

THE COMPANIES ACT, 2013

**MEMORANDUM OF ASSOCIATION
OF**

¹ TAKYON NETWORKS LIMITED*

- I. The Name of the Company is **TAKYON NETWORKS LIMITED***.
- II. The Registered office of the Company will be situated in the **STATE OF UTTAR PRADESH**.
- III. The objects to be pursued by the Company are:
 - A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ARE: -**
 1. To acquire the business, assets and liabilities of the partnership firm running its business in the name of M/s Takyon Network in which partners Mr. Neeraj Kumar and Mr. Manish Kumar Sharma themselves are subscribers and directors in the company.
 2. To carry on the business of manufacturers, fabricators, designers, assemblers, traders of or otherwise deal in all types of telecommunication equipment and components required for integration and networking of computers, telecommunication and other related peripherals, microprocessors, data processing systems, electrical and mechanical gadgets, software, electrical & electronic appliances.

¹ Adopted in the Extra-Ordinary General Meeting held on 30th May, 2024.

*The word "Private" deleted from the name in the Extra-Ordinary General Meeting held on 30th May, 2024.

For Takyon Networks Pvt. Ltd.



Director

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III A ARE: -

1. To apply, approach, purchase, tender, auction, hold, protect, prolong, work, use or otherwise to acquire, renew or dispose of in any part of the world any patents, copyrights, trade secrets, secret processes, information, know-how, formulas, inventions, trademarks, monos, designs, licenses, concessions, and the like, confirming any absolute, exclusive, non-exclusive, limited, temporary or permanent right to use or work the same or any secret or other information as to any inventions which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem beneficial to the company and to use, exercise, develop or grant licenses in respect of, or otherwise, turn to account, the property, rights, or information so acquired, and to expend money in experimenting upon, testing or improving or seeking to improve any such patents, inventions, rights designs or information as aforesaid which the company may acquire or propose to acquire.
2. To amalgamate, absorb or merge with one or more than one company or body corporate, whether or not having similar objects as of this company and to do all such incidental acts, deeds and things as may be necessary to give effect to the amalgamation, adsorption or merger.
3. To enter into, execute and fulfil all contracts, agreements and arrangements necessary or useful for any or all of the objects of the company with any government, semi-government and local authorities in India or elsewhere for the purpose, sale & supply of goods, merchandise, stocks, shares, securities, moveable articles & things and to provide services & consultancy of all types to them on such terms and conditions as the Board of Directors deem fit from time to time.
4. To establish, settle, promote, form, undertake or to execute any public charitable or welfare trust for the benefit of employees, ex-employees, directors, their dependents and general public or for the development & advancement of any activity in the field of education, healthcare, public welfare, science, etc. for their benefit.
5. To incorporate, float, form, constitute, promote and enter into with any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of this company, or for carrying on any business which this company is authorized to carry on or for any other purpose which may seem directly or indirectly calculated to benefit this company.
6. For the purpose of investment, to acquire by purchase, lease, exchange, rent, auction or otherwise lands, building and hereditaments of any size, tenure or description and any estate or interest therei and any rights connected with lands so situated and to turn the same to account as may be deemed expedient and in particular by laying out, developing or assisting in developing and preparing land by constructing, decorating, furnishing and maintaining offices, flats, services flats, houses, hotels, restaurants, guesthouses, bungalows, chawls, factories, warehouses, shops, cinema houses, buildings, works and conveniences and by consolidating or connecting or subdividing properties for leasing, letting or renting, selling outright or by installments on ownership, hire purchase basis or otherwise and/ or disposing of the same on any other terms and conditions.

For Takyon Networks Pvt. Ltd.



Director

7. To purchase, sell, subscribe, underwrite, acquire, invest, exchange, take-up, hold or otherwise to deal in shares, stocks, bonds debentures, warrants, entitlements, premium notes, obligations or securities issued or guaranteed by the companies, corporations, mutual funds, government undertaking, governments authorities, banks, financial institutions, foreign institutional investors, foreign companies or by any other body or authority in India or abroad either by original subscription, tender, conversion, offer, renunciation, purpose or otherwise and to subscribe for the same either conditionally or conditionally and to guarantee the subscription thereof and to exercise, enforce and enjoy all rights and powers conferred by or incidental to the ownership thereof.

8. To tender, make, provide and give advances of such sums of money as may be necessary for purchase of goods, services, raw materials, consumables, stores, plants, machineries, or any other movable or immovable property required for the purposes of the company on such terms and conditions, with or without security as the company may deem fit from time to time provided that the company shall not carry on the business of banking as defined in Banking Regulation Act, 1949, subject to the provisions of Companies Act, 2013, and Reserve bank of India directives.

