

MEMORANDUM OF ASSOCIATION  
OF  
\*CYIENT DLM LIMITED

(A COMPANY LIMITED BY SHARES)

(REGISTERED UNDER THE COMPANIES ACT, 1956)

- I. ##\*The Name of the company is CYIENT DLM LIMITED.
- II. #The Registered office of the company will be situated in the STATE OF TELANGANA
- III. The Objects for which the Company is established are:

**(A) The Main Objects to be pursued by the Company on its incorporation are:**

1. To manufacture, produce, process, procure, fabricate, design, develop, assemble, tabulate, purchase, sell, import export and otherwise to deal in all kinds of Electronic Assemblies, mechanical components, spares, consumables gadgets, accessories and other Cable assemblies, install, service all electronic and mechanical products and also to render technical, commercial, management and other types of consultancy services in the field of electronic and mechanical industries. To enter into collaboration agreements with any national and international organisations.
2. To Carry on business of software development and hardware manufacture and maintenance and to run, establish training centers, colleges, institutes for computer education and electronic data processing and allied activities.
3. To manufacture, engineer, design, develop, assemble, produce, sell, purchase, deal in, repair, fabricate, import, export and act as agents, distributors and suppliers of aerospace components, aircraft components, telecommunication applications, medical applications, sub-assemblies, other developmental items, CNC machined components and other products and applications used in aviation, telecommunication, medical and other industry. To carry on the business of aeronautical telecommunication, medical applications and related system integration and certification including modifications, addition, removal and ab-initio installation of allied equipment on aeronautical machinery, aircraft, helicopters, air vehicles, telecommunication, medical and other industry. To carry on the business of integrated activities for maintenance of all types of aeronautical equipment's aircrafts, helicopters and other air vehicles and to carry on general purpose activates connected herewith. To provide know how, develop, manufacture, assemble electronic, electrical and/or mechanical avionic, nuclear, power and other cutting edge, high tech products.
4. To carry on the business of mechanical, electrical, hydraulic, electronic, precision and general engineers, machine and engineering tool makers, fitter, founders, brass founders, smiths and to manufacture, construct, produce, process, service, repair, procure, fabricate, design, develop make assemble, tabulate, purchase, sell, import, export and otherwise deal in all kinds of machinery, equipments, component, replacements parts, spares, consumables, gadgets, accessories and parts used in defense and other manufacturing industries.

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##\* Altered vide resolution passed by the members in Extra Ordinary Resolution dtd.25.11.2022 from Cyient DLM Private Limited to Cyient DLM Limited

\*\* Added objects vide resolution passed in the in Extra Ordinary Resolution dtd.25.11.2022

CYIENT DLM PVT. LTD.

Parvati K R  
Company Secretary

For CYIENT DLM PVT. LTD.,

Parvati K R  
Parvati K R  
Company Secretary  
M No.A23584

**(B) The Objects Incidental or Ancillary to the attainment of the above Main Objects are:**

**1. Carry on similar business:**

To carry on any other trade or business of a character similar or analogous to the trade or business hereinbefore mentioned, or any business which may seem to the Company to be capable of being conveniently and/or profitably carried on in connection therewith, or may seem to the Company calculated, directly or indirectly, to enhance the value of any of its property or rights or to further any of its objects.

**2. Technical Information and know-how:**

To acquire from any person, firm or body corporate or unincorporate, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blueprints, useful for the design, erection and operation of plant required for any of the businesses of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.

**3. Acquire Plant, Machinery, Stocks:**

a) To acquire by purchase, lease, concession, grant, licence or otherwise, such lands, buildings, minerals, waterworks, plant, machinery, stock-in-trade, stores, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the Company, and to build or erect upon any land of the Company howsoever acquired such manufactories, workshops, warehouses, offices, residences and other buildings and to erect such machinery and construct such roads, ways, tramways, railway branches or sildings, bridges, reservoirs, water courses, hydraulic works.

b. To acquire, build, make, construct, equip, maintain, improve alter and work factories, buildings, roads, water courses and other works and conveniences which may be necessary or convenient for the purpose of the Company or may seem calculated directly or indirectly to advance the Company's interests and to contribute to subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.

**4. Acquire and Undertake Business:**

To purchase, 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 this Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.

