry on the business of the Company as stated in the main object.
- 16) To hold, use, sell, improve, manage, develop, exchange, lease, rent, mortgage enfranchise, abandon, dispose of turn to account or otherwise deal with all or any part of the movable and immovable property, assets and rights of the Company.
- 17) Subject to Rules and directives issued by Reserve Bank of India and the applicable provisions of Companies Act, 2013 to borrow or raise or secure the payment of money other than public deposit at interest for any of the purposes of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debenture, or debenture- stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money

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so borrowed, raised or received for any such debentures or debenture stock so issued to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company present or future including its uncalled capital by special assignments 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 any such securities, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

- 18) To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of the company and to place or guarantee the placing of, subscribe for or otherwise acquire all or any part of the shares.
- 19) To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
- 20) To float, form, constitute, promote, subsidise, lend money to, assist and control companies, and partnerships, associations or undertakings having similar objects in any manner as may be thought fit in connection with any of the above objects of the Company.
- 21) To search for and to purchase, protect, prolong, renew or otherwise acquire from any Government, state or authority any patents, protection, licenses, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account to work, develop, carry out exercise and turn to account the same.
- 22) To apply for, promote, and obtain any act of Parliament or Legislature, charter, privilege, concession, license or authorisation of Government, State or municipality, provisional order or license of the Board of Trade or other authority for enabling the Company to carry any of the objects in to effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem calculated, directly or indirectly to promote the interests of the Company.
- 23) To let, mortgage or sell or otherwise dispose of any property including an undertaking of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise and in particular, for securities of any other company having objects similar to those of the Company.
- 24) To enter in to partnership or into any arrangements for sharing of profits, amalgamation, union of interest, reciprocal cond

  
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person, partnership or company and to promote and aid in promoting, constituting, forming and organising companies or partnerships of all kinds for the purpose of acquiring any business, undertaking, any property or liabilities of such person, partnership or company or of advancing directly or indirectly the objects thereof for any other purpose which this Company may think expedient, and also to pay for any properties, rights or privileges acquired by this Company either in shares of the Company or partly in shares and partly in cash or otherwise and to give shares or stock of this Company in exchange for shares or stock of any other company.

- 25) To enter into any arrangements with any Government or authorities supreme, municipal local or otherwise, or any person or company that may seem conducive to the Company's Objects or any of them to obtain from any such Government, authorities, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, contracts, licenses and concessions.
- 26) To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property or with or without security upon such terms and in such manner as may be thought proper and from time to time to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the Companies Act, 2013.
- 27) To pay, or satisfy the consideration for any properties, rights, privileges or assets whatsoever which the Company is authorised to purchase or otherwise acquire either by payment in cash or by the issue of shares, or other securities of the Company or in such other manner as the Company may agree or partly in one mode and partly in another or others.
- 28) To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments.
- 29) To open account or accounts with any firm or with any bank or banks or bankers and to pay in to and to withdraw money for such accounts.
- 30) To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licenses 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.
- 31) To employ experts to investigate and examine into the conditions, prospects, value, charter and circumstances of any business concerns and undertakings having

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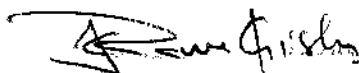
  
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similar objects and of any assets, property or rights.

- 32) To open a branch of a business which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
- 33) To nominate any Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
- 34) To take part in the management, supervision and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other personnel.
- 35) To pay all costs, charges and expenses, preliminary and incidental, of any company promoted, formed, established and incorporated by the Company or any company in which this Company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of business or property acquired by the Company or to enter into any agreement for them and including the payment of commission or other remuneration or reward to any person for underwriting, placing, selling, subscribing or otherwise assisting in the issue of any securities of the Company or in or about its formation.
- 36) To make and/or receive donations, gifts or income to or from such persons, institutions or Trusts and in such cases and whether of cash or any other assets as may be thought to benefit the Company or any other objects of the Company or otherwise expedient and also to remunerate any person or corporation introducing or assisting, in any manner the business of the Company subject to provisions of Companies Act, 2013.
- 37) To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts and conveniences for the benefit of the employees or ex-employees or of persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or by way of lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds, to or such persons.
- 38) To form, subscribe or contribute to or otherwise to assist, aid or guarantee money

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to public, charitable, benevolent, religious, scientific, national, or other institutions, funds, objects or purposes and to any other institutions, funds, objects or purposes which in the opinion of the Board of Directors are likely to promote the interests or the business of the Company and/or to further its objects and/or to any other institutions, funds, objects or purposes whatsoever directly relating to the business of the Company.