9. Subject to the provisions of the Companies Act, 2013, RBI rules, SEBI guideline, as the case may be, to borrow, raise, secure, invite, promote, undertake and accept the payment of money as deposit, loan or advance with or without interest, secured or unsecured, conditional or unconditional or in such other manner as the directors may, in their absolute discretion, deem fit, and in particular, by the issue of debentures, bonds, debenture stocks, commercial papers or other securities whether convertible or nonconvertible, on mortgage, pledge, or charge on the whole or any part of the property, assets, revenue and profits of the company, including its uncalled capital, by special assignment or otherwise, and to purchase, redeem, pay off or discharge any such securities.

10. To accept, invite, promote, raise, secure, borrow, undertake, or otherwise to negotiate loans underwriting contracts, mortgages, leases, equity participations, cash credits, letters of credit guarantees, obligations, commitments, overdrafts and other financial facilities from banks, financial institutions, leasing companies, government or semi-government bodies, companies, firms, individuals, societies, associations, bodies corporate and other entities.

11. Subject to the provisions of the companies Act, 2013, guidelines & rules of SEBI, or such other rules and regulations as are in force, to remunerate any person by way of commission, salary, fees, charges or otherwise for services rendered, or to be rendered, in placing or procuring or guaranteeing the placing of any of the shares on private placement basis in the company's share capital or for any debentures or other securities issued by the company from time to time.

12. To acquire or issue and use, deal in, and pledge, mortgage, transfer, assign, sell, negotiate mercantile documents of every kind and description, and without prejudice to this generality, to draw, make, accept, endorse, discount, execute, issue and assign cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading, railway receipts and other negotiable or transferable instruments or securities and to purchase, sell, endorse and surrender for renewal of any government promissory notes or government war loan bonds or other securities of the Government of India or any other government.

13. To sell, transfer, lease, let on hire, dispose of or exchange any undertaking, division, branch, property, right, claim, or other beneficial interest of the company or any part thereof for such consideration as the company may think fit and to take or hold mortgages, lines,

For Takyon Networks Pvt. Ltd.



Director

guarantees, sureties or secure payment of the sale price, or any unpaid balance of the sale price of any part of the company's property of any kind sold by the company, or any money due to the company from buyers.

14. To adopt such means for making known the business and/ or products of this company or any company in which the company is interested as its principal agents, representatives or in any other way by advertisements and publicity in press, periodicals, magazines, through corner slides and films, by issue of circulars, posters, calendars, show cards, playing cards, gifts, complementariness, hoardings, by radio programmes and T.V. programmes, by exhibitions, sponsorship of games, sport activities, cultural or other programmes, by publications of books & periodicals, by purchase and exhibition of works of art or interest, by granting prizes, rewards and donations or in any other manner as the Board of Directors may think fit.

15. To apply for, promote, obtain, represent and get implemented from government, state government, foreign government or other similar authorities any orders, regulations, enactments, authorizations, charters, rights, immunities, privileges, guarantees, counter guarantees, indemnities, grants, gifts, concessions, licenses and decrees for enabling the company to carry on its business or any of its objects into effect or for extending the powers of the company, or for effecting any modification of the constitution which is directly or indirectly beneficial to it or for other purposes that may seem expedient and to defend and oppose any proceeding, acts, rules and regulations which may seem directly or indirectly prejudicial to the interest of the company and for this purpose to take help of an expert, lawyer, advocate, solicitor, trade association, Chamber of Commerce etc. and to incur necessary expenses.

16. To apply for, approach, obtain, hold, renew, protect, defend, prolong, procure and manage any recognition in India or abroad in any establishments, authorities, Chamber of Commerce, institutions, organizations, trusts, associations, councils, chapters, clubs or other entities whether belonging to government, semi-government, local authorities, public bodies, private persons or otherwise for the purpose of standardization of quality, know-how, formulas, exports, imports, quotas, rights, entitlements, and other benefits as are conducive for the attainment of the objects of the company.

17. To pay for any property, rights, services or benefits acquired by the company either in cash or by the allotment of fully or partly paid-up shares of the company with or without preferential rights in respect of dividend or repayment of capital or otherwise, or by any securities which the company has power to issue or partly in one mode and partly in another on such terms and conditions as the company may determine from time to time.

18. To create any type of mortgage or charge on the whole or any part of the undertaking, properties, stocks/ investments, rights, titles etc. of the company, both present and future and on any uncalled share capital of the company, and to create, issue, make and give debentures, debenture-stocks, bonds or other securities and obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of the items aforesaid.