**5. Payment for Property and Services:**

To pay for any property, rights or privileges, acquired by the Company or for the services rendered or to be rendered in connection with the promotion of or the business of the Company or for acquisition of any property for the Company or otherwise either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and to issue any shares either as fully paid up or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company. While so doing the Company shall comply with all requirements of law for the time being in force.

**6 Disposal of Undertaking and Property of Company:**

To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the

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undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particulars for stocks, shares, whether fully or partly paid up, or securities of any other Company.

7 Properties and Rights'

To improve, manage, cultivate, develop, exchange, let on lease, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, by way of declaration of trust, or otherwise deal with all or any part of the properties and rights of the company on such terms as the company shall determine, and to supply power, light and heat, and to layout land for building purposes, and to sell the same and to build on, Improve, let on building leases, advance money to persons building or otherwise to develop the same.

8. Sell, Sublet Rights and Property:

To sell or subject to any rights, concession or licence obtained or contracts entered into and generally to sell the whole or any part of the property and business of the Company for cash or for shares whether fully paid up or not, debentures, or securities, of another Company, or partly in cash or partly in such shares, debentures, or securities as are distributed in specie amongst the members or otherwise.

9 Guarantee:

To guarantee the performance of any contract or obligation of and the payment and repayment of money or of dividend and interest or premiums payable on any stocks, shares or securities of any Company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the -Company or the interests of its shareholders.

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FOR CYIENT DLM PVT. LTD.,

*Parvati KR*

Parvati KR  
Company Secretary

Mno.A23584

FOR CYIENT DLM PVT. LTD.

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Company Secretary

10. **Patents:**  
To apply for, purchase or otherwise, acquire and protect, prolong and renew in any part of the world any patents, patent rights, brevets'd invention, trade, marks, designs, licenses, protections, concessions, monopolies and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, process or privilege, which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account, the property, rights and information so acquired and to carry on any business in any way connected therewith. To expend money in experimenting on and testing and improving or seeking to improve any patents, rights, inventions, discoveries processes or information of the Company or which the Company may acquire or propose to acquire.
11. **Research Laboratories, Colleges and Provision of Lectures:**  
To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops, for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches, both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise generally to encourage, promote and reward studies researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
12. **To Insure against Losses, Damages and Risks:**  
To insure with any other Company, firm or persons against losses, damages and risks of all kinds which may effect the Company, provided that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employees' liability assurances, industrial assurance, motor assurance or any business of insurance or reinsurance within the meaning of the Insurance Act 1938, or any Act amending, extending or re-enacting the same.
13. **Receive Securities:**  
To receive moneys, securities or valuables on deposit at interest or otherwise from persons having dealings with the Company or for custody on any terms whatsoever, provided the Company shall not carry on the business of banking, as defined under the Banking (Regulations) Act 1949. Nor shall such transactions tantamount to carry on banking business. Further the moneys received shall be subject to the provisions of section 58 A of the Companies Act and the rules made there under.
14. **Advances, Deposits and Loans:**  
To lend and advance money, either with or without security and give credit to such persons, firms or body corporates (including government) and upon such terms and conditions as the Company may think fit.
15. **Financial and Commercial Obligation:**  
To undertake financial and commercial obligations, transactions and operations of all kinds.
16. **Investment:**  
To invest any moneys of the Company in such investments and in such securities, bonds and debentures (other than shares, stock, bonds or debentures in the company) as may be thought proper and to hold, sell or otherwise deal with such investments.
17. **Borrowing:**  
To receive money on deposit or loan, borrow or raise money in such a manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise)

For **CYIENT DLM PVT. LTD.**,

*Parvati KR*  
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and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other persons or Company of any obligation undertaken by the company or any other person or company as the case may be.