- 39) To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves 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 or for any other purposes conducive to the interest of the Company.
- 40) In the event of winding up to distribute any of the property of the Company amongst the members in specie or kind subject to the provisions of the Companies Act, 2013.
- 41) To place, to reserve or to distribute as bonus shares among the members 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 forfeited shares and moneys arising from the sale by the Company or forfeited shares, subject to provisions of Companies Act, 2013.
- 42) To accumulate capital from the profits of the Company for any of the purposes of the Company and to use and appropriate the same or any of the Company's assets either conditionally or unconditionally to specific purposes.
- 43) To pay out of the funds of the Company all costs, charges and expenses of and incidental to the promotion, formation, registration, advertisement and establishment of this Company and the issue and the subscription of the shares or loan capital including brokerage and/or commission for obtaining applications for placing or guaranteeing the placing of shares or any debentures, debenture-stock and other securities of this Company and also all expenses attending the issue of any circular or notice and the printing, stamping and circulating of proxies and forms to be filled up by the members of the Company and to remunerate by cash or allotment of fully or partly paid shares to any person, firm or company for services rendered in introducing any property or business to the Company or in placing, assisting to place shares, debentures, debenture-stock or other securities of the company or in or about the formation of the company or the acquisition of property by the Company or the conduct of its business or for any other reason which the company may think proper.
- 44) To provide for the welfare of Directors or employees of the Company or its predecessors in business and the wives, widows and families or the dependants or connections of such persons by buildings or contributing to the building or houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances,

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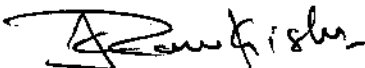
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bonuses, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction, recreation, hospitals and dispensaries, medical and other attendance and assistance as the Company shall think fit.

- 45) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation or death benefit funds for the benefit of, and give award or procure the giving of donations, gratuities, pensions, allowances, annuities or emoluments or other benefits whatsoever to any persons who are or were at any time in the employment or service of the Company or of any company which is subsidiary of the company or its 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 of any such other company as aforesaid and the wives, widows, families and dependants of any such persons, and also to 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 matters aforesaid either alone or in conjunction with any such other company as aforesaid or to establish, support and maintain any form of profit-sharing, share purchase, share incentive, share option or employees' share scheme for any such persons and to lend money to any persons eligible to participate therein or to benefit therefrom (or to trustees on their behalf).
- 46) To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in conjunction therewith and to subsidise or assist any such persons or company financially or otherwise and in particular by subscribing for shares, stock, debentures, debenture stock or other securities of such company.
- 47) To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
- 48) In relation with the business of the Company to guarantee the payment of money secured or unsecured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or any authority, supreme, municipal, local or otherwise or of any person howsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
- 49) To vest any movable or immovable property, rights or interests acquired by or belonging to the Company in any person or company and with or without any

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declared trust in favour of the Company, subject to the provisions of the Companies Act, 2013.

- 50) To act as commission agents, buying agents, selling agents, sub-contractors, brokers, factors, adantias, and delcredere agents in pursuance of the main object of the Company and without limitation to act as airline agents and managers.
- 51) To procure the recognition of the Company in any country, state or place outside India, and to establish and maintain local registers of any branch, places of business in India and abroad.
- 52) To aid, pecuniary or otherwise, any association, body or movement having for an object, the solution, settlement or labour problems or troubles or the promotion of industry or trade.
- 53) To enter into negotiations with and enter into agreements, arrangements, collaborations and contracts and conclude the same with foreign and/or Indian parties and other persons for obtaining by grant, license and/or on other terms, technical and engineering information, assistance, and service, know-how, and expert advice for the business of the Company.
- 54) To pay for technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in shares or partly in cash or otherwise and pay to promoters such remuneration and fees and otherwise remunerate them for their time and for the services rendered by them.
- 55) To do any other business or activity and do any act or thing which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with any of the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's property or assets or otherwise to advance the interests of the Company or its members.
- 56) To enter into any guarantee, contract of indemnity or surety or to provide security, with or without consideration, whether by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any other method or in any other manner, for the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends, and other moneys payable on or in respect of any securities or liabilities of, any person, firm, company or other entity including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or which is otherwise associated with the Company.