19. To pay, reimburse or give credit for all costs, charges and expenses out of the funds of the company which are incidental to the promotion formation, registration and establishment of the company as are incurred by the promoters in its preliminary or pre-incorporation stage and, alternatively, to issue shares against such expenses as may be decided by the Board of Directors from time to time.

For Takyon Networks Pvt. Ltd.



Director

20. To insure the company fully or partly against any losses, damages, risks, accidents and liabilities of all kinds which may affect it whether in respect of its contracts, agreements, advances, securities, undertakings, properties, belonging, goods, articles, guarantees & obligations or in respect of servants or employees of the company either by setting apart funds of the company or by effecting appropriate insurances from time to time.

21. To make donations, charities and contributions to individuals, firms, companies, trusts, institutions, welfare funds, national relief funds, hospitals, recognized political parties etc., either in cash or in kind, of such sums as may be allowed by law and, in particular, to remunerate any person, company, firm body, association, or corporation introducing business to this company and also to subscribe & contribute to religious, political, benevolent, national, public, cultural, educational or other institutions, funds or trusts established for the benefit of the employees, ex-employees (including directors) business associates or their dependants & relatives, or for the general public.

22. To aid and support any person, association, body or movement, whose object is to provide solution, or settlement, or to prevent any industrial disputes, or labour problems connected with the company or with an industry, trade or business as a whole.

23. To provide, for the welfare of directors or employees or ex-employees of the company and the wives, widows and families or the relatives of such persons by building or contributing to the building of houses, flats, quarters, chawls or by grants of loans, pensions, gratuities, allowances, bonuses or benefits any other payment or by creating and from time to time subscribing or contributing to provident fund, pension funds super annuation funds and other associations and institutions, profit sharing or other schemes, or trusts and by providing or subscribing or contributing towards places of recreation, educational institutions, hospitals, dispensaries, health centers, resort houses, guest houses, holiday homes, and to maintain and grant scholarship money to any person for higher studies and education in India and elsewhere in the world, and to support exhibitions, demonstrations, clubs, societies, and other assistance as the company shall think fit from time to time.

24. To refer, or agree to refer, to arbitration the matter related to any claim, demand, dispute, or for any other question raised by or against the company, or in which the company is directly or indirectly interested or concerned, and to do all acts, deeds, matters and things to carry out and enforce the award.

25. To secure, promote, organize, manage or enter into collaboration agreement in all its branches with any person, firm, company, corporation, authority, body or other entity in India or abroad to acquire technical know how, buy back arrangement, procurement of capital goods, financial assistance, training & development or for any other purpose whatsoever and subject to the law in force pay such commission, fees, royalty or other charges as may be agreed from time to time.

26. To arrange, establish, encourage, promote, manage & organize marketing operations in India or abroad for sale of the products and by-products, whether manufactured by the company or not, and for the purpose either to establish its own shops, retail counters, franchises, depots, showrooms, agencies, or marketing organizations or to appoint agents, distributors, stockiest, del-credre agents, C& F agents, representatives, wholesalers, retailers or dealers on such terms and conditions as the company may deem fit from time to time.

For Takyon Networks Pvt. Ltd.



Director

27. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund whether for redemption of redeemable preference shares, debentures, bonds or other securities, or for equalization of dividends, or for repairing, improving, extending and maintaining any part of the property of the company, or for any other purpose conducive to the interest of the company.

28. To open bank accounts in India or abroad with any scheduled, cooperative, nationalized, private or foreign banks of all descriptions, applications and uses and to operate, draw, accept, make, endorse, execute, issue, discount, negotiate and transfer promissory notes, hundies, bills of lading, bills of exchange, obligation, acceptances, commitments and other negotiable or transferable instruments in connection with the business of the company.

29. To arrange, manage, promote, motivate, subsidize and organize training programmes for the employees, trainees & apprentices at all levels as may be conducive to the interest of the company and for the purpose to establish training centers, to organize and hold seminars, conferences, workshops, study meetings, group discussion, written tests, lectures, practical training, demonstrations and other devices in India or elsewhere in the world and for the purpose to incur recurring & non-recurring expenses as may be necessary from time to time.

30. To establish, provide, encourage, maintain, conduct or subsidize research laboratories, research & development centers, experimental workshop, or such other tests, studies, theses, investigations, inventions etc. as are necessary for scientific & technical researches, by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remunerations of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes and grants to students or otherwise and generally to encourage, promote, & reward studies, researches, investigations, experiments, tests and inventions of any kind which is likely to assist any business which the company is authorized to carry on.

31. The company may from time to time invite, accept & receive or without any such invitation receive any gifts of immovable or movable property and offerings or voluntary donations or bequests and legacies either from the members, shareholders or from any other person for all or any of the objects of the company with or without any special conditions, provided such 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, contributions, grants, offerings, legacies and bequests including lands, building and other immovable properties shall be treated as forming part of the properties of the company and be applied accordingly, the directors shall, at their absolute discretion, be entitled to decide whether they shall invite or accept any such gift, donation, grant, offering, contribution, legacy or bequest and they shall be at liberty to refuse any of them without giving any reason for such refusal.

32. In the winding up, subject to the provisions of the companies Act, 2013, or any other law for the time

33. To carry on in India or in any part of the world all incidental acts and things necessary for the attainment of any of the objects under these presents.

34. To undertake, carry out, promote, sponsor, assist, manage, organize, cooperate, encourage & care publications of any books, literature, newspapers, magazines, newsletters & bulletins in any language on any subject, and to organize lectures, conferences, seminars, workshop, training programmes etc., to give merit awards, scholarships, grants, prizes &

For Takyon Networks Pvt. Ltd.


Director

loans or any other assistance to deserving students of academic pursuits for researches, 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 do all incidental acts and things necessary for the attainment of the objects of the company.

35. To give any loan, loans or any other assistance to deserving students of academic pursuits for researches, 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 do all incidental acts and things necessary for the attainment of the objects of the company.

36. . To levy, charges, impose, recover or otherwise to bill and collect interest, fees, commission, commitment charges, service charges etc. for any technical know how, for financial & industrial consultancy services or for providing any sort of facilities, licenses, trademarks, franchise, permission, brand name, copyright, patent or any other sort of services in all its branches whatsoever and to impose, charge and recover such fines for branch, infringement, default and violation of such arrangements as may be stipulated from time to time.

37. To carry on in India or elsewhere the business as agents, commission agent, del-credre agent, C& F agent, franchiser, representative, broker, informer, correspondent or otherwise to deal in all goods, commodities, chattels, materials, services as are incidental or conducive to the attainment of the objects under these presents.

38. To receive grants, subsidies, contributions, donations, loans, advances or other moneys or deposits of whatsoever nature from state government, central government, foreign government & bodies, banks, companies, trusts or individuals with or without conditions for the purpose of fulfillment of objects of the company or for such other purposes as may be directed by the donor and to all such acts and things as may necessary for the said purpose.

39. To establish branches, franchises, depots, offices, showrooms, parlors, retail counter, service centers and other network in India or abroad for the purpose of the business of the company and to run, maintain or discontinue such establishment as may be necessary from time to time.

40. To incorporate, float, promote, constitute or from any subsidiary company or companies or to make any existing company as the subsidiary of the company for the purpose of carrying on any business or branch of a business which the company is authorized to carry on or not, and to enter into any arrangement with such subsidiary company for sharing profits & losses of any business or branch of business as carried on, or to make any other arrangement which may seem conducive with reference to any business so carried on, including power at any time to close any such branch or business.

41. To undertake, carry out, promote, sponsor, discharge, fulfill or assist all types of activities considered to be the social or moral responsibilities of the company to community, class of people, section of public or to public at large including activities for promotion of education, national welfare, economic growth, increase in standard of living, uplifting moral of public etc., by organizing seminars and lectures, publishing books and literature, distributing award and scholarship, providing subsidies and donations etc., to such persons or bodies on such terms and conditions as the Board of Directors of the company may think fit from time to time.

For Takyon Networks Pvt. Ltd.