18. Registration of Company outside India:  
To procure the registration or recognition of the company in/or under the laws of any place outside India.
19. Bank Accounts and Negotiable Instruments:  
To open any kind of account in any Bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments and securities.
20. Employ Staff:  
To engage, employ, suspend and dismiss executives, engineers, agents, managers, superintendents, assistants, clerks, coolies and other servants and labourers and to remunerate any such person at such rate as shall be thought fit, to grant bonus, compensation, pension or gratuity to any such person or to his widow or children and generally to provide for the welfare of all employees.
21. To carry on the business of mechanical and other engineering products and also to manufacture and service the same.
22. Promotion:  
To form, incorporate or promote any Company or companies, whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other objects or object which in the opinion of the company could or might directly or indirectly assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered in obtaining subscription for or placing or assisting to place or to obtain subscriptions of or for guaranteeing the subscription of or the placing of any shares in the capital of the company or any bonds, debentures, obligations or securities of the company or any stock, shares, bonds, debentures, obligations or securities of any other Company held or owned by the company or in which the company may have an interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other Company in which the Company may have an interest.
- 23 Government and other Concessions and to Promote and Oppose Legislation:  
To enter into any agreements and to take all necessary or proper steps with Governments or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to promote or assist the promotion whether directly or indirectly, of any legislation which may appear to be in the interests of the company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the company and to obtain from any such Government authority or any company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.

FOR SECRETARY DLM PVT. LTD.,

Parvati K R

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Company Secretary  
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Company Secretary

24. Amalgamation and Partnership:  
To amalgamate or to enter into partnership or into any arrangement for sharing profits, union or interests, cooperation, joint venture, licence or reciprocal concession or for limiting competition with any person or persons or company or companies carrying on or engaged in, or about to carry on or engage in, or being authorised to carry on or engage in, any business or transactions which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
25. Publicity:  
To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase, and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, reward and donations.
26. To Create Funds:  
To create any depreciation fund, reserve fund, insurance fund, sinking fund or any other special fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties of the Company or by way of Development Rebate Reserve, Investment Reserve or for redemption of debentures or redeemable preferences shares or for any other purpose conducive to the interest of the Company.
27. Assist Companies under Same Management:  
To assist any other Company under the same management within the meaning of the Companies Act 1956 or any statutory modification thereof, in any manner and to any extent including the giving of loan and guarantees or the providing of securities of any kind whatsoever in connection with any loan given to the latter by any person, firm or body corporate.
28. Establishment of Association Connected with company or for Benefit of employees of company:  
To apply the assets of the company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in anyway connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including any association, institution or fund for the protection of the interests of masters, owners and employers against loss by bad debts, strikes, fire, accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refectories, dining and recreation rooms, places of worship schools, hospitals residential buildings, bungalows, hotels, offices, warehouses, godowns, structures, erections, parks, gardens and to grant charities, gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever and to farm, cultivate and otherwise develop the lands for the Company or in possession of the company.
29. To undertake and execute any trust the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the company.
30. Aid to Labour and other Industrial Associations:  
To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
31. Donations:  
To subscribe, contribute or otherwise to assist or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject to the provision of the Companies Act 1956, no donation shall be paid to any political party.

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*Parvati KR*  
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32. To donate, gift any of the property of the company, movable or immovable to any trust, Institutions or persons unconditionally or with such conditions as the board may deem fit.\*\*
33. Distribution of dividend, etc.:  
Subject to the provisions of Section 78 of the Companies Act, 1956 to place, to reserve or to distribute as dividend or bonus or bonus shares among the members or otherwise to apply as the Company may from time to time think fit any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the re-issue by the Company of forfeited shares.
34. Provision for employees:  
To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any Company which is a 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 establish and subsidise and subscribe to any institutions, association 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 person as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone, or in conjunction with any such other Company as aforesaid.
35. Distribution in Specie:  
To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction for the time being required by law.
36. To manage Properties:  
To manage lands, buildings, houses and any other property belonging to the Company and to collect rents and income and supply to tenants and occupiers of all kinds of conveniences and advantages.
37. Defend and File suits:  
To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements of reference to arbitration and to enforce and where need be to contest any awards and for all such purposes to engage or retain attorneys and agents and when necessary to remove them.
38. Trustee and Agency and any other business:  
To carry on any other business in any part of the world whether manufacturing or otherwise that may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be advisable to undertake with a view to improving, developing rendering, valuable or turning to account any property, real or personal, belonging to the company or in which the company may be interested and to do all or any of the above things, either as principals, agents, trustees, contractors or otherwise

39. Promotion of Rural development:

For CYIENT DLM PVT. LTD.,

Parvati K R

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Company Secretary

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a) To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area and to incur an expenditure on any programme of rural development and to assist execution and promotion thereof whether directly or through an independent agency 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 of or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development. Directors may at their discretion, in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to/or in favour of the public or local body or authority or central or state government or any public institutions or trusts or funds as the directors may approve.

b) To promote family planning and family welfare programmes.