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Director

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4. The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.
5. The Authorised Share Capital of the Company is Rs. 30,00,00,000 (Thirty Crore Rupees) divided into 6,00,00,000 (Six Crore) Equity Share of Re. 5 (Five Rupee) each <sup>3 4 5</sup>

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Director






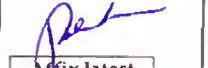


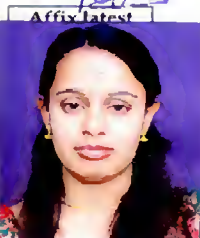
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<sup>3</sup> Increase of Authorised Capital from Rs. Rs 1,00,00,000 (Rupees One Crore Only) divided into 1,00,000 (One Lac Only) Equity Shares of Rs. 100/- (Rupees One Hundred Only) each to Rs 1,10,00,000 (Rupees One Crore Ten Lakhs Only) divided into 1,10,000 (One Lac Ten Thousand Only) Equity Shares of Rs. 100/- (Rupees One Hundred Only) each vide Ordinary Resolution passed in EGM held on 28.09.2017.

<sup>4</sup> Sub-division of existing authorized Equity Shares capital of Rs. 1,10,00,000/- (Rupees One Crore Ten Lakh Only) divided into 1,10,000 (One Lakh Ten Thousand) Equity Shares of Rs. 100/- each to 22,00,000 (Twenty Two Lakh) Equity Shares of Rs. 5/- per share vide Special Resolution passed in EGM held on 23.12.2023.

<sup>5</sup> Increase of Authorised Capital from Rs. 1,10,00,000/- (Rupees One Crore Ten Lakh Only) divided into 22,00,000 (Twenty Two Lakh) Equity Shares of Re. 5/- each to Rs. 30,00,00,000 (Thirty Crore Rupees) divided into 6,00,00,000 (Six Crore) Equity Share of Rs. 5 (Five Rupees) each vide Ordinary Resolution passed in EGM held on 23.12.2023.

VI. We, the several persons, whose names and addresses are 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 against our respective names:—

Names, addresses, description and occupation of subscribers	No. of Shares taken by each subscriber	Signature of Subscriber	Signature, names, addresses, description and occupation of witnesses
<p>1. Name: RAMAKRISHNA KAMOJHALA  Father's Name: NARAHARI KAMOJHALA  Address: H.No-134, 3<sup>RD</sup> CROSS, 5<sup>TH</sup> MAIN, KSRTC LAYOUT, CHIKKALSANDRA BANGALORE- 560061  Occupation: SERVICE</p>	18,000 shares	 	 SREERAJ. M S/O MURALI DHARAN NAIR PLOT NOS 7 & 8, ELEMENTS LAYOUT, KAIKONDRAHALI, SARJAPUR MAIN ROAD, BANGALORE- 560085, KARNATAKA OCCUPATION: PRACTISING COMPANY SECRETARY FCS NO: 7468 COP NO: 8155
<p>2. Name: MANI PUJHAN  Father's Name: P. SAIVANARAYANA  Address: #94/1, 23<sup>RD</sup> CROSS K. RANGIAH LAYOUT ITTAMADU BSK 3<sup>RD</sup> STAGE BANGALORE - 560085  Occupation: SERVICE</p>	18000 shares	 	
<p>3. Name: PREETHAM S.V  Father's Name: VENKATESH S.S  Address: #406, PARVATHAKRISHNA HOMES, RAMACHANDRAPPA LAYOUT, GUBBALA BANGALORE- 560081  Occupation: SERVICE</p>	12000 shares	 	
<p>4. Name: RASMI BALAKRUMAR  Father's Name: Y. MURALI DHARAN  Address: #94/1, 23<sup>RD</sup> CROSS K. RANGIAH LAYOUT ITTAMADU B.S.K 3<sup>RD</sup> STAGE, BANGALORE- 560085  Occupation: SERVICE</p>	34000 shares	 	
TOTAL	82,000 shares	EIGHTY TWO THOUSAND SHARES ONLY	

I witness to the above subscribers who have subscribed & signed in my presence on 01<sup>st</sup> August 2016 at Bengaluru. Further, I have verified their identity details for their identification & satisfied myself of their identification particulars as filled in  
Dated this 01<sup>st</sup> day of August 2016 at Bengaluru