Director

42. To adopt all pre-incorporation contracts entered into by the promoters with any person on behalf of the company by way of ratification or substitution and to remunerate any person or company for services rendered to the company for the formation or promotion of the company or for the acquisition of any property, licence, letter of intent, allotments, know how or similar thing by the company.
43. To employ detective, agencies, secret agents, professional experts, etc. in the field of finance, accounts, engineering, management, law etc. to investigate and examine into the condition, prospects, value, charter, encumbrances and circumstances of any assets, property, or rights of any business concern or undertaking, whether belonging to the company or otherwise.
44. To issue new equity shares, debentures, premium notes, bonds, stocks, or any other securities in lieu of services rendered by brokers, commission agents, underwriters, merchant bankers, advisors, etc. and to pay for any business rights and property rights and privileges acquired or agreed to be acquired by the company and to satisfy any such obligation of the company in the aforesaid manner.
45. To approach, apply, purchase, promote, obtain, or otherwise acquire and to get transferred and act, charter, privileges, concession, quota, licence, facilities or authorization from any government, semi government, local authorities, public sector undertakings, companies or other bodies, any order or authority for enabling the company to carry any of its objects, into effect or for extending any of the powers of the company or for effecting any modification of the company's constitution or for any other purpose which is directly or indirectly beneficial to the company.
46. To do in India or elsewhere any objects of the company in any capacity like agent, representative, principal, carrier, broker, underwriter, trustee, contractor, trader, buyer, seller, importer, exporter, consultant, turnkey contractor, supplier, fabricator, franchiser, job worker, japper, proprietor, manufacturer, processor, vendor, dealer, distributor, stockiest, or in any other capacity, either alone, or in conjunction with any other person, firm, company, corporation, government, body, association, society, club, local authority or other entities.
47. To Provide, guarantees, counter, guarantees, third party guarantees or to stand as surety for the payment of money, secured or unsecured, obtained by the company from banks, financial institutions, mutual funds public bodies, government bodies, corporations, companies, firms, individuals or other entities on commission or otherwise and to pay for the money so guaranteed in respect of promissory notes, bonds, debentures, debentures stocks, contracts, mortgages, charges, obligations, banking facilities, instruments and securities of any such entities as aforesaid.
48. To promote, encourage, motivate, and undertake the formation and establishment of business pools, combines, syndicates, associations or clubs as may be considered to be conducive for the advancement of the profits and interest of the company.
49. To promote, encourage, motivate and undertake the formation and establishment of business pools, combines, syndicates, associations or clubs, as may be considered to be conducive for the advancement of the profits and interests of the company.
50. To let out rent, on hire, lease, license or otherwise dispose of any property, rights, ways, works, privileges, titles, licenses, hereditaments, plants, machineries, trademarks etc. of the company

For Takyon Networks Pvt. Ltd.



Director

absolutely or conditionally on daily, weekly, monthly, yearly or on perpetual period basis, in India or elsewhere and to receive rent, charges, royalties, fees, discounted value, lump sum deposits, commuted value or other consideration there against as may be agreed by the Board of Directors of the company from time to time.

51. To issue, fully paid-up bonus shares to the members & shareholders of the company by way of capitalization out of the balances standing to the credit of securities premium account, general reserve, revolution reserve or such other reserves subjects to such constants and approvals as may be necessary as per the laws, rules and regulations prevailing in the country from time to time.

52. To apply for, approach and obtain status of export house, star trading house etc. to act as such and for the purpose to act as buyer, seller, importer, exporter, broker, representative, market man, distributor, stockiest or otherwise to deal in all sorts of goods, articles, items, commodities, merchandise, chattels and products whether manufactured or processed by the company or otherwise.

53. To design, develop, promote, lunch or establish websites or portals to provide own information to general public for the promotion of business and commerce under one or more domain names.

54. The objects incidental or ancillary to the attainment of the main objects of the company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the company herein mentioned. The objects set forth in each of the several clauses under these presents shall have the widest possible construction and shall extend to all parts of the world. The word 'company' in this memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not and wherever domiciled.

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.

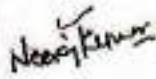

V. The authorized share capital of the Company is Rs. 16,00,00,000 (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lac) equity shares of Rs. 10/- each. The company shall have power, at any time and from time to time, to increase or reduce its capital. Any of the said shares and any new shares may, at any time and from time to time, be divided into shares of several classes in such manner as the articles of association of company may prescribe and the shares of each class may confer such preferred or other special rights and privileges and impose such restrictions and conditions whether in regard to dividend, voting, return of capital or otherwise as will be prescribed in or under the articles of association.

For Takyon Networks Pvt. Ltd.



Director

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

Sl. No.	Names, Addresses, Description & Occupation of Subscribers	Number of Equity Shares taken by each Subscribers	Signatures of Subscribers	Signatures, Names, Addresses, Description and Occupation of Witnesses
1.	Neeraj Kumar S/o Vishnu Choudhary 14/459, Sec-14 Indira Nagar Near St. Mary Inter College, Lucknow Business	5000		<p>I witness to subscribers who have subscribed and signed at my presence, further I have verified their IP for their identification and satisfied myself of their correct identification particulars as filled in.</p> <p>S/o Shri O.P. Sahu Narahi Bazar, Lucknow Reg no. 1600/91</p>
2.	Manish Kumar Sharma S/o Shyam Sunder Sharma 459, Sec-14, Indira Nagar, Near RLB School, Lucknow Business	5000		
Total Equity Shares taken : 10000 [TEN THOUSAND EQUITY SHARES]				
DATE: 01/05/2015 PLACE: Lucknow				

For Takyon Networks Pvt. Ltd.



Director