40 To do all things incidental:

To do all such other things in any part of the world as may be deemed incidental or conducive to the attainment of the above main objects or any of them.

**(C) The Other Objects not included under (A) and (B) above for which the Company is established are:**

- 1 To carry on the business of printing and packaging.
- 2 To carry on the business in perfumery extraction and import/sale of perfumery materials, agarbathies, dhooops and cosmetics.
- 3 To carry on the business of confectionery, bakery and other ready, instant and packaged foods.
- 4 To carry on the business of import, export, export house.
- 5 To carry on business in leatherwear, garments and hosiery.
- 6 To carry on business of transport operators.
- 7 To carry on business in granite and other natural stones and minerals and processing and export of the same.
- 8 To carry on the business of leasing of machinery and all other movable and immovables and to carry on the business of lease finance and hire-purchase.

IV The liability of the Members is limited.

###\*V The authorised share capital of the company is Rs.15,00,00,000 [Rupees Fifteen Crores only] divided into 1,50,00,000 [One Crore Fifty Lakhs only ] equity shares of Rs.10 each.

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**Altered in Extra Ordinary Resolution dtd.25.11.2022. Previous Resolution read as**

The authorised share capital of the company is Rs.15,00,00,000 [Rupees Fifteen Crores only] divided into 1,50,00,000 [One Crore Fifty Lakhs only ] equity shares of Rs.10 each.

\* Altered vide resolution passed by the members in Extra Ordinary General Meeting Held on 22/12/2016. Previous name of the company was RANGSONS ELECTRONICS PRIVATE LIMITED.

# Altered Clause II by shifting the Registered office to the State of Telangana vide extra Ordinary General Meeting held on 01/08/2019.

1. Inserted vide resolution passed by the members in Extra Ordinary General Meeting held on 1.1.2007
2. \*\*. Inserted vide resolution passed by the members in Extra ordinary General Meeting held on 24.11.2006.
3. a As amended on 26.07.2007
4. b Previous to amendment read as follows

**For CYIENT DLM PVT. LTD.,**

*Parvati KR*  
Parvati KR  
Company Secretary  
M.No.A23584



5. The Authorised share capital of the company is Rs. 2,50,00,000 [Rupees Two crore Fifty lakhs only] divided into 17,00,000 ordinary equity shares of Rs.10 each and 80,000 Class equity shares of Rs.100 each.
7. \*The Company at its Annual General Meeting held on 28<sup>th</sup> July 2022 has increased the Authorised share Capital to Rs. 10 Crores.

For CYIENT DLM PVT. LTD.,

*Parvati KR*  
Parvati KR  
Company Secretary

M.No.A23584

For CYIENT DLM PVT. LTD.,

Parvati KR  
Company Secretary

We, the several persons, whose names and addresses are subscribed hereto are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names:

Sl. No.	Names, Addresses Descriptions and Occupations of Subscribers with their Signature	Number of Equity Shares taken by each subscriber	Signature, Name, Address, Description and Occupation of the witness
1.	VASU R. S/o. Late Ranga Rao Age: 43 Years No. 2980, Gokulam Road, V.V. Mohalla, Mysore <i>Industrialist</i>	10 Ten Equity Shares Only	
2.	N.NARENDRA S/o. Dr. H.S. Narayanan Age: 34 Years No, 278, 12th Cross V.V. Mohalla, Mysore <i>Industrialist</i>	10 Ten Equity Shares Only	Sd/- N M Arunkumar S/o N. Mallari Rao No. 32, 4 <sup>th</sup> Cross, 10 <sup>th</sup> Main, Vijayanagar II Stage, R P C layout, Bangalore- 560040  <i>Chartered Account</i>
	Total	20 (Twenty Equity Shares Only)	

Dated this 30th day of June 1993 at Bangalore

For **CYIENT DLM PVT. LTD.**,

*Parvati K R*  
Parvati K R  
Company Secretary

M.No.A23